

August 19, 2025



To:  
Israel Securities Authority Via the MAGNA system

TEL AVIV STOCK EXCHANGE LTD Via the Maya system

<http://www.magna.isa.gov.il>

[www.tase.co.il](http://www.tase.co.il)

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**Subject: Immediate Report Regarding the Convening of the Company's Annual General Meeting**

In accordance with the Companies Law, 1999 (the "Companies Law"), the Securities Regulations (Periodic and Immediate Reports), 1970, the Companies Regulations (Notice and Announcement of a General Meeting and Class Meeting in a Public Company and Adding an Item to the Agenda), 2000, the Companies Regulations (Written Voting and Position Statements), 2005, and the Companies Regulations (Proof of Share Ownership for Voting at the General Meeting), 2000, an immediate report is hereby given regarding the convening of the annual general meeting of the company's shareholders (the "Meeting") which will be held on Tuesday, October 21, 2025, at 14:00, at the company's offices located at its registered address at 2 Jabotinsky St., Amot Atrium Tower (40th floor), Ramat Gan (Phone: 03-7521115) (the "Company's Offices").

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**Agenda of the Meeting**

- **1.** Discussion of the financial statements and the Board of Directors' report of the company for the year ended December 31, 2024.
  - **2.** Reappointment of Brightman Almagor Zohar & Co. (the company's current auditor) as the company's auditor from the date of this general meeting until the next annual general meeting ("Resolution A") and receipt of a report on the auditor's fees for audit activities and for additional services for 2024.
  - **3.** Reappointment of the directors serving as of the date of this immediate report as directors in the company (the serving external directors will continue their term according to their legal appointment period) - Aviram Wertheim, Nathan Hetz, Ilan Giefman, Roni Patishi-Chillim (independent director), Bat Sheva Moshe (independent director), and Adva Sharvit ("Resolution B").
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### Summary of the Proposed Resolutions:

- **1.1.** Discussion of the financial statements and the Board of Directors' report of the company for the year ended December 31, 2024.
    - The company's periodic report for 2024, published on March 11, 2025 (which includes the financial statements and the Board of Directors' report for that period) (Reference No.: -2025-01-015923), (hereinafter: "2024 Periodic Report"), can be reviewed on the distribution website of the Israel Securities Authority.
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At [www.isa.gov.il](http://www.isa.gov.il) (hereinafter: the "Distribution Website") and on the website of TEL AVIV STOCK EXCHANGE LTD at [www.tase.co.il](http://www.tase.co.il).

**1.2.** Reappointment of Brightman Almagor Zohar & Co. (the company's current auditor), as the company's auditor from the date of this general meeting until the next annual general meeting ("Resolution A") and receipt of a report on the auditor's fees for audit activities and for additional services for 2024.

Summary of proposed Resolution A: To reappoint Brightman Almagor Zohar & Co. as the company's auditor from the date of this general meeting until the next annual general meeting.

**1.3.** Reappointment of the directors serving as of the date of this immediate report as directors in the company (the serving external directors will continue their term according to their legal appointment period): Aviram Wertheim, Nathan Hetz, Ilan Giefman, Roni Patishi-Chillim (independent director), Bat Sheva Moshe (independent director), and Adva Sharvit ("Resolution B").

To the best of the company's knowledge, the details of the directors whose reappointment is proposed are identical to those published under Regulation 26 in the "Additional Details about the Corporation" section of the 2024 Periodic Report, except for the update detailed below, and therefore, reference is made to the 2024 Periodic Report for this matter.

**Update:**

- a.) Ms. Roni Patishi is a member of the committee for reviewing the company's financial statements, a managing partner at the Agchimedes Venture Capital Fund, and has ceased to serve on the investment committee of "Naomi Club for Women Investors".
- b.) Ilan Giefman will cease to serve as an external director at Shikun & Binui Energy as of August 21, 2025.
- c.) Bat Sheva Moshe serves as a member of the management board of MadaTech Haifa.

