



CONVENIENCE TRANSLATION
The Hebrew version is the binding version

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**

Special General Meeting of Shareholders of the Company, which shall convene on **Tuesday, August 13, 2019 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 at the time appointed for the Meeting, the Meeting shall be adjourned to **Tuesday, August 20, 2019**, at the same time and place.

3. **Items on the agenda which may be voted on via a voting deed**

Appointment of Ms. Dorit Salinger and Ms. Dalia Lev as external directors of the Company for a three-year term of office, which shall commence on the date of approval by the General Meeting summoned in the convening report to which this voting deed is attached (the “**Convening Report**”). **To clarify, the vote on the approval of the appointment of each of the directors shall be taken separately.**

Following is information on the candidates for the office of external directors of the Company, in accordance with regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 1970:



Ms. Dorit Salinger	
Identity number:	056615487
Date of birth:	August 12, 1960
Address for service of judicial documents:	11 HaMa'avak Street, Givatayim 53523
Citizenship:	Israeli
Membership of a committee/committees of the Board of Directors:	No. After her appointment as an external director, she is expected to be appointed to the Audit Committee as chair and to the Remuneration Committee
Independent director, external director, director with accounting and financial expertise or professional qualifications, expert external director:	Expert external director, with accounting and financial expertise
Is the candidate an employee of the Company, a subsidiary, a related company of the Company or an interested party therein?	No
Is the candidate a relative of an interested party?	No
Designated date for assuming office:	Subject to approval by the General Meeting, commencing on the date of said approval
Education:	Bachelor's degree in Economics and Management, the Technion – Israel Institute of Technology; MBA – Finance Major, Recanati Business School, Tel Aviv University
Occupation in the past five years and corporations in which the candidate serves as a director:	<p><u>Occupation in the past five years:</u> Commissioner of Capital Markets, Insurance and Savings; director of M.I. Holdings Ltd.</p> <p><u>Corporations in which the candidate serves as a director:</u> Dorit Salinger Ltd.</p>
Does the Company consider the candidate to possess accounting and financial expertise for purposes of compliance with the minimum number set by the Board of Directors?	Yes



Ms. Dalia Lev	
Identity number:	007555337
Date of birth:	August 2, 1947
Address for service of judicial documents:	16 Bnei Moshe Street, Tel Aviv 62308
Citizenship:	Israeli
Membership of a committee/committees of the Board of Directors:	No. After her appointment as an external director, she is expected to be appointed to the Audit Committee, to the Remuneration Committee and to the Financial Statements Approval Committee as chair
Independent director, external director, director with accounting and financial expertise or professional qualifications, expert external director:	Expert external director, with accounting and financial expertise
Is the candidate an employee of the Company, a subsidiary, a related company of the Company or an interested party therein?	No
Is the candidate a relative of an interested party?	No
Designated date for assuming office:	Subject to approval by the General Meeting, commencing on the date of said approval
Education:	Bachelor's degree in Accounting, Hebrew University of Jerusalem; LLM, Bar Ilan University; ISMP – Harvard University, Massachusetts, USA
Occupation in the past five years and corporations in which the candidate serves as a director:	<p><u>Occupation in the past five years:</u> Director of Paz Oil Company Ltd.; independent director of Strauss Group Ltd.; director of the First International Bank of Israel</p> <p><u>Corporations in which the candidate serves as a director:</u> Balgal Ltd.; external director of Bank Hapoalim</p>
Does the Company consider the candidate to possess accounting and financial expertise for purposes of	Yes



compliance with the minimum number set by the Board of Directors?	
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The proposed resolution (to clarify, the vote on each of the directors will be taken separately):
“Appoint Ms. Dorit Salinger and Ms. Dalia Lev as external directors of the Company for a three-year term of office, which shall commence on the date of approval by the General Meeting summoned in the Convening Report, as set forth in section 2 of the Convening Report.

4. **Inspection of the proposed resolution**

All shareholders of the Company may review a copy of the Convening Report and related documents at the offices of the Company at 49 Hasivim Street, Petach Tikva, following prior coordination (tel. 03-6572499), on Sunday to Thursday between the hours of 9:00 a.m. and 4:00 p.m., until the time appointed for the Meeting.

Further, the Convening Report, the Voting Deed and position statements within their meaning in section 88 of the Companies Law, 1999 (the “**Companies Law**”), if any are submitted, are also available 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. **The majority required for adoption of the resolution**

The majority required for the adoption of the resolution proposed in item 1 on the agenda (section 3 above) **with regard to each candidate separately, as stated**, is the majority of votes of the 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 satisfied: (a) the majority of votes in the Meeting shall include a majority of all votes of shareholders who are not controlling shareholders of the Company or who have a personal interest in the approval of the appointment, except for a personal interest which is not the result of a relationship 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 among the shareholders mentioned in paragraph (a) do not exceed two percent (2%) of all voting rights in the Company¹.

Shareholders having a personal interest shall be subject to the provisions of section 276 of the Companies Law, mutatis mutandis.

6. **Personal interest**

¹ It is noted that the controlling shareholders of the Company do not hold shares of a percentage granting them the majority required to pass the resolutions contemplated in item 1 on the agenda (section 3 above), since for purposes of passing the resolutions a special majority is required.



