

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 and Special Meeting of Shareholders of the Company, which shall be convened on Thursday, April 30, 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 for the Meeting, the Meeting shall stand adjourned to Thursday, May 7, 2026, 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**

Considering their experience and professionalism, it is proposed to reappoint KPMG Somekh Chaikin of 17 Ha’arba’a Street, Millennium Tower, Tel Aviv, as the Company’s Auditor until the next Annual General Meeting, and to authorize the Board of Directors of the Company to determine their fee.

Proposed resolution: “**Reappoint KPMG Somekh Chaikin of 17 Ha’arba’a Street, Millennium Tower, Tel Aviv, as the Company’s Auditor until the next Annual General Meeting, and authorize the Board of Directors of the Company to determine their fee**”.

3.2 **Reappointment of directors retiring by rotation**

Reappointment of Mr. Shaul Kobrinsky and Ms. Ravit Barniv, who are retiring by rotation in accordance with the provisions of the Company’s Articles of Association, as directors of the Company. The terms and conditions of the directors shall remain unchanged, as set forth in Section 2 of the Meeting Convening Report.

Proposed resolution (for the avoidance of doubt, the vote regarding each director shall be taken separately): “**Reappoint Mr. Shaul Kobrinsky and Ms. Ravit Barniv, who are retiring by rotation in accordance with the provisions of the Company’s Articles of Association, as directors of the Company**”.

For information regarding the candidates for the office of director required under Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970, see, by way of reference, Regulation 26 in the chapter “Additional Information on the Company” in the Company’s Periodic Report for the year 2025, as published by the Company on March 25, 2026 (Reference No. 2026-01-026734) (the “**2025 Periodic Report**”).

3.3 Appointment of an External Director

It is proposed to appoint Mr. Aviram Lahav as an External Director of the Company for a three-year term of office commencing upon approval by the Meeting convened under the Convening Report, as set forth in Section 3 of the Convening Report.

Following is information regarding the candidate for the office of external director in accordance with Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970, to the best of the Company's knowledge:

Mr. Aviram Lahav	
Identity number	056115876
Date of birth	November 30, 1959
Address for service of process	21 Hamitnadev Street, Tel Aviv
Citizenship	Israeli
Date of commencement of office	Subject to the approval of the General Meeting, effective as of the date of such approval
Education	Degree in Economics and Accounting – Hebrew University of Jerusalem; Certified Public Accountant; Practical Mechanical Engineer – School of Practical Engineering, Tel Aviv University
Occupation during the past five years	Chief Financial Officer, ICL Group (2022-to date); Chief Financial Officer, ADAMA (2010-2022); External Director, Tefron Ltd.; External Director, Ackerstein Group Ltd.
Kinship with another interested party	-
Position in the Company, a subsidiary, a related company, or with an interested party in the Company	-
Other corporations in which he serves as a director	Tefron Ltd. – External Director Ackerstein Group Ltd. – External Director
Membership of a committee/committees of the Board of Directors	Following his appointment as an External Director, he is expected to be appointed as a member of the Audit Committee, the Remuneration Committee, and the Financial Statements Review Committee
Independent director or external director	External Director
Does the Company consider him to possess accounting and financial expertise for the purpose of meeting the minimum number required by the Board of Directors	Yes
Do you possess information security or cyber expertise, experience or skills?	No

Proposed resolution: “**Appoint Mr. Aviram Lahav as an External Director of the Company for a three-year term, commencing upon approval by the General Meeting convened under the Convening Report, as set forth in Section 3 of the Convening Report**”.

3.4 Appointment of a director appointed by a resolution of the Board of Directors

Appointment of Ms. Smadar Barber-Tsadik, who was appointed as a director of the Company by a resolution of the Board of Directors of the Company in March 2026, in accordance with the Company's Articles of Association. Ms. Barber-Tsadik's terms and conditions of office shall remain unchanged, as set forth in Section 4 of the Convening Report (for approval of the grant of a Letter of Undertaking for Indemnification, see Section 1.6 in the Convening Report).

