



Alt: AMOT INVESTMENTS LTD. Logo

AMOT INVESTMENTS LTD.

September 9, 2025

To:

Israel Securities Authority Via MAGNA

TEL AVIV STOCK EXCHANGE LTD Via Maya

www.isa.gov.il

www.tase.co.il

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

Part A

In accordance with the Companies Law, 1999 (hereinafter: the "Companies Law"), the Securities Regulations (Periodic and Immediate Reports), 1970 (hereinafter: the "Reporting Regulations"), and 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 (hereinafter: the "Notice and Announcement Regulations"), this report is hereby given regarding the convening of the annual general meeting of the company's shareholders (hereinafter: the "Meeting") to be held on Thursday, September 25, 2025, at 15:00, at the company's offices located at its registered address at 2 Jabotinsky St., Amot Atrium Tower (34th floor), Ramat Gan (hereinafter: the "Company's Offices").

Agenda and Summary of Proposed Resolutions:

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 February 8, 2025 (which includes the financial statements and the Board of Directors' report for that period) (Reference No.: 2025-01-009898) (hereinafter: the "2024 Periodic Report"), can be reviewed on the Israel Securities Authority distribution website at www.isa.gov.il and on the TEL AVIV STOCK EXCHANGE LTD website at www.tase.co.il.
- No vote will be held on this matter.

2. Reappointment of Deloitte Brightman Almagor Zohar & Co. and receiving a report on its remuneration.

- It is proposed to reappoint the accounting firm Deloitte Brightman Almagor Zohar & Co. (the company's current auditor) as the auditor for a term ending at the conclusion of the next annual general meeting of the company.
- For details regarding the auditor's remuneration for 2024, including for additional services, see section 2.4 of Appendix B to the Board of Directors' report included in the 2024 Periodic Report.

General information regarding the decision in question:

- The company's current accounting firm, Deloitte Brightman Almagor Zohar & Co. (hereinafter: "Deloitte" or the "Auditor"), is one of the four leading accounting firms in Israel (BIG4).
- In October 2021, the Israel Securities Authority published a document "Proposed Conduct Rules for Directors to Promote Audit Quality of Financial Statements (Best Practice)". Following this publication, the Audit Committee and the Financial Statements Review Committee held discussions on the matter on December 21, 2022, and January 29, 2023, and the Board of Directors also discussed the matter in its meeting on December 21, 2022, and decisions were made to adopt a (non-exhaustive) list of recommendations.

Criteria for renewal/termination of the auditor's term and the term of the audit partner from the auditing firm.

On August 11, 2025, the company's Board of Directors approved, and recommended to the general meeting of the company's shareholders, to approve the continued tenure of Deloitte, the company's auditor, for an additional term ending at the conclusion of the next annual general meeting of the company.

This decision and recommendation were made based, among other things, on the following considerations:

- The auditor is one of the four largest accounting firms in Israel and has proven and extensive experience as a leading firm accompanying public companies;
- The firm has experience and expertise in auditing companies of the company's type (one of the largest income-producing real estate companies in Israel), its scope of activity, and the associated risks;
- During its tenure, the auditor has proven to the company's satisfaction its commitment to audit quality, the resources dedicated to the audit, the expertise of the audit teams, the existence of high-level professional departments, its ability to identify risks and material issues including in the company's field of activity, and to provide appropriate responses within the audit framework;
- The extent to which the auditor relies on professional experts, both internal and external to the firm, to improve and enhance audit quality where expertise is required;
- The existence of independence and the auditor's commitment to independence rules, giving weight to the mechanisms and procedures the firm employs to ensure the maintenance of independence.

The review took into account the quality of the audit and review processes conducted by the firm, its audit procedures, the processes and procedures it implements, and the involvement of the lead partner in the audit team. The auditor confirmed to the company that it has the ability and the necessary manpower to fulfill its role as auditor, considering the company's current needs, while being committed to audit quality and strictly adhering to the control processes and procedures to which it is obligated.

Additionally, it should be noted that the company's Board of Directors and the Financial Statements Review Committee periodically review the scope of audit hours and the fees paid to the auditor and have found them to be appropriate, reasonable, and customary in relation to the nature and size of the company and its scope of activity.

Proposed Resolution Text:

To reappoint Deloitte Brightman Almagor Zohar & Co. as the company's auditor from the date of this general meeting until the date of the next annual general meeting.

3. Reappointment of Mr. Nathan Hetz, Aviram Wertheim, Moti Barzilai, Yael Andoren Karni (Independent Director), Dorit Kadosh (Independent Director), and Keren Turner (Independent Director), who serve on the Board of Directors as of the date of this report, for an additional term as directors of the company, until the conclusion of the next annual general meeting.

