

UNOFFICIAL TRANSLATION
The Hebrew version is the binding version

STRAUSS GROUP LTD.
(The “Company”)

May 25, 2021

Messrs
The Israel Securities Authority
Via MAGNA

Messrs
Tel Aviv Stock Exchange Ltd.
Via MAGNA

Dear Sir/Madam:

Re: **Immediate Report on the Convening of a General Special Meeting of the Company**

In accordance with the provisions of the Companies Law, 1999 (the “**Companies Law**”), the Securities Regulations (Periodic and Immediate Reports), 1970 (the “**Reporting Regulations**”), the Securities Regulations (Transaction between a Company and a Controlling Shareholder Therein), 2001 (the “**Controlling Shareholder Regulations**”), the Companies Regulations (Written Votes and Position Statements), 2005 (the “**Voting Regulations**”) and 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 (the “**Notice and Announcement Regulations**”), an Immediate Report is hereby submitted with regard to the convening of a Special General Meeting of the Shareholders of the Company, which shall be held on **Wednesday, June 30, 2021 at 3:00 p.m.** at the offices of the Company at 49 Hasivim Street, Petach Tikva (hereinafter: the “**Meeting**”).

1. **Items on the Agenda and Proposed Resolutions**

1.1 Appointment of a director

Appointment of Ms. Tzipi Ozer-Armon, who was appointed by a resolution of the Board of Directors of October 28, 2020. The director’s terms of office shall remain unchanged, as set forth in section 2 of this report.

The proposed resolution: “**Appoint Ms. Tzipi Ozer-Armon as a director of the Company**”.

1.2 Renewal of the grant of a letter of exemption to Mr. Adi Strauss

Renewal of the grant of a letter of exemption to Mr. Adi Strauss, who is among the controlling shareholders of the Company, for a period of three years commencing on the date of approval by the General Meeting, provided, however, that the exemption that shall be granted, if and insofar as it shall be granted, shall not apply to a decision he had made or a transaction he had approved, where the controlling shareholders or any officer of the Company has a personal interest in the approval thereof, as set forth in section 3 of this report.

The proposed resolution: “**Approve the grant of a letter of exemption to Mr. Adi Strauss for a period of three years, commencing on the date of approval by the General Meeting**”.

1.3 Correction of a clerical error in the financial targets in the Remuneration Policy for officers of the Company

Amendment of section 11.1.2.B in the Company's Remuneration Policy with respect to the list of financial budget targets used for purposes of the calculated yearly incentive for officers of the Company (including the Chairperson of the Board of Directors and the Company CEO), by adding a net profit or net profit margin target following a clerical error/omission at the time the form of the Company's current Remuneration Policy was approved, as set forth in section 4 of this report.

The proposed resolution: "Approve the correction of the clerical error that occurred in the Remuneration Policy so that the list of financial targets in section 11.1.2 par. B of the policy includes the words: "net profit or net profit margin", in such manner that the wording of the first part of section 11.1.2 par. B of the Remuneration Policy is as follows:

"Financial targets are budget objectives of the Group and/or the relevant business activity, as the case may be, which are determined each year in the Group's annual budget as approved by the Board of Directors of the Company from time to time, and will be chosen each year on or about the beginning of the year by the Remuneration Committee and the Board of Directors from among the following: sales or the sales growth rate; gross profit or gross profit margin; operating profit or operating profit margin; **net profit or net profit margin**; non-GAAP (according to the proportionate consolidation method) or GAAP operating cash flow; non-GAAP (according to the proportionate consolidation method) or GAAP free cash flow; cash conversion (OCF/EBIDTA); working capital pace/efficiency (yearly average of sales divided by working capital); and effective cost control of budget expense items."

