

# Bazan Oil Refineries Ltd.

## (the Company)

### Immediate Report Regarding Convening of a Special General Meeting of the Company

In accordance with the Securities Regulations (Periodic and Immediate Reports), 1970 (Periodic and Immediate Reports Regulations), Securities Regulations (Transaction Between a Company and its Controlling Shareholder), 2001 (Controlling Shareholder Transaction Regulations), Companies Regulations (Notice and Advertisement of a General Meeting and Class Meeting in a Public Company and Adding an Item to the Agenda), 2000, Companies Regulations (Written Voting and Position Statements), 2005 (Written Voting Regulations) and the Companies Law, 1999 (the Companies Law), notice is hereby given regarding the convening of a special general meeting of the Company's shareholders, on Thursday, January 8, 2026, at 15:00, in the Company's meeting room at the Haifa Oil Refinery, 1 HaHistadrut Avenue, Haifa 3100001.

### (Company Offices).

### 1. Items on the Agenda of the Meeting

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#### 1.1.

#### Agenda Item 1 – Reappointment of an External Director to the Company's Board – Ms. Orna Hozman-Bechor for a Second Term

It is proposed to approve the reappointment of Ms. Orna Hozman-Bechor for a second three-year term as an external director on the Company's Board of Directors, in accordance with the provisions of section 245 of the Companies Law, effective from the end of her current term, i.e., January 16, 2026, as per the recommendation of the Board at its meeting held on November 23, 2025.

For details regarding Ms. Hozman-Bechor in accordance with Regulation 26 of the Reporting Regulations, see Regulation 26 in Chapter D of the periodic report for 2024 published on March 12, 2025 (reference: 2025-01-016302) (the periodic report), the contents of which are incorporated herein by reference.

Subject to the approval of her reappointment and for her service as an external director on the Company's Board of Directors, Ms. Hozman-Bechor shall be entitled to participation compensation and annual compensation, in the maximum amounts for an expert director in accordance with Regulation 5A of the Companies Regulations (Rules Regarding Compensation and Expenses for an External Director, 2000) (Compensation Regulations), as updated from time to time, according to the rank in which the Company is classified at the relevant time, as well as reimbursement of expenses in connection with her participation in meetings, as detailed in the Compensation Regulations.

The compensation to which Ms. Hozman-Bechor will be entitled is in accordance with the Company's compensation policy.

Additionally, Ms. Orna Hozman-Bechor shall be entitled to a letter of indemnification and a letter of undertaking for indemnification as customary in the Company, as well as insurance coverage under the Company's directors and officers insurance policy, under the same conditions as provided to other officers in the Company.

For further details regarding entitlement to a letter of release, a letter of undertaking for indemnification, and insurance coverage in a directors and officers insurance policy, see the relevant sections in Regulation 21 and Regulation 29A of Chapter D in the periodic report, the contents of which are incorporated herein by reference. For the current wording of the letter of release and indemnification undertaking customarily used in the Company, see the meeting notice dated April 8, 2025 (reference: 2025-01-026252), incorporated herein by reference.

The candidate submitted to the Company a declaration as required in accordance with the provisions of sections 224b and 241 of the Companies Law, attached as Appendix A to the meeting notice report, wherein the candidate declared that she meets the eligibility requirements for appointment as an external director as set forth in section 240(b) to (f) of the Companies Law. It should be noted that on November 23, 2025, the Company's Board confirmed the classification of Ms. Hozman-Bechor as having accounting and financial

expertise, as defined in the Companies Regulations (Conditions and Criteria for a Director Having Accounting and Financial Expertise and for a Director Having Professional Qualification), 2005 (Expertise Regulations).

#### **The Proposed Resolution**

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**To appoint Ms. Orna Hozman-Bechor for a second three-year term as an external director of the Company, effective from the end of her current term, i.e., January 16, 2026, including approval of the terms of her service and employment as detailed above.**

#### **1.2. Agenda Item 2 – Approval of Renewal of the Company’s Engagement with Mr. Alex Pesel**

Approval of renewal of the Company’s engagement with Mr. Alex Pesel, a serving director in the Company and one of its controlling shareholders,<sup>1</sup> in a service agreement, in addition to the directors’ compensation paid to him, as detailed in section 2 of the meeting notice report.

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<sup>1</sup>Mr. Pesel is among the controlling shareholders in the Company by virtue of being among the holders of the Company’s control permit.

## **The Proposed Decision**

**To approve the renewal of the company's engagement with Mr. Alex Pesel in a service agreement, for consideration in addition to the director's remuneration paid to him, as detailed in Section 2 of this meeting notice report, for a period of three years, commencing on January 1, 2026.**

### **1.3. Agenda Item 3 – Approval of Terms of Office for the Incoming CEO of the Company**

On November 27, 2025, the CEO of the company notified the Board of his intention to end his term. Subsequently, on December 4, 2025, the company's Board appointed Mr. Rafael Maman to serve as the company's CEO starting from February 1, 2026. Accordingly, it is proposed to approve the terms of Mr. Maman's service as the company's CEO, as detailed in Section 3 of the meeting notice report.

