Azrieli Group Ltd.

(the "Company")

19 August 2026

To	**To**
<u>The Israel Securities Authority</u>	**<u>Tel Aviv Stock Exchange Ltd.</u>**
Via Magna	**Via Magna**

Re: **<u>Immediate Report on the Convening of an Annual General Meeting of the Company</u>**

Pursuant to the Companies Law, 5759-1999 (the "**Companies Law**"), the Companies Regulations (Notice and Announcement of General Meetings and Class Meetings in a Public Company and the Addition of Items to the Agenda), 5760-2000, the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (the "**Voting in Writing Regulations**"), and the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (the "**Reports Regulations**"), notice is hereby given of the convening of an annual general meeting of the Company's shareholders (the "**Notice of Meeting Report**"), to be held on **Wednesday, 23 September 2026, at 16:00** (Israel time), at the Company's offices at Azrieli Center, Tel Aviv (Round Tower, 48th Floor) (the "**Company's Offices**"), for the adoption of resolutions on the items on the agenda, as specified below (the "**Meeting**").

<u>Part A – Annual General Meeting</u>

<u>The items on the Meeting's agenda and a summary of the proposed resolutions</u>:

1. **<u>Reappointment of the directors who currently hold office as directors of the Company (and who are not the outside directors) until the end of the Company's next annual general meeting</u>**

   Approval of the reappointment of the directors specified below who currently hold office on the Company's Board (who are not outside directors), for an additional term of office, until the end of the next annual meeting of the Company's shareholders, unless the term of office ends earlier pursuant to the provisions of the Companies Law or the Company's articles of association ("**Additional Term of Office**" and the "**Company's Articles of Association**", respectively):

1.1. **Ms. Danna Azrieli**[1]

Proposed language of resolution: To approve the reappointment of Ms. Danna Azrieli as a director of the Company for an Additional Term of Office.

1.2. **Ms. Sharon Azrieli**

Proposed language of resolution: To approve the reappointment of Ms. Sharon Azrieli as a director of the Company for an Additional Term of Office.

1.3. **Ms. Naomi Azrieli**

Proposed language of resolution: To approve the reappointment of Ms. Naomi Azrieli as a director of the Company for an Additional Term of Office.

1.4. **Mr. Menachem Einan**

Proposed language of resolution: To approve the reappointment of Mr. Menachem Einan as a director of the Company for an Additional Term of Office.

1.5. **Mr. Dan Isaac Gillerman (independent director)**

Proposed language of resolution: To approve the reappointment of Mr. Dan Isaac Gillerman as a director of the Company for an Additional Term of Office.

1.6. **Prof. Ariel Kor**

Proposed language of resolution: To approve the reappointment of Prof. Ariel Kor as a director of the Company for an Additional Term of Office.

1.7. **Ms. Irit Sekler-Pilosof (Chairwoman of the Board)**[2]

Proposed language of resolution: To approve the reappointment of Ms. Irit Sekler-Pilosof as a director of the Company for an Additional Term of Office.

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1 On 22 March 2026, Ms. Danna Azrieli began serving as the Company's CEO (and at the same time as a director of the Company for no additional remuneration). For further details, including regarding the Company's general meeting's approval of the Company's engagement with Ms. Danna Azrieli (through the management company owned by her) in a management agreement which regulates Ms. Danna Azrieli's terms of office as CEO of the Company, see a supplementary notice of meeting report of 16 February 2026 (Ref. 2026-01-015190) and an immediate report on the results of the meeting of 22 March 2026 (Ref. 2026-01-025431), which are incorporated herein by reference.

2 On 22 March 2026, Ms. Irit Sekler-Pilosof began serving as an (Executive) Chairwoman of the Board. For further details, including with respect to the Company's general meeting approval of the Company's engagement with Ms. Irit Sekler-Pilosof (through the management company owned by her) in a management agreement which regulates Ms. Irit Sekler-Pilosof's terms of office as (Executive) Chairwoman of the Board, see a supplementary notice of meeting report of 16 February 2026 (Ref. 2026-01-015190) and an immediate report on the results of the meeting of 22 March 2026 (Ref. 2026-01-025431), which are incorporated herein by reference.

