

UNOFFICIAL TRANSLATION
The Hebrew Version Is The Binding Version

STRAUSS GROUP LTD.

VOTING DEED

**In accordance with the Companies Regulations (Written Votes and Position Statements), 2005
(the "Voting Regulations")**

PART I OF THE VOTING DEED

1. **Company name**

Strauss Group Ltd. (the "Company").

2. **Type of meeting, date and venue**

Annual General and Special Meeting of Shareholders of the Company, which shall convene on Thursday, September 26, 2019 at 3:00 p.m. at the offices of the Company at 49 Hasivim Street, Petach Tikva (the "General Meeting" or the "Meeting"). If a quorum is not present at the time appointed for the Meeting, the Meeting shall be adjourned to Thursday, October 3, 2019, to the same time and place.

3. **Items on the agenda which may be voted on via a voting deed**

3.1 **Reappointment of the auditor:** In light of their experience and professionalism, reappoint KPMG Somekh Chaikin of 17 Ha'arba'a Street, Millennium Tower, Tel Aviv as the Company's auditors until the next Annual General Meeting and empower the Board of Directors of the Company to determine their fee. A report will also be given on the auditors' fee for 2018 (for information on the auditors' fee for 2018, see the Board of Directors' Report Regarding the Company's Business Position, which is attached to the 2018 Periodic Report).

Proposed resolution: "Appoint KPMG Somekh Chaikin of 17 Ha'arba'a Street, Millennium Tower, Tel Aviv as the Company's auditors until the next Annual General Meeting, and empower the Board of Directors of the Company to determine their fee".

3.2 **Reappointment of directors:** Reappoint Ms. Ofra Strauss, Ms. Ronit Haimovitch and Mr. David Mosevics, who are retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as directors of the Company. The terms of office of Ms. Ronit Haimovitch and Mr. David Mosevics shall remain unchanged, as set forth in section 2 in the convening report. For the terms of office and employment of Ms. Ofra Strauss, see sections 1.4 and 3 in the convening report.

Proposed resolution (to clarify, the vote with respect to each director shall be taken separately): "Reappoint Ms. Ofra Strauss, Ms. Ronit Haimovitch and Mr. David Mosevics, who are retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as directors of the Company".

According to regulation 7(A)(5)(b) of the Voting Regulations, following is information on the candidates for the office of director, including information required under regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970, to the extent that any change has occurred therein since the Company's 2017 Periodic Report, to the best of the Company's knowledge:

Name:	Ofra Strauss
Membership of committees of the Board:	Chair of the Human Resources, Nominating and Corporate Governance Committee; Finance and Investment Committee
Date of commencement of service as a director:	1996

Name:	Ronit Haimovitch
Membership of committees of the Board:	--
Date of commencement of service as a director:	2003

Name:	David Mosevics
Membership of committees of the Board:	Audit Committee, Human Resources, Nominating and Corporate Governance Committee
Date of commencement of service as a director:	1977

3.3 Extension of the terms of office and employment of the Chairperson of the Board of Directors of the Company

Approve the extension of the terms of office and employment of the Chairperson of the Board of Directors of the Company, Ms. Ofra Strauss, who is the controlling shareholder of the Company together with her father, Mr. Michael Strauss ((indirectly) through their holdings in Strauss Holdings Ltd. ("**Strauss Holdings**") and through a direct holding of the Company's shares by Mr. Michael Strauss). For information on the proposed compensation of the Chairperson of the Board of Directors, see section 3 in the convening report.

Proposed resolution: "Approve the extension of the terms of office and employment of the Chairperson of the Board of Directors of the Company, Ms. Ofra Strauss, as set forth in section 3 in the convening report".

3.4 Approval of the Company's revised remuneration policy

Approve the Company's revised remuneration policy, which is attached (with the changes in relation to the current remuneration policy marked) as **Annex "A"** to the convening report, in accordance with the provisions of section 267A of the Companies Law. For information on the remuneration policy, see section 4 in the convening report.

Proposed resolution: "Approve the Company's revised remuneration policy, which is attached as Annex "A" to the convening report".

3.5 Extension of the validity of the letter of undertaking of indemnification to Mr. Adi Strauss, a director of the Company and relative of the controlling shareholder

Approve the extension of the validity of the letter of undertaking of indemnification granted to Mr. Adi Strauss, a director of the Company and a relative of the controlling shareholder, for a further three years commencing on the date of approval by the General Meeting. For information, see section 5 in the convening report.