## **The Proposed Decision**

**To approve the terms of service for Mr. Maman as CEO of the company, on a 100% position basis, as detailed in Section 3 of the meeting report, and to determine that the CEO will be entitled to participate in the company's standard director and officer indemnification and insurance arrangements as practiced from time to time, subject to the law.**

## **2.**

**Additional details regarding Agenda Item 1.2 – Approval of the renewal of the company's engagement with Mr. Alex Pesel, including**

### **2.1 General**

#### **Details pursuant to the regulations concerning transactions with a controlling shareholder**

2.1.1 The company holds shares in the joint municipal company for the Bazan complex, the purpose of which is to provide municipal services in the Bazan complex, including setting rules, planning, and developing such services. All of the share capital and the remaining controlling shares in this company are held by the local authorities surrounding the Bazan complex (Haifa, Kiryat Ata, Nesher, and Zevulun) (the joint municipal company).<sup>2</sup> The operation of the joint municipal company is important, whether for potential extraction of services from the joint municipal company or as a channel for dialogue with the local authorities on issues not directly related to the provision of services in the complex.

2.1.2 Mr. Pesel has served as the company's director at the joint municipal company since 2019.

2.1.3 On May 2, 2023, the general meeting approved Mr. Pesel's term for an additional three years – from the beginning of 2023 until the end of 2025, subject to approval by the audit committee and the board of directors for extension of the engagement each year.<sup>3</sup> The approvals as aforementioned were given, so Mr. Pesel's engagement is valid until December 31, 2025.

2.1.4 Mr. Pesel, who has served as director on behalf of the company at the joint municipal company since 2019 as stated, is engaged in initiating and promoting projects with the local authorities, both within the joint municipal company and outside it, and also in advancing and improving Bazan's communication with the local authorities surrounding the Bazan complex, including an active role with regard to the property tax (arnona) paid by the company (the services).

2.1.5 During the service period, Mr. Pesel participated in meetings of the joint municipal company, held preparatory meetings and numerous discussions with key figures in the local authorities.

2.1.6 The company wishes to present for general meeting approval the renewal of the engagement with Mr. Pesel to provide the aforementioned services, as detailed below.

### **2.2 Terms of Engagement**

2.2.1 For providing the services, Mr. Pesel will receive a monthly payment of NIS 20,000 (the service fee), this in addition to the directors' remuneration he is entitled to for serving as a director of the company.

2.2.2 The service fee will be paid to Mr. Pesel each month at the same time the directors' remuneration is paid for the month that has passed.

2.2.3 The service agreement will be valid from January 1, 2026, until the earliest of: (1) December 31, 2028; or (2) the end of Mr. Pesel's term as a director at the joint municipal company; or (3) the end of his term as a director of the company (the engagement period) and will be subject to approval by the audit committee and the board of directors each year.

2.2.4 Below is a tabular breakdown in accordance with the Sixth Schedule to the Periodic and Immediate Reports Regulations, regarding the proposed remuneration conditions for Mr. Alex Pesel calculated annually (in terms of company cost, in thousands of shekels):

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<sup>2</sup> For further details about the joint municipal company, see Section 1.10.7 in the business description chapter of the periodic report.

<sup>3</sup> For details see the notice of meeting report from March 9, 2023, Reference No. 2023-01-020929.

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Total	Other	Share-Based Payment	Bonus	Annual *Salary	Percentage of Holdings in the Company's Capital	Position Percentage	Position	Name
672,000	--	--	--	672,000	--	-	Director	Alex Pasel

\* The figure is calculated based on the assumption of 40 meetings of the Board of Directors and/or Board committees of which Mr. Pasel is a member. It is clarified that the amount actually paid may change depending on the number of meetings per year.

2.3 Names of the Controlling Shareholders and Directors who have a Personal Interest in Item 1.2 on the Agenda, and the Nature of their Personal Interest

- 2.3.1 Oil Refineries Ltd. (ORL), a public company whose shares are traded on the Tel Aviv Stock Exchange, holds (both directly and through Petroleum Capital Holdings Ltd., a private company wholly owned by ORL) approximately 24.76% of the company’s issued share capital and voting rights (about 24.3% on a fully diluted basis).
- 2.3.2 Messrs. David Federman, Adi Federman, Yaakov Gutenshtein, and Alex Pasel are controlling shareholders in ORL and in the company, by virtue of being holders of the control permit in the company.
- 2.3.3 Mr. Rafael Arad is the CEO of ORL.
- 2.3.4 Messrs. David Federman, Adi Federman, Yaakov Gutenshtein, Alex Pasel and Rafael Arad have a personal interest in the resolution regarding item 1.2 on the agenda. Mr. Alex Pasel has a personal interest in the decision as he is the subject of the engagement agreement.
- 2.3.5 For further details regarding the company's control, see sections 1.3.2-1.3.4 and 1.18.9.3 in the chapter 'Company Business Description' of the periodic report.
- 2.3.6 For details regarding the holdings of Messrs. Adi Federman, Yaakov Gutenshtein, Alex Pasel, and Rafael Arad in securities of the company as of the date of publication of this meeting notice, see the company’s holdings report as of 30.9.2025, as published by the company on 19.10.2025 (reference: 2025-01-076676), to which this disclosure refers.