1.8. **Mr. Nechemia (Chemi) Jacob Peres (independent director)**

Proposed language of resolution: To approve the reappointment of Mr. Nechemia (Chemi) Jacob Peres as a director of the Company for an Additional Term of Office.

Each one of the foregoing directors has signed a declaration as required by Section 224B(a) of the Companies Law, in which context the independent directors declared that they fulfill the provisions of Paragraphs (1) and (2) of the definition of an "independent director" in Section 1 of the Companies Law. The directors' declarations are attached as **Annex A** to the Notice of Meeting Report.

For details regarding the directors whose term of office is presented for renewal as stated in Sections 1.1-1.8 above, that are required by Sections 26 and 36B(a)(10) of the Reports Regulations, see Regulation 26 of Part D of the Company's periodic report for 2025, which was published by the Company on 19 March 2026 (Ref. 2026-01-024426) (the "**Company's 2025 Periodic Report**") which is incorporated in the Notice of Meeting Report by reference.[3] To the best of the Company's knowledge, there were no changes in the details of the directors, relative to their details as were reported in Regulation 26 of Part D of the Company's 2025 Periodic Report, except as specified below:

[3] Under the Company's compensation policy, the remuneration of directors of the Company who are not controlling shareholders of the Company and who do not receive a salary or management fees, as shall hold office from time to time, shall be the maximum remuneration as shall be determined pursuant to the Remuneration Regulations, as updated from time to time, and according to the Company's ranking, as being from time to time. For this purpose, consideration shall be given to whether the director is an expert, according to the definition of expert outside directors in the Remuneration Regulations. In addition, the said directors shall be entitled to reimbursement of expenses according to the Remuneration Regulations and the policy approved by the Company's Audit Committee. The remuneration of Ms. Naomi Azrieli and Ms. Sharon Azrieli, who are among the Company's controlling shareholders, is the remuneration approved by the Company's Board and the Compensation Committee in June 2025. For details, see an immediate report of 8 June 2025 (Ref. 2025-01-040709), which is incorporated in the Notice of Meeting Report by reference. On 22 March 2026, Ms. Danna Azrieli began serving as the Company's CEO (and at the same time as a director of the Company for no additional remuneration). For further details, including regarding the Company's general meeting's approval of the Company's engagement with Ms. Danna Azrieli (through the management company owned by her) in a management agreement which regulates Ms. Danna Azrieli's terms of office as CEO of the Company, see a supplementary notice of meeting report of 16 February 2026 (Ref. 2026-01-015190) and an immediate report on the results of the meeting of 22 March 2026 (Ref. 2026-01-025431), which are incorporated herein by reference. In addition to the directors' remuneration as stated above, the Company's directors are included in a D&O liability insurance policy, and the Company has granted them letters of indemnity and exemption, all subject to the provisions of the Companies Law and the Company's Articles of Association. For details, see Note 32(d) to the financial statements as of 31 December 2025, which are included in the Company's 2025 Periodic Report, which is incorporated in the Notice of Meeting Report by reference. On 22 March 2026, the Company's general meeting approved renewal of the letters of indemnity and exemption for the Company's controlling shareholders, Ms. Sharon Azrieli, Ms. Naomi Azrieli and Ms. Danna Azrieli, for an additional three-year term, from the date of the meeting's approval. For further details, see a supplementary notice of meeting report released on 16 February 2026 (Ref. 2026-01-015190) and an immediate report on the results of the meeting of 22 March 2026 (Ref. 2026-01-025431), which are incorporated herein by reference.

Director's Name	Update to Details
Prof. Ariel Kor	Member of the Company's Audit Committee, FSRC, and Enforcement Committee
Ms. Irit Sekler-Pilosof	Her term ended as a member of the Audit Committee, FSRC, and Enforcement Committee.

2. **Approval of the reappointment of the accounting firm Deloitte Brightman Almagor Zohar & Co. as the Company's auditor until the end of the Company's next annual general meeting**

According to the Company's Articles of Association, the Company's Board is authorized, after receipt of the recommendation of the Company's Audit Committee, to determine the auditor's fees for audit functions and additional services according to the nature and scope of the services that have been and shall be provided to the Company. For details regarding the fees paid to the auditor for 2025, see Section 7 of the Corporate Governance chapter of the Company's 2025 Periodic Report, which is incorporated in the Notice of Meeting Report by reference.

