

## **Electra Ltd.**

("the Company")

### **Voting form for voting in a Special General Meeting**

**In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 ("Voting Regulations")**

#### **Part A**

1. **Name of the Company:** Electra Ltd.

2. **Type of Meeting, Time and Location for its convening:** A Special General Meeting of the Company's shareholders, which will take place on Monday, June 8, 2026, at 17:00, at the Company's offices, at 2 Jabotinsky Street (Atrium Tower), Ramat-Gan. In addition, it will be possible to join the meeting via conference call, subject to prior registration by email: [corpsecretary@electra.co.il](mailto:corpsecretary@electra.co.il) and sending a share ownership confirmation for the record date.

3. **The Item on the Agenda**

It is proposed to approve the Company's engagement, from time to time, with insurer(s) in contract(s) for the purchase of insurance policies to cover the liability of serving directors and officers and those who will serve in the Company and in the Company's subsidiaries from time to time, except for directors who are controlling shareholders and except for the Company's CEO (however, see section 1.7 of the Meeting Summon Report), under the conditions specified in the Meeting Summon Report.

**Proposed Resolution Wording**

*"To approve the Company's engagement, from time to time, with insurer(s) in contract(s) for the purchase of an insurance policy to cover the liability of serving directors and officers and those who will serve in the Company and in the Company's subsidiaries from time to time, under the conditions as specified in section 1 of the Meeting Summon Report."*

4. **The Place and Time where the full wording of the proposed resolution can be reviewed**

The Meeting Summon Report and any document regarding the items on the agenda will be made available for review, until the date of the meeting, by prior coordination, at the office of the VP and Legal Counsel of the Company, Ms. Ronit Barzilai, at the Company's offices at 2 Jabotinsky St., Ramat Gan, Tel: 03-7535676, Fax: 03-7535677 on Sundays-Thursdays (except for holidays, holiday eves and intermediate days of holidays) during the hours 9:00-15:00 and also at Adv. Shaul Aderet from the firm of Shibolet & Co., Law Firm, at 4 Yitzhak Sadeh Street (Rubinstein Twins), Tel Aviv, Tel: 03-3075000; Fax: 03-7778444 and on the distribution websites.

5. **The Majority Required at the Meeting for Approval of the Resolution**

5.1 The majority required at the meeting for approval of the resolution specified in section 3 on the agenda is a majority of the votes of the shareholders present and participating in the meeting in the vote (whether directly or indirectly through proxies), where in the count of said votes, abstaining votes will not be taken into account.

5.2 Every shareholder participating in the vote is required to notify the Company before their vote, and if the vote is via a voting form - by marking in Part B of each voting form designated for that purpose, if they are considered

A controlling shareholder in the company or someone on their behalf or anyone with a personal interest in the approval of the resolution, as applicable, whether or not, and the description of the relevant affiliation.

This provision shall also apply to a proxy or attorney-in-fact of a shareholder in the company.

**If a shareholder has not notified or the marking has not been performed as stated, their vote will not be counted in the vote count.**

5.3 In accordance with the instruction of the staff of the Israel Securities Authority dated November 30, 2011, regarding "Disclosure regarding the voting manner of interested parties, senior officers and institutional bodies in meetings", a shareholder participating in the vote is required to notify the company before voting at the meeting of the fact that they are an interested party, a senior officer or an institutional body, as defined in said instruction, as well as additional details as required by the instruction.

If a shareholder votes by proxy, the details mentioned above shall be provided in the proxy, and the details shall also be provided regarding the grantor of the proxy, as required in the instruction.

5.4 In accordance with regulation 36D(d)(5) of the Periodic and Immediate Reports Regulations, a shareholder participating in the vote shall notify the company before their vote of additional ties between them and the company, the controlling shareholder or a senior officer therein and shall detail the nature of the ties.

**6. Eligibility to participate in the vote :**

The record date for determining the eligibility to vote at the shareholders meeting is Monday, May 11, 2026 (the "**Record Date**").