Below are data regarding the participation rate of the directors whose reappointment is on the agenda of the meeting in board and committee meetings in the two years preceding this report:

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Director Name	Participation Rate in Meetings Held in the 12 Months Preceding This Immediate Report				Participation Rate in Meetings Held Between 12 and 24 Months Preceding This Immediate Report			
	Board	Audit Committee	Compensation Committee	Financial Statements Review Committee	Board	Audit Committee	Compensation Committee	Financial Statements Review Committee
Aviram Wertheim	100%	-	-	-	100%	-	-	-
Nathan Hetz	100%	-	-	-	100%	-	-	-
Ilan Giefman	100%	-	-	100%	Not relevant			
Roni Patishi-Chillim	100%	100%	100%	100%	100%	100%	100%	100%
Bat Sheva Moshe	100%	-	-	-	Not relevant			
Adva Sharvit	100%	-	-	-	85%	-	-	100%

2.

**Summary of proposed Resolution B:** Following the candidates' declarations, according to Section 224B of the Companies Law, to reappoint as directors in the company the directors currently serving on the company's board (except for the external directors who continue their term according to their legal appointment period) – Aviram Wertheim, Nathan Hetz, Ilan Giefman, Roni Patishi-Chillim (independent director), Bat Sheva Moshe (independent director), and Adva Sharvit.

It should be noted that the vote for the appointment of the above candidates as directors in the company will be conducted for each candidate separately.

The candidates' declarations to serve as directors are attached to this immediate report.

**Details regarding the terms of office of directors in the company:**

It should be noted that the appointed directors are entitled to all the conditions to which directors in the company are entitled, including insurance coverage, indemnification, and exemption from liability, all as customary in the company according to the company's existing compensation policy for the years 2025-2027, as approved by the general meeting on December 31, 2024 (the "Existing Compensation Policy"). For details on the company's existing compensation policy, reference is made to the immediate report for convening a general meeting published by the company on November 19, 2024 (Reference No.: 2024-01-616686) (hereinafter: the "Meeting Report").

Regarding the insurance coverage, indemnification, and exemption from liability currently granted to the company's directors, reference is made to Section 6.9.1 of the company's prospectus dated April 17, 2024 (published on April 16, 2024, Reference No.: 2024-01-038131) (hereinafter: the "Company Prospectus") and to Note 19d to the financial statements in the 2024 Periodic Report.<sup>301</sup>

The directors who will be elected and who are not employed by the company/service providers to the company, i.e., all directors to be appointed except for Mr. Nathan Hetz and Aviram Wertheim <sup>302</sup>, will be entitled to an annual fee, a participation fee<sup>303</sup>, and equity compensation <sup>304</sup>. Regarding the compensation for these directors, reference is made to Note 19c to the financial statements in the 2024 Periodic Report.

## **Part B - Notice of Convening the General Meeting**

1.	<p><b>Place, Date, Legal Quorum, and Adjourned Meeting</b></p> <ul style="list-style-type: none"><li><b>1.1.</b> The annual general meeting will convene on Tuesday, October 21, 2025, at 14:00, at the company's offices, 2 Jabotinsky St., Amot Atrium Tower (40th floor), Ramat Gan (the "Meeting").</li><li><b>1.2.</b> A legal quorum at the meeting will be present when at least two (2) shareholders holding or representing together at least 25% of the voting rights in the company are present, in person, by written vote, by electronic voting system and/or by proxies. If after half an hour from the scheduled time for the meeting the legal quorum is not present, the meeting will be adjourned to the same day the following week, at the same time and place as the original meeting. If after half an hour from the scheduled time for the adjourned meeting the legal quorum is still not present, the meeting will be held with any number of participants.</li></ul>
2.	<p><b>Right to Participate in Voting (Record Date) and Voting Procedure</b></p> <ul style="list-style-type: none"><li><b>2.1.</b> The record date for determining the eligibility of a shareholder in the company to vote at the general meeting, as stated in Section 182 of the Companies Law, is at the end of the trading day on Sunday, September 21, 2025 (the "Record Date").</li><li><b>2.2.</b> In accordance with the Companies Regulations (Proof of Share Ownership for Voting at the General Meeting), 2000, a shareholder whose share is registered with a member of TEL AVIV STOCK EXCHANGE LTD and such share is included among the company's shares registered in the shareholders register in the name of a registration company and who wishes to vote at the general meeting, shall provide the company with a confirmation from the stock exchange member with whom his right to the share is registered, regarding his ownership of the share on the record date, in accordance with Form 1 in the appendix to the Companies Regulations (Proof of Share Ownership for Voting at the General Meeting), 2000, or alternatively, send the company a confirmation of ownership via the electronic voting system (as defined in the Companies Regulations (Written Voting and Position Statements), 2005) (the "Electronic Voting System").</li><li><b>2.3.</b> A shareholder whose shares are registered with a stock exchange member is entitled to receive the confirmation of ownership, the text of the voting form, and the position statements, from the stock exchange member through whom he holds his shares, at the member's branch or by mail to his address, for delivery fees only, if requested. Such a request must be made in advance for a specific securities account. Also, a shareholder whose shares are registered with a stock exchange member may instruct the member that his confirmation of ownership be sent via the electronic voting system.</li></ul>