Proposed language of resolution: To approve the reappointment of the accounting firm Deloitte Brightman Almagor Zohar & Co. as the Company's auditor until the end of the Company's next annual general meeting.

3. **Discussion on the audited financial statements and the board of directors' report on the state of the Company's affairs for the year ended 31 December 2025**

The said reports, which are included in the Company's 2025 Periodic Report, are available for inspection. There shall be no vote on this matter, but rather only a discussion.

Part B – Further details regarding the Meeting

4. **The required majority**

4.1. The majority required at the Meeting for approval of the resolutions specified in Sections 1.1-1.8 and 2 above on the agenda, is a simple majority of all the votes of the shareholders who are eligible to vote and voted at the Meeting. As of the date of the Notice of Meeting Report, the Company's controlling shareholders (Mses. Sharon Azrieli, Naomi Azrieli and Danna Azrieli) hold approx. 59.71% of the voting rights in the Company[4], which rate provides the majority required for adoption of the resolutions specified in Sections 1.1-1.8 and 2 on the agenda.

4.2. As aforesaid, in Section 3 on the agenda above, only a discussion shall be held, with no vote.

[4] For details regarding the control of the Company, see an immediate report as of 7 June 2026 (Ref. 2026-01-063926), which is incorporated herein by reference.

5. Meeting and Voting Procedures

5.1. Manner of Voting

A shareholder who is registered as a shareholder in the Company's shareholders' register ("**Registered Shareholder**") may vote at the Meeting in person (participation in the Meeting), by proxy, via a voting card within the meaning thereof in Section 87 of the Companies Law, whose language is attached hereto ("**Voting Card**"). A shareholder pursuant to Section 177(1) of the Companies Law (i.e., a person to whose credit a share is registered with a TASE member, which share is included among the shares registered in the shareholders' register in the name of a transfer agent) ("**Unregistered Shareholder**") may vote using the methods specified above, as well as via an electronic Voting Card to be delivered to the Company via the electronic voting system which operates in accordance with Title B of Chapter G2 of the Securities Law, 5728-1968 ("**Electronic Voting**", the "**Electronic Voting System**" and "**Electronic Voting Card**", respectively).

5.2. Date of the Meeting; adjourned meeting; record date

The Meeting shall convene on **Wednesday, 23 September 2026, at 16:00**, at the Company's Offices.

No discussion shall commence at the Meeting unless a quorum is present when the Meeting begins.

The quorum for commencing the discussion at the Meeting shall be one or more shareholders who is/are present in person or by proxy or via a Voting Card (including an Electronic Voting Card), and holds or represents (or hold or represent, if more than one shareholder is present) at least fifty-one percent (51%) of the voting rights in the Company. Where two hours shall have lapsed from the time scheduled for the Meeting and no quorum is present, the Meeting shall stand adjourned to the third business day after the date of the Meeting, to the same time and place, or to a later date and time or a different place, as shall be determined by the Board in a notice to the shareholders. The Company shall give notice of adjournment of the Meeting and the date of the adjourned meeting through an immediate report. If no quorum is present at the adjourned meeting as aforesaid, quorum shall be one or more shareholders, who is/are present at the adjourned meeting in person or by proxy or via a Voting Card (including an Electronic Voting Card), and holds or represents (or hold or represent, if more than one shareholder is present) at least forty percent (40%) of the voting rights in the Company, unless the Meeting shall have been convened upon the request of shareholders pursuant to the provisions of the Companies Law. If no quorum is present at the adjourned meeting that was convened upon the request of the shareholders as aforesaid, quorum shall be at least one shareholder who is present at the adjourned meeting in person or by proxy or via a Voting Card (including an Electronic Voting Card).

The record date that determines the entitlement of a shareholder of the Company to vote at the Meeting as provided in Section 182(b) of the

Companies Law and Section 3 of the Voting in Writing Regulations, is the TASE trading day that falls on **Tuesday, 25 August 2026** (the "**Record Date**").

5.3. **Proxy**

A shareholder may appoint a proxy to vote in his stead, who need not be a shareholder of the Company.