2.4 Approvals Required for Approval of the Resolution Listed in Section 1.2 Above

The resolution listed in section 1.2 above was unanimously approved by the company’s Compensation Committee on 16.11.2025 and 23.11.2025, and following their recommendation, was unanimously approved by the company’s Board of Directors on 23.11.2025 and is brought for approval by the General Meeting by the majority detailed in section 4.1.2 below.

2.5 Transactions of the Kind Proposed or Similar Transactions between the Company and a Controlling Shareholder or in which the Controlling Shareholder Had a Personal Interest, Signed within Two Years Prior to the Board’s Approval of the Transaction or which are Still in Effect

- For details regarding the approval of updated indemnification and exemption letters for company officers who are controlling shareholders, see the notice of a General Meeting published by the company on 8.4.2025 (reference: 2025-01-026252), which is incorporated here by reference.
- For details regarding the company’s compensation policy, see the amended notice of a General Meeting published by the company on 21.8.2024 (reference: 2024-01-086433), which is incorporated here by reference (hereinafter: the 'Compensation Policy').**Compensation Policy.**
- For information regarding directors' remuneration to which controlling shareholders serving as directors in the company are entitled, see Note 27b to the consolidated financial statements included in the periodic report, which is incorporated here by reference.
- For further details regarding a prior engagement of the company with Mr. Alex Pasel under a service agreement for remuneration (in addition to the director's remuneration), see Note 27b3e to the consolidated financial statements included in the periodic report, which is incorporated here by reference.



See also Regulation 22 in Chapter D of the periodic report.

2.6 Reasoning of the Compensation Committee and the Board of Directors for Approving Item 1.2 on the Agenda

2.6.1 The company has an interest in continuing to operate and examine ways to optimize its activities in relation to the jointly-owned municipal company and the local authorities surrounding the group’s complex in the Haifa Bay. Mr. Pasel’s participation in the Board of Directors of the municipal company will assist in this, as well as in promoting joint initiatives with local authorities, both as part of the municipal company and outside of it, and in relation to developing and building accepted methods of communication.

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<sup>2</sup> For further details regarding the jointly-owned municipal company, see section 1.10.7 of the chapter 'Business Description of the Corporation' in the periodic report.

<sup>3</sup> For further details, see the meeting notice dated March 9, 2023, reference no. 2023-01-020929.

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...and efficiency with the local authorities surrounding the group's compound. All these and others involve the continuous activity of Mr. Pesel, which the company has an interest in being performed by him, among other things, within his role as its director in the joint municipal company. Based on past experience, Mr. Pesel's activities are expected to maximize the company's benefit as described above and at the same time constitute a significant addition to the amount of time and resources he invests as a director in the company.

2.6.2 Mr. Pesel has been providing services to the company in connection with the joint municipal company and to the local authorities adjacent to the company's compound for seven years, during which he has actively participated in meetings of the board of directors of the joint municipal company, held preparation meetings and numerous discussions with key officials in the local authorities, and actively promoted the distribution of funds to the company received by the joint municipal company.

2.6.3 In light of Mr. Pesel's many years of acquaintance with the company and the challenges it faces, and due to his business experience and capabilities, including with regard to providing the aforementioned services, the company believes that as of today, Mr. Pesel is the right person to provide the services and to cooperate with the local authorities in its vicinity, as detailed above.

2.6.4 In the company's opinion, the proposed total updated compensation for Mr. Pesel, as detailed above in this document, reflects Mr. Pesel's total contribution to the company, as well as the level of involvement and time resources required from him in fulfilling his role as a director in the joint municipal company and in his activities with the local authorities, in view of his scope of activity in previous years, and is reasonable and appropriate with respect to the complexity of the services and their importance to the company.

2.6.5 The compensation proposed to Mr. Pesel is in accordance with the compensation policy.

2.7 Names of the members of the compensation committee and board of directors who participated in the discussion to approve the decision

2.7.1 In the discussion and decision-making of the company's compensation committee regarding the matter listed in section 1.2 above, in the meetings held on 16.11.2025 and 23.11.2025, all committee members participated: Ms. Orna Hosman-Bachar (Committee Chair, External Director), Mr. Itay Simkin (External Director), and Ms. Nira Dror.

2.7.2 In the discussion and decision-making of the company's board of directors regarding the matter listed in section 1.2 above, in its meeting on 23.11.2025, the following board members participated: Mr. Moshe Kaplinski (Board Chair), Ariel Sternberg, Itay Simkin, Ms. Orna Hosman-Bachar, and Ms. Nira Dror.

It should be noted that due to their personal interest, as detailed in section 2.3 above, Mr. Alex Pesel, Adi Federman, Yaakov Gutenshtein, and Rafael Arad did not participate in the board discussion or in the decision-making on this matter.

2.7.3 The compensation committee and board of directors examined and approved that the proposed engagement agreement does not include a distribution as defined by the Companies Law.