**7. Validity of a voting paper :** A voting paper shall be valid only if accompanied by an ownership certificate of the unregistered shareholder,<sup>1</sup> or a copy of an ID card, passport or certificate of incorporation, if the shareholder is registered in the company's books. This voting paper, plus the documents attached to it as stated above, must be provided to the company up to four (4) hours before the time of the meeting.

**Electronic voting system :** An unregistered shareholder may vote via the electronic voting system. The electronic voting system will close six (6) hours before the time of the meeting. The voting paper must be provided via the electronic voting system by this time. Voting in the electronic voting system will be subject to change or cancellation until the system closing time and cannot be changed via the electronic voting system after this time.

In accordance with the provisions of Section 83(d) of the Companies Law, as far as a shareholder votes in more than one way, their later vote will be counted. For this purpose, a vote by a shareholder themselves or via a proxy shall be considered later than a vote via a voting paper or via the electronic voting system.

**8. Address for submission of voting papers and position statements :** To the attention of Adv. Shaul Adderet, at the offices of Shibolet & partnership, at 4 Yitzhak Sadeh Street (Rubinstein Twins), Tel-Aviv.

**9. Deadline for providing position statements to the company :** Until May 29, 2026.

**10. Deadline for providing the Board of Directors' response to the position statements :** Until June 3, 2026.

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<sup>1</sup> An unregistered shareholder is one whose right is registered with a stock exchange member, and that share is included among the shares registered in the shareholders' register in the name of the nominee company.

**11. Addresses of the distribution site and the TASE website where the proxy statement and position notices are located :**

The distribution site of the Israel Securities Authority : [www.magna.isa.gov.il](http://www.magna.isa.gov.il) .

The website of the Tel-Aviv Stock Exchange Ltd. : [maya.tase.co.il](http://maya.tase.co.il) .

**12. Receipt of ownership confirmations, proxy statement and position notice :**

12.1 A shareholder is entitled to receive the ownership confirmation at a branch of a TASE member or by mail to their address for shipping fees only, if requested. A request in this regard shall be given in advance for a specific securities account. An unregistered shareholder<sup>1</sup> may instruct that their ownership confirmation be transferred to the company via the electronic voting system.

12.2 An unregistered shareholder is entitled to receive by email, free of charge, a link to the text of the proxy statement and position notices on the distribution site of the Israel Securities Authority, from the TASE member through which they hold their shares, unless they have notified the TASE member that they do not wish to receive such a link or that they wish to receive proxy statements by mail for payment; notification regarding proxy statements shall also apply to receipt of position notices.

13. One or more shareholders holding shares constituting five percent (5%) or more of the total voting rights in the company, as well as anyone holding such a percentage of the total voting rights not held by the controlling shareholder in the company as defined in Section 268 of the Companies Law, after the general meeting has been convened, is entitled by themselves or through a proxy on their behalf to review the proxy statements as specified in Regulation 10 of the Voting Regulations, at the company's registered office, on Sundays-Thursdays, during normal business hours.

**14. The amount of shares constituting 5% of the total voting rights in the company is :**

3,830,760 ordinary shares of 1 NIS par value each of the company ; **the amount of shares constituting 5% of the total voting rights in the company not held by the controlling shareholder as defined in Section 268 of the Companies Law is : 2,083,927 ordinary shares of 1 NIS par value each of the company.**

15. One or more shareholders who have at least one percent (1%) of the voting rights at the general meeting may request the board of directors to include a subject on the agenda, provided the subject is suitable for discussion at a general meeting. A request to add a subject shall be submitted to the company up to seven (7) days after the calling of the meeting. In accordance with and subject to the provisions of the Companies Law and the Voting Regulations, after the publication of the proxy statement, the company shall be entitled to make changes to the agenda, including adding a subject to the agenda, and position notices may be published regarding the resolutions on the agenda.