2. Appointment of a Director (Item 1.1 on the Agenda)

- 2.1 Ms. Tzipi Ozer-Armon was appointed as a member of the Board of Directors of the Company according to article 97 in the Articles of Association of the Company. The fees and terms of office of Ms. Tzipi Ozer-Armon, whose appointment is brought for approval in this report, shall remain unchanged, including the compensation that shall be paid to the director in accordance with the Companies Regulations (Rules Regarding Compensation and Expense Reimbursement of an External Director), 2000 (the "**Compensation Regulations**"), which is the maximum amount determined in the Compensation Regulations; with respect to a director who has been recognized as an expert director, said compensation is paid according to the maximum amount for an expert director in said regulations, all in accordance with the Company's ranking. Further, the director is entitled to the other arrangements in place in the Company pertaining to insurance, indemnification, exemption, etc., which are in effect with respect to the directors serving and who shall serve in the Company from time to time. For further information on the terms of office of directors of the Company, see regulation 21 in the chapter "Additional Information on the Company" in the Company's 2020 Periodic Report, published on March 22, 2021 (reference no. 2021-01-040482) (the "**2020 Periodic Report**"), which is included herein by reference.
- 2.2 For information required pursuant to regulation 36b(10) of the Reporting Regulations with respect to the candidate for the office of director, see regulation 26 in the chapter "Additional Information on the Company" in the Company's 2020 Periodic Report, which is included herein by reference, and also the voting deed attached to this convening report.
- 2.3 The candidate nominated for appointment has signed the required declarations pursuant to section 224b of the Companies Law, and they are attached as **Annex "A"** to this convening report.

3. **Renewal of the Grant of a Letter of Exemption to Mr. Adi Strauss (Item 1.2 on the Agenda)**

3.1 Mr. Adi Strauss is one of the controlling shareholders of the Company¹. On July 9, 2018 the Meeting approved the renewal of the grant of a letter of exemption to Mr. Adi Strauss for a period of three years commencing on the date of approval by said General Meeting².

3.2 On July 8, 2021 the abovementioned three years shall have passed, and accordingly, it is proposed to renew the grant of a letter of exemption to Mr. Adi Strauss for a period of three years commencing on the date of approval by the Meeting contemplated in this report. To clarify, according to the Remuneration Policy for officers of the Company, the Company may grant exemption, in advance and retrospectively, from liability in respect of the breach of the duty of care to the Company at the maximum amount permitted by applicable law, to an officer of the Company, including officers who are the controlling shareholder or his relatives; the exemption that shall be granted, if and insofar as it shall be granted, shall not apply to a decision made by the officer or to a transaction he had approved, where the controlling shareholder or any officer of the Company has a personal interest in the approval thereof.

3.3 **Summary of the Remuneration Committee's and Board of Directors' reasons**

The Remuneration Committee and the Board of Directors of the Company approved the renewal of the grant of a letter of exemption to Mr. Adi Strauss, and asserted that it is in the interest of the Company, *inter alia* on the basis of the reasons set forth below:

3.3.1 Grant of a letter of exemption from liability is in accordance with the Companies Law, the provisions of the Company's Articles of Association and the provisions of the Remuneration Policy.

3.3.2 A letter of exemption from liability is a customary defense in public companies, which the public company seeks to grant officers acting on its behalf in order to enable them to act freely in the interests of the Company, its goals and for its benefit, knowing that even if they should err they will be protected, subject to the limits of the law.

3.3.3 The terms and conditions of the letter of exemption from liability are identical for all officers of the Company, including those who are among the controlling shareholders and their relatives.

3.3.4 Grant of a letter of exemption from liability to officers who are among the controlling shareholders and their relatives does not include a "distribution" as defined in the Companies Law.

3.4 **Additional information required under the Controlling Shareholder Regulations**

3.4.1 **Personal interest of the controlling shareholders of the Company and the nature of their interest**³ – To the best of the Company's knowledge, on the date of this report, Strauss Holdings holds approximately 57.2% of the issued and paid-up share capital of the Company and the voting rights therein. After the distribution of Mr. Michael Strauss's estate, the controlling shareholders of the Company are Ms. Ofra Strauss, Ms. Irit Strauss and Mr. Adi Strauss, through their indirect holdings in Strauss Holdings. Mr. Adi Strauss has a personal interest in the grant of a letter of exemption since the letter of exemption

¹ For information on control of the Company, see regulation 21A in the chapter "Additional Information on the Company" in the 2020 Periodic Report.

² For information on the approval by the Meeting of July 2018, see the Immediate Reports of the Company of May 23, 2018 and July 9, 2018 (reference no. 2018-01-041586 and 2018-01-062109).

³ See Footnote #1 above.

will be granted to him. Ms. Ofra Strauss and Ms. Irit Strauss have a personal interest in the grant of a letter of exemption by virtue of their kinship with Mr. Adi Strauss.

3.4.2 Approvals required – The approvals required for the grant of a letter of exemption to Mr. Adi Strauss are the approval of the Remuneration Committee and the Board of Directors of the Company, which were received on May 20, 2021 and May 24, 2021, respectively, as well as the approval of the General Meeting summoned hereunder.

