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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of August 2026

Commission File Number: 001-42005

ZOOZ Strategy Ltd.
(Translation of registrant's name into English)

4B Hamelacha St.
Lod 7152008
Israel
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

ZOOZ Strategy Ltd.

ZOOZ Strategy Ltd. (the "**Company**") is furnishing its unaudited condensed consolidated financial statements as of and for the six month period ended June 30, 2026, as Exhibit 99.1 to this Form 6-K and is furnishing its Management's Discussion and Analysis of Financial Condition and Results of Operations, which discusses and analyzes the Company's financial condition and results of operations as of and for the six month period ended June 30, 2026, as Exhibit 99.2 to this Form 6-K.

This Report on Form 6-K and the information incorporated by reference into this Report on Form 6-K are incorporated by reference into the Company's Registration Statement on Form S-8, File No. 333-280741 and into the Company's Registration Statements on Form F-3, Files No. 333-288280, 333-288916, 333-289655, 333-290571 and 333-290638.

Exhibit No.	Description
99.1	Condensed consolidated financial statements as of and for the six-month period ended June 30, 2026
99.2	Management's Discussion and Analysis of Financial Condition and Results of Operations, which discusses and analyzes the Company's financial condition and results of operations as of and for the six-month period ended June 30, 2026

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	ZOOZ Strategy Ltd
Date: August 25, 2026	By: *<u>/s/ Avi Cohen</u>*
	Name: Avi Cohen
	Title: Chairman of the Board of Directors

Exhibit 99.1

ZOOZ STRATEGY LTD

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(UNAUDITED)

AS OF JUNE 30, 2026

ZOOZ STRATEGY LTD

CONDENSED INTERIM FINANCIAL STATEMENTS (UNAUDITED)
AS OF JUNE 30, 2026

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ZOOZ STRATEGY LTD
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

	June 30 2026	December 31 2025
	U.S. dollars in thousands	
Assets		
CURRENT ASSETS:		
Cash and cash equivalents	23,271	27,028
Short term deposits	42	39
Prepaid expenses	570	571
Other current assets	647	1,264
TOTAL CURRENT ASSETS	24,530	28,902
NON-CURRENT ASSETS:		
Restricted bank deposits	236	221
Prepaid expenses	568	799
Digital assets	61,300	91,628
Operating lease right of use assets	581	726
Property and equipment, net	213	289
TOTAL NON-CURRENT ASSETS	62,898	93,663
TOTAL ASSETS	**87,428**	**122,565**
Liabilities and equity		
CURRENT LIABILITIES:		
Accounts payable	64	178
Other payables and accrued expenses	1,181	2,161
Short-term employee benefits	323	302
Current maturities of operating lease liabilities	329	292
TOTAL CURRENT LIABILITIES	1,897	2,933
NON-CURRENT LIABILITIES:		
Operating lease liabilities	293	432
TOTAL NON-CURRENT LIABILITIES	293	432
TOTAL LIABILITIES	**2,190**	**3,365**
COMMITMENTS AND CONTINGENCIES (Note 6)		
SHAREHOLDERS' EQUITY:		
Share capital - Ordinary shares of NIS 0.0572 par value - Authorized: 50,000,000 shares on June 30, 2026, and December 31, 2025; Issued: 8,101,159 shares on June 30, 2026, and 8,099,799 on December 31, 2025; Outstanding: 8,009,608 shares on June 30, 2026, and 8,099,799 on December 31, 2025;	139	139
Treasury stock at cost, 91,551 shares at June 30, 2026	(881)	-
Additional paid-in capital	247,857	234,083
Accumulated other comprehensive loss	(1,262)	(1,262)
Accumulated deficit	(160,615)	(113,760)
TOTAL EQUITY	85,238	119,200
TOTAL LIABILITIES AND EQUITY	**87,428**	**122,565**

* All share and per share information retroactively reflects reverse stock split – see note 1.

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

ZOOZ STRATEGY LTD
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(U.S. dollars in thousands, except share and per share data)
(Unaudited)

	Six months ended June 30,	
	2026	**2025**
Revenues	-	247
Cost of revenue	-	1,792
Gross loss	**-**	**(1,545)**
Research and development, net	896	2,352
Sales and marketing	45	998
General and administrative	15,612	1,950
Unrealized loss on digital assets	30,328	-
Operating loss	**(46,881)**	**(6,845)**
Finance income (expenses), net	26	(200)
Net loss	**(46,855)**	**(7,045)**
Net loss per ordinary share attributable to shareholders - basic and diluted	(4.93)	(12.2)
Weighted average ordinary shares outstanding – basic and diluted	9,498	577

* All share and per share information retroactively reflects reverse stock split – see note 1.

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

ZOOZ STRATEGY LTD
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Six months ended June 30,	
	2026	**2025**
	U.S. dollars in thousands	
Net Loss	**(46,855)**	**(7,045)**
Other Comprehensive gain (loss)		
Reporting currency translation gain (loss)	-	88
Total other comprehensive gain (loss)	-	88
Total comprehensive loss	**(46,855)**	**(6,957)**

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

ZOOZ STRATEGY LTD
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(U.S. dollars in thousands, except share and per share data)
(Unaudited)

	Share capital		Treasury stock		Additional paid-in capital	Accumulated other comprehensive loss	Accumulated loss	Total
	Number of Shares	Amount	Number of Shares	Amount				
BALANCE AS OF JANUARY 1, 2026	8,099,799	139	-	-	234,083	(1,262)	(113,760)	119,200
CHANGES IN 2026:								
Repurchase of Ordinary Shares	-	-	(91,551)	(881)	-	-	-	(881)
Exercise of vested RSUs	1,360	(*)	-	-	-	-	-	(*)
Share-based compensation	-	-	-	-	13,774	-	-	13,774
Net loss	-	-	-	-	-	-	(46,855)	(46,855)
BALANCE AS OF JUNE 30, 2026	**8,101,159**	**139**	**(91,551)**	**(881)**	**247,857**	**(1,262)**	**(160,615)**	**85,238**

(*) represents less than $1 thousand

* All share and per share information retroactively reflects reverse stock split – see note 1.

