
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

Pagaya Technologies Ltd.

(Exact Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

PAGAYA TECHNOLOGIES LTD.

2024 Annual Meeting
Vote by December 10, 2024
11:59 PM ET

PAGAYA TECHNOLOGIES LTD.
90 PARK AVENUE, 20TH FLOOR
NEW YORK, NY 10016



V58425-P20319

You invested in **PAGAYA TECHNOLOGIES LTD.** and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on December 11, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 27, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

December 11, 2024
9:00 a.m EDT /4:00 p.m. Israel time

Virtually at:
www.virtualshareholdermeeting.com/PGY2024

*Please check the meeting materials for any special requirements for meeting attendance. If you are attending the meeting in person, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To approve an amendment to our Articles of Association to declassify the Company's Board of Directors by the 2026 Annual Meeting.	✔ For
2. To reelect each of the following to the Board of Directors of the Company, to serve a two-year term, until the 2026 Annual Meeting of Shareholders and until his or her successor has been duly elected and qualified, or until his or her office is vacated in accordance with the Company's Articles of Association or the Israel Companies Law, 5759-1999 (the "Israel Companies Law").	
2a. Avi Zeevi	✔ For
2b. Dan Petrozzo	✔ For
2c. Tami Rosen	✔ For
3. To approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024, and until the next Annual Meeting of shareholders, and to authorize the Board of Directors, upon recommendation of the audit committee, to fix the remuneration of said independent registered public accounting firm.	✔ For
4. To approve the calculation framework for the annual bonuses for the Company's executive officers who are also directors of the Company.	✔ For
5. To approve, on an advisory (non-binding) basis, the Compensation of our Named Executive Officers.	✔ For
6. To vote, on an advisory (non-binding) basis, the frequency of future advisory votes on executive compensation.	1 Year
7. To renew and review the provision in our Articles of Association governing the Chief Executive Officer's employment.	✔ For
8. To approve an adjustment to the ownership threshold upon which our Class B ordinary shares automatically convert to Class A ordinary shares.	✔ For
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".