- **2.4.** Proof of ownership of the share shall be delivered to the company at least four days before the general meeting. Such proof of ownership may be sent by fax, provided that the original is delivered to the company at least half an hour before the start of the general meeting.
- **2.5.** A shareholder in the company is entitled to participate in the meeting and vote in person, or by the second part of the voting form attached to this immediate report, or by a voting form sent to the company via the electronic voting system, or by proxy.
- **2.6.** Proxies for participation and voting at the meeting shall be signed by the shareholder or by an authorized person in writing, and if the appointer is a corporation, it shall be signed in a manner binding the corporation, and delivered to the company at least 48 hours before the meeting, unless the company waives this requirement. The company may require that a written confirmation be provided to its satisfaction regarding the authority of those signing on behalf of the corporation to bind the corporation.



#### **4.**

**2.7.** Written voting regarding the resolutions on the agenda of the meeting may be done using the second part of the voting form attached to this immediate report or via the electronic voting system.

**2.8.** A shareholder listed in the list of those eligible to vote in the electronic voting system may indicate his vote and send it to the company via the electronic voting system, as determined under Section 44IA4(a) of the Securities Law, 1968 (the "Securities Law"). Voting in the electronic system, as stated, will be possible up to four hours before the meeting, or up to an earlier time determined by the Israel Securities Authority, provided it does not exceed 12 hours before the general meeting (the "System Closing Time"). Electronic voting may be changed or canceled up to the System Closing Time, and cannot be changed via the system after this time.

**2.9.** Voting by voting form will be valid only if received at the company's offices, together with proof of ownership, where the voting form and proof of ownership are for the same shareholder and the same number of shares, up to four (4) hours before the meeting. For this purpose, the delivery time is the time the voting form, position statements, and proof of ownership reach the company's offices.

#### **Note:**

- The last date for submitting position statements is up to ten days before the meeting, which falls on Sunday, October 12, 2025.
- The last date for submitting the company's board of directors' response to the position statements is October 16, 2025.

**2.10.** The address of the distribution website of the Israel Securities Authority (the "Distribution Website") and the website of TEL AVIV STOCK EXCHANGE LTD, where the text of the voting form and position statements as defined in Section 88 of the Companies Law can be found, are:

- [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and
- [www.maya.tase.co.il](http://www.maya.tase.co.il), respectively.



**2.11.** A shareholder may contact the company directly and receive from it the text of the voting form and position statements (if any). A stock exchange member will send, free of charge, by email, a link to the text of the voting form and position statements, on the distribution website, to any shareholder not registered in the shareholders register and whose shares are registered with that stock exchange member, no later than the end of the business day following the day of its publication on the distribution website or after the record date, whichever is later, unless the shareholder has notified that he does not wish to receive it, provided the notice was given for a specific securities account and before the record date.