### **3. Additional Details Regarding Agenda Item 1.3 – Approval of Terms of Office for the CEO of the Company**

3.1. On 4.12.2025, the company's board of directors appointed Mr. Rafael Maman as the company's CEO, effective as of 1.2.2026.

For further details, see immediate report dated 4.12.2025 (reference number: 2025-01-096473).

3.2. Mr. Maman brings to the position over 30 years of international experience and expertise in the oil and gas sector, during which he developed and implemented strategies at the global energy company Shell, in the field of optimization and efficiency of refining processes at refineries and supply chains worldwide. Later, Mr. Maman founded and served as CEO of the company

PetroQuantum, which specialized in operational excellence in the refining industry and developed advanced strategies for supply chain management in Downstream (refining, marketing, and distribution of fuels). Currently, Maman serves as Managing Director at the global consulting firm (A&M) Alvarez and Marsal. In his previous role, he served as VP of Strategy and Technology at Sygnia, specializing in handling complex cyber events, after establishing a global activity in the field of cyber protection for industrial facilities and critical infrastructures as a partner at the consulting firm

PwC.

3.3. Following his appointment, it is proposed to approve the terms of Mr. Maman's office and employment as CEO of the company, as detailed below:

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Mr. Maman will be employed by the company at a 100% position.  
Mr. Maman may request to serve in the company according to a service agreement between him and the company instead of an employment agreement, without derogating from his obligations to the company, including with respect to the scope of the position, and in such case the payment for the services will equal the employment cost according to the conditions detailed above, before options and before bonuses.



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For his services, Mr. Maman will be entitled to a monthly salary totaling 198,000 NIS (gross), linked to the Consumer Price Index from the date he assumes the position.<sup>5</sup>

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Mr. Maman will be entitled to a variable annual bonus in accordance with the formula set in the company's compensation policy as shall apply at the time he assumes the position.

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Equity compensation – Mr. Maman will be entitled to warrants with a value of 3 million NIS<sup>6</sup>, with the company's board of directors authorizing the final number of warrants to be issued, in accordance with the value stated above, shortly after he actually assumes the position.

The exercise price will be determined by the average of the last 30 trading days plus 8% or the share price plus 8%, whichever is applicable at the date of Board approval, in accordance with the restrictions set in the company's compensation policy. Other terms of the warrants will be determined as is customary in the company, and will be reported as part of a private placement allocation report.

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Mr. Maman will be entitled to a vehicle appropriate for his position in the company, in accordance with company policy. The company will bear all expenses arising from the use of this vehicle, including grossing up all tax expenses relating to the vehicle.

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The engagement is for an indefinite period, with each party being entitled to terminate the agreement at any time during the agreement period by giving the other party at least six months' written notice in advance. In addition, Mr. Maman will be entitled to a six-month advance notice period (during the last three months of which he will not be required to work in practice), and to a four-month adjustment period at the end of the advance notice period.

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Mr. Maman will also be entitled to additional conditions as required by law and as customary for the company's senior managers, including social security contributions for managers insurance/pension fund, contributions to an educational fund, vacation days, sick days, and convalescence days, according to company practice and the compensation policy.

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The agreement includes a confidentiality clause as well as a non-competition clause during his employment in the company and for a period of 12 months after the beginning of the advance notice period.

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The CEO will be entitled to be included in the company's standard indemnification, exemption, and insurance arrangements for directors and officers, as may exist from time to time, subject to law.

3.4.

In accordance with Regulation 37A3 of the reporting regulations, the following table presents the components of the annual remuneration (in thousands of NIS), as the company's cost, on a full calendar year basis, to which Mr. Maman is entitled under the proposed compensation terms, subject to the approval of the meeting convened as per this report:

(1) Assuming full use of vacation days.

(2) Assuming full achievement of personal targets and 100% achievement of company targets, in accordance with the compensation policy.

(3) Linear allocation of the total estimated fair value of the above grant (assuming vesting of all option tranches), which totals 3 million NIS, over the entire program period (three years). The estimated accounting expense (as of the publication date of this invitation report) expected for the company in the first 12 months after the date of approval of the officeholder's terms is approximately 1.8 million NIS.

(4) Linear allocation in respect of post-employment benefits, over a period of three years. The estimated accounting expense expected for the company in the first 12 months after the date of approval of the officeholder's terms is approximately 790 thousand NIS.

3.5.

It should be noted that the said terms of office are consistent with the company’s compensation policy.

Details of recipient of compensation		Compensation for services			Other compensation	Total	
Position scope	Holding percentage in company capital	Salary (1)	Bonus (2)	Equity-based payment (3)	Other (4)	Total excluding equity-based compensation	Total including equity-based compensation
100%	-	3,439	2,200	1,000	264	5,903	6,903

<sup>5</sup> In accordance with sections 8.3 and 8.5 of the company’s compensation policy, after linkage to the consumer price index as set out in the compensation policy.

<sup>6</sup> Reflecting the value of 13,500,000 warrants convertible into the same number of shares, on the date of the board’s decision on the CEO’s appointment (i.e., 4.12.2025).