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

ZOOZ STRATEGY LTD

CONDENSED CONSOLIDATED STATEMENTS OF AND CHANGES IN SHAREHOLDERS' EQUITY

(U.S. dollars in thousands, except share and per share data)

(Unaudited)

	Share capital		Additional paid-in capital	Accumulated other comprehensive income (loss)	Accumulated loss	Total
	Number of Shares	Amount				
BALANCE AS OF JANUARY 1, 2025	605,275	10	67,026	(2,147)	(58,171)	6,718
CHANGES IN 2025:						
Issuance of shares according to the SEPA	1,975	(*)	34			34
Share-based compensation			59			59
Net loss					(7,045)	(7,045)
Other comprehensive gain				88		88
BALANCE AS OF JUNE 30, 2025	**607,250**	**10**	**67,119**	**(2,059)**	**(65,216)**	**(146)**

* All share and per share information retroactively reflects reverse stock split – see note 1.

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

ZOOZ STRATEGY LTD
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six months ended June 30	
	2026	**2025**
	U.S. dollars in thousands	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	(46,855)	(7,045)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	76	151
Unrealized loss on digital assets	30,328	-
Non-cash finance expenses, net	16	247
Net changes in operating lease assets and liabilities	43	31
Share-based compensation	13,774	59
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	849	64
Inventory	-	1,240
Accounts payable	(114)	253
Other payables and accrued expenses	(980)	11
Short-term employee benefits	21	39
Net cash used in operating activities	(2,842)	(4,950)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment	-	(91)
Net cash used in investing activities	-	(91)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of shares, net of issuance costs	-	34
Repurchase of Ordinary Shares	(881)	-
Net cash provided by (used in) financing activities	(881)	34
Effect of change in exchange on cash balances in foreign currencies	(16)	(54)
Net change in cash and cash equivalent	(3,739)	(5,061)
Cash and cash equivalents and restricted bank deposits at beginning of year	27,288	7,758
Cash and cash equivalents and restricted bank deposits at end of year	23,549	2,697

The accompanying notes are an integral part of the unaudited condensed consolidated financial statements.

NOTE 1 - GENERAL:

ZOOZ Strategy Ltd. (formerly – ZOOZ Power) (hereinafter - "the Company"), an Israeli Company, was incorporated and commenced operations in Israel on February 5, 2013. The offices of the Company are located at 4 Hamelacha St., Lod, Israel.

The Company operates as one operating segment focused on developing and marketing Flywheel-based power boosting and power management solutions. The system is based on kinetic storage using flywheels.

In July 2025 the Company adopted bitcoin as its primary treasury reserve asset on an ongoing basis. The Company continues to maintain its flywheel technology and related activities; however, the scale of such activities has decreased compared to prior periods.

On October 16, 2025, the Company changed its name from ZOOZ Power to ZOOZ Strategy.

On July 29, 2025, the Company entered into securities purchase agreements with certain institutional and accredited investors for a private placement consisting of ordinary shares, pre-funded warrants, and warrants (the "Private Placement").

Cash proceeds received from investors totaled approximately $167 million, resulting in net proceeds of approximately $153 million.

During the period between January 5, 2026, and February 12, 2026, the Company repurchased 91,551 of its ordinary shares pursuant to a Rule 10b5-1 Repurchase Plan. For further details see note 7.

On May 11, 2026, the extraordinary general meeting of the Company's shareholders approved a reverse share split of the Company's ordinary Shares, effective as of June 1, 2026, at a conversion ratio of 20. For further details see note 7.

Operations in Israel

In October 2023, following terrorist attacks in southern Israel, the Israeli government declared war against Hamas and commenced a military campaign in the Gaza Strip (the "Swords of Iron" war). Since then, there have been additional hostilities along Israel's borders and regional security escalations, including military actions involving Iran and related operations such as "Operation Rising Lion." To date, the Company's operations and financial results have not been materially affected by these events. However, as these developments are beyond the Company's control, their continuation or escalation could adversely affect the Company's operations in the future.

Liquidity

The Company incurred net losses for the six months ended June 30, 2026, and June 30, 2025, in the amounts of $46,855 thousand and $7,045 thousand and generated negative cash flows from operating activities of $2,842 thousand and $4,950 thousand, respectively. The Company's cash balance as of June 30, 2026, is $23,271 thousand.

The Company has historically financed its operations primarily through capital raising transactions. During 2025, the Company completed equity capital raising transactions, including private placements and at-the-market offerings, resulting in net proceeds of approximately $153 million.

The Company generated limited revenues from its ongoing operations in prior periods. In addition, during 2025 the Company adopted a treasury strategy pursuant to which a substantial portion of the funds raised was invested in bitcoin.

While the Company's digital asset holdings are subject to market volatility and do not generate operating cash flows, management believes that the Company's existing cash balances, together with its ability, if necessary, to utilize its liquid resources, including digital asset holdings to finance its operating expenditures, will be sufficient to meet its anticipated operating and capital requirements for at least the twelve months following the date of issuance of these financial statements.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES:

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. ZOOZ's management believes that the estimates, judgments, and assumptions used are reasonable based upon information available at the time they are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates, and such differences may have a material impact on the Company's financial statements.

Basis of presentation of financial statements

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and applicable rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial reporting.

Certain information and footnote disclosures normally included in the financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, the information contained herein reflects all adjustments necessary for a fair statement of our results of operations, financial position, cash flows, and shareholders' equity. All such adjustments are of a normal, recurring nature.

The results of operations for the six months ended June 30, 2026, shown in these financial statements are not necessarily indicative of the results to be expected for the full year ending December 31, 2026. The unaudited condensed financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2025, included in the Company's Annual Report on Form 20-F filed with the SEC on March 27, 2026.

There have been no material changes in our significant accounting policies as described in our financial statements for the year ended December 31, 2025.

The carrying value of cash and cash equivalents, other current assets and accounts payables, other payables and accrued expenses (included in the condensed balance sheets) approximates their fair value because of their generally short maturities. The promissory notes bear annual interest at rates close to the prevailing market rates.

The fair value of restricted bank deposits approximates the carrying value since they bear interest at rates close to the prevailing market rates.

Treasury shares

Treasury shares are presented as a reduction of shareholders' equity, at their cost to the Company. The Treasury shares are not entitled to any rights, such as voting rights and distributions. The Treasury shares were purchased in the open market

Concentration of credit risks

Financial instruments that potentially subject the Company to a concentration of credit risk consist of cash and cash equivalents, restricted bank deposits, other receivables and digital assets.