Proposed resolution: “Approve the extension of the validity of the letter of undertaking of indemnification granted to Mr. Adi Strauss, a director of the Company and a relative of the controlling shareholder, for a further three years commencing on the date of approval by the General Meeting, as set forth in section 5 in the convening report”.

4. Inspection of the proposed resolution

All shareholders of the Company may review a copy of the convening report and related documents at the offices of the Company at 49 Hasivim Street, Petach Tikva, following prior coordination (tel. 03-6572499), on Sunday to Thursday between the hours of 9:00 a.m. and 4:00 p.m., until the time appointed for the Meeting.

Further, the convening report, the voting deed and position statements within their meaning in section 88 of the Companies Law, 1999 (the “**Companies Law**”), if any are submitted, are available for inspection on the Israel Securities Authority (“**ISA**”) distribution site (the “**Distribution Site**”) at <http://www.magna.isa.gov.il> and on the Tel Aviv Stock Exchange Ltd. (“**TASE**”) website at <https://maya.tase.co.il>.

5. The majority required for adoption of the resolutions

5.1 The majority required for the adoption of the resolutions proposed in items 1.2 and 1.3 (a separate vote will be taken with respect to each director) on the agenda (sections 3.1 and 3.2 above) is the majority of votes of the shareholders present in the Meeting, in person or by proxy, who are entitled to vote and who participate in the vote (abstaining votes shall not be counted)¹.

5.2 The majority required for the adoption of the resolutions proposed in items 1.4, 1.5 and 1.6 on the agenda (sections 3.3, 3.4 and 3.5 above) is the majority of votes of shareholders present in the Meeting, in person or by proxy, who are entitled to participate in the vote, provided, however, that one of the following is fulfilled: (a) the majority of votes in the Meeting will include a majority of all votes of shareholders who are not controlling shareholders of the Company or have a personal interest in the approval of the resolution, who participate in the vote; the tally of all votes of said shareholders will not include abstaining votes; (b) the total opposing votes among the shareholders mentioned in paragraph (a) do not exceed two percent (2%) of all voting rights in the Company².

It is noted that the Company is not a public granddaughter (second-tier) company as this term is defined in the Companies Law. Accordingly, pursuant to the provisions of section 267A(c) of the Companies Law, the Board of Directors of the Company may approve the revised remuneration policy even if the General Meeting has opposed the approval thereof, to the extent that the Remuneration Committee and thereafter, the Board of Directors, shall

¹ It is noted that to the best of the Company’s knowledge, the holding percentage of the controlling shareholders of the Company shall grant them the required majority for the adoption of the resolutions under items 1.2 and 1.3 (sections 3.1 and 3.2 above) on the agenda.

² It is noted that the controlling shareholders of the Company do not hold shares of a percentage that shall grant them the required majority for the adoption of resolutions under items 1.4, 1.5 and 1.6 on the agenda (sections 3.3, 3.4 and 3.5 above), since for the purpose of their adoption a special majority is required.

decide, on the basis of detailed justifications and after they have re-discussed the revised remuneration policy, that the approval thereof, despite the opposition of the General Meeting, is in the Company's interest.

Shareholders having a personal interest shall be subject to the provisions of section 276 of the Companies Law, *mutatis mutandis*.

6. **Personal interest**

With respect to the resolutions proposed in item 1 on the agenda for the Meeting (section 3 above), Part II of this voting deed contains a dedicated space for indicating the existence or absence of a personal interest and a description of the nature of said personal interest. **To clarify, if a shareholder has not indicated the existence or absence of a personal interest, or if the shareholder has indicated "Yes" and has not disclosed the nature of his personal interest in said resolution, his vote shall not be counted.** Further, for purposes of votes by interested parties, senior officers and institutional bodies (as defined in part II of the voting deed), a dedicated space is provided in part II of the voting deed for indicating as required.

7. **Validity of the voting deed**

The voting deed shall be valid only if accompanied by proof of ownership by an unregistered shareholder (i.e. a person in whose favor shares are registered in street name, and those shares are included among the shares which are registered in the Register of Shareholders in the name of the nominee company) or a photocopy of an identity card, passport or certificate of incorporation, as the case may be, if the shareholder is registered in the Company's books or if proof of ownership was sent to the Company via the electronic voting system as described in section 7 of the convening report.

This voting deed, accompanied by the documents attached thereto, must be submitted at the Company's offices up to 4 hours before the time appointed for the Meeting. For this purpose, the time of submission is the hour when the voting deed and the documents required to be attached thereto reached the Company's offices.