For the information on the candidate for the office of director required under Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970, to the best of the Company's knowledge, see the Immediate Report of the Company dated March 25, 2026 (Reference No. 2026-01-026746).

Proposed resolution: "Appoint Ms. Smadar Barber-Tsadik as a director of the Company, as set forth in the Convening Report".

3.5 Grant of a Letter of Undertaking for Indemnification to Ms. Smadar Barber-Tsadik

Grant of a Letter of Undertaking for Indemnification to Ms. Smadar Barber-Tsadik, effective as of the date of her appointment as a director of the Company, in the grant of which the controlling shareholders of the Company may be deemed to have a personal interest, as set forth in Section 5 of the Convening Report.

Proposed resolution: "Approve the grant of a Letter of Undertaking for Indemnification to Ms. Barber-Tsadik, effective as of the date of her appointment as a director of the Company, as set forth in this Convening Report".

4. **Review of the Proposed Resolutions**

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

Furthermore, the Meeting Convening Report, the voting deed and position statements, as defined in Section 88 of the Companies Law (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>.

5. **Required Majority**

5.1 The majority required in the Meeting for the adoption of the resolutions proposed under Sections 1.2, 1.3 and 1.5 in the Convening Report (Sections 3.1, 3.2 and 3.4 above) is a majority of the votes cast by shareholders present at the Meeting, in person or by proxy, who are entitled to vote and who participate in the vote (the tally of votes shall not include abstaining votes).

5.2 The majority required for the adoption of the resolution proposed under Section 1.4 in the Convening Report (Section 3.3 above) is the majority of the votes cast by shareholders present at the Meeting, in person or by proxy, who are entitled to participate in the vote, provided, however, that one of the following conditions is met: (a) the majority of votes cast at the Meeting will include a majority of all votes of shareholders who are neither controlling shareholders of the Company nor have a personal interest in the approval of the appointment, except for a personal interest that does not arise from a connection with the controlling shareholder, who participate in the vote; the tally of all votes of said shareholders shall not include abstaining votes; (b) the total opposing votes cast by the shareholders mentioned in paragraph (a) do not exceed two percent (2%) of the total voting rights in the Company.

Shareholders with a personal interest shall be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*.

5.3 The majority required for the adoption of the resolution proposed under Section 1.6 in the Convening Report (Section 3.5 above) is the majority of votes cast by shareholders present at the Meeting, in person or by proxy, who are entitled to participate in the vote, provided,

however, that one of the following conditions is met: (a) the majority of votes cast at the General Meeting will include a majority of all votes of shareholders who are neither controlling shareholders of the Company nor have a personal interest in the approval of the resolution, who participate in the vote; the tally of all votes of said shareholders will not include abstaining votes; (b) the total opposing votes cast by the shareholders mentioned in paragraph (a) do not exceed two percent (2%) of all voting rights in the Company.

Shareholders with a personal interest shall be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*.

6. **Personal Interest**

With respect to the resolution proposed in Item 1.4 on the agenda for the Meeting (Section 3.3 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 such personal interest, and with respect to Item 1.6 on the agenda for the Meeting (Section 3.5 above), for indicating whether you are a controlling shareholder of the Company, as well as the existence or absence of a personal interest and a description of the nature of such personal interest. **For the avoidance of doubt, 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 the resolution, his vote shall not be counted.** Furthermore, for the purpose of votes by interested parties, senior officers and institutional investors (as defined in Part II of the voting deed), a dedicated space is provided in Part II of the voting deed for such indication.

7. **Validity of the Voting Deed**

The voting deed shall be valid only if accompanied by proof of ownership of an unregistered shareholder (i.e., a person who is the beneficial owner of shares registered in street name, and such shares are among the shares registered in the Company’s Register of Shareholders in the name of a 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 10 of the Convening Report.

This voting deed, accompanied by the documents attached thereto, is required to be submitted to the Company’s offices no later than 4 hours before the time appointed for the Meeting. For this purpose, the time of submission is the time at which the voting deed and the documents required to be attached thereto are received at the Company’s offices.

