

**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:** A special general meeting of the Company’s shareholders (the “Meeting”), which shall be held on **Sunday, 22 March 2026, at 16:00** (Israel time), at the Company’s offices in Azrieli Center, Tel Aviv (Round Tower – 48<sup>th</sup> floor) (the “Company’s Offices”).
3. **The agenda items with respect to which voting via a voting card is available:**
  - 3.1. **Approval of an updated compensation policy for the Company**

**Proposed language of resolution:** To approve an update to the Company’s existing compensation policy in accordance with Section 267A of the Companies Law, in the form attached as **Annex A** to the notice of meeting report, for a three -year period commencing on the date of approval thereof by the Meeting, all as specified in **Part B** of the notice of meeting report.
  - 3.2. **Approval of the terms of service of Ms. Danna Azrieli as CEO of the Company**

**Proposed language of resolution:** To approve the terms of service of Ms. Danna Azrieli as CEO of the Company (and simultaneously as a director of the Company with no additional remuneration), for a three-year period commencing on 22 March 2026, all as specified in **Part C** of the notice of meeting report.
  - 3.3. **Renewal of letters of exemption and indemnification for the controlling shareholders of the Company**

**Proposed language of resolution:** To approve the renewal of the letters of exemption and indemnification for the controlling shareholders of the Company, to the extent that they serve and/or will serve as directors and/or officers of the Company, in such standard form as granted to the other officers of the Company, for an additional three-year period commencing on the date of approval by the general meeting of the Company, all as specified in **Part D** of the notice of meeting report.

3.4. **Approval of the terms of service of Ms. Irit Sekler-Pilosof as Chairwoman of the Board of the Company**

**Proposed language of resolution:** To approve the terms of service of Ms. Irit Sekler-Pilosof in connection with her office as Active Chairwoman of the Board of the Company, all as specified in **Part E** of the notice of meeting report.

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

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 office of the Company Secretary 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](http://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. **The majority required for adoption by the general meeting of the resolution on each of the respective agenda items**

5.1. The majority required at the Meeting for approval of the resolution on the agenda specified in Section 3.1 above is a simple majority of all the votes of the shareholders present at the Meeting, provided that one of the following is satisfied: (a) the count of the majority votes at the Meeting includes a majority of all the votes of shareholders who are not controlling shareholders of the Company, or do not have a personal interest in the approval of the compensation policy, participating in the vote (the count of the total votes of such shareholders shall exclude abstaining votes); (b) the total dissenting votes from among the shareholders described in subparagraph (a) above does not exceed a rate of two percent (2%) of all the voting rights in the Company.

5.2. The majority required at the Meeting for approval of the resolutions on the agenda specified in Sections 3.2 and 3.3 above is a simple majority of the shareholders eligible for voting and participating in the vote, provided that one of the following is satisfied: (a) the count of the majority votes at the Meeting includes a majority of all the votes of shareholders who do not have a personal interest in the approval of the transaction, participating in the vote (the count of the total votes of such shareholders shall exclude abstaining votes); (b) the total dissenting votes from among the shareholders described in subparagraph (a) above does not exceed a rate of two percent (2%) of all the voting rights in the Company.

5.3. The majority required at the Meeting for approval of the resolution on the agenda specified in Section 3.4 above is a simple majority of all the votes of

the shareholders who may vote and did vote at the Meeting. Of note, as of the date of the notice of meeting report, the controlling shareholders of the Company (Mms. Sharon Azrieli, Naomi Azrieli and Danna Azrieli) hold approx. 61.31% of the voting rights in the Company<sup>1</sup>, which rate confers the majority required for adoption of the resolution specified in Section 3.4 of the agenda.

6. **Existing affiliation**

A shareholder participating in the vote on the resolutions specified in Sections 3.1, 3.2 and 3.3 above shall mark in the designated space in Part B of the Voting Card, and if the vote is via the Electronic Voting System – in the designated space on the Electronic Voting Card, whether or not he is deemed as having a personal interest in approval of the resolution on the agenda, and whether or not he is a controlling shareholder of the Company, a senior officer of the Company or an institutional investor (within the definition of these terms in the Regulations). Where no such notice is given by a shareholder or he fails to provide a description of his personal interest (if any), his vote shall not be counted.

Where a controlling shareholder, senior officer or institutional investor shall have voted as aforesaid, via a voting card, he shall also specify the following details in the voting card:

Full name (in Hebrew and in English); I.D. No. and type of I.D. No.; place of incorporation (in the case of a corporation); passport country (if the I.D. No. is a passport number).

7. **Method of voting at the Meeting**

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).

8. **Validity of the voting card**

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

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<sup>1</sup> For further details, see the Interested Party and Senior Officer Holdings Report, as issued by the Company on 8 January 2026 (Ref. 2026-01-003425), the contents of which are incorporated herein by reference.

mail) up to 4 hours before the time of convening of the Meeting, i.e., by Sunday, 22 March 2026, at 12:00.

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

8.2. 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 “time of delivery” is the time at which the voting card and the documents attached thereto arrive at the Company's Offices.

## 9. **Online voting**

An Unregistered Shareholder may vote also via the Electronic Voting System. An Unregistered Shareholder is entitled to receive from a member of the Tel Aviv Stock Exchange Ltd. 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 available from the end of the Record Date (namely Sunday, 22 February 2026) and up to 6 hours before the time of convening of the Meeting (i.e., until Sunday, 22 March 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.

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

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

## 11. **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 Thursday, 12 March 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 Tuesday, 17 March 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).

12. **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>

13. **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).

14. **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.

15. **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., 6,063,638 Ordinary Shares), and any person holding such rate out of the sum total of the voting rights not held by the Company’s controlling shareholder (i.e. 2,691,001 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 received by the Company, as specified in Section 10 of the Regulations.

16. **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.

17. **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:** Sunday, 22 March 2026, at 16:00 (Israel time)

**Meeting type:** Special general meeting of the Company's shareholders

**Record date:** Sunday, 22 February 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<sup>2</sup>?      Yes                      No  
\_\_\_\_\_

Are you a senior officer of the Company<sup>3</sup>?      Yes                      No  
\_\_\_\_\_

Are you an institutional investor<sup>4</sup>?              Yes                      No  
\_\_\_\_\_

<sup>2</sup> As defined in Section 1 of the Securities Law.

<sup>3</sup> As defined in Section 37(d) of the Securities Law.

<sup>4</sup> As defined in Section 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.

**Vote:**

No. of Agenda Item	The item on the agenda	Vote <sup>5</sup>			Are you a controlling shareholder / do you have a personal interest in the resolution? <sup>6</sup>	
		For	Against	Abstaining	Yes	No
3.1	Approval of an updated compensation policy for the Company					
3.2	Approval of the terms of service of Ms. Danna Azrieli as CEO of the Company					
3.3	Renewal of letters of exemption and indemnification for the controlling shareholders of the Company					
3.4	Approval of the terms of service of Ms. Irit Sekler-Pilosof as Active Chairwoman of the Board of the Company				X	X

**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.**

**Details regarding my being the controlling shareholder of the Company or the nature of the personal interest in approval of the resolution on the agenda (insofar as relevant):**

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Date

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Signature

<sup>5</sup> Failure to check any box shall be deemed as abstention from voting on such item.

<sup>6</sup> The vote of a shareholder who fails to check this column or indicates "yes" and fails to provide details, shall not be counted. There is no need to specify a personal interest in the approval of the appointment where it does not derive from a relationship with the controlling shareholder.