8. **Voting via the electronic voting system**

An unregistered shareholder may vote via a voting deed that shall be sent to the Company via the electronic voting system as defined in the Voting Regulations, subject to the terms and conditions set forth in the Voting Regulations ("**Electronic Voting Deed**").

The Electronic Voting Deed shall be opened for voting at the close of the Record Date (as defined below). Upon receipt of an identifying number and access code from the TASE member and after completing an identification process, an unregistered shareholder may vote via the electronic voting system at <https://votes.isa.gov.il>.

Voting via the electronic voting system **ends 6 hours before the time appointed for the Meeting** (i.e. on Thursday, September 26, 2019 at 9:00 a.m.), when the electronic voting system shall be closed. Electronic votes may be changed or cancelled until the electronic voting system is closed, after which they cannot be changed via the system. If a shareholder has voted by more than one method the last of his votes shall be counted, with the vote of the shareholder in person or by proxy in the Meeting being deemed later than a vote via an Electronic Voting Deed.

9. **Address for the delivery of voting deeds and position statements**

The registered office of the Company at 49 Hasivim Street, Petach Tikva.

10. **Final date for submitting position statements and Record Date for determining a shareholder's entitlement to participate and vote in the Meeting**

10.1 The final date for submitting position statements is up to ten days before the time appointed for the Meeting, and the final date for furnishing the Board of Directors' response to position statements, if and insofar as position statements are submitted by shareholders and the Board of Directors chooses to submit a response to said position statements, is up to five days before the time appointed for the Meeting.

10.2 The "Record Date" is the date for determining the entitlement of shareholders of the Company to vote in the General Meeting according to the Companies Law, and is the close of trading on TASE (if trading takes place) on Wednesday, August 28, 2019 (the "Record Date"). If there is no trading on the Record Date, the Record Date shall be the last trading day preceding said date.

11. **Addresses of the Distribution Site and the TASE website containing the voting deed and position statements**

The ISA Distribution Site: <http://www.magna.isa.gov.il>

The TASE website: <http://maya.tase.il>

12. **Link to the voting deed and position statements**

12.1 A shareholder may receive "proof of ownership" (as provided in section 7 above and as defined in section 71 of the Companies Law) from the TASE member or by Israel Post, if he has so requested. A request to this effect shall be given for a particular securities account in advance. An unregistered shareholder may direct that proof of his ownership shall be sent to the Company via the electronic voting system.

12.2 An unregistered shareholder may receive via email, free of charge, a link to the form of the voting deed and position statements on the Distribution Site from the TASE member through which his shares are held, unless the shareholder has advised the TASE member that he does not wish to receive such link or that he wishes to receive voting deeds by post for payment; such notice with regard to voting deeds shall also apply to the receipt of position statements.

12.3 One or more shareholders who hold shares constituting an aggregate of five percent or more of the total voting rights in the Company and shareholders holding such percentage of all voting rights which are not held by the controlling shareholder of the Company, as defined in section 268 of the Companies Law, are entitled to review the voting deeds as described in regulation 10 of the Voting Regulations.

12.3.1 As at the date of publication of this voting deed, the number of shares constituting 5% of the total voting rights in the Company (excluding dormant shares) is 5,786,097 (rounded downward in respect of fractional shares) ordinary shares of no par value of the Company.

12.3.2 As at the date of dispatch of this voting deed, the number of shares constituting 5% of the total voting rights in the Company which are not held by the controlling shareholder of the Company is 2,463,829 (rounded downward in respect of fractional shares) ordinary shares of no par value of the Company.

13. It is noted that changes in the agenda for the Meeting contemplated in this voting deed are possible after the voting deed has been published (including the addition of an item to the agenda), and position statements may be published on subjects contemplated in this voting deed. The up-to-date agenda for the Meeting and the position statements published may be viewed in the Company's reports on the Distribution Site.

An amended voting deed, to the extent required following changes in the resolutions on the agenda, will be posted by the Company on the Distribution Site simultaneously with the announcement of the changes in said resolutions, by no later than the dates set forth in regulation 5(b) of the Companies Regulations (Notice and Announcement of General Meetings and Class Meetings in Publicly Owned Companies), 2000.

Shareholders will disclose the manner of their vote with regard to each item on the agenda that may be voted on via this voting deed in part II of this voting deed.