The Company's cash and cash equivalents and restricted short and long-term bank deposits are invested in banks in Israel. Accordingly, management believes that these restricted bank deposits have minimal credit risk.

New Accounting Pronouncements:

Accounting Pronouncements effective in future periods

In December 2023, the FASB issued ASU 2023-09 Improvements to Income Tax Disclosures. The ASU improves the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. It also includes certain other amendments to improve the effectiveness of income tax disclosures. The ASU is effective for the Company for annual periods beginning after December 15, 2025. The Company is evaluating the potential impact of this guidance on its consolidated financial statements. The amendments in this Update should be applied on a prospective basis.

In 2025, the FASB issued guidance, ASU 2024-03, which requires the disaggregated disclosure of certain costs and expenses on an interim and annual basis. The new standard is effective for annual periods beginning after December 15, 2026, and interim periods beginning after December 15, 2027, and can be applied prospectively with the option for retrospective application to all prior periods presented in the financial statements. The Company is currently evaluating the potential impact of adopting this new guidance on its consolidated financial statements and related disclosures.

NOTE 3 – DIGITAL ASSETS:

The vast majority of the Company's assets are concentrated in its bitcoin holdings. Bitcoin is a digital asset, which is a novel asset class that is subject to significant legal, commercial, regulatory and technical uncertainty. Holding bitcoin does not generate any cash flows and involves custodial fees and other costs. Additionally, the price of bitcoin has historically experienced significant price volatility, and a significant decrease in the price of bitcoin would adversely affect the Company's financial condition and results of operations. The Company's strategy of acquiring and holding bitcoin also exposes it to counterparty risks with respect to the custody of its bitcoin, cybersecurity risks, and other risks inherent to holding a digital asset.

The Company accounts for its digital assets, which are comprised solely of bitcoin, as indefinite-lived intangible assets in accordance with ASC 350-60, Intangibles — Goodwill and Other – Crypto Assets. Company's digital assets are initially recorded at cost. Bitcoin assets are measured at fair value as of each reporting period based on Level 1 inputs in the fair value hierarchy.

The following table summarizes the Company's digital asset holdings (in thousands, except number of bitcoins), as of:

	Six months ended June 30	
	2026	**2025**
Outstanding at beginning of year	91,628	-
Additions (purchases)	-	-
Disposals	-	-
Unrealized loss on digital assets	(30,328)	-
Balance at end of period	61,300	-
Approximate number of bitcoins held	1,047	-

The following table summarizes the Company’s digital asset cost basis and unrealized loss on digital assets (in thousands) for the periods indicated:

	As of June 30,	
	2026	**2025**
Digital asset cost basis	121,935	-
Digital asset fair value	61,300	-

NOTE 4 - CASH AND CASH EQUIVALENTS AND RESTRICTED BANK DEPOSITS:

The following table provides a reconciliation of cash and cash equivalents and restricted bank deposits reported on the balance sheets that sum to the same total amount as shown in the statements of cash flow:

	June 30, 2026	**December 31, 2025**
	U.S. dollars in thousands	
Cash and cash equivalents	23,271	27,028
Restricted bank deposits (1)	278	260
Total cash and cash equivalents and restricted bank deposits shown in the statement of cash flows	23,549	27,288

(1) As of June 30, 2026, and December 31, 2025, the Company’s restricted deposits consisted of bank deposits that were denominated in New Israeli Shekel. Restricted deposits are presented at cost including accrued interest. These bank deposits are used as security for collateralizing the Company’s lease contracts.

NOTE 5 - OTHER PAYABLES AND ACCRUED EXPENSES:

	June 30, 2026	**December 31, 2025**
	U.S. dollars in thousands	
Accrued expenses	751	989
Grants in advance	151	141
Escrow payables	-	773
Others	279	258
	1,181	2,161

NOTE 6 - COMMITMENTS AND CONTINGENCIES:

The total amount of grants received from the BIRD Foundation and from NYPA during the six-month period ended June 30, 2025, is $278 thousand. An amount of $18 thousand was deducted from research and development expenses for the period ended on June 30, 2025. An amount of $180 thousand was deducted from Sales and Marketing expenses for the period ended June 30, 2025 (the amount deducted was received during 2023 and was recorded as liability as of December 31, 2023). Following the Company’s commitment to pay royalties to the IIA and to other governmental institutions, and the sales incurred during the six months ended June 30, 2025, the Company recorded a provision of $20 thousand for royalties to the IIA and other governmental institutions. Total contingent obligation as of June 30, 2026, amounts to $2.5 million.

NOTE 7 –EQUITY:

(1) On November 2025 the Company initiated a share repurchase program (the – "Buyback"), at an aggregate amount of up to $50 million. As of June 30, 2026, the Company has repurchased a total of 91,551 shares at a total consideration of $0.9 million.

(2) On May 11, 2026, the extraordinary general meeting of the Company's shareholders approved a reverse share split of the Company's ordinary Shares, effective as of June 1, 2026, at a conversion ratio of 1 for 20.

The Company accounted for the Reverse Stock Splits on a retroactive basis pursuant to ASC 260. As a result, all common stock, warrants, and options outstanding and exercisable for common stock, exercise prices and loss per share amounts have been adjusted, on a retroactive basis, for all periods presented in these financial statements and the applicable disclosures, to reflect such Reverse Stock Split.

NOTE 8 - SHARE BASED COMPENSATION:

Equity classified awards.