### 3.6. Reasoning of the Compensation Committee and the Board of Directors

On 30.11.2025, the Compensation Committee unanimously approved, and on 4.12.2025, the company's Board of Directors unanimously approved, the above detailed terms of office and employment. The approval was based on the main reasons outlined below:

- A. The approved compensation terms are reasonable and appropriate, not materially different from those of the outgoing CEO, and are consistent with the company's compensation policy.
- B. The committee and the company's Board of Directors attach great importance to appointing an experienced CEO who has significant experience both in the refining industry and in areas along the company's value chain.
- C. The compensation terms were set, among other things, taking into account his education, skills, expertise, professional experience, role, areas of responsibility, and achievements of Mr. Maman. In the opinion of the members of the Compensation Committee and the Board of Directors, given all these, Mr. Maman has the appropriate skills to act to promote the company's objectives, its work plan, and its long-term policy.
- D. Mr. Maman has extensive relevant experience for the company's business, accumulated during his tenure in senior roles in companies in the USA, and considering the employment alternatives available to him, the proposed terms of office are reasonable and proper.
- E. The compensation terms are intended to serve the best interest of the company and, among other things, to maximize its profits.
- F. According to a comparative survey presented to the members of the Compensation Committee and the company's Board of Directors, and in comparison to compensation granted to CEOs in comparative public companies with a similar nature and scope of operations as the company, it was found that the proposed compensation is reasonable and customary under the circumstances, considering the company's characteristics, its size, and field of activity, and taking into account Mr. Maman's role and areas of responsibility.
- G. The approved compensation terms, relative to the average and median salary of the company's employees and contract workers it employs, are acceptable and reasonable under the circumstances and in accordance with the compensation policy. The ratio, in terms of employer cost, of the CEO's regular salary to the average salary of company employees and contract workers as stated is 14.8, and the ratio to the median salary of company employees and contract workers as stated is 17.3.
- H. In the opinion of the Compensation Committee and the company's Board of Directors, the compensation terms and the relation between them and the salary terms in the company, especially the relation between the maximum consideration cost paid by the company for the CEO's services and the average and median salary cost of employees in the company, are not expected to adversely affect labor relations in the company.
- I. The grant of warrants to the incoming CEO, as part of the company's senior management option plan, is intended to reward the incoming CEO for increasing the company's value over time and is intended to link the company's performance to the CEO's terms of office and serve as an appropriate incentive.
- J. The structure of the compensation, including, among other things, stock-based compensation, is intended, among other objectives, to motivate the incoming CEO to serve in the company for a significant period of time.
- K. The annual bonus will be granted in accordance with the company's compensation policy, which applies uniform objective parameters to the company's CEO, according to which the component of bonuses for company performance for all managers is determined, within a transparent and clear mechanism that links the scope of the bonus to the results.
- L. The combination of regular terms of office, an annual bonus derived from the company's ongoing performance, and stock-based compensation, and the respective share of each of these components in the compensation package, creates a compensation mix intended to provide appropriate incentives to encourage maximizing the company's profits and promoting its long-term business results, while avoiding taking undesired risks.

4. Details of the Meeting Convening

4.1. The Majority Required for Approving the Resolutions

4.1.1. The majority required for adopting the resolution detailed in Section 1.1 above, according to Section 239(b) of the Companies Law, is a majority of the votes of the shareholders present at the meeting who are entitled to vote and have voted, provided that one of the following occurs:

- A. In the count of votes of the majority at the general meeting, a majority of all the votes of shareholders who are not controlling shareholders of the company or who do not have a personal interest in approving the appointment, except for a personal interest that is not due to ties with a controlling shareholder, who participate in the vote; in the count of all of these shareholders' votes, abstentions shall not be counted.
- B. The number of dissenting votes among the shareholders referred to in subsection A above does not exceed two percent (2%) of the total voting rights in the company.

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According to Sections 8.3 and 8.5 of the company's compensation policy, after being linked to the Consumer Price Index as detailed in the compensation policy.

Reflects the value of 13,500,000 warrants convertible into the same number of shares, as of the date of the Board of Directors' decision on appointment of the CEO (i.e., 4.12.2025).

4.1.2. The majority required for approving the proposed resolution in section 1.2 above, in accordance with the provisions of the Companies Law, is a majority of the votes of the shareholders present participating in the vote, provided that one of the following occurs:

a.

In the count of the majority votes at the general meeting, the majority shall include all votes of shareholders who are not controlling shareholders or who do not have a personal interest in the approval of the resolution, except for a personal interest not resulting from connections with the controlling shareholder, who participate in the vote; abstentions by said shareholders shall not be included in this count.

b.

The total number of opposing votes among the shareholders listed in sub-section a above shall not exceed two percent (2%) of the total voting rights in the company.

4.1.3.

The majority required to approve the resolution detailed in section 1.3 is in accordance with the provisions of section 267A(b) of the Companies Law, according to which a simple majority of all voting shares of the shareholders present and participating at the meeting in person, by proxy, by written ballot, or by electronic voting is required, provided that one of the following occurs:

a.