**2.12.** One or more shareholders holding shares constituting five percent or more of all the voting rights in the company (i.e., as of the date of publication of this immediate report, a shareholder holding at least 10,751,669 shares), is entitled to review the voting forms received by the company, at the company's registered office, in person or through a representative, after the general meeting; a shareholder will indicate his vote for each item on the agenda for which a written vote is possible in the form in the second part of the voting form as stated in Regulation 5(b).

**2.13.** The stock exchange member will enter into the electronic voting system a list with the details required under Section 44IA4(a)(3) of the Securities Law for each unregistered shareholder holding securities through it on the record date. A stock exchange member will not include in the list of those eligible to vote in the electronic system a shareholder who has notified it by 12:00 noon on the record date that he does not wish to be included in the list of those eligible to vote in the system.

**2.14.** An unregistered shareholder may, at any time, notify in writing the stock exchange member through whom he holds shares that he does not wish to be included in the list of those eligible to vote in the electronic system; if he does so, the stock exchange member will not transfer information about him according to these regulations, as long as he has not received another notice from him. Such shareholder instructions will be given for the securities account and not for specific securities held in the account.

**2.15.** A shareholder registered in the shareholders register and wishing to vote in writing will indicate on the form his vote and deliver it to the company or send it by registered mail, together with a copy of his ID card or passport or certificate of incorporation, so that the voting form reaches the company's registered office up to four hours before the general meeting or an earlier time as determined in Section 2.8 above.

**3.** The required majority at the meeting (and at the adjourned meeting, if held) for approval of the resolutions on the agenda

- **3.1.** For the matter detailed in Section 1.1 of Part A above, no resolution is required.
- **3.2.** The required majority for approval of the resolutions detailed in Sections 1.2 (Resolution A) and 1.3 (Resolution B) of Part A above is a simple majority, i.e., a majority of the votes of the shareholders present at the general meeting, entitled to vote and who voted, without counting abstentions.

**4.** The right of a shareholder to request to include an item on the agenda of the general meeting

- A request by a shareholder to include an item on the agenda of the meeting must be submitted to the company up to seven days after the meeting is convened, i.e., by Tuesday, August 23, 2025.
- If the board of directors finds that an item requested to be included on the agenda as stated above is suitable for discussion at the general meeting, the company will prepare an updated agenda and publish it no later than seven days after the last date for submitting a request, i.e., by Tuesday, September 2, 2025.

**5.** Review of documents

- This immediate report can be reviewed on the website of the Israel Securities Authority at [www.magna.isa.gov.il](http://www.magna.isa.gov.il), on the website of TEL AVIV STOCK EXCHANGE LTD at <http://maya.tase.co.il>, and at the company's offices during the hours detailed below and by prior arrangement. The proposed resolutions and, subject to any law, documents under Section 185 of the Companies Law, can also be reviewed at the company's offices during regular business hours and by prior arrangement (Phone: 03-7521115).

**6.** Company's representative regarding the handling of the immediate report

- Adv. Hanan Feldmos, Legal Counsel or Adv. Yifat Lonbraun Chaimovich, Deputy Legal Counsel and Company Secretary.
- 2 Jabotinsky St., Amot Atrium Tower, 40th floor, Ramat Gan.
- Phone: 03-7521115; Fax: 03-7514730

Respectfully,

**Alony Hetz Properties and Investments Ltd.**

By Nathan Hetz, CEO  
and Adv. Hanan Feldmos, Legal Counsel

**FOOTNOTE:**

<sup>301</sup> It should be noted that in July 2025, the company purchased a directors and officers insurance policy with coverage of 65 million dollars, for a period of one year starting July 15, 2025, under the same terms as the previous policy.

<sup>302</sup> Regarding the management agreement for the chairman of the board, Mr. Aviram Wertheim, reference is made to Note 19b to the 2024 Periodic Report.

<sup>303</sup> As of the date of the report, the annual compensation is NIS 123,700 and the participation fee for a meeting of the board and its committees is NIS 3,700.

<sup>304</sup> It should be noted that Mr. Aviram Wertheim is entitled, in his capacity as chairman of the board, to equity compensation which is different in scope from that of the other directors. For details, reference is made to Note 19c(2) to the 2024 Periodic Report.