It is proposed to reappoint the current directors of the company, who are not external directors – Mr. Nathan Hetz, Aviram Wertheim, Moti Barzilai, Yael Andoren Karni (Independent Director), Dorit Kadosh (Independent Director), and Keren Turner (Independent Director), effective from the date of the meeting until the conclusion of the next annual meeting.

3.1

To the best of the company's knowledge, the details of the directors whose reappointment is brought for approval at the meeting, as required by Regulation 26 of the Reporting Regulations, are identical to those published under Regulation 26 in the "Additional Details about the Corporation" section of the 2024 Periodic Report, which is incorporated herein by reference, except for the following changes:

3.1.1 Mr. Nathan Hetz began serving as a director at Mind Israel (NPO).

****3.1.2**** Ms. Keren Turner began serving as a member of the management board at the "Broth

3.1.3 Ms. Yael Andoren Karni ended her tenure as Chairperson of Olam VeTourism, a municipal association.

3.2 In accordance with the requirement of Section 224B of the Companies Law, each of the directors declared their eligibility to serve as a director and that they possess the necessary qualifications and the ability to dedicate the appropriate time to perform their duties and detailed their qualifications as stated. In addition, Ms. Yael Andoren Karni, Dorit Kadosh, and Keren Turner were classified as independent directors, in accordance with their declarations and the review conducted by the company's Audit Committee. The directors' declarations are attached as an appendix to this report.

3.3 Below are data regarding the participation rates 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		Committee		Committee		Committee	
	Board	Audit Committee	Board	Audit Committee	Compensation Committee	Financial Statements Committee	Compensation Committee	Financial Statements Committee	Review Committee	Review Committee	Financial Statements Committee	Financial Statements Committee
Nathan Hetz	100%	-	100%	-	-	-	-	-	-	-	-	-
Aviram Wertheim	100%	-	88%	-	-	-	-	-	-	-	-	-
Moti Barzilai	100%	-	55%	-	-	-	-	-	-	-	-	-
Yael Andoren Karni	100%	75% 100%	77%	100% 100%	100%	100%	100%	100%	100%	100%	100%	100%
Dorit Kadosh	100%	100% 100%	100%	100% 80%	-	-	-	-	-	-	-	-
Keren Turner	100%	100%	-	100%	-	-	-	-	-	-	-	-

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

3.4.1 Directors who are elected and are not employed by or office holders in Alony Hetz Properties and Investments Ltd., the controlling shareholder of the company (hereinafter: "Alony Hetz"), namely Ms. Yael Andoren Karni, Dorit Kadosh, and Keren Turner, will be entitled to an annual fee in the maximum amount according to the Companies Regulations (General Regarding Remuneration and Expenses for External Directors), 2000 (hereinafter: the "Remuneration Regulations") and a participation fee in the amount set by the Remuneration Regulations, according to the company's classification (as it may be from time to time), without additional remuneration for expertise. In addition, the directors will be entitled to equity-based compensation, as customary in the company and according to the Remuneration Regulations;

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Regarding the remuneration and entitlement to warrants for directors whose appointment is brought for approval at the meeting, see Note 20c(3) in the financial statements included in the 2024 Periodic Report, the details of which are incorporated herein by reference.

****3.4.2**** For details regarding the terms of office of all directors in the company, includ

Proposed Resolution Text:

To reappoint Mr. Nathan Hetz, Aviram Wertheim, Moti Barzilai, Yael Andoren Karni (Independent Director), Dorit Kadosh (Independent Director), and Keren Turner (Independent Director), who serve on the Board of Directors as of the date of this report, for an additional term as directors of the company, until the conclusion of the next annual general meeting of the company.

It is clarified that for the appointment of each of the directors listed in this section, there will be a separate vote.

Part B

1. Voting Method

A shareholder is entitled to vote at the meeting in person or by proxy. In addition, a shareholder as defined in Section 177(1) of the Companies Law (i.e., one whose share is registered with a TASE member and such share is included among the shares registered in the shareholders register in the name of the registration company) (hereinafter: "Unregistered Shareholder") is also entitled to vote by means of an electronic voting form to be sent to the company via the electronic voting system operating under Chapter G2, Section B of the Securities Law, 1968 (hereinafter: the "Electronic Voting System" and "Electronic Voting Form", respectively).

1. Date of the Meeting

The meeting will convene on Thursday, September 25, 2025, at 15:00, at the company's offices, 2 Jabotinsky St., Amot Atrium Tower (34th floor), Ramat Gan.

2. Legal Quorum and Adjourned Meeting Date

- **3.1** No discussion at the meeting shall begin unless a legal quorum is present, and no resolution shall be adopted unless the legal quorum is present at the time the resolution is voted upon. A legal quorum shall be present when at least two (2) shareholders holding or representing together at least 50% of the voting rights in the company are present, in person or by proxy.
- **3.2** If, after half an hour from the time set for the meeting, a legal quorum is not present, the meeting shall be adjourned to Wednesday, October 8, 2025, at the same time and place as set for the original meeting. If, after half an hour from the time set for the adjourned meeting, a legal quorum is still not present, the meeting will be held with any number of participants.