The value of benefit is measured on the grant date by reference to the fair value of the granted equity instruments, as described below. The fair value is calculated using the Black and Scholes formula, with the following assumptions:

	June 30, 2025
Dividend yield	0%
Expected volatility	55%-89%
Risk-free interest rate	3.3%-5.8%
Expected term (years)	2-7 years
Exercise price (USD)	39.60-389.60

The following is summary information of equity classified options in 2026:

	Six months ended June 30, 2026			
	Number	**Weighted average exercise price USD**	**Weighted average remaining contractual life years**	**Aggregate Intrinsic Value**
Outstanding as of December 31, 2025	27,538	145.40	5.86	-
Forfeited	(6,343)	60.02	7.17	-
Outstanding as of June 30, 2026	**21,195**	**176.13**	**4.83**	-
Exercisable as of June 30, 2026	20,905	176.37	4.81	-

The following is information regarding exercise prices and remaining contractual lives of outstanding options as of June 30, 2026:

June 30, 2026					
outstanding			**Exercisable**		
Number of options outstanding	**Exercise price range (USD)**	**Weighted average remaining contractual life**	**Number of options Exercisable**	**Exercise price range (USD)**	**Weighted average remaining contractual life**
54	106.77	6.68	54	106.77	6.68
481	116.85	6.48	418	116.85	6.48
1,006	144.87	6.02	943	144.87	6.02
2,282	151.43	1.52	2,282	151.43	1.52
11,239	156.34	4.33	11,239	156.34	4.33
1,312	179.74	6.34	1,148	179.74	6.34
1,505	192.03	6.80	1,505	192.03	6.80
1,505	220.45	6.80	1,505	220.45	6.80
1,505	286.51	6.80	1,505	286.51	6.80
306	441.05	5.34	306	441.05	5.34
21,195	176.13	4.83	20,905	176.37	4.81

As of June 30, 2026, there is an unrecognized share-based compensation expense of $3 thousand to be recognized over the average remaining vesting period of 0.31 years.

Restricted Stock Units

In September 2025, the Company granted 336,341 restricted stock units of the Company, to an officer who is a related party, with whom the Company has no employment relationship. The RSUs will vest over 4 years from the date of the grant - 25% each year.

In September 2025, the Company granted 672,682 restricted stock units of the Company to an officer who is a related party, with whom the Company has no employment relationship. The RSUs will vest over 4 years from the date of the grant - 25% each year.

In October 2025, the Company granted 2,000 restricted stock units of the Company to two directors, with whom the Company has no employment relationships. The restricted stock units will vest over 6 months from the date of the grant – 20% at the grant date and the remaining 80% will vest over the remaining 5 months, 16% each month.

In November 2025, the Company granted 48,077 restricted stock units of the Company to an officer who is a related party, with whom the Company has no employment relationship. The restricted stock units will vest over 1 year from the date of the grant.

In November 2025, the Company granted 169,231 restricted stock units of the Company, to four directors, with whom the Company has no employment relationships. The restricted stock units will vest over 1 year from the date of the grant.

In April 2026, the Company granted 40,000 restricted stock units of the Company, to an officer who is a related party. The restricted stock units will vest over 4 year from the date of the grant – 25% after one year from the date of the grant and the remaining 75% will vest over the remaining 3 years, 2.1% each month.

The cost of RSUs granted is determined by using the fair market value of the Company’s common stock on the date of grant.

The following table summarizes the RSUs activity under the 2015 Plan as of June 30, 2026:

	units	**Weighted average grant date fair value**
Outstanding at beginning of year	1,228,328	37.00
Granted	40,000	6.34
Vested (*)	(2,000)	39.80
Forfeited	-	-
Outstanding at end of period	1,266,328	36.03

As of June 30, 2026, there was unrecognized compensation cost related to unvested equity classified RSUs of $25,175 thousand which is expected to be recognized as an expense on a straight-line basis over a weighted-average remaining vesting period of 3.16 years.

(*)640 vested RSUs as of June 30, 2026, were issued in August 2026.

The table below presents the expense recognized in the financial statements of the Company with respect to share-based payment:

	Six months ended June 30	
	2026	2025
	U.S. dollars in thousands	
Equity classified awards:		
Cost of revenue	-	-
Research and development expenses	1	6
Sales and marketing expenses	-	10
General and Administrative expenses	13,773	43
	13,774	59

NOTE 9 - RELATED PARTIES TRANSACTIONS:

	Six months ended June 30	
	2026	2025
	U.S. dollars in thousands	
Transactions with Related Parties:		
Advisory fees:		
Digital assets advisory fees (1)	194	-
Finance expenses:		
Interest expense related to Promissory note	-	80
Share-based compensation:		
Research and development income, net	-	-
General and administrative expenses (2)	12,890	42

(1) In connection with the Private Placement, the Sponsor (a related party) is entitled to advisory fees.

(2) On July 31, 2025, the Company's Board approved the appointment of a new Chief Executive Officer (the "New CEO"), effective July 31, 2025. The newly appointed CEO also joined the Company's Board.

During the year ended December 31, 2025, the Company granted 672,682 RSUs to the New CEO.

The fair value of the RSUs that were granted during the year ended December 31, 2025, is $28,791 thousand, which is expected to be recognized over 4 years vesting period.

NOTE 10 – SEGMENT INFORMATION

The Company has one reportable operating segment, the "Flywheel," which is engaged in developing and marketing Flywheel-based power boosting and power management solutions. The "Corporate & Other" category presented in the following tables is not considered an operating segment. It consists primarily of costs and expenses related to executing the Company's bitcoin strategy and includes the unrealized loss on digital assets and other third-party costs associated with the Company's bitcoin holdings.

The Company's chief operating decision maker ("CODM") is the Company's Chief Executive Officer, who manages the entity on a consolidated basis. The CODM uses "net loss" to assess operating results of the flywheel business by comparing actual to budgeted results on a quarterly basis.

On July 31, 2025, the Company appointed a new Chief Executive Officer, resulting in a change in the Company's CODM. As a result, the segment information regularly provided to the CODM changed, which also resulted in changes in the identification of significant segment expenses. Accordingly, the Company recast the corresponding segment information for prior periods to conform to the current-year presentation.

The following tables present the Company's revenues and significant expenses regularly provided to the CODM, reconciled to net loss for the period presented. Total segment assets provided to the CODM are also disclosed in the tables below for the period presented.