3.4.3 The method in which the consideration was determined and details of engagements of the type of said transaction or similar thereto – As noted in section 3.3 of the report, the grant of a letter of exemption is in accordance with the Remuneration Policy and the terms and conditions of the exemption are the same as those for all officers of the Company, including officers who are among the controlling shareholders of the Company.

In the two years that preceded the approval of the transaction contemplated in this report by the Board of Directors of the Company, no transactions of the type of said transactions or similar to the proposed transaction were signed between the Company and its controlling shareholder or in which the controlling shareholder had a personal interest, and on the date of this report, there are no such transactions in effect, other than as follows:

- (a) For information on the grant of compensation for an expert director to Mr. Adi Strauss, see the Immediate Report of the Company of September 29, 2020 (reference no. 2020-01-105825).
- (b) For information on the terms of office of Mr. Adi Strauss as a director (who is not an expert director) of the Company, see the Immediate Report of the Company of May 25, 2020 (reference no. 2020-01-051978).
- (c) For information on the terms of office and employment of Ms. Ofra Strauss, see regulation 21 in the chapter “Additional Information on the Company” in the Company’s 2020 Periodic Report.
- (d) For information on exemption, insurance or undertaking to indemnification of officers of the Company, including those who are among the controlling shareholders of the Company and their relatives, see regulation 29A in the 2020 Periodic Report.

3.4.4 Personal interest of directors in the transaction on the agenda and nature of their interest – Mr. Adi Strauss has a personal interest in the approval, which pertains to his terms of office; Ms. Ofra Strauss, Chairperson of the Board of Directors, has a personal interest by virtue of kinship (Mr. Adi Strauss’s sister); for caution’s sake, a personal interest is attributed to Ms. Ronit Haimovitch, who is an officer of Strauss Holdings, and to Mr. Gil Midyan, by virtue of kinship with Mr. Adi Strauss (Mr. Gil Midyan is Mr. Adi Strauss’s cousin). Said directors were not present and did not participate in discussions with regard to this transaction.

3.4.5 Names of the directors who participated in the discussions – The participants of the meeting of the Company’s Remuneration Committee on May 20, 2021 were Ms. Dalia Narkys, Ms. Dalya Lev and Ms. Dorit Salinger; the participants of the meeting of the Board of Directors of the Company on May 24, 2021 were Mr. David Mosevics, Ms. Dalia Narkys, Ms. Galia Maor, Mr. Meir Shannie, Ms. Dorit Salinger, Ms. Tzipi Ozer-Armon and Mr. Joshua Shemer.

3.4.6 Power of the ISA – According to regulation 10 of the Controlling Shareholder Regulations, the ISA or an employee it has empowered for this purpose may, within 21 days after the date whereon this report was submitted, instruct the Company to furnish, within the time specified by the ISA, an explanation, details, information and documents with regard to the engagement contemplated in this report, and instruct the Company to amend the report in the manner and within the time prescribed by the ISA; in such case, the ISA may instruct that the General Meeting be postponed to a date that shall fall no earlier than 3 business days after the date of publication of the amendment to the report, and no later than 35 days thereafter. Where the Company has been required to amend this report as provided above, the Company shall submit the amendment in the manner set forth in the Controlling Shareholder Regulations, shall send it to all its shareholders to whom this report was sent, and shall publish an announcement on the subject in the manner set forth in the Controlling Shareholder Regulations, unless the ISA has instructed otherwise. Where an instruction has been given regarding the postponement of the General Meeting, the Company shall provide notice of such instruction in an Immediate Report.

4. Correction of a Clerical Error in the Financial Targets in the Remuneration Policy for Officers of the Company

4.1 On September 26, 2019 the Meeting approved the Company's revised Remuneration Policy⁴. As part of the revision of the Remuneration Policy, the Company adopted a closed list of financial budget targets for purposes of the calculated yearly incentive for officers (including the Chairman of the Board of Directors and the Company CEO), from which each year, on or about the beginning of the year, the Remuneration Committee and the Board of Directors would choose the financial targets for that year's incentive, including with respect to the Chairman of the Board of Directors (on the date of this report, Ms. Ofra Strauss) and the Company CEO.