With respect to the resolutions proposed in item 1 on the agenda for the Meeting (section 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 said personal interest. **To clarify, 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 said resolution, his vote shall not be counted.** Further, for purposes of votes by interested parties, senior officers and institutional bodies (as defined in Part II of the Voting Deed), a dedicated space is allocated in Part II of the Voting Deed for indicating as required.

7. **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 in whose favor shares are registered in street name, and those shares are included among the shares which are registered on the Register of Shareholders in the name of the nominee company), or a photocopy of an identity card, passport or certificate of incorporation, as the case may be, if the shareholder is registered on the Company’s books or if proof of ownership was sent to the Company via the electronic voting system as described in section 7 of the Convening Report.

This Voting Deed, accompanied by the documents attached thereto, must be submitted at the Company’s offices up to 4 hours before the time appointed for the Meeting. For this purpose, the time of submission is the hour when the Voting Deed and the documents required to be attached thereto reached the Company’s offices.

8. **Voting via the electronic voting system**

An unregistered shareholder may vote via a voting deed that shall be sent to the Company via the electronic voting system as defined in the Voting Regulations, subject to the terms and conditions set forth in the Voting Regulations (“**Electronic Voting Deed**”).

The Electronic Voting Deed shall be opened for voting at the close of the Record Date (as defined below). Upon receipt of 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 **ends 6 hours before the time appointed for the Meeting** (i.e. on Tuesday, August 13, 2019 at 9:00 a.m.), when the electronic voting system shall be closed. Electronic votes may be changed or cancelled until the electronic voting system is closed, after which they cannot be changed via the system. If a shareholder has voted by more than one means the last of his votes shall be counted, with the vote of the shareholder in person or by proxy in the Meeting being deemed later than a vote via an Electronic Voting Deed.



9. **Address for the delivery of Voting Deeds and position statements**

The registered office 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 in the Meeting**

10.1 The final date for submitting position statements is up to ten days before the time appointed for the Meeting, and the final date for furnishing 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 a response to said position statements, is up to five days before the time appointed for the Meeting.

10.2 The "Record Date" is the date for determining the entitlement of shareholders of the Company to vote in the General Meeting according to the Companies Law, and is the close of trading on TASE (if trading takes place) on Tuesday, July 16, 2019 (the "**Record Date**"). If there is no trading on the Record Date, the Record Date shall be the last trading day preceding said date.

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) from the TASE member or by Israel Post, if he has so requested. A request to this effect shall be given for a particular securities account in advance. An unregistered shareholder may direct that proof of his ownership shall be sent to the Company via the electronic voting system.

12.2 An unregistered shareholder may receive via email, free of charge, a link to the text 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 advised the TASE member that he does not wish to receive such link or that he wishes to receive Voting Deeds by post for payment; 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 constituting an aggregate of five percent or more of the total voting rights in the Company and shareholders holding such percentage of all voting rights which are 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 described in regulation 10 of the Voting Regulations.



12.3.1 As at the date of publication of this Voting Deed, the number of shares constituting 5% of the total voting rights in the Company (excluding dormant shares) is 5,781,741 (rounded downward in respect of fractional shares) Ordinary Shares of no par value of the Company.

12.3.2 As at the date of dispatch of this Voting Deed, the number of shares constituting 5% of the total voting rights in the Company which are not held by the controlling shareholder of the Company is 2,459,473 (rounded downward in respect of fractional shares) Ordinary Shares of no par value of the Company.

13. It is noted that changes in the agenda for the Meeting contemplated in 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 subjects contemplated in this Voting Deed. The up-to-date agenda for the Meeting and the position statements so 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 resolutions on the agenda, will be posted by the Company on the Distribution Site simultaneously with the announcement of the changes in said resolutions, by no later than the dates 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 will disclose the manner of their vote with regard to 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 specified in section 9 above, and after having proved his 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 office of the Company at 49 Hasivim Street, Petach Tikva.

Company no.: 520003781

2. **Date and time of the meeting:** Tuesday, August 13, 2019 at 3:00 p.m.

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

4. **Record date:** Close of trading on TASE (if trading takes place) on Tuesday, July 16, 2019.

5. **Voting via the Internet:** The Company permits voting via the Internet.

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 Country passport issued (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 voting**

Number of the item on the agenda	Manner of voting 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	
Resolution #1: Appoint Ms. Dorit Salinger as an external director of the Company for a three-year term of office, which shall commence on the date of approval by the General Meeting summoned in the Convening Report, as set forth in section 2 of the Convening Report.				
Resolution #2: Appoint Ms. Dalia Lev as an external director of the Company for a three-year term of office, which shall commence on the date of approval by the General Meeting summoned in the Convening Report, as set forth 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.

² Failure to indicate an answer in this section will be considered 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 of the appointment 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.



- 4.2 For shareholders who are registered on the Company's Register of Shareholders, the Voting Deed is valid if accompanied by a photocopy of an ID card/passport/certificate of incorporation.
- 4.3 This Voting Deed must be delivered to the Company, or sent by registered mail, so that this Voting Deed and the abovementioned documents are received at the registered office of the Company by not 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

For further information please contact:

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