	Six months ended June 30, 2026		
	Flywheel	**Corporate & Other**	**Total**
	U.S. dollars in thousands		
Significant segment expenses			
Research and development payroll	530	-	530
Research and development projects	36	-	36
Operating lease and maintenance	286	-	286
Professional Services	-	930	930
Directors Insurance	-	279	279
Investors relations expenses	-	42	42
Share-based compensation expense	1	13,773	13,774
Unrealized loss on digital asset	-	30,328	30,328
Digital asset custody and sponsor fees	-	261	261
Other segment items (1)	427	(38)	389
Net loss	1,280	45,575	46,855
Total assets, as of June 30, 2026 (2)	2,698	84,730	87,428

	Six months ended June 30, 2025		
	Flywheel	Corporate & Other	Total
		U.S. dollars in thousands	
Total revenues	247	-	247
Significant segment expenses			
Inventory write-off	1,568	-	1,568
Research and development payroll	1,631	-	1,631
Research and development projects	245	-	245
Operating lease and maintenance	328	-	328
Professional Services	-	949	949
Directors Insurance	-	316	316
Share-based compensation expense	53	6	59
Other segment items (1)	2,034	162	2,196
Net loss	5,612	1,433	7,045
Total assets, as of June 30, 2025 (2)	6,106	445	6,551

(1) Other segment items for the Flywheel Business are primarily related to cost of revenue, payroll and other costs supporting the Company’s research and development activity, patents and certain expenses that are not easily allocatable to specific functions.

(2) Flywheel Segment assets include all Company assets except digital assets, short term prepaid expenses, long-term prepaid expenses and certain cash and cash equivalents.

NOTE 11 – LOSS PER SHARE

For the period of six months ended June 30, 2026, the Company had 1,268,328 unvested RSUs, 21,195 options, 2,588,230 warrants and 200,000 earnout shares rights. For the period of six months ended June 30, 2025, the Company had 44,031 options 302,685 warrants and 200,000 earnout shares rights. These securities were not considered when calculating diluted loss per share since their effect is anti-dilutive.

NOTE 12 – SUBSEQUENT EVENTS

As of August 23, 2026, the Company held approximately 1,047 bitcoins with an aggregate fair market value of $80.8 million (based on the market price of $77,180 per bitcoin as reported on the Coinbase exchange as of August 23, 2026).

Exhibit 99.2

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations provides information that we believe to be relevant to an assessment and understanding of our results of operations and financial condition for the periods described. This discussion should be read in conjunction with our condensed consolidated interim financial statements and the notes thereto which are included in this Report of Foreign Private Issuer on Form 6-K. In addition, this information should also be read in conjunction with the information contained in the Company's Annual Report on Form 20-F for the year ended December 31, 2025, filed with the Securities and Exchange Commission (the "**SEC**") on March 27, 2026 (the "**2025 Annual Report**"), including the audited consolidated annual financial statements as of and for the year ended December 31, 2025, and the accompanying notes included therein.

As a result of many factors, including those factors set forth in the section titled "Forward-Looking Statements," as well as the risk factors included in our 2025 Annual Report, ZOOZ's actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. Throughout this section, unless otherwise noted or the context requires otherwise, "we," "us," "our," "ZOOZ" and the "Company" refer to ZOOZ Strategy Ltd. and its consolidated subsidiary, "Keyarch" refers to Keyarch Acquisition Corporation, "TASE" refers to the Tel Aviv Stock Exchange, "Yorkville" refers to Yorkville Advisors Global, LP, "Initial Private Placement" refers to the private placement consummated on July 31, 2025 pursuant to the Initial Purchase Agreement between the Company and the investors detailed therein, dated July 29, 2025, "Subsequent Private Placement" refers to the private placement consummated on September 26, 2025 pursuant to the Subsequent Purchase Agreement between the Company and the investors detailed therein, dated July 29, 2025 (and together with the Initial Private Placement, the "Private Placement"), "Ordinary Warrants" refers to the warrants to acquire our ordinary shares issued in the Initial Private Placement, "Subsequent Pre-Funded Warrants" refers to the pre-funded warrants issued in the Subsequent Private Placement, "Sponsor" refers to Forest Hill 18, LP, "Sponsor Warrants" refers to the warrants issued to the Sponsor pursuant to the Sponsor Support Agreement in connection with the Private Placement, "Sponsor Pre-Funded Warrants" refers to the pre-funded warrants issued to the Sponsor, and "Chardan Ordinary Warrants" refers to the warrants issued to Chardan Capital Markets LLC ("**Chardan**") as placement agent fee in connection with the Private Placement. With respect to monetary amounts, "dollars" and "$" refer to U.S. dollars, and "NIS" refers to New Israeli shekels.

Certain figures, including interest rates and other percentages included in this section, have been rounded for ease of presentation. Percentage figures included in this section have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this section may vary slightly from those obtained by performing the same calculations using the figures in ZOOZ's condensed consolidated interim financial statements or in the associated text. Certain other amounts that appear in this section may similarly not sum due to rounding.

Company Overview

On April 4, 2024, Keyarch Acquisition Corporation and the Company consummated their previously announced Business Combination pursuant to that certain Business Combination Agreement (the "**Business Combination**"), pursuant to which Keyarch became a direct, wholly-owned subsidiary of ZOOZ. In connection with the closing of the Business Combination, our ordinary shares and public warrants began trading on the Nasdaq Capital Market LLC ("**Nasdaq**") under the ticker symbols "ZOOZ" and "ZOOZW", respectively, on April 5, 2024.

On July 29, 2025, the Company entered into securities purchase agreements with certain institutional and accredited investors for the Private Placement consisting of ordinary shares, pre-funded warrants, and warrants. Following the entry into the Private Placement, the Company adopted bitcoin as its primary treasury reserve asset, subject to market conditions and its anticipated cash needs. Under this strategy, the Company may acquire and hold bitcoin using cash flows in excess of working capital requirements and subject to market conditions, raise capital through equity or debt offerings with proceeds used to purchase bitcoin.

The Company currently operates primarily as a bitcoin treasury company, and to a lesser extent, continues to operate in developing, producing, marketing, and selling systems that manage and optimize power delivery to clusters of ultra-fast EV chargers (the "**Legacy Business**") and seeks to commercialize its EV ultra-fast charging infrastructure and related technology, and it is exploring strategic alternatives to capitalize on its patented flywheel technology.

Our Bitcoin Strategy

Our bitcoin strategy generally involves from time to time and subject to market conditions, (i) engaging in capital raising transactions (and, where we may deem appropriate, other financing transactions, including debt financing) with the objective of using the proceeds to purchase bitcoin and (ii) acquiring bitcoin with the portion of our liquid assets that exceeds our working capital requirements. We intend to fund further bitcoin acquisitions primarily through issuances of our ordinary shares.