4.2 The list of targets, which is enumerated in section 11.1.2.B of the Remuneration Policy, includes, *inter alia*, "gross profit or gross profit margin" and "operating profit or operating profit margin". Due to a technical (clerical) error, the targets "net profit or net profit margin" were omitted from the list of financial targets in the revised Remuneration Policy of 2019, although the Remuneration Committee and the Board of Directors have used these targets since 2014, including with respect to the Chairman of the Board and the Company CEO, according to prior versions of the Remuneration Policy as approved from time to time. It is further noted that the omission in 2019 from the version of the policy brought for approval by the Meeting was the result of an error and despite these targets having been approved by the Remuneration Committee and the Board of Directors as part of the updated Remuneration Policy.

4.3 Accordingly, it is proposed that an amendment to section 11.1.2.B of the Remuneration Policy will be approved so that the list of financial targets includes the words "net profit or net profit margin", in such manner that the wording of the first part of section 11.1.2 par. B of the Remuneration Policy shall be as follows:

"B. Financial targets

Financial targets are budget objectives of the Group and/or the relevant business activity, as the case may be, which are determined each year in the Group's annual budget as approved by the Board of Directors of the Company from time to time, and will be chosen each year on or about the beginning of the year by the Remuneration Committee and the Board of Directors from among the following: sales or the sales growth rate; gross profit or gross profit margin; operating profit or operating profit margin; **net profit or net**

⁴ It is noted that on September 30, 2020 the Meeting approved an amendment to the Remuneration Policy with respect to the insurance arrangement. For the revised version of the Company's Remuneration Policy, see the Immediate Report of the Company of September 29, 2020 (reference no. 2020-01-105825).

profit margin; non-GAAP (according to the proportionate consolidation method) or GAAP operating cash flow; non-GAAP (according to the proportionate consolidation method) or GAAP free cash flow; cash conversion (OCF/EBIDTA); working capital pace/efficiency (yearly average of sales divided by working capital); and effective cost control of budget expense items...”

- 4.4 In the opinion of the Remuneration Committee and the Board of Directors of the Company, in determining the list of targets in the Remuneration Policy, a list of targets that includes “net profit or net profit margin” is the most advantageous to the furtherance of the Company’s goals and the definition of fitting incentives for officers of the Company.
- 4.5 It is clarified that the amended list of financial targets is used to determine the calculated incentive for officers of the Company, including the active Chairperson of the Board of Directors who is among the controlling shareholders of the Company, and the Company CEO. It is further clarified that other than the amendment that is being brought for approval by the Meeting contemplated in this report no changes shall be made in the rest of the provisions of the Remuneration Policy, and that approval of the amendment presented herein shall not extend the validity of the current Remuneration Policy of the Company.
- 4.6 The Remuneration Committee’s and the Board of Directors’ reasons for the proposed amendment to the Remuneration Policy

The Remuneration Committee and the Board of Directors approved the above amendment to the Remuneration Policy after having found that the correction of the clerical error in the list of financial targets is reasonable and appropriate and in the Company’s interest, *inter alia* for the following reasons:

- 4.6.1 A net profit or net profit margin target is a significant and accepted budget objective, including for the purpose of determining the yearly incentive for officers of the Company, since defining targets on the basis of net profit allows for more rigorous measurement in terms of the achievement required of the officer, and in any case creates alignment between the interest of shareholders (who benefit from dividends paid from the net profits of the Company) and the calculation of the officer’s variable compensation.
- 4.6.2 Due to a technical error, in the Remuneration Policy that was approved in 2019 the net profit or net profit test was omitted from the list of targets used to measure the officers’ achievement of targets entitling them to a bonus. This test was one of the tests that the Company has used since 2014 under the policy as it was approved over the years, and the omission in 2019 was an error and notwithstanding the fact that the Remuneration Committee and the Board of Directors had approved the test as part of the policy.
- 4.6.3 The Company’s revised Remuneration Policy, including the amendment of the proposed list of targets, creates a fitting compensation and incentivization mechanism considering the nature of the Company, its business activities, its global and multicultural dispersion and complexity, its risk management policy and the interests of all stakeholders of the Company.
- 4.7 Names of the directors who participated in the discussions – Said amendment of the Remuneration Policy was discussed in meetings of the Remuneration Committee and the Board of Directors of the Company. For the names of the directors who participated in the discussions, see section 3.4.5 above.

5. **Meeting Type, Date and Venue**

Notice is hereby given that on Wednesday, June 30, 2021 at 3:00 p.m. a Special General Meeting of Shareholders of the Company will convene at the offices of the Company at 49 Hasivim Street, Petach Tikva, on the agenda of which is the adoption of resolutions on the items set forth in section 1 above.

