Azrieli Group Ltd.

(the "Company")

Voting Card

According to the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (the "Regulations")

Part One

1. **Name of the Company**: Azrieli Group Ltd.

2. **Type, date and location of the Meeting**: An annual general meeting of the Company's shareholders (the "**Meeting**"), which shall 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**").

3. **Details of the items on the agenda with respect to which voting via a voting card is available**:

3.1. **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**

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**"):

3.1.1. **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.

3.1.2. **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.

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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.

3.1.3. **<u>Ms. Naomi Azrieli</u>**

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

3.1.4. **<u>Mr. Menachem Einan</u>**

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

3.1.5. **<u>Mr. Dan Isaac Gillerman (independent director)</u>**

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

3.1.6. **<u>Prof. Ariel Kor</u>**

<u>Proposed language of resolution</u>: To approve the reappointment of Dr. Ariel Kor as a director of the Company for an Additional Term of Office.

3.1.7. **<u>Ms. Irit Sekler-Pilosof (Chairwoman of the Board)</u>**[2]

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

3.1.8. **<u>Mr. Nechemia (Chemi) Jacob Peres (independent director)</u>**

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

For further details regarding the directors who it is proposed be appointed for an Additional Term of Office, which are required by Regulations 26 and 36B(a)(10) of the Reports Regulations, see Part D of the 2025 Periodic Report, and the following table, in accordance with Regulation 7(a)(5)(b) of the Regulations:

Director's Name	Membership of Board Committees	Year of Commencement of Directorship at the Company
Danna Azrieli	Investment Committee	1 June 2010
Sharon Azrieli	-	1 June 2010
Naomi Azrieli	-	1 June 2010

[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.

Director's Name	Membership of Board Committees	Year of Commencement of Directorship at the Company
Menachem Einan	Audit Committee, FSRC and Enforcement Committee	22 March 2016
Dan Isaac Gillerman	Audit Committee, Compensation Committee, FSRC and Enforcement Committee	23 August 2019
Prof. Ariel Kor	Investment Committee, Audit Committee, FSRC, and Enforcement Committee	22 November 2022
Irit Sekler-Pilosof	Investment Committee	16 January 2024
Nechemia (Chemi) Jacob Peres	Audit Committee, FSRC and Enforcement Committee	16 January 2024

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 Section 26 of Part D of the Company's 2025 Periodic Report, except as specified below:

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.

A separate vote shall be held for each candidate for reappointment for a term of office as a director.

3.2. **<u>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</u>**

<u>Proposed language of resolution</u>: 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.

4. **<u>The location and times at which the full language of the proposed resolutions shall be available for inspection</u>**

The notice report and the full language of the resolutions on the Meeting's agenda are available for inspection at the Company's Offices, after prior coordination with the Company's secretaries by telephone: 03-6081300, Sundays through Thursdays, during normal business hours, up to the date of convening of the general meeting. In addition, the notice report (including the annexes thereto) and the position statements, within the meaning thereof in Section 88 of the Companies Law, if any, shall be available for inspection on the distribution website of the Israel Securities Authority (ISA) at: www.magna.isa.gov.il (the "**Distribution Website**") and the website of the Tel Aviv Stock Exchange Ltd. (TASE) at http://maya.tase.co.il (the "**TASE Website**").

5. **<u>The majority required for adoption of the resolution at the general meeting on each one of the items on the agenda</u>**

The majority required at the Meeting for approval of the resolutions specified in Sections 3.1.1-3.1.8 and 3.2 above on the agenda, is a simple majority of all the votes of the shareholders who are eligible to vote and who 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[3], which rate provides the majority required for adoption of the resolutions specified in the above Sections 3.1.1-3.1.8 and 3.2 on the agenda.

6. **<u>Manner of voting at the Meeting</u>**

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 or via this Voting Card within the meaning thereof in Section 87 of the Companies Law. 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**", "**Electronic Voting Card**" and the "**Securities Law**", respectively).

7. **<u>Validity of the voting card</u>**

The voting card shall only be valid if the following documents shall have been attached thereto and if it shall have been delivered to the Company (including by registered mail) up to 4 hours before the time of convening of the Meeting, i.e., by Wednesday, 23 September 2026, at 12:00.

7.1. Unregistered Shareholder – confirmation of ownership of the Unregistered Shareholder, attached thereto or delivered to the Company via the Electronic Voting System.

7.2. Registered Shareholder – a photocopy of an I.D. card, passport or certificate of incorporation, as the case may be.

A voting card that is not delivered in accordance with the provisions of this section shall be invalid.

For this purpose, the "delivery date" is the date at which the Voting Card and the documents attached thereto arrive at the Company's Offices.

8. **<u>Online voting</u>**

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

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

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 (namely Tuesday, 25 August 2026) and up to 6 hours before the time of the convening of the Meeting (i.e., by 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 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.

9. **The Company's address for delivery of the voting cards and position statements**

The Company's Offices (attn. Adv. Nirit Zeevi).

10. **Dates for the delivery of position statements**

The deadline for the delivery of position statements to the Company by the Company's shareholders is up to ten days prior to 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 any), if and insofar as the Board chooses to submit its response to the said position statements, is no later than 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 any).

