



CONVENIENCE 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**

General and Special Meeting of Shareholders of the Company, which will convene on Monday, February 11, 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 postponed to Monday, February 18, 2019, at the same time and place.

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

Approval of the employment terms of a relative of the controlling shareholder, who is employed by the Company and does not serve as an officer of the Company. It is proposed to approve the employment terms of Mr. Shawn Koffler, a relative (grandson) of Mr. Michael Strauss, controlling shareholder of the Company, who is employed by the Company and does not serve as an officer of the Company, as described in section 2 of the convening report.

Proposed resolution: “**Approve the employment terms of Mr. Koffler, who is a relative of a controlling shareholder and who is employed by the Company and does not serve as an officer of the Company, as described in section 2 of the convening report**”.

4. **Inspection of the proposed resolution**



All shareholders of the Company may review a copy of this report and the 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. The convening report, the Voting Deed and position statements within their meaning in section 88 of the Companies Law, if any are submitted, are also available on the Distribution Site and the TASE website.

5. **The majority required for adoption of the proposed resolutions**

The majority required for the adoption of the resolution proposed in item 1 on the agenda (section 3 above) is the majority of votes of the 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 satisfied: (a) the majority of votes in the General 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 transaction, who participate in the vote; the tally of all votes of said shareholders will not include abstaining votes; the provisions of section 276 of the Companies Law, *mutatis mutandis*, shall apply to shareholders who have a personal interest; (b) the total opposing votes among the shareholders mentioned in paragraph (a) do not exceed two percent (2%) of all voting rights in the Company.

6. **Personal interest**

With respect to the resolution proposed in item 1 on the agenda of 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 the purpose of votes by interested parties, senior officers and institutional bodies (as defined in Part II of the Voting Deed), a dedicated space is allocated 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 on 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 on the Company's books or if proof of ownership was sent to the Company via the electronic voting system as set forth in section 9 of the convening report, to which this Voting Deed forms an annex.

This Voting Deed, accompanied by the documents attached thereto, shall 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 Monday, February 11, 2019 at 9:00 a.m.), when the electronic voting system shall be closed. The electronic vote may be changed or cancelled until the closing of the electronic voting system, after which it 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 the Electronic Voting Deed.

9. **Address for the delivery of Voting Deeds and position statements**

The offices 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 submitting the Board of Directors' response to position statements, if and to the extent that position statements are submitted by shareholders and the Board of Directors chooses to submit its response thereto, 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 any) on Wednesday, January 9, 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 regular mail, if he has so requested. A request in this regard 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, for no consideration, a link to the text 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 mail for payment; such notice in regard to Voting Deeds shall also apply to the receipt of position statements.

12.3 One or more shareholders holding 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 set forth 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 5,761,464 (rounded downward in respect of fractional shares) Ordinary Shares of no par value each 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 2,439,195 (rounded downward in respect of fractional shares) Ordinary Shares of no par value each of the Company.

13. It is noted that changes in the agenda for the Meeting that is the subject matter of this Voting Deed are possible after the Voting Deed has been published (including the addition of an item to the agenda) and positions statements may be published on subjects contemplated in this Voting Deed. The up-to-date agenda for the Meeting and the position statements so published may be viewed in the Company’s reports posted 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 publication 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 and Addition of an Item to the Agenda), 2000.

A shareholder will state the manner of his vote in 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 set forth in section 9 above, and after having proved his identity to the satisfaction of the Company Secretary or other employee authorized for this purpose, may withdraw his Voting Deed and proof of ownership, or cancel his vote; if he has done so, the shareholder shall be entitled to vote only in the General Meeting.

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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 offices of the Company at 49 Hasivim Street, Petach Tikva.

Company no.: 520003781

2. **Date and time of the meeting:** Monday, February 11, 2019 at 3:00 p.m.

3. **Type of meeting:** General and Special Meeting.

4. **Record date:** Close of trading on TASE (if any) on Wednesday, January 9, 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 ¹			With respect to section 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? ²
	For	Against	Abstain	
Section 3: Approval of the employment terms of Mr. Koffler, a relative of the controlling shareholder, who is employed by the Company and does not serve as an officer of the Company, as described in section 2 of the convening report.				

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 ³ in the Company?	Yes	No
Are you a senior officer ⁴ of the Company?	Yes	No
Are you an institutional investor ⁵ ?	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 on 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 not later than four hours before the time appointed for the General Meeting. A

¹ Failure to indicate an answer in this section will be considered abstention from voting on that item.

² 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 noted.

³ As defined in section 1 of the Securities Law, 1968.

⁴ As defined in section 37(D) of the Securities Law, 1968.

⁵ 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.



Voting Deed arriving later than stated shall not be deemed presence at the Meeting for the purpose of a quorum for a vote and shall not be counted in the vote.

Date: _____

Signature of Shareholder

¹ Failure to indicate an answer in this section will be considered abstention from voting on that item.

² 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 noted.

³ As defined in section 1 of the Securities Law, 1968.

⁴ As defined in section 37(D) of the Securities Law, 1968.

⁵ 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.

For further information please contact:

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