8. **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 is available for voting from the close of the Record Date (as defined below). Upon receiving 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 **will end 6 hours before the time appointed for the Meeting** (i.e., on Thursday, April 30, 2026, at 9:00 a.m.), when the electronic voting system will be closed. The electronic vote may be changed or cancelled until the system closes, after which it cannot be changed through the electronic system. If 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 at the Meeting being deemed later than the vote via the Electronic Voting Deed.

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

The registered 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 at the Meeting**

10.1 The final date for submitting position statements is no later than ten days before the date appointed for the Meeting, and the final date for issuing 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 its response to such position statements, is no later than five days before the date appointed for the Meeting.

10.2 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 (if trading occurs on that date) on Tuesday, March 31, 2026 (the "**Record Date**"). If no trading occurs on the Record Date, the Record Date shall be the close of trading on the last trading day prior thereto.

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) 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 in advance for a particular securities account. An unregistered shareholder may instruct that proof of his ownership shall be transmitted to the Company via the electronic voting system.

12.2 An unregistered shareholder may 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 such link or that he wishes to receive voting deeds by post in exchange for payment of postage; such notice with regard to voting deeds shall also apply to the receipt of position statements.

12.3 One or more shareholders who hold shares representing five percent or more of the total voting rights in the Company, and any shareholder or shareholders holding such percentage of all voting rights not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, may review the voting deeds as provided in Regulation 10 of the Voting Regulations.

12.3.1 As of the publication date of this voting deed, the number of shares constituting 5% of the total voting rights in the Company (excluding dormant shares) is 5,846,843 no-par value ordinary shares of the Company (rounded down to the nearest whole share in respect of any fractional shares).

12.3.2 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) that are not held by the controlling shareholder of the Company is 3,049,528 no-par value ordinary shares of the Company (rounded down to the nearest whole share in respect of any fractional shares).

13. Changes in the agenda for the Meeting under 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 the matters that are the subject of this voting deed. The updated agenda for the Meeting and the position statements published may be viewed in the Company's reports on the Distribution Site.

An amended voting deed, insofar as required following changes in the resolutions on the agenda, will be posted by the Company on the Distribution Site simultaneously with the announcement of such changes in the resolutions, no later than the times 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 shall 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.

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 provided in Section 9 above and, after providing proof of 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 offices of the Company at 49 Hasivim Street, Petach Tikva.

Company no.: 520003781

2. **Date and time of the meeting:** Thursday, April 30, 2026, at 3:00 p.m.

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

4. **Record date:** Close of trading on TASE (if trading occurs) on Tuesday, March 31, 2026.

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. **Manner of Vote**

Number of the Item on the Agenda	Your Vote ¹			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 3.1: Reappoint KMPG Somekh Chaikin of 17 Ha'arba'a Street, Millennium Tower, Tel Aviv as the Company's Auditor until the next Annual General Meeting, and authorize the Board of Directors of the Company to determine their fee.				
Section 3.2: Reappoint Ms. Ravit Barniv, who is retiring by rotation in accordance with the provisions of the Company's Articles of Association, as a director of the Company.				
Section 3.2: Reappoint Mr. Shaul Kobrinsky, who is retiring by rotation in accordance with the provisions of the Company's Articles of Association, as a director of the Company.				
Section 3.3: Appoint Mr. Aviram Lahav as an external director of the Company for a three-year term of office commencing on approval by the Meeting convened under the Convening Report, as set forth in Section 3 of the Convening Report.				
Section 3.4: Appoint Ms. Smadar Barber-Tsadik as a director of the Company, as set forth in the Meeting Convening Report.				
Section 3.5: Approve the grant of a Letter of Undertaking for Indemnification to Ms. Smadar Barber-Tsadik, effective as of the date of her appointment as a director of the Company, as set forth in the Meeting 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.

¹ Failure to indicate an answer in this section is tantamount to 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 described.

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.

- 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 or passport or certificate of incorporation.
- 4.3 This voting deed is required to be delivered to the Company, or sent by registered mail, so that this voting deed and the abovementioned documents are received at the registered offices of the Company no later than four hours before the time appointed for the General Meeting. A voting deed arriving later than stated shall not be considered 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