11. **Addresses of the websites on which the voting cards and position statements are available**

The Israel Securities Authority distribution website: http://www.magna.isa.gov.il

The Tel Aviv Stock Exchange Ltd. website: http://maya.tase.co.il

12. **Obtaining confirmation of ownership from a TASE member**

An Unregistered Shareholder may obtain confirmation of ownership at a branch of the TASE member or by post (for a delivery fee only), if he so requests. A request in this regard shall be made in advance for a specific securities account (such a shareholder may instruct that his confirmation of ownership be delivered to the Company via the Electronic Voting System).

13. **Receipt of voting cards and position statements**

An Unregistered Shareholder may receive via e-mail (to the address held by the TASE member), free of charge, a link to the language of the Voting Card and the position statements (if any) on the Distribution Website, from the TASE member through which he holds his shares, unless he shall have given notice to the TASE member that he does not wish to receive such a link or that he wishes to receive voting cards by post for a fee. His notice regarding voting cards shall apply also with respect to receipt of the position statements.

14. **Inspection of voting cards**

One of more shareholders holding ordinary shares of the Company ("**Ordinary 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 Ordinary 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 Ordinary Shares), is entitled, after the convening of the general meeting, to inspect the voting cards and the voting records, via the Electronic Voting System, that arrived at the Company, as specified in Regulation 10 of the Regulations.

15. **Changes to the Meeting's agenda**

After the release of this Voting Card, there may be changes to the agenda, including the addition of an item to the agenda, position statements may be released, and it will be possible to inspect the current agenda and the position statements in the Company's reports that shall be released on the Distribution Website.

16. **Deadline for the delivery of an amended voting card**

If the addition of an item to the Meeting's agenda is requested, and the Company releases an amended voting card (which includes the said additional item/s), the Company shall release such updated voting card on the date of release of the current agenda of the Meeting, which shall be according to the schedules set forth in Section 5B of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company and the Addition of Items to the Agenda), 5760-2000.

A shareholder shall indicate his vote in respect of the items on the agenda in Part Two of this Voting Card.

Part Two

Name of the company: Azrieli Group Ltd.

Address of the company: Azrieli Center, Tel Aviv (48th Floor, Round Tower)
(for delivery and sending of the voting cards)

Company number: 51-096071-9

Date of the meeting: Wednesday, 23 September 2026, at 16:00 (Israel time)

Meeting type: Annual general meeting of the Company's shareholders

Record date: Tuesday, 25 August 2026

The shareholder's details

Name of the shareholder: ______________________

I.D. number: ______________________

If the shareholder does not have an Israeli I.D. card –

Passport number: ______________________

Country of issue: ______________________

Valid until: ______________________

If the shareholder is a corporation –

Corporation number: ______________________

Country of incorporation: ______________________

Please state whether you are an interested party, senior officer and/or institutional investor –

Are you an interested party of the Company[4]?	Yes	No
Are you a senior officer of the Company[5]?	Yes	No
Are you an institutional investor[6]?	Yes	No

4 As defined in Section 1 of the Securities Law.

5 As defined in Section 37(d) of the Securities Law.

6 As defined in Regulation 1 of the Control of Financial Services Regulations (Provident Funds) (Participation by a Managing Company in a General Meeting), 5769-2009, and a manager of a joint investment trust fund, within the meaning thereof in the Joint Investment Trust Law, 5754-1994.

Manner of Voting:

Number of the item on the agenda	The item on the agenda	Manner of Voting[7]			Are you a controlling shareholder / do you have a personal interest in the resolution?	
		For	Against	Abstaining	Yes	No
3.1.1	Approval of the reappointment of Ms. Danna Azrieli as a director of the Company for an Additional Term of Office					
3.1.2	Approval of the reappointment of Ms. Sharon Azrieli as a director of the Company for an Additional Term of Office					
3.1.3	Approval of the reappointment of Ms. Naomi Azrieli as a director of the Company for an Additional Term of Office					
3.1.4	Approval of the reappointment of Mr. Menachem Einan as a director of the Company for an Additional Term of Office					
3.1.5	Approval of the reappointment of Mr. Dan Isaac Gillerman as a director of the Company for an Additional Term of Office					
3.1.6	Approval of the reappointment of Dr. Ariel Kor as a director of the Company for an Additional Term of Office					
3.1.7	Approval of the reappointment of Ms. Irit Sekler-Pilosof as a director of the Company for an Additional Term of Office					
3.1.8	Approval of the reappointment of Mr. Nechemia (Chemi) Jacob Peres as a director of the Company for an Additional Term of Office					
3.2	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					

[7] Failure to check any box shall be deemed as abstention from voting on such item.

For shareholders holding shares through a TASE member under Section 177(1) of the Companies Law – this Voting Card is valid only if accompanied by confirmation of ownership, or alternatively, with confirmation of ownership attached via the Electronic Voting System.

For shareholders registered in the shareholders' register of the Company under Section 177(2) of the Companies Law – the Voting Card is valid only if accompanied by a photocopy of the I.D. card / passport / certificate of incorporation.

______________________	______________________
Date	Signature