

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**

A Special Meeting of Shareholders of the Company, which will be held on Thursday, January 1, 2026, 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, the Meeting will be adjourned to Thursday, January 8, 2026, at the same time and location.

3. **Item on the Agenda Which May Be Voted on Via a Voting Deed**

Approval of the equity compensation award to the Company CEO, Mr. Shai Babad, and approval of an updated cap on the CEO’s annual incentive, as described in section 2 of the Meeting convening report.

Proposed resolution: “To approve the equity compensation award to the Company CEO, Mr. Shai Babad, and to approve an updated cap on the CEO’s annual incentive, as described in section 2 of the Meeting convening report”.

Review of the Proposed Resolution

Shareholders of the Company may review a copy of the Meeting convening report and related documents at the offices of the Company at 49 Hasivim Street, Petach Tikva, following prior coordination by telephone (03-6752499), on Sunday to Thursday from 9:00 a.m. to 4:00 p.m. The documents are available for review until the date and time appointed for the Meeting.

Additionally, the Meeting convening report, the voting deed and position statements, as defined in Section 88 of the Companies Law, if any are submitted, are available for review 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>.

4. **Required Majority¹**

The majority required for the adoption of the resolution proposed in item 1 on the agenda is a majority of the 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 General Meeting will include a majority of all votes of shareholders who are not controlling shareholders of the Company or who do not have a personal interest in the approval of the resolution, among those participating in the vote; the count of all votes of said shareholders will not

¹ To the best of the Company’s knowledge, the holdings of the controlling shareholders on the record date, as defined below, are insufficient to constitute the majority required for the adoption of the resolution under item 1 on the agenda, given that a special majority is required for its adoption.

include abstaining votes; (b) the total opposing votes of the shareholders referred to in paragraph (a) do not exceed two percent (2%) of all voting rights in the Company

It is noted that the Company is not a public granddaughter (second-tier) company, as defined in the Companies Law. Accordingly, under Section 272(c1)(1)(c) of the Companies Law, the Remuneration Committee, and subsequently the Board of Directors, may, in special cases, approve the transaction even if the General Meeting has opposed it, provided that, after reviewing detailed explanations and re-discussing the transaction, they determine that its approval, notwithstanding the opposition of the General Meeting, is in the Company's best interests.

5. **Personal Interest**

With respect to the resolution on the agenda for the Meeting, part II of this voting deed contains a dedicated section for indicating the existence or absence of a personal interest and for providing a description of the nature of any such personal interest. **For the avoidance of doubt, if a shareholder does not indicate whether or not a personal interest exists, or if the shareholder has marked "Yes" but has failed to disclose the nature of his personal interest in the resolution, the shareholder's vote shall not be counted.** In addition, for the purpose of votes by interested parties, senior officers and institutional investors (as defined in part II of the voting deed), a dedicated section is provided in part II of the voting deed for the required indication.

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 who is the beneficial owner of shares registered in street name, where such shares are included among the shares registered in the Company's Register of Shareholders in the name of the nominee company), or by a photocopy of an identity card, passport or certificate of incorporation, as applicable, in the case of a shareholder registered in the Company's books, or if proof of ownership has been submitted to the Company through the electronic voting system, as described in section 11 of the convening report.

This voting deed, together with all accompanying documents, is required to be submitted to the Company's offices no later than 4 hours prior to the time appointed for the Meeting. For this purpose, the time of submission shall be deemed the time when the voting deed and all required accompanying documents are received at the Company's offices.

7. **Voting Via the Electronic Voting System**

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

The Electronic Voting Deed will be available for voting beginning at the close of the Record Date (as defined below). After receiving an identifying number and access code from the TASE member and completing an identification process, an unregistered shareholder may vote through the electronic voting system at <https://votes.isa.gov.il>.

Voting through the electronic voting system **will end 6 hours before the time appointed for the Meeting** (i.e., Thursday, January 1, 2026, at 9:00 a.m.), at which time the electronic voting system will be closed. Electronic votes may be changed or cancelled until the system is closed, after which they cannot be changed through the system. If a shareholder has voted by more than one method his last vote shall be counted, with a vote cast by the shareholder in person or by proxy at the Meeting being deemed later than a vote submitted via the Electronic Voting Deed.