4. Required Majority

The required majority for approving the resolutions in sections 2 and 3 above is a simple majority, i.e., a majority of the votes of the shareholders present at the meeting, entitled to vote and who voted, without counting abstentions. To the best of the company's knowledge at the time of the decision to convene the general meeting and at the time of this report, the controlling shareholder, Alony Hetz, will hold at the record date for convening the general meeting, shares that will grant the required percentage for the resolutions on the agenda of the general meeting, assuming all other shareholders participate in the vote and vote against them.

5. Record Date

The record date for determining the entitlement of a shareholder in the company to vote at the meeting, as stated in Section 182(c) of the Companies Law, is Thursday, September 18, 2025 (hereinafter: the "Record Date").

6. Proof of Ownership

- **6.1** An unregistered shareholder will be entitled to participate in the meeting only if he provides the company, before the meeting, with an original confirmation from the TASE member with whom his share is registered, regarding his ownership of the company's shares on the record date, in accordance with the form in the appendix to the Companies Regulations (Proof of Ownership of a Share for Voting at the General Meeting), 2000 (hereinafter: the "Ownership Confirmation") or alternatively if he sends the company an ownership confirmation via the electronic voting system.
- **6.2** An unregistered shareholder is entitled to receive the ownership confirmation from the TASE member through whom he holds his shares, at the TASE 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.
- **6.3** In addition, an unregistered shareholder may instruct the TASE member that his ownership confirmation be sent via the electronic voting system.

7. Proxy for Voting

- **7.1** Any shareholder of the company entitled to participate and vote at the meeting may appoint a proxy to vote on his behalf.
- **7.2** A proxy 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 written confirmation to its satisfaction regarding the authority of those signing on behalf of the corporation to bind the corporation.

8. Electronic Voting Form

- **8.1** As stated above, an unregistered shareholder is also entitled to vote via the electronic voting system. Voting by electronic voting form will be possible up to six (6) hours before the meeting. Voting in the electronic voting system cannot be changed or canceled after this time.
- **8.2** If a shareholder votes in more than one way as stated, his later vote will be counted, with a vote in person at the meeting or by proxy considered later than a vote in the electronic system.

9. Right of a Shareholder to Request Inclusion of an Item on the Agenda

- **9.1** A request by a shareholder under Section 66(b) of the Companies Law to include an item on the agenda of the meeting must be submitted to the company up to three days after the meeting is convened, i.e., by Friday, September 12, 2025.
- **9.2** 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 meeting, the company will prepare an updated agenda and publish it on the distribution website no later than seven days after the last date for submitting a request, i.e., by September 19, 2025.

10. Changes to the Agenda

After the publication of this report, there may be changes to the agenda, including the addition of an item to the agenda. The updated agenda can be reviewed in the company's reports published on the distribution website.

11. Review of Documents

This immediate report can be reviewed on the Israel Securities Authority website at www.magna.isa.gov.il, on the TEL AVIV STOCK EXCHANGE LTD website at www.maya.tase.co.il, and at the company's offices during regular business hours and by prior arrangement. The proposed resolutions and a copy of any document relating to the said resolutions can also be reviewed at the company's offices during regular business hours and by prior arrangement (Phone: 03-5760503).

12. Company's Representative for Handling the Immediate Report

Adv. Osnat Hochman-Gerhard, 2 Jabotinsky St., Amot Atrium Tower, Ramat Gan. Phone: 03-5760503; Fax: 03-5760501.

Respectfully,

AMOT INVESTMENTS LTD.

By Osnat Hochman-Gerhard, Adv. Legal Advisor and Company Secretary

FOOTNOTE:

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³⁰¹ Mr. Moti Barzilai was absent from Board meetings during this period due to active reserve duty as part of the "Iron Swords" war.

³⁰² On August 18, 2015, the company's general meeting approved a framework decision to grant equity-based compensation to directors who are not employed by the company and/or office holders in the parent company, including external directors, by means of an annual grant of warrants valued at 50% of the total fixed annual compensation paid to that director, in accordance with the company's option plan in effect at the time of the actual grant. For this matter, see the company's immediate reports regarding the convening of the general meetings held on August 18, 2015, and their results from July 13, 2015, and August 18, 2015 (Reference Nos.: 2015-01-072219 and 2015-01-099498, respectively).

³⁰³ As of the date of the report, the annual compensation is NIS 127.7 thousand, and the participation fee for a Board or committee meeting is NIS 3.8 thousand.

⁴⁰⁴ It should be noted that in July 2025, Alony Hetz Group 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.