The appointment of a representative or proxy to participate in and vote at the Meeting on behalf of the shareholder shall be in writing, signed by the shareholder or by his lawful representative who was appointed in writing, or if the principal is a corporation, the proxy shall be signed in the same manner in which such corporation signs documents that are binding thereon. If the principal is a corporation, attorney certification shall be attached to the proxy, whereby the proxy was signed in accordance with the articles of association of such corporation. Voting according to the terms and conditions of the proxy shall be lawful notwithstanding the prior demise or declaration of bankruptcy or incapacitation of the principal or his having canceled the letter of appointment or transferred the share in respect of which it was granted, or, in the case of a corporation, appointment therefor of a liquidator or receiver, unless a written notice (certified to the satisfaction of the Company's directors) regarding the said change shall have been received at the Company's Offices at least one hour before the time of the Meeting. However, the chairman of the Meeting may accept written notice as aforesaid also during the Meeting, provided that, at his discretion, there is an adequate reason for the delay in delivery of such notice. A letter of appointment of a proxy and a power of attorney or another certificate (if any) or a copy certified by a notary, shall be deposited at the Company's Offices with the Company's secretaries up to forty-eight (48) hours before the time of the Meeting, i.e., by **21 September 2026, at 16:00**. Such deposit, referring to the time scheduled for the Meeting, shall be valid also with respect to the adjourned meeting.

5.4. **Voting in writing; position statements**

A shareholder may vote at the Meeting for approval of the resolutions on the agenda also via a Voting Card. A written vote will be made via the second part of the Voting Card, attached hereto.

The Voting Card and the position statements, within the meaning thereof in Section 88 of the Companies Law, insofar as provided, may be inspected on the distribution site and on the TASE website. Each shareholder may approach the Company directly and receive therefrom the language of the Voting Card and the position statements (if provided).

A TASE member shall send, free of charge, via e-mail, a link to the language of the Voting Card and the position statements (if provided) on the distribution site to any shareholder of the Company who is not registered in the shareholders' register of the Company and whose shares are registered with such TASE member, unless the shareholder shall have given notice that he is not interested therein or that he is interested in receiving Voting Cards by post in consideration for payment of a delivery fee, provided that the notice was given in respect of a specific securities account and on a date prior to the Record Date.

The Voting Card and the documents required to be attached thereto, as specified in the Voting Card, must be delivered to the Company's Offices (including via registered mail) together with the Confirmation of Ownership (and with respect to a Registered Shareholder – together with a photocopy of an I.D. card, passport or certificate of incorporation, as the case may be) up to four (4) hours before the time of convening of the Meeting. For this purpose, the "**delivery date**" is the date on which the Voting Card and the documents attached thereto arrive at the Company's Offices. In addition, a shareholder who is not registered will be entitled to deliver the Confirmation of Ownership via the Electronic Voting System, as stated in this section below.

A Voting Card to which no Confirmation of Ownership is attached (or alternatively the Confirmation of Ownership was not delivered via the Electronic Voting System), or – as concerns a Registered Shareholder – to which no photocopy of an I.D. card, passport or certificate of incorporation, as the case may be, is attached, will be invalid.

A shareholder may contact the Company's Offices, up to twenty-four (24) hours before the time of convening of the Meeting, and after having proven his identity to the satisfaction of the Corporate Secretary or another employee appointed for this purpose, withdraw his Voting Card and his Confirmation of Ownership.

One of more shareholders holding shares at a rate constituting five percent or more of the sum total of the voting rights in the Company (i.e., 6,225,842 shares), and any person holding such rate out of the sum total of the voting rights which are not held by the Company's controlling shareholder (i.e., 2,508,105 shares), is entitled, after the convening of the Meeting, to inspect the Voting Cards and the voting records, via the Electronic Voting System, that arrived at the Company, as specified in Section 10 of the Voting in Writing Regulations.

The deadline for the delivery of position statements to the Company by the Company's shareholders is up to ten days before the date of the Meeting, i.e., by **Sunday, 13 September 2026**. The deadline for the delivery of the Board's response to position statements (if provided), if and insofar as the Board chooses to submit its response to the said position statements, is no later than five (5) days before the date of the Meeting, i.e., by **Friday, 18 September 2026**. A shareholder may contact the Company directly and receive therefrom, free of charge, the language of the Voting Card and the position statements (if provided).