6. **Required Majority**

6.1 The majority required in the Meeting for the adoption of the resolution proposed in item 1.1 on the agenda 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 (the count of votes shall not include abstentions).

For information on control of the Company, see regulation 21A in Part D of the Company's 2020 Periodic Report. To the best of the Company's knowledge, the holdings of said controlling shareholders on the record date, as defined below, shall grant them the majority required to adopt the resolution proposed in item 1.1 on the agenda.

6.2 The majority required for the adoption of the proposed resolutions pertaining to items 1.2 and 1.3 on the agenda 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 who have a personal interest in the approval of the resolution, who participate in the vote; the count of all votes of said shareholders shall not include abstentions; 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 Company⁵.

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 may approve the revised Remuneration Policy even if the General Meeting has opposed its approval, if the Remuneration Committee, and subsequently, the Board of Directors, decide, on the basis of detailed grounds and after having re-discussed the revised Remuneration Policy, that the approval thereof, notwithstanding the opposition of the General Meeting, is in the interests of the Company.

7. **Notice of a Personal Interest**

A shareholder participating in the vote on the resolutions proposed with respect to items 1.2 and 1.3 on the agenda shall inform the Company prior to the vote in the Meeting, or, if the vote is via a voting deed, shall indicate in part B of the voting deed in the designated space, if he is considered or represents a controlling shareholder of the Company or if he has or does not have a personal interest in the approval of said resolution. Where a shareholder has failed to give such notice, he shall not vote and his vote shall not be counted with respect to said resolutions.

8. **Quorum and Adjourned Meeting**

The meeting shall be deemed quorate when at least two shareholders are present, in person or by proxy, who hold or represent 25% of the voting rights in the Company (hereinafter: "**Quorum**"). If within half-an-hour from the time appointed for the Meeting a Quorum is not present, the Meeting shall stand adjourned to Wednesday, July 7, 2021, at the same time and place (the "**Adjourned Meeting**"). If within

⁵ It is noted that the controlling shareholders of the Company do not hold shares of a percentage that will grant them the necessary majority for the adoption of the resolutions contemplated in items 1.2 and 1.3 on the agenda, since a special majority is required for their adoption.

half-an-hour from the time appointed for the Adjourned Meeting a Quorum is not present, the shareholders present shall be deemed a Quorum.

9. **Record Date and Persons Entitled to Vote in the Meeting**

9.1 The record date for determining the entitlement of shareholders of the Company to participate and vote in the Meeting and the Adjourned Meeting, as provided in section 182(b) of the Companies Law and in regulation 3 of the Voting Regulations, is the close of trading on the Tel Aviv Stock Exchange Ltd. (“TASE”) on May 31, 2021 (the “**Record Date**”). If there is no trading on the Record Date, the Record Date shall be the last trading day prior thereto.

9.2 In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at a General Meeting), 2000, a shareholder in whose favor a share is registered in street name, and such share is included among the shares of the Company that are registered in the Register of Shareholders in the name of the nominee company (hereinafter: “**Unregistered Shareholder**”), who wishes to vote in the General Meeting, will furnish the Company with confirmation from the TASE member with whom his title to the share is registered, pertaining to his title to the share on the Record Date, in accordance with the form contained in the schedule to said regulations. An Unregistered Shareholder may direct the TASE member to deliver proof of his ownership of the share to the Company via the electronic voting system. Without derogating from the foregoing, according to said regulations, an electronic mail confirmed pursuant to section 44k5 of the Securities Law with regard to the particulars of users of the electronic voting system shall be deemed tantamount to confirmation of ownership with respect to all shareholders included therein.

9.3 A shareholder may vote in person or via a proxy in accordance with the provisions of the Articles of Association of the Company, subject to the Companies Law. Instruments of proxy and the power of attorney by virtue of which the instrument of proxy was signed (if any) shall be deposited at the registered office of the Company at least 48 hours before the time appointed for the Meeting or the Adjourned Meeting. Notwithstanding the foregoing, the chairman of the Meeting may, at his discretion, accept an instrument of proxy and a power of attorney as provided in this clause above also after said time, if he so deems fit, at his discretion.

10. **Voting via a Voting Deed and Position Statements**

10.1 According to the Voting Regulations, a shareholder who is entitled to participate and vote in the Meeting may vote on the resolutions on the agenda brought for approval by the Meeting via a voting deed. For this purpose, the vote of a shareholder who voted via a voting deed shall be considered a vote by a shareholder who was present and participated in the Meeting.