14. **Cancellation of a voting deed**

A shareholder may, up to 24 hours before the time appointed for the General Meeting, visit the address for the delivery of voting deeds as specified in section 9 above, and after having proved his identity to the satisfaction of the Company Secretary or other employee appointed for this purpose, may withdraw his voting deed and proof of ownership, or cancel his vote.

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PART II OF THE VOTING DEED**A. General**

1. **Company name:** Strauss Group Ltd. (the “Company”).

Company address (for the delivery and mailing of voting deeds): The registered office of the Company at 49 Hasivim Street, Petach Tikva.

Company no.: 520003781

2. **Date and time of the meeting:** Thursday, September 26, 2019 at 3:00 p.m.
3. **Type of meeting:** Annual General and Special Meeting.
4. **Record date:** Close of trading on TASE (if trading takes place) on Wednesday, August 28, 2019.
5. **Voting via the Internet:** The Company permits voting via the Internet.

B. The following information shall be completed by the shareholder:

1. **Shareholder's particulars**

- 1.1 Shareholder's name: _____
- 1.2 ID number: _____
- 1.3 Passport number (if shareholder does not have an Israeli ID card): _____
- 1.4 Country passport issued (if shareholder does not have an Israeli ID card): _____
- 1.5 Passport valid until (if shareholder does not have an Israeli ID card): _____
- 1.6 Corporation number (if shareholder is a corporation): _____
- 1.7 Country of incorporation (if shareholder is a corporation): _____

2. **Manner of voting**

Number of the item on the agenda	Manner of voting ³			Are you a controlling shareholder of the Company, do you have a personal interest in the resolution, or are you a senior officer or institutional investor? ⁴
	For	Against	Abstain	
Section 3.1: Appoint KMPG Somekh Chaikin of 17 Ha'arba'a Street, Millennium Tower, Tel Aviv as the Company's auditors until the next Annual General Meeting, and empower the Board of Directors of the Company to determine their fee.				
Section 3.2.1: Reappoint Ms. Ofra Strauss, who is retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as a director of the Company.				
Section 3.2.1: Reappoint Ms. Ronit Haimovitch, who is retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as a director of the Company.				
Section 3.2.1: Reappoint Mr. David Mosevics, who is retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as a director of the Company.				
Section 3.3: Approve the extension of the terms of office and employment of the Chairperson of the Board of Directors of the Company, Ms. Ofra Strauss, as set forth in section 3 in the convening report.				
Section 3.4: Approve the Company's revised remuneration policy, which is attached as Annex "A" to the convening report.				
Section 3.5: Approve the extension of the validity of the letter of undertaking of indemnification to Mr. Adi Strauss, a director of the Company and a relative of the controlling shareholder, for a further three years commencing on the date of approval by the General Meeting, as set forth in section 5 in the convening report.				

³ Failure to indicate an answer in this section will be considered abstention from voting on that item.

⁴ The vote of a shareholder failing to complete this column or marking "Yes" without providing details will not be counted. A personal interest in the approval of the appointment that is not the result of a relationship with the controlling shareholder need not be described.

3. **Interested party, senior officer or institutional investor**

Are you an interested party, senior officer or institutional investor? [Please indicate]

Are you an interested party ⁵ in the Company?	Yes	No
Are you a senior officer ⁶ of the Company?	Yes	No
Are you an institutional investor ⁷ ?	Yes	No

4. **Remarks pursuant to the Voting Regulations**

- 4.1 For shareholders holding shares in street name (pursuant to section 177(1) of the Companies Law, 1999) this voting deed is valid only if accompanied by proof of ownership.
- 4.2 For shareholders who are registered in the Company's Register of Shareholders, the voting deed is valid if accompanied by a photocopy of an ID card/passport/certificate of incorporation.
- 4.3 This voting deed must be delivered to the Company, or sent by registered mail, so that this voting deed and the abovementioned documents are received at the registered office of the Company by no later than four hours before the time appointed for the General Meeting. A voting deed arriving later than stated shall not be considered presence at the Meeting for the purpose of a quorum for a vote and shall not be counted in the vote.

Date: _____

Shareholder's signature

⁵ As defined in section 1 of the Securities Law, 1968.

⁶ As defined in section 37(D) of the Securities Law, 1968.

⁷ As defined in regulation 1 of the Supervision of Financial Services (Provident Funds) (Participation of a Management Company in a General Meeting) Regulations, 2009, and also a mutual fund manager within its meaning in the Joint Investment Trust Law, 1994.