We view our bitcoin holdings as long-term assets and expect to continue to accumulate bitcoin. We have not set any specific target for the amount of bitcoin we seek to hold, and we will continue to monitor market conditions in determining whether to engage in additional financings to purchase additional bitcoin. This strategy also contemplates that we may (i) periodically sell bitcoin for general corporate purposes, or to generate tax benefits in accordance with applicable law, (ii) enter into additional capital raising transactions that are collateralized by our bitcoin holdings, and (iii) pursue strategies to create income streams or otherwise generate funds using our bitcoin holdings.

Under our bitcoin treasury reserve strategy, our treasury reserve assets consist of:

● cash and cash equivalents and short-term investments ("**Cash Assets**") held by us that exceed working capital requirements; and

● bitcoin held by us, with bitcoin serving as the primary treasury reserve asset on an ongoing basis, subject to market conditions and anticipated needs of the business for Cash Assets.

During the six months ended June 30, 2026, we did not purchase any bitcoin. During the second half of 2025, we used proceeds from the Private Placement to purchase bitcoin, as detailed below.

As of both June 30, 2026, and December 31, 2025, we held approximately 1,047 bitcoins.

The following table presents our bitcoin holdings, including additional information related to our bitcoin purchases and unrealized losses on digital assets as of December 31, 2025, and June 30, 2026:

	Digital Asset Original Cost Basis (in thousands)	Unrealized Loss on Digital Assets Recognized During the Period (in thousands)	Digital Asset Carrying Value (in thousands)	Approximate Number of Bitcoins Held	Approximate Average Purchase Price Per Bitcoin (in thousands)
Balance at December 31, 2025	$ 121,935	$ 30,307	$ 91,628	1,047	116
Balance at June 30, 2026	$ 121,935	$ 30,328	$ 61,300	1,047	116

We recognized an unrealized loss on digital assets of approximately $30,328 thousand for the six-month period ended June 30, 2026, due to a decrease in the fair value of our bitcoin holdings during the six months ended June 30, 2026, compared to an unrealized loss of approximately $30,307 thousand for the year ended December 31, 2025.

Due to the volatility of bitcoin, and our substantial holdings of bitcoin, we expect changes in the fair value of bitcoin to materially impact our results.

The following table shows the approximate number of bitcoins held as of June 30, 2026, and December 31, 2025, as well as market value calculations of our bitcoin holdings based on the lowest, highest, and ending market prices of one bitcoin for each of the periods presented. For 2025, the period presented commences on the date of our first bitcoin purchase, as further defined below:

	Approximate Number of Bitcoins Held at End of Period	Lowest Market Price Per Bitcoin During Period (a)	Market Value of Bitcoin Held at End of Period Using Lowest Market Price (in thousands) (b)	Highest Market Price Per Bitcoin During Period (c)	Market Value of Bitcoin Held at End of Period Using Highest Market Price (in thousands) (d)	Market Price Per Bitcoin at End of Period (e)	Market Value of Bitcoin Held at End of Period Using Ending Market Price (in thousands) (f)
December 31, 2025	1,047	84,414	88,378	125,528	131,422	87,519	91,628
June 30, 2026	1,047	58,551	61,300	97,332	101,907	58,551	61,300

(a) The "Lowest Market Price Per Bitcoin During Period" represents the lowest market price for one bitcoin reported on the Coinbase exchange during the presented period, without regard to when we purchased any of our bitcoin.

(b) The "Market Value of Bitcoin Held at End of Period Using Lowest Market Price" represents a mathematical calculation consisting of the lowest market price for one bitcoin reported on the Coinbase exchange during the presented period, multiplied by the number of bitcoins held by us at the end of such period.

(c) The "Highest Market Price Per Bitcoin During Period" represents the highest market price for one bitcoin reported on the Coinbase exchange during the presented period, without regard to when we purchased any of our bitcoin.

(d) The "Market Value of Bitcoin Held at End of Period Using Highest Market Price" represents a mathematical calculation consisting of the highest market price for one bitcoin reported on the Coinbase exchange during the presented period, multiplied by the number of bitcoins held by us at the end of such period.

(e) The "Market Price Per Bitcoin at End of Period" represents the market price of one bitcoin per a statement issued by BitGo, our custodian, as of 23:59 p.m. Eastern Time on the last day of the presented period.

(f) The “Market Value of Bitcoin Held at End of Period Using Ending Market Price” represents a mathematical calculation consisting of the market price of one bitcoin per a statement issued by BitGo, our custodian, as of 23:59 p.m. Eastern Time on the last day of the presented period multiplied by the number of bitcoins held by us at the end of such period.

The bitcoin market and the spot price of bitcoin may be subject to fraud and manipulation; accordingly, the market value amounts reported above may not accurately represent fair market value. Moreover, (i) the bitcoin market historically has been characterized by significant price volatility, limited liquidity and trading volumes compared to sovereign currency markets, relative anonymity, a developing regulatory landscape, susceptibility to market abuse and manipulation, compliance and internal control failures at exchanges, and various other risks inherent in its electronic and decentralized nature and (ii) we may not be able to sell our bitcoin at the market value amounts indicated above, or at all.

As of August 24, 2026, the Company has not purchased additional bitcoin other than as detailed in the table above. As of August 23, 2026, at 23:59 p.m. Eastern Time, the market price of one bitcoin as reported on the Coinbase exchange was $77,180.

Recent Developments

- *Corporate Updates*

On January 15, 2026, each of Dr. Samer Haj-Yehia and Mr. Fang Zheng announced to the Company their intentions to step down from service on the Board of Directors (the “**Board**”) effective as of January 20, 2026, due to personal reasons not associated with the Company. On January 16, 2026, the Company’s Board agreed to reduce the size of its board from eight to six members.

- *Minimum Bid Price*

On December 16, 2025, the Company received a written notice from Nasdaq notifying the Company that it was not in compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5550(a)(2). The notice was issued because the closing bid price of the Company’s ordinary shares had been below $1.00 per share for 30 consecutive business days. In accordance with the applicable Nasdaq Listing Rules, the Company was provided with a period of 180 calendar days, or until June 15, 2026, to regain compliance.