5.5. **<u>Electronic voting</u>**

As aforesaid, an Unregistered Shareholder may vote also via the Electronic Voting System. An Unregistered Shareholder is entitled to receive from the TASE member through which he holds his shares, an I.D. no. and an access code, as well as additional information in connection with the Meeting, and after a secure identification process, he may vote on the Electronic Voting

System. The address of the Electronic Voting System is: http://www.votes.isa.gov.il.

Voting via the Electronic Voting System will be possible from the end of the Record Date and up to six (6) hours before the time of the convening of the Meeting (i.e., until **Wednesday, 23 September 2026**, **at 10:00**), or until an earlier time to be determined by the ISA, provided that it is no more than twelve (12) hours before the time of convening of the Meeting (the "**System Lockdown Time**"), when the Electronic Voting System will be closed. The vote via the Electronic Voting System may be changed or cancelled up to the System Lockdown Time, and it will not be possible to change it via the Electronic Voting System after such time.

Pursuant to Section 83(d) of the Companies Law, if a shareholder shall have voted via more than one method, his later vote will be counted, and for this purpose, a vote of a shareholder, in person or by proxy, shall be deemed later than a vote via a Voting Card or the Electronic Voting System.

5.6. **<u>Confirmation of Ownership</u>**

An Unregistered Shareholder will be entitled to participate in the Meeting only if he delivers to the Company, before the Meeting, an original certificate from the TASE member with which his right to the share is registered, regarding his ownership of the Company's shares on the Record Date, in accordance with the form in the Schedule to the Companies Regulations (Proof of Ownership of a Share for Purposes of Voting at a General Meeting), 5760-2000 (the "**Confirmation of Ownership**"), or alternatively, if he sends the Company Confirmation of Ownership via the Electronic Voting System. An Unregistered Shareholder may obtain the Confirmation of Ownership from the TASE member through which he holds his shares at a branch of the TASE member or by post to his address in consideration for a delivery fee only, if he so requests, provided that a request in this regard is given in advance for a specific securities account. An Unregistered Shareholder may also instruct that his Confirmation of Ownership be delivered to the Company via the Electronic Voting System.

As stated in Section 5.4 above, such Confirmation of Ownership, together with the Voting Card, must be delivered to the Company's Offices by a shareholder, such that it arrives at the Company's Offices no later than four (4) hours before the time of convening of the Meeting, i.e., by **Wednesday, 23 September 2026, at 12:00**.

5.7. **<u>Changes to the agenda; the deadline for delivery of a request to include an item on the agenda by a shareholder</u>**

After release of the Notice of Meeting Report, there may be changes to the agenda, including the addition of an item to the agenda, position statements may be released, and the current agenda and the position statements may be perused in the Company's reports that shall be released on the distribution site and the TASE website. A shareholder's request pursuant to Section 66(b) of the Companies Law to include an item on the Meeting's agenda will be delivered to the Company up to seven (7) days after the summoning of the

Meeting. Where a request is submitted as aforesaid, the item may be added to the agenda and the details thereof shall appear on the distribution site, in which case, the Company shall release an amended Voting Card together with an amended notice report, no later than seven (7) days after the deadline for the delivery of a shareholder’s request to include an item on the agenda as aforesaid.

6. **Details of the Company’s representative in charge of the immediate report**

The Company’s representative in charge of the Notice of Meeting Report is Adv. Nirit Zeevi, Deputy CEO, General Counsel and Corporate Secretary, whose address is at the Company’s Offices. For inquiries, Tel: 03-6081383; Fax: 03-6081380.

7. **Inspection of documents**

The Company’s shareholders may inspect, per their request, documents that are relevant to the items on the Meeting’s agenda, after prior coordination at Tel: 03-6081300, Sundays through Thursdays, 09:00 to 17:00, up to the date of convening of the Meeting.

Sincerely,
Azrieli Group Ltd.

Signed on the date of the Notice of Meeting Report by: Adv. Nirit Zeevi, Deputy CEO, General Counsel and Corporate Secretary.