16. To the extent that such changes are made or position notices are published, they may be reviewed in the company's current reports on the distribution site of the Israel Securities Authority. A revised proxy statement, as required following changes to the resolutions on the agenda, will be published by the company on the distribution site simultaneously with the publication of the changes to the said resolutions, and this no later than the dates specified in Regulations 5a and 5b of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Adding a Subject to the Agenda), 5760-2000. The publication of the updated agenda does not change the record date.

**17. Indication of the method of voting :** A shareholder will indicate their method of voting for each subject on the agenda for which it is possible to vote via this proxy statement, in the second part of the proxy statement.

**Part B**

**Company Name:** Electra Ltd.

**Address (for delivery and mailing of voting ballots):** Adv. Shaul Adderet, at the offices of Shibolet and partnership, at 4 Yitzhak Sadeh St. (Rubinstein Twin Towers), Tel-Aviv, by hand delivery or by registered mail, or by email, at the address: [corpsecretary@electra.co.il](mailto:corpsecretary@electra.co.il) .

**Company No.:** 520028911.

**Meeting Date:** June 8, 2026, at 17:00.

**Adjourned Meeting Date:** June 15, 2026, at 17:00.

**Type of Meeting:** Special General Meeting.

**Record Date:** May 11, 2026.

**Shareholder Details**

**Shareholder Name:** \_\_\_\_\_

**ID No.:** \_\_\_\_\_

If the shareholder does not have an Israeli ID card -

**Passport No.:** \_\_\_\_\_

**Country of Issuance:** \_\_\_\_\_

**Valid until:** \_\_\_\_\_

If the shareholder is a corporation -

**Corporation No.:** \_\_\_\_\_

**Country of Incorporation:** \_\_\_\_\_

**Voting Method:** <sup>2</sup>

The Agenda Item	For	Against	Abstain
To approve the company's engagement, from time to time, with insurer/s in contracts for the purchase of an insurance policy to cover the liability of directors and officers currently serving and who will serve in the company and its subsidiaries from time to time, under the terms as specified in Section 1 of the Meeting Summon Report			

**Mark - are you: an interested party<sup>3</sup>, a senior officer<sup>4</sup> or an institutional investor (including a fund manager)<sup>5</sup> with additional ties to the company or to the controlling shareholder or to a senior officer<sup>6</sup>/ none of them<sup>7</sup> (\*)**

	Please answer Yes/No and detail your response if it is positive
Interested party in the company	
Senior officer in the company	
Institutional investor	
Has additional ties to the company, to the controlling shareholder or to a senior officer therein	
None of them	

**( \* ) In the event that the voter votes by proxy, the details mentioned in the table shall also be provided regarding the appointer.**

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Shareholder Signature)

\_\_\_\_\_  
(Time)

For shareholders holding shares through a TASE member (according to Section 177(a1)) - this voting ballot is valid only when accompanied by a confirmation of ownership.

For shareholders registered in the company's registry of shareholders - the voting ballot is valid when accompanied by a photocopy of ID card/passport/incorporation certificate.

<sup>2</sup> Failure to mark will be considered as an abstention from voting on the item.

<sup>3</sup> As the term "interested party" is defined in Section 1 of the Securities Law, 5728-1968.

<sup>4</sup> As the term "senior officer" is defined in Section 37(d) of the Securities Law, 5728-1968.

<sup>5</sup> As the term is defined in Regulation 1 of the Supervision of Financial Services Regulations (Provident Funds) (Participation of a Management Company in a General Meeting), 5769-2009, as well as a manager of a joint investment trust fund, as defined in the Joint Investment Trust Law, 5754-1994.

<sup>6</sup> Required in accordance with Regulation 36(d)(5) of the Securities Regulations (Periodic reports and immediate reports), 5730-1970.

<sup>7</sup> Required by virtue of a directive from the Securities Authority dated 30.11.2011: "Disclosure regarding the voting manner of interested parties, senior officers and institutional bodies in meetings".