In the count of the majority votes at the meeting, the majority will include all votes of shareholders who are not controlling shareholders or who do not have a personal interest in the approval of the compensation policy, who participate in the vote; abstentions by said shareholders shall not be included; for anyone with a personal interest, the provisions of section 276 of the Companies Law shall apply with necessary adjustments.

b.

The total number of opposing votes among the shareholders indicated in subsection (a) above shall not exceed two percent (2%) of the company's total voting rights.

4.2.

Legal quorum for convening the meeting and adjourned meeting

The general meeting shall not commence discussion unless a legal quorum is present at the time the meeting opens. A legal quorum shall be established when two shareholders are present, in person or by proxy, or shareholders who have sent the company a written ballot stating how they are voting, who hold or represent at least 25% (twenty-five percent) or more of the voting power in the company. If, within half an hour from the time set for the meeting, a legal quorum is not present, an adjourned meeting will be held on Thursday, January 15, 2026, at the same time and in the same way. If, within half an hour from the time set for the adjourned meeting, a legal quorum is again not present, the meeting shall be held with any number of participants.

4.3.

Record Date and Proof of Ownership

4.3.1. The record date for determining the eligibility of shareholders to participate and vote at the aforementioned meeting, in accordance with section 182 of the Companies Law and regulation 3 of the Written Voting Regulations, will be Thursday, December 11, 2025, at the close of trading on the stock exchange (the record date).

4.3.2. In accordance with the Companies Regulations (Proof of Share Ownership for Voting at the General Meeting), 2000, a shareholder whose shares are registered with a Tel Aviv Stock Exchange member, and such shares are included among those registered in the company's shareholder register under the name of a registration company, and who wishes to vote at the meeting mentioned above, shall provide the company, before the meeting, with a confirmation from the TASE member regarding their ownership of the shares as of the record date, in accordance with the form in the appendix to the aforesaid regulations.

4.3.3.

A shareholder whose shares are registered with a TASE member is entitled to receive the proof of ownership from the TASE member through whom they hold their shares, at the member's branch or by mail to their address for



shipping costs only, if so requested. Such request must be made in advance for a particular securities account.

4.3.4. An unregistered shareholder may instruct that their proof of ownership be delivered to the company via the electronic voting system, as detailed below.

4.4.

#### Manner of Voting at the General Meeting

4.4.1. A shareholder shall be entitled to participate in and vote at the meeting in person, or by proxy, by means of a written ballot (as defined in section 87 of the Companies Law) in the form attached to this immediate report (the written ballot) or by means of the electronic voting system.

4.4.2. Every power of attorney for a proxy must be in writing and signed by the appointing party or their agent, and if the appointing party is a corporation, the appointment of the proxy shall be signed in the manner in which the corporation signs documents that bind it, and shall be accompanied by an attorney's confirmation of the signatories' authority to bind the corporation. The appointment document, proxy or other certificate (if any) or a copy of these certified by an attorney, shall be deposited at the company's offices at least forty-eight (48) hours before the time of the meeting or adjourned meeting in which the proxy is to vote on the basis of that power of attorney.



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4.4.3. The address of the distribution website of the Israel Securities Authority (the "distribution website") and the website of the Tel Aviv Stock Exchange Ltd., where one can find the text of the ballot and position statements as defined in section 88 of the Companies Law, 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.

4.4.4. Voting by ballot will be conducted using the second part of the ballot as published on the distribution website.

A shareholder may contact the company directly and receive from it the text of the ballot and position statements (if there are any). A member of the stock exchange shall, at no charge, send by electronic mail a link to the text of the ballot and the position statements, published on the distribution website, to any shareholder who is not registered in the shareholders' register and whose shares are registered with such member of the stock exchange, if the shareholder notified that they are interested, provided that such notification pertains to a specific securities account and was given prior to the record date. A shareholder whose shares are registered with a member of the stock exchange is entitled to obtain proof of ownership from the exchange member through whom they hold their shares, at the branch of the exchange member or by mail to their address for delivery costs only, if requested. Such a request must be made in advance regarding a specific securities account. Also, a shareholder for whom a share is registered with a member of the stock exchange and that share is among those registered in the shareholders' register in the name of a registration company, may vote by means of a ballot delivered to the company through the electronic voting system.

4.4.5. The ballot must be delivered to the company's offices, at the above-mentioned address, so that it arrives no later than four (4) hours before the meeting is convened. Voting through the electronic voting system will be possible up to six (6) hours before the time the meeting is convened, at which point the electronic voting system will be closed (the locking time of the system). Electronic ballots are opened for voting at the end of the record date.

4.4.6. Voting via the electronic voting system can be changed or canceled until the locking and closing time of the system; after that, it cannot be changed via the electronic voting system, including in cases where the meeting is not completed at its scheduled time and a continued or adjourned meeting is set to complete it. Note that, according to section 83(d) of the Companies Law, if a securities holder voted in more than one way, the later vote shall be counted. For this purpose, voting by a shareholder in person or by proxy shall be considered later than voting by ballot.