8. **Address for the Delivery of Voting Deeds and Position Statements**

The registered offices 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 at the Meeting**

- 9.1 The final date for submitting position statements is ten days prior to the date appointed for the Meeting, and the final date for issuing the Board of Directors' response to position statements – if and to the extent that any position statements are submitted by shareholders, and the Board of Directors elects to provide its response – is up to five days before the date appointed for the Meeting.
- 9.2 The “Record Date” is the date for determining the entitlement of shareholders of the Company to vote at the General Meeting, in accordance with the Companies Law, and is the close of trading on the TASE on Thursday, December 4, 2025 (the “**Record Date**”). If no trading takes place on the Record Date, the Record Date shall be deemed the close of trading on the last trading day preceding that date.

10. **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>

11. **Link to the Voting Deed and Position Statements**

- 11.1 A shareholder may obtain “proof of ownership” (as described in section 6 above and as defined in Section 71 of the Companies Law) at the branch office of the TASE member or via Israel Post, if he has so requested. A request to this effect shall be submitted in advance for a particular securities account. An unregistered shareholder may also instruct that proof of his ownership be transmitted to the Company via the electronic voting system.
- 11.2 An unregistered shareholder is entitled to receive, via email and 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 notified the TASE member that he does not wish to receive said link or that he wishes to receive voting deeds by post, subject to payment of postage. Any such notice regarding to voting deeds shall also apply to the receipt of position statements.
- 11.3 One or more shareholders holding shares representing five percent or more of all voting rights in the Company, and any shareholder or shareholders holding such percentage of voting rights 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 provided in Regulation 10 of the Voting Regulations.
 - 11.3.1 As of the publication date of this voting deed, the number of shares representing 5% of the total voting rights in the Company (excluding dormant shares) is 5,833,288 no-par value ordinary shares of the Company (rounded up to the nearest whole share in respect of any fractional shares).
 - 11.3.2 As of publication date of this voting deed, the number of shares representing 5% of the total voting rights in the Company (excluding dormant shares) that are not held by the controlling shareholder of the Company is 2,859,331 no-par value ordinary shares

of the Company (rounded down to the nearest whole share in respect of any fractional shares).

12. Changes to the agenda for the Meeting under this voting deed may occur after the voting deed has been published (including the addition of an item to the agenda), and position statements may be published regarding the matters addressed in this voting deed. The updated agenda for the Meeting and any 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 resolution on the agenda, will be posted on the Distribution Site by the Company simultaneously with the announcement of such changes, and in any event by no later than the times specified in Regulation 5(b) of the Companies Regulations (Notice and Announcement of General Meetings and Class Meetings in Publicly Owned Companies), 2000.

Shareholders will indicate the nature 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 prior to the time appointed for the General Meeting, visit the address designated for the delivery of voting deeds as set forth in section 8 above, and, after having provided proof of his identity to the satisfaction of the Company Secretary or other employee appointed for this purpose, the shareholder may withdraw his voting deed and proof of ownership, or cancel his vote.

* * *

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:** Thursday, January 1, 2026, at 3:00 p.m.
3. **Type of meeting:** Special General Meeting.
4. **Record date:** Close of trading on the TASE (if trading takes place) on Thursday, December 4, 2025.
5. **Internet voting:** The Company allows for Internet voting.

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 Passport issuing country (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. **Nature of Vote**

Number of the item on the agenda	Your vote ²			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? ³
	For	Against	Abstain	
Approve the equity compensation award to the Company CEO, Mr. Shai Babad, and to approve an updated cap on the CEO's annual incentive, 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 ⁴ in the Company?	Yes	No
Are you a senior officer ⁵ of the Company?	Yes	No
Are you an institutional investor ⁶ ?	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 registered in the Company's Register of Shareholders, the voting deed is valid only if accompanied by a photocopy of an ID card/passport/certificate of incorporation.
- 4.3 This voting deed is required to be delivered to the Company, or sent by registered mail, such that the voting deed and abovementioned documents are received at the registered offices of the Company by no later than four hours prior to the time appointed for the General Meeting. A voting deed received after this deadline shall not be deemed as attendance at the Meeting for purposes of establishing 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 is equivalent to abstention from voting on that item.

³ 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 that is not the result of a relationship with the controlling shareholder need not be described.

⁴ As defined in Section 1 of the Securities Law, 1968.

⁵ As defined in Section 37(D) of the Securities Law, 1968.

⁶ 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.