

UNOFFICIAL TRANSLATION
The Hebrew version is the binding version

STRAUSS GROUP LTD.
(The “Company”)

November 25, 2021

Messrs
Israel Securities Authority
Via MAGNA

Messrs
The Tel Aviv Stock Exchange Ltd.
Via MAGNA

Dear Sir/Madam:

Re: **Immediate Report on the Convening of the Annual General 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 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 the Annual General Meeting of the Shareholders of the Company, which shall be held on **Thursday, December 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 Discussion of the Annual Financial Statements of the Company and the Board of Directors’ Report for the year ended December 31, 2020, published by the Company on March 22, 2021 (reference no. 2021-01-040482) (the “**2020 Periodic Report**”), with no resolution being passed.
- 1.2 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 2020 (for information on the Auditors’ fee for 2020, see the Board of Directors’ Report Regarding the Company’s Business Position, which is attached to the 2020 Periodic Report).

Proposed resolution: “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”.

1.3 Reappointment of directors

Reappoint Mr. Gil Midyan, Prof. Shuki Shemer (as an independent director) and Mr. Meir Shanie, who are retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as directors of the Company. The directors’ terms of office shall remain unchanged, as set forth in section 2 of this report.

Proposed resolution (to clarify, the vote with respect to each director shall be taken separately):
“Reappoint Mr. Gil Midyan, Prof. Shuki Shemer (as an independent director) and Mr. Meir Shanie, who are retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as directors of the Company”.

2. **Reappointment of directors (Item 1.3 on the agenda)**

- 2.1 The fees and terms of office of each of the directors Mr. Gil Midyan, Prof. Shuki Shemer and Mr. Meir Shanie, as the case may be, shall remain unchanged, including the compensation that shall be paid to the directors 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 the compensation paid to Prof. Shuki Shemer and Mr. Meir Shanie being the compensation payable to an expert director. Additionally, all directors whose reappointment is brought for approval in this report are entitled to all other arrangements in place in the Company with respect to insurance, indemnification, exemption, etc., which shall remain in force and 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, which is included herein by reference.
- 2.2 For information required pursuant to regulation 36B(10) of the Reporting Regulations with respect to the candidates 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 candidates nominated for reelection have signed the required declarations pursuant to section 224B of the Companies Law, and said declarations are attached as **Annex “B”** to this convening report.
- 2.4 To clarify, the vote with respect to each director nominated for reelection shall be taken separately.

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

Notice is hereby given that on Thursday, December 30, 2021, at 3:00 p.m., the Annual 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.

4. **Required Majority**

The majority required in the Meeting for the adoption of the resolutions proposed in items 1.2 and 1.3 on the agenda is a majority of votes of 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).

It is noted that on the date of this report, to the best of the Company’s knowledge, the holdings of the controlling shareholder of the Company (as stated in the Company’s Immediate Report of October 7, 2021 pertaining to the status of holdings of interested parties and senior officers, reference no. 2021-01-152511, which is included herein by reference) in the Company’s shares on the Record Date (as defined below) shall grant the controlling shareholder the majority required for the adoption of the resolutions proposed in items 1.2 and 1.3 on the agenda.

5. **Quorum and Adjourned Meeting**

The meeting shall be deemed quorate when two shareholders are present, in person or by proxy, who hold or represent at least 25% of all 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 Thursday, January 6, 2022, at the same time and place (hereinafter: the “**Adjourned Meeting**”). If within half-an-hour from the time appointed for the Adjourned Meeting a Quorum is not present, the Adjourned Meeting shall be held regardless of the number of participants.

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

- 6.1 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 Wednesday, December 1, 2021 (the “**Record Date**”). If there is no trading on the Record Date, the Record Date shall be the last trading day prior thereto.
- 6.2 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 submit to the Company proof furnished by the TASE member with whom his ownership of the share is registered pertaining to his ownership of 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 pertaining to the particulars of users of the electronic voting system shall be deemed tantamount to proof of ownership with respect to all shareholders included therein.
- 6.3 A shareholder may vote in person or by 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), or a suitable copy thereof, 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.

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

- 7.1 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.
- 7.2 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>.
- 7.3 The vote will be cast by using the second part of the voting deed, as posted on the Distribution Site.
- 7.4 A shareholder may contact the Company directly to obtain the voting deed and position statements (if any).

- 7.5 The voting deed of an Unregistered Shareholder shall be delivered to the Company together with proof 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.
- 7.6 A shareholder who is registered in the Register of Shareholders shall deliver the voting deed to the Company or shall send it to the Company by registered mail together with a photocopy of his ID card or passport or certificate of incorporation, in such manner that the voting deed shall reach the registered office of the Company by no later than four hours before the time appointed for the Meeting.
- 7.7 A shareholder may visit the registered office of the Company, 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 up to 24 hours before the time appointed for the Meeting.
- 7.8 The final date for submitting position statements is up to ten days before the date appointed for the Meeting.
- 7.9 The final date for furnishing a position statement on the Company's behalf, which shall include the Board of Directors' response to position statements submitted by shareholders, is not later than five days before the date appointed for the Meeting.
- 7.10 The final date for delivering voting deeds to the Company is as described in sections 7.5 and 7.6 above.
- 7.11 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.
- 7.12 A shareholder whose shares are registered in street name is entitled to receive proof of his ownership of the shares from the TASE member through which his shares are held, at the branch office of the TASE member or 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.
- 7.13 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 review the voting deeds and voting records through the electronic voting system, which have reached the Company, as provided in regulation 10 of the Voting Regulations.

8. Voting via the Electronic Voting System

- 8.1 An Unregistered Shareholder may vote via a voting deed that shall be sent to the Company via the electronic voting system as it is defined in the Voting Regulations, subject to the terms and conditions set forth in the Voting Regulations ("**Electronic Voting Deed**").
- 8.2 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>.

8.3 Voting via the electronic voting system **ends 6 hours before the time appointed for the Meeting** (i.e., on Thursday, December 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.

9. **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 after the Meeting was summoned. 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.

10. **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>.

11. **Company Representative with Respect to the Immediate Report**

The Company's representative for purposes of this report is Mr. Michael Avner, 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: November 25, 2021

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