10.2 The form of the voting deed and position statements (if any) is available on the ISA’s distribution site at <http://www.magna.isa.gov.il> (the “**Distribution Site**”) and on the TASE website at <http://maya.tase.il>.

10.3 The vote will be cast by using the second part of the voting deed, as posted on the Distribution Site.

10.4 A shareholder may contact the Company directly to obtain the voting deed and position statements (if any).

10.5 The voting deed of an Unregistered Shareholder shall be delivered to the Company together with confirmation of ownership, in such manner that the voting deed shall reach the offices of the Company by no later than four hours before the time appointed for the Meeting.

- 10.6 A shareholder who is registered in the Register of Shareholders shall deliver the voting deed to the Company together with a photocopy of his ID card or passport or certificate of incorporation, in such manner that the voting deed shall reach the offices of the Company by no later than four hours before the time appointed for the Meeting.
- 10.7 A shareholder may visit the registered office of the Company, and after having proved his identity, may withdraw his voting deed and confirmation of ownership up to 24 hours before the time appointed for the Meeting.
- 10.8 The final date for submitting position statements is up to ten days before the date appointed for the Meeting.
- 10.9 The final date for furnishing a position statement on the Company's behalf, which includes the Board of Directors' response to position statements submitted by shareholders, is not later than five days before the date appointed for the Meeting.
- 10.10 The TASE member will send via email, free of charge, a link to the form of the voting deed and position statements (if any) on the Distribution Site to any shareholder who is not registered in the Register of Shareholders and whose shares are registered in street name, unless the shareholder has advised the TASE member that he does not wish to receive said link, provided that the notice was given with respect to a particular securities account and before the Record Date.
- 10.11 A shareholder whose shares are registered in street name is entitled to receive confirmation of his ownership of the shares from the TASE member through which his shares are held, at the branch of the TASE member or sent by mail to the shareholder's address in consideration for the payment of postage only, if he has so requested. A request to this effect shall be made in advance for a particular securities account.
- 10.12 One or more shareholders who, on the Record Date, hold shares constituting five percent or more of all voting rights in the Company, and a shareholder or shareholders holding said percentage of all voting rights that are not held by the controlling shareholder of the Company, as defined in section 268 of the Companies Law, may inspect the voting deeds as provided in regulation 10 of the Voting Regulations.

11. **Voting via the Electronic Voting System**

- 11.1 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**").
- 11.2 The electronic voting system shall be opened for voting at the close of the Record Date. 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>.
- 11.3 Voting via the electronic voting system **ends 6 hours before the time appointed for the Meeting** (i.e. on Wednesday, June 30, 2021 at 9:00 a.m.), when the electronic voting system will be closed. The electronic vote may be changed or cancelled until the electronic voting system is closed, after which it cannot be changed via the system. Where a shareholder has voted by more than one method his last vote shall be counted, with the vote of the shareholder in person or by proxy in the Meeting being deemed later than the vote via the Electronic Voting Deed.

12. **Final Date for Inclusion of an Item on the Agenda by a Shareholder**

The final date for submitting requests by shareholders under section 66(b) of the Companies Law to include an item on the agenda for the Meeting is up to seven (7) days before the time appointed for the Meeting. It is noted that if a request is submitted there may be changes in the agenda for the Meeting, including the addition of an item or addition of a position statement, and the up-to-date agenda and position statements may be reviewed in the Company's reports on the Distribution Site.

13. **Inspection of Documents**

Shareholders of the Company may review this report and other documents pertaining to the proposed resolutions on the agenda, subject to applicable law, at the offices of the Company at 49 Hasivim Street, Petach Tikva on Sunday to Thursday from 9:00 a.m. to 4:00 p.m. following prior coordination by telephone at 03-6752499, and on the ISA Distribution Site at <http://www.magna.isa.gov.il> and the TASE website at <http://maya.tase.il>.

14. **Company Representative with Regard to the Immediate Report**

The Company's representative for purposes of this report is Mr. Michael Avner, Adv., Senior Vice President, CLO and Company Secretary, whose office is at 49 Hasivim Street, Petach Tikva, tel. 03-6752499; fax 03-6752279.

Yours sincerely,

Strauss Group Ltd.

Date signed: May 25, 2021

Signatories: Michael Avner, Senior Vice President, CLO and Company Secretary
Noa Herman Shifris, Legal Counsel, Capital Market and Corporate Governance