On June 15, 2026, the Company received a written letter from Nasdaq notifying the Company that Nasdaq has now determined that, for the last 10 consecutive business days from June 1, 2026, to June 12, 2026, the closing bid price of the Company’s ordinary shares was $1.00 per share or greater. Accordingly, Nasdaq has formally notified the Company that it has regained compliance with Nasdaq Listing Rule 5550(a)(2), and that the prior bid price deficiency matter is closed.

- *Share Split*

On May 11, 2026, following approval by the Company’s Board of Directors, the shareholders of the Company approved a reverse share split of the Company’s ordinary shares at a ratio ranging from one (1) Ordinary Share for every ten (10) ordinary shares to one (1) ordinary share for every twenty (20) ordinary shares (the “**Split Ratio Range**”), with the specific ratio to be determined by the Board in its sole and absolute discretion, together with a corresponding amendment to the Company’s Articles of Association to give effect to the resulting changes in the Company’s registered share capital and the par value of the ordinary shares arising from the reverse split (the “**May 2026 Shareholders Meeting**”).

Following the May 2026 Shareholders Meeting, the Board duly approved a reverse split ratio of one (1) ordinary share for every twenty (20) ordinary shares (the “Reverse Share Split”), and the Company’s Articles of Association, as in effect as of the effective date of such change, were amended accordingly to reflect such Reverse Share Split.

On June 1, 2026, the Company announced that the Reverse Share Split, became effective and the ordinary shares began trading on a reverse split-adjusted basis under the Company’s existing trading symbol “ZOOZ” as of the opening of trading on each of the Nasdaq Capital Market and on the Tel Aviv Stock Exchange.

- *At-the-Market Offering*

The Company previously entered into a sales agreement (“**Sales Agreement**”) with Chardan dated July 29, 2025, relating to the sale of its ordinary shares. In accordance with the terms of the Sales Agreement, and pursuant to the prospectus supplement filed with the SEC on July 29, 2025, the Company registered the offer and sale of ordinary shares having an aggregate offering price of up to $10,950,000 from time to time through Chardan, acting as its sales agent. On September 30, 2025, the Company entered into an amended and restated sales agreement (the “**A&R Sales Agreement**”) with Chardan and Jett Capital Advisors, LLC (“**Jett Capital**”, and together with Chardan, the “**Agents**”), relating to the sale of its ordinary shares. In accordance with the terms of the A&R Sales Agreement, and pursuant to the prospectus supplement filed with the SEC on September 30, 2025, the Company registered the offer and sale of ordinary shares having an aggregate offering price of up to $1,000,000,000 from time to time through the Agents, acting as its sales agents.

During the six-month period ended June 30, 2026, the Company did not sell any ordinary shares under the A&R Sales Agreement.

As of June 30, 2026, the Company sold a total of 57,141 ordinary shares at an average price of $69.8 per ordinary share pursuant to the Sales Agreement and the A&R Sales Agreement, for total gross proceeds of $3.9 million.

- *Share Repurchase Program*

On November 3, 2025, the Company announced that the Board has approved the adoption of a share repurchase program to acquire up to $50 million of outstanding ordinary shares, subject to meeting applicable regulatory requirements (the “**Repurchase Program**”). The Repurchase Program is for a 12-month period and allows the Company to repurchase ordinary shares from time to time using a variety of methods, including open market purchases, negotiated transactions or otherwise, all subject to applicable law.

During the six-month period ended June 30, 2026, the Company repurchased an aggregate of 91,551 ordinary shares under the Repurchase Program, at a weighted average purchase price of $9.42 for aggregate consideration of $881,268. As of December 31, 2025, the Company did not repurchase any ordinary shares under the Repurchase Program.

- *Standby Equity Purchase Agreement with Yorkville*

On November 11, 2024, we entered into a Standby Equity Purchase Agreement with Yorkville (the “**SEPA**”), pursuant to which, and subject to customary conditions, we have the right, but not the obligation, to sell and issue to Yorkville from time to time (each such occurrence, an “**Advance**”) during the two-year period following the execution date of the SEPA, such amount of the ordinary shares for an aggregate purchase price of up to $12,000,000 in accordance with the terms of the SEPA.

During 2025, the Company sold and issued to Yorkville a total of 19,727 ordinary shares pursuant to Advances provided to Yorkville for an aggregate amount of $0.4 million, at a weighted average share price of $20.6 per share. During the six-month period ended June 30, 2026, the Company did not sell or issue to Yorkville any ordinary shares pursuant to the SEPA.

Comparison of the Six Months Ended June 30, 2026, to the Six Months Ended June 30, 2025

Results of Operations

The following table sets forth our results of operations data for the periods presented:

	Six months ended June 30,	
	2026	2025
	US dollars in thousands (unaudited)	
Revenues	-	247
Cost of revenue	-	1,792
Gross loss	**-**	**(1,545)**
Research and development, net	896	2,352
Sales and marketing	45	998
General and administrative	15,612	1,950
Unrealized loss on digital assets	30,328	-
Operating loss	**(46,881)**	**(6,845)**
Finance income (expenses), net	26	(200)
Net loss	**(46,855)**	**(7,045)**
Net loss per ordinary share attributable to shareholders - basic and diluted	(4.93)	(12.2)
Weighted average ordinary shares outstanding – basic and diluted in thousands	9,498	577

As a result of the net loss of $46,855 thousand for the six months ended June 30, 2026, the Company's shareholders' equity amounted to $85,238 thousand.

Cost of Revenue

	Six months ended June 30,	
	2026	2025
	US dollars in thousands (unaudited)	
Cost of revenue	-	1,792

Cost of revenue consisted of (a) cost of systems that were sold and recognized for revenues, (b) anticipated net realizable value of disposition of existing inventory assets, (c) provision for warranty, and (d) provision for royalties.

For the six months ended June 30, 2026, the Company recorded no cost of revenue. For the six months ended June 30, 2025, cost of revenue was $1,792 thousand and included inventory write-offs of $1,227 thousand and raw material write-offs of $341 thousand. The raw material write-off reflected the Company's expectation that no additional systems would be produced in the foreseeable future.

