

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 Meeting of Shareholders of the Company, which shall convene on Thursday, December 30, 2021, 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 for the Meeting, the Meeting shall be adjourned to Thursday, January 6, 2021, at 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 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, reference no. 2021-01-040482) (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”.

3.2 **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 the convening 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”.

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 2020 Periodic Report, to the best of the Company's knowledge:

Name:	Gil Midyan
Membership of committees of the Board of Directors:	-
Date of commencement of service as a director:	2018

Name:	Prof. Shuki Shemer
Membership of committees of the Board of Directors:	Financial Statements Review Committee, Audit Committee
Date of commencement of service as a director:	2018
Change in the details of other corporations in which he serves as a director / occupation in the past five years:	Serves as Chairman of Assuta Ashdod Has ceased to serve as a director of HIL Applied Medical

Name:	Meir Shani
Membership of committees of the Board of Directors:	Human Resources, Nominating & Corporate Governance Committee
Date of commencement of service as a director:	1997

4. **Review of the proposed resolutions**

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 ("position statement" within its meaning in section 88 of the Companies Law, 1999 (the "**Companies Law**"), if any are submitted, are available for review on the 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 in the Meeting for the adoption of the resolutions proposed in items 1.2 and 1.3 (with respect to each director separately) on the agenda (sections 3.1 and 3.2 above) 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)¹.

6. **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, are required to 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 registered office.

7. **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 it is defined in the Voting Regulations, subject to the terms and conditions set forth in the Voting Regulations ("**Electronic Voting Deed**").

The electronic voting system 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, December 30, 2021, 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.

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

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

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

9.1 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.

9.2 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, December 1, 2021 (the "**Record**

¹ It is noted that to the best of the Company's knowledge, the holding percentage of the controlling shareholder of the Company in the Company's shares shall grant the controlling shareholder 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.

Date”). If there is no trading on the Record Date, the Record Date shall be the last trading day preceding said date.

10. **Addresses of the Distribution Site and the TASE website containing voting deeds and position statements**

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

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

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

11.1 A shareholder may receive “proof of ownership” (as provided in section 6 above and as defined in section 71 of the Companies Law) at the branch office of 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.

11.2 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.

11.3 One or more shareholders who hold shares constituting five percent or more of the total voting rights in the Company and shareholders holding said 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, 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.

11.3.1 At the date of publication of this voting deed, the number of shares constituting 5% of total voting rights in the Company (excluding dormant shares) is 5,811,152 (rounded upward in respect of fractional shares) ordinary shares of NIS 1 par value each of the Company.

11.3.2 At the date of publication of this voting deed, the number of shares constituting 5% of total voting rights in the Company which are not held by the controlling shareholder of the Company is 2,488,883 (rounded upward in respect of fractional shares) ordinary shares of NIS 1 par value each of the Company.

12. 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 as aforesaid 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 on each item on the agenda that may be voted on via this voting deed in part II of this voting deed.

13. **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 provided in section 8 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, December 30, 2021, at 3:00 p.m.

3. **Type of meeting:** Annual General Meeting.

4. **Record date:** Close of trading on TASE (if trading takes place) on Wednesday, December 1, 2021.

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 ²		
	For	Against	Abstain
Section 3.1: 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.			
Section 3.2: Reappoint Mr. Gil Midyan, 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: Reappoint Prof. Shuki Shemer, who is retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as an independent director of the Company.			
Section 3.2: Reappoint Mr. Meir Shanie, who is retiring by rotation in accordance with the provisions of the Articles of Association of the Company, as a director of the Company.			

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 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 the 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 deemed 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

² Failure to indicate an answer in this section will be considered abstention from voting on that item.

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.