4.4.7. One or more shareholders who, as of the record date, hold at least five percent of all voting rights in the company (that is, 155,458,003 ordinary shares), as well as those who hold such a percentage of all voting rights not held by a controlling shareholder (that is, 116,971,382 ordinary shares), are entitled, themselves or through a proxy, after the general meeting is convened, to review at the company's registered office, during normal business hours, the ballots and the vote records through the electronic voting system that were received by the company.

4.4.8. The last date for submitting position statements to the company is up to ten (10) days before the meeting date (29.12.2025).

4.4.9. The company is entitled to deliver to the Israel Securities Authority and the Stock Exchange a position statement that will include the response of the Board of Directors as specified in section 88(c) of the Companies Law, no later than five (5) days before the meeting date (3.1.2025).

#### 4.5. Inclusion of additional items on the agenda of the meeting

4.5.1. A shareholder, one or more, holding at least one percent (1%) of the voting rights in the meeting, may request the Board of Directors of the company to include an item on the agenda of the meeting, provided that the item is appropriate for discussion in the meeting according to the determination of the Board of Directors (the additional item). A request by a shareholder to include the additional item on the agenda of the meeting must be delivered to the company up to seven (7) days after this meeting was convened according to this report. If the Board of Directors finds that the requested item is appropriate to be discussed at the general meeting, the company will prepare an updated agenda and an amended ballot (as required), and these will be published no

later than seven (7) days after the last date for submitting a request to include an additional item on the agenda. The updated notice, including the additional items and their details, will appear on the distribution website of the Israel Securities Authority: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) (the distribution website).

4.5.2. It is clarified that the publication of the updated agenda (including any additional items), if updated, does not amend the record date (as defined above).

4.6. Disclosure of connection or other characteristic

4.6.1. A shareholder participating in voting regarding decisions on the agenda of the general meeting must notify the company before the vote at the general meeting (or, if voting is by ballot and/or by proxy and/or by electronic ballot, must mark in the second part of the ballot and/or in the electronic ballot, in the place designated for that, and/or in the proxy), whether he/she has a personal interest in approving the decision. For clarification, anyone who did not indicate

2024-06-12

The existence or absence of such a connection or other characteristic as stated, or if marked 'yes' but without describing the nature of the connection or other characteristic, that person's vote will not be counted among the votes.

4.6.2. In addition, any shareholder wishing to participate in the vote must notify the company, including by marking in the space provided in the voting form, in the electronic voting form and/or in the power of attorney, whether he/she is an interested party in the company, a senior officer, or an institutional investor, or not.

**4.7. The Authority of the Israel Securities Authority**

According to the regulations regarding transactions with controlling shareholders, within twenty-one days from the date of submission of this immediate report, the Israel Securities Authority or an employee authorized by it may instruct the company to provide, within a specified timeframe that will be determined, explanations, details, information, and documents relating to the engagements included in section 1.2 of this report, as well as to instruct the company to amend the report in the manner and timeframe that will be set. If a directive to amend the report has been issued, the Authority may direct the postponement of the date of the general meeting as stipulated in the regulations regarding transactions with controlling shareholders. The company will submit a correction in accordance with such guidance as determined in the said regulations, unless otherwise instructed by the Authority. If an order to postpone the date of the general meeting is given, the company will announce the issuance of such an order in an immediate report.

**4.8. Review of Documents**

It is possible to review the documents relating to the resolutions referenced in this report at the company's offices during regular business hours, and after coordinating in advance at telephone number 04-8788135.

Sincerely,

Bazan Oil Refineries Ltd.

Signed by Eli Mordoch, Company Secretary

Appendix A

Candidate's Declaration for Appointment as External Director

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2024-06-15

To: Bazan Oil Refineries Ltd.

Date: \_\_\_\_\_

Name of Director: Orna Hozman Bechor

ID number: 024570202

Dear Sirs,

**Subject: Declaration regarding qualification to serve as an external director**

**(External director with accounting and financial expertise)**

For the purpose of my appointment/renewal of my appointment as an external director in Bazan Oil Refineries Ltd. (hereinafter – the Company), I hereby declare as follows:

1. This declaration is given in accordance with the requirements set forth in the Companies Law, 1999 (the Companies Law) and the Companies Regulations (Terms and Criteria for a Director with Accounting and Financial Expertise and a Director with Professional Qualification), 2006 (the Companies Regulations), and according to the terms and definitions set forth in the Companies Law and Companies Regulations.
2. I am a resident of Israel and am qualified to be appointed as an external director of the Company.
3. I possess the necessary skills and the ability to dedicate the appropriate time for fulfilling the role of director of the Company, considering, among other things, the special needs of the Company and its size, based on, among other things, my education and experience, as detailed in the latest annual financial statements published by the Company (for directors appointed after the publication of the statements – as detailed in the notice of my appointment / for new directors – as detailed in the attached CV, Appendix A).
4. I have the professional qualifications to serve as an external director according to one of the following alternatives: (1) I hold an academic degree in economics, business administration, accounting, law or public administration; (2) I hold an academic degree or have completed other higher education studies, in the Company's main field of business or in a field relevant to the role; (3) I have at least five years of accumulated experience as specified in the Companies Regulations.
5. Due to my education, experience, and skills, I possess accounting and financial expertise according to the Companies Regulations and, in addition, possess high proficiency and understanding in business-accounting matters and financial statements, enabling me to deeply understand the financial statements of the Company and to initiate discussion regarding the presentation of financial data.
6. I have not been convicted in the past five years of:
  1. **Bribery, theft by a manager, obtaining something by fraud, offenses of fraud and forgery, false entry in the documents of a corporation, offenses by officers and employees of a corporation, extortion by force or threat, use of inside information by an insider, use of insider information derived from an insider, violation of the provisions of the Securities Law on certain issues and securities fraud (according to Sections 290 to 297, 392, 415, 418 to 420, and 422 to 428 of the Penal Law, 1977), and according to Sections 52(c), 52(d), 53(a) and 54 of the Securities Law, 1968;**
  2. A conviction in a court outside of Israel for offenses of bribery, fraud, offenses by officers in a corporation, or offences of misuse of inside information;
  3. An offense not listed in sections 6.1 and 6.2 above regarding which a court determined that due to its nature, severity, or circumstances, I am not permitted to serve as a director in a public company or a private company that is a bond company, for the period determined by the court;
7. No court has determined that I am not permitted to serve as a director in a company, or if such a determination was made, it is no longer in effect, according to Section 7 of the Companies Law. In addition, there is no other legal restriction regarding my appointment and/or tenure as an external director of the Company.

8. No enforcement measures (as defined in Section 52(56) of the Securities Law) have been applied to me by the Administrative Enforcement Committee under Chapter H4 of the Securities Law, under Chapter Z2 of the Regulation of Investment Advice and Portfolio Management Law, 1995, or under Chapter Y1 of the Joint Investment Trust Law, 1994, prohibiting me from serving as a director in a company.



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9.

I am not a minor and/or legally incompetent and have not been declared bankrupt.

10.

I am not a relative of the controlling shareholder, and neither I, nor my relative, nor my partner, nor my employer, nor anyone to whom I am subordinate, directly or indirectly, nor a corporation in which I am the controlling shareholder on the date of this affidavit or in the two years preceding it, have any connection to the company, to the controlling shareholder in the company, or to a relative of the controlling shareholder, on the date of this affidavit, or to another corporation (as defined below).

In this affidavit:

Connection – having work relations, having general business or professional relationships or control, as well as serving as an officer.

Another corporation – a corporation whose controlling shareholder, on the date of this affidavit or in the two years preceding it, is the company or its controlling shareholder.

11.

Without derogating from the contents of Section 10 above, neither I, my relative, my partner, my employer, anyone to whom I am subordinate directly or indirectly, nor a corporation in which I am the controlling shareholder, have business or professional relations with anyone with whom a connection is prohibited according to Section 10 above, even if such relations are not general, except for negligible relations, and I have not received any compensation contrary to the provisions of Section 244(b) of the Companies Law (which states that an external director may not receive, in addition to the compensation and reimbursement of expenses to which they are entitled, any other compensation, directly or indirectly, due to their office as a director in the company; for this purpose, an exemption, indemnification undertaking, indemnification or insurance granted according to the provisions of the Companies Law shall not be considered compensation).

12.

My other positions and occupations do not create or are not likely to create a conflict of interest with my role as a director in the company, and do not impair my ability to serve as a director in the company.

13.

I do not serve as a director in a corporation in which one of the external directors is a director in the company.

14.

I am not an employee of the Israel Securities Authority, nor am I an employee of a stock exchange in Israel.

15.

I am aware that as of the date of this statement, the company is a significant real corporation as defined in the Law for the Promotion of Competition and Reduction of Concentration, 2013 (the Concentration Law), and that according to the Supervision of Financial Services (Insurance) Law, 1981 and/or the Banking Ordinance, 1941 and/or the Joint Investment Trust Law, 1994 and/or the Regulation of Investment Advice, Investment Marketing and Portfolio Management Law, 1995, restrictions may apply regarding serving as a director in a significant real corporation alongside serving in a significant financial body, as defined in the Concentration Law, which is one of the following bodies: (a) insurer, (b) banking corporation, (c) fund manager, and (d) portfolio management company, as these terms are defined and as meant in the aforementioned laws, as applicable; and I hereby confirm that according to the above, there is no impediment to my appointment as a director in the company.

16.

I undertake to inform the company immediately should any change occur in my above statements during my term as a director in the company.

17.

The amount of annual compensation and attendance fee was brought to my attention before I gave my consent to be appointed as an external director in the company and I agree to the stated terms.

18.

I am aware that the approval of my appointment and classification as an external director with accounting expertise is based on this statement of mine and that this statement will be published and will also be available at the company’s registered office for review by the public. In addition, I am aware that this statement will be published as an appendix to the immediate report on my appointment and/or regarding the convening of the general meeting of the company's shareholders.

19.

This is my name, this is my signature, and the content of this statement is true.

With great respect,

Orna Hosman Bekhor

Chitzoni Machsof.docx