

AZRIELI GROUP LTD

Registry Number: 510960719

To: Israel Securities Authority

To: Tel Aviv Stock Exchange Ltd.

Form Number: T460 (Public)

Sent via MAGNA: 17/08/2025

Reference: 2025-01-061049

Immediate Report on Meeting

Regulation 36b (a) and (d), and Regulation 36c of the Securities Regulations (Periodic and Immediate Reports), 1970

Explanation: If one of the topics on the agenda of the meeting is the approval of a transaction with a controlling shareholder or approval of an exceptional proposal, Form T133 or T138 must first be completed, respectively, and then this form must also be reported.

Is it possible to vote via the electronic voting system: Yes

Note: This field is only for foreign corporations (not registered in Israel), and for corporations whose securities are not listed for trading. Use of the voting system will require the corporation to process all votes received in this system.

Link to the voting system website where you can vote: [Voting System](#)

Explanation: Eligible voters will receive access details to the system from the stock exchange members.

The corporation announces: *Convening a meeting*

Note: In case of a change in the meeting date (postponement or advancement), select "Postponement of meeting" or "Postponement by court order" or "Postponement to an unknown date".

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The reference number of the last notice about the meeting is _____, which was convened for the date _____

Reason for postponement or cancellation: _____

Explanation: Reference should be made to the reference number of the last notice of convening or postponing the meeting.

1. Type of Security: *Share*

Name of the qualifying security: *AZRIELI GROUP LTD*

Security number on the stock exchange qualifying the holder to participate in the meeting: *1119478*

Record date for entitlement to participate and vote in the meeting: *24/08/2025*

Explanation: If a meeting is required for more than one security, a separate T460 must be reported for each additional security. Reports that specify additional security numbers will require sending a corrective report.

2. On the date: *17/08/2025*

It was decided to: *Convene a meeting*
Special meeting
_____'

To be held on: *Sunday*

Date: *21/09/2025*

Time: *16:00*

At the address:

| Azrieli Center 1, Tel Aviv (Round Tower, 48th floor).

3. Agenda:

Explanation: The numbering of the agenda items will be according to their order in the meeting invitation report if attached as a file.

Topics/Resolutions to be raised at the meeting:

1. The topic/resolution and its details:

Approval of the appointment of Ms. Dana Azrieli, the active Chairperson of the Board of Directors of the company, as acting CEO of the company, temporarily and without entitlement to any additional compensation for her service as acting CEO of the company.

Empowering the Chairperson of the Board to serve as CEO or vice versa according to Section 121(c) of the Companies Law

Note: The value from this table determines the wording of the shareholder's declaration in the online voting system. [For the conversion table, click here](#)

Gender: _____

Note: This field can be filled only when the decision is for the appointment of an external director.

Note: There is no obligation to specify gender.

Reference of the last report on the topic of private offer approval (T138): _____

No

Transaction between the company and its controlling shareholder as stated in Sections 275 and 320(f) of the Companies Law.

Reference of the last report on the topic (T133): _____

Explanation for the section in the Companies Law or Securities Law or other law for approval of the decision:

Note: In a transaction with a controlling shareholder that does not fit any field in the law section table, select the field "Declaration: No suitable field for classification" and select "Yes" for a transaction with a controlling shareholder.

Only in the case of a bondholders' meeting or if it is not a transaction with a controlling shareholder, and no suitable field is found in the table, explain and detail the relevant legal sections under which the decision is required.

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Does the topic require disclosure of a connection or other characteristic of the voting shareholder: _____

Note: These values can only be selected if "Declaration: No suitable field for classification" was marked in the previous table and it is not a transaction between the company and its controlling shareholder.

In the case of a bondholders' meeting

It was decided that another matter exists: _____

Details of the other matter:

Note: The details of the other matter determine the wording of the declaration that will be included in the online voting system. A question should be formulated so that the answer is in the format "Yes"/"No". The question will appear in the voting system next to the resolution on the agenda, and the voter will have the option to choose between "Yes"/"No" and to add details if the answer is "Yes".

Request for additional details from holders:

It was decided to require additional details from holders: *No*

Details of the additional details required from holders or the manner of convening the meetings (in the case of a meeting under 350):

Note: This field determines the wording of the request for additional details that will be included in the online voting system. The voter will have the option to add details in a text field.

- ☐ Disclosure amendment
- ☐ Insignificant change or only to benefit the company compared to the wording of the resolution detailed in the last report
- ☐ Removed from the agenda
- ☐ The topic was discussed in a previous meeting
- ☐ Change of topic / addition of a new topic to the agenda by court order
- ☐ Change of topic / addition of a new topic to the agenda according to Regulation 5b of the Companies Regulations (Notice and Announcement of a General Meeting and Class Meeting in a Public Company and Addition of a Topic to the Agenda), 2000
- ☐ Addition of a new topic to the agenda after the record date due to a technical error, as detailed:

| _____

Explanation: After the record date, it is not possible to amend the decision except for an amendment to the terms of the transaction that benefits the company or an insignificant change. Also, after the record date, it is not possible to add new topics to the agenda except by court order or according to Regulation 5b of the notice and announcement regulations.

