

AZRIELI GROUP LTD

("the Company")

August 7, 2025

To:

Israel Securities Authority
Via the MAGNA system

Tel Aviv Stock Exchange Ltd.
Via the MAGNA system

Dear Sir/Madam,

Subject: Fulfillment of Main Suspensive Condition - Approval of the Shareholders' Meeting of Z.M.H HAMMERMAN LTD

Further to the Company's immediate reports dated June 22, 2025 ("the Previous Report"),¹⁰¹ August 6, 2025¹⁰² and August 7, 2025¹⁰³ regarding a merger agreement to execute a "reverse triangular merger" transaction for the acquisition of 66.67% of the issued share capital of Z.M.H HAMMERMAN LTD and an amendment to the merger agreement ("the Merger Agreement", "the Transaction" and "Z.M.H HAMMERMAN LTD", as applicable),

the Company is pleased to update that today, August 7, 2025, the shareholders' meeting of Z.M.H HAMMERMAN LTD approved the merger by a special majority, which constitutes one of the main suspensive conditions set forth in the Merger Agreement for the completion of the Transaction.

It is emphasized that the completion of the Transaction is subject to the fulfillment of all the suspensive conditions detailed in section (d) of the Previous Report, and that there is no certainty that such suspensive conditions will be fulfilled and/or that the Transaction will be completed.

Respectfully,

AZRIELI GROUP LTD

Signed by: Adv. Nirit Ze'evi, Deputy CEO, Legal Counsel and Company Secretary

FOOTNOTE:

This is an unofficial AI generated translation of the official Hebrew version and has no binding force. The only binding version is the official Hebrew version. For more information, please review the legal disclaimer.

¹⁰¹ Immediate report of the Company dated June 22, 2025 (Reference: 2025-01-043998), the contents of which are included in this report by way of reference.

¹⁰² Immediate reports of the Company dated August 6, 2025 (References: 2025-01-058261 and 2025-01-058445), the contents of which are included in this report by way of reference.

¹⁰³ Immediate report of the Company dated August 7, 2025 (Reference: 2025-01-058568), the contents of which are included in this report by way of reference.