Operating Expenses

	Six months ended June 30,	
	2026	**2025**
	US dollars in thousands (unaudited)	
Research and development, net	896	2,352
Sales and marketing, net	45	998
General and administrative	15,612	1,950
Unrealized loss on digital assets	30,328	-
Total operating expenses	46,881	**5,300**

Operating expenses for the six months ended June 30, 2026, increased to $46.9 million from $5.3 million in the comparable period of 2025, mainly due to the unrealized loss on digital assets and higher general and administrative expenses, partially offset by lower research and development and sales and marketing expenses.

Research and Development Expenses, Net

For the six months ended June 30, 2026, research and development expenses, net, decreased by $1,456 thousand, from $2,352 thousand for the six months ended June 30, 2025, to $896 thousand for the six months ended June 30, 2026. The decrease was mainly attributable to workforce reductions and the significant reduction in the Company's research and development activities.

Sales and Marketing Expenses

Sales and marketing expenses decreased by $953 thousand, from $998 thousand for the six months ended June 30, 2025, to $45 thousand for the six months ended June 30, 2026. The decrease was primarily attributable to the significant reduction in the Company's legacy business activities, including workforce reductions and the discontinuation of marketing activities.

General and Administrative Expenses

General and administrative expenses increased by $13,662 thousand, from $1,950 thousand for the six months ended June 30, 2025, to $15,612 thousand for the six months ended June 30, 2026. The increase in the six months ended June 30, 2026, compared to the comparable period of 2025, is primarily attributable to share-based compensation of approximately $13,773 thousand related to RSU grants to the CEO, CFO, the Chairman of the Board, and the Company's directors.

Finance income (expenses), net

Finance income (expenses), net improved by approximately $226 thousand, from $200 thousand of finance expenses for the six months ended June 30, 2025, to $26 thousand of finance income for the six months ended June 30, 2026. The change was primarily due to interest expenses accrued on the EBC and Keyarch Global Notes, in the comparable period of 2025, which were fully repaid in September 2025, as well as interest income earned on deposits during the first half of 2026.

Liquidity and Capital Resources

Overview

ZOOZ has historically funded its operations primarily from private placements of its equity securities and public offerings of its securities following its initial public offering on the Tel Aviv Stock Exchange, as well as the Business Combination and Merger between ZOOZ, Keyarch Acquisition Corporation and the other parties thereto, which was consummated on April 4, 2024, from the SEPA, from ATM programs and from the Private Placement.

As of June 30, 2026, the Company's principal sources of funding include: (i) net proceeds of approximately $52 million from its initial public offering on the TASE in 2021 and a follow-on public offering in 2022, together with related private placements; (ii) approximately $10 million received in connection with the Business Combination and Merger; (iii) approximately $153 million from the Private Placement; (iv) approximately $3.8 million raised under its ATM programs; and (v) approximately $0.4 million received under the SEPA.

As of June 30, 2026, the Company had $23,271 thousand in cash and cash equivalents.

In addition, as of June 30, 2026, the Company had the following warrants to purchase ordinary shares issued and outstanding:

- 288,862 public warrants (listed on the Nasdaq under the symbol "ZOOZW") to purchase up to the same number of ordinary shares, with an exercise price of $230 per warrant;

- 12,263 private warrants to purchase up to the same number of ordinary shares, with an exercise price of $230 per warrant;

- 2,018,045 sponsor warrants issued in connection with the Private Placement, each to purchase one ordinary share;

- 900,000 Subsequent Pre-Funded Warrants to purchase up to the same number of ZOOZ ordinary shares, with an exercise price of $1 per warrant;

- 250,000 Ordinary Warrants to purchase up to the same number of ZOOZ ordinary shares, issued in the Initial Private Placement, with an exercise price of $3.06 per warrant;

- 250,000 pre-funded warrants to purchase up to the same number of ZOOZ ordinary shares, issued to Chardan pursuant to the Engagement Letter (the "**Chardan Pre-Funded Warrants**"), with an exercise price of $1 per warrant;

- 17,500 Chardan Ordinary Warrants to purchase up to the same number of ZOOZ ordinary shares, having the same purchase price as the Ordinary Warrants detailed above; and

- 326,297 Sponsor Pre-Funded Warrants to purchase the same number of ZOOZ ordinary shares, with an exercise price of $1 per warrant.

Significant Accounting Policies

The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, obligations, income and expenses during the reporting periods. A comprehensive discussion of our critical accounting estimates is included under Note 2 to the financial statements included in the Company's 2025 Annual Report.

Forward-Looking Statements

This Report of Foreign Private Issuer on Form 6-K contains "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. All statements in this report other than statements of historical facts are "forward-looking statements." These statements may be identified by words such as "aims," "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goal," "intends," "may," "plans," "possible," "potential," "seeks," "will" and variations of these words or similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Forward-looking statements in this Report of Foreign Private Issuer on Form 6-K include statements regarding the Company's bitcoin treasury strategy and the implementation thereof, the timing and scope of any sale and issuance of our ordinary shares (if any) pursuant to the A&R Sales Agreement or SEPA, the timing and scope of any share repurchases pursuant to the Repurchase Program (if any), the potential value of our bitcoin strategy and any share sales or purchases we may make pursuant to the A&R Sales Agreement, SEPA or the Repurchase Program to shareholders. These forward-looking statements are based on the Company's expectations and assumptions as of the date of this report. Each of these forward-looking statements involves risks and uncertainties that could cause the Company's future results or performance to differ materially from those expressed or implied by the forward-looking statements. Many factors may cause differences between current expectations and actual results, including: the impacts of macroeconomic conditions, heightened inflation and uncertain credit and financial markets, on the Company's business and financial position; changes in expected or existing competition; changes in the regulatory environment; unexpected litigation or other disputes; risks related to the bitcoin treasury strategy; the risk that the Company's share price may be highly correlated to the price of the bitcoin that it holds; risks relating to significant legal, commercial, regulatory, and technical uncertainty regarding digital assets generally; risks relating to the treatment of crypto assets for U.S. and foreign tax purposes; general market, political, and economic conditions in the countries in which the Company operates, including Israel; and the effect of the evolving nature of the recent war in Israel. Other factors that may cause the Company's actual results to differ from those expressed or implied in the forward-looking statements in this Report of Foreign Private Issuer on Form 6-K are identified under the heading "Risk Factors" in the 2025 Annual Report, and in other filings that the Company makes and will make with the SEC in the future. The Company expressly disclaims any obligation to update any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise, except as otherwise required by law.