The decision on the agenda is brought *to a vote*

Type of majority required for approval: *Not a regular majority*

The majority required at the meeting to approve the decision on the agenda is a regular majority of the shareholders entitled to vote and participating in the vote, provided that one of the following is met: (a) In the count of the majority votes at the meeting, a majority of all the votes of shareholders who are not controlling shareholders of the company or have a personal interest in approving the decision, participating in the vote (in the count of all the votes of such shareholders, abstentions will not be counted); (b) The total opposing votes among the shareholders mentioned in subsection (a) above does not exceed two percent (2%) of all the voting rights in the company.

Will the controlling shareholder's holdings in the company's shares grant the controlling shareholder the required majority to approve the resolution on the topic: *No*

Attachment of the meeting invitation report:

- [Special Meeting Invitation Report - Dual Position isa.pdf](#)

4. Attachments

4.1 Attach a file including the text of the voting ballot / position statements:

- [Voting Ballot - Special Meeting September 2025 isa.pdf](#)

Yes

Text of the voting ballot

No

Position statements

Explanation: If a voting ballot and/or position statement is attached, ensure they are prepared according to the Companies Regulations (Written Voting and Position Statements), 2005. The company must consolidate all position statements (as defined in Section 88 of the Companies Law) into one file, indicating the date of publication, from whom it was received, and a reference to the relevant page in the unified file.

4.2 Attach a file including candidate declarations / other accompanying documents:

- _____

Declaration of the candidate to serve as a director in the corporation

Declaration of an independent director

Declaration of an external director

Declaration of appointment of a representative to the representation

Corrected deed of trust

Request for approval of a creditors' arrangement under Section 350

Other

5. Legal quorum for holding the meeting:

The legal quorum for opening the discussion at the meeting will be one or more shareholders present in person or by proxy or by voting ballot (including electronic voting ballot), holding or representing (or holding or representing, if more than one shareholder is present) at least fifty-one percent (51%) of the voting rights in the company. If two hours have passed from the scheduled time for the meeting and the legal quorum is not present, the meeting will be postponed to the third business day after the meeting day, at the same time and place or to a later date and time or another place, as determined by the board of directors in a notice to the shareholders. The company will notify by immediate report about the postponement of the meeting and the date of the postponed meeting. If a legal quorum is not present at the postponed meeting as stated above, the legal quorum will be one or more shareholders present in person at the postponed meeting or by proxy or by voting ballot (including electronic voting ballot), holding or representing (or holding or representing, if more than one shareholder is present) at least forty percent (40%) of the voting rights in the company, unless the meeting was convened at the request of shareholders as stated in the Companies Law.

6. In the absence of a legal quorum, the postponed meeting will be held on:

Date: 28/09/2025

Time: 16:00

At the address:

Azrieli Center 1, Tel Aviv (Round Tower, 48th floor).

In the absence of a legal quorum, the meeting will not be held.

7. The place and times where any resolution proposal whose full text was not included in the agenda above can be reviewed:

At the company's offices, by prior arrangement at phone: 03-6081300, Sunday-Thursday between 09:00 and 17:00 until the date of the general meeting, and on the Israel Securities Authority website: www.magna.isa.gov.il.

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Meeting ID: _____

Note: The meeting ID is the reference of the initial report. In the initial report on the meeting, this field remains blank.

Details of the authorized signatories on behalf of the corporation:

Name	Position
Adv. Nirit Ze'evi	Other Deputy CEO, Legal Counsel, and Company Secretary

Explanation: According to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these regulations must be signed by those authorized to sign on behalf of the corporation. Staff position on the matter can be found on the authority's website: [Click here](#)

Previous reference numbers of documents on the subject (the mention does not constitute inclusion by reference):

Securities of the corporation are listed for trading on the Tel Aviv Stock Exchange

Short name: AZRIELI GROUP LTD

Address: Azrieli Center 1, Tel Aviv 67021

Phone: 03-6081400, 03-6081300

Fax: 03-6081380

Email: Niritz@azrieli.com

Company website: www.azrieligroup.com

Previous names of the reporting entity:

Electronic signatory name: Ze'evi Nirit

Position: Deputy CEO and Legal Counsel

Employer company name:

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Address: Azrieli Center 1, Tel Aviv 67021
Phone: 03-6081383
Fax: 03-6081717
Email: niritz@azrieli.com

Form structure update date: 06/08/2024