

**August 20, 2025**

IBI Investment House Ltd. (the "Company")

To:

Israel Securities Authority 22 Kanfei Nesharim Street Jerusalem Via the MAGNA system

TEL AVIV STOCK EXCHANGE LTD 2 Ahuzat Bayit Street Tel Aviv

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**Subject:** Immediate Report Regarding the Convening of the Annual and Special General Meeting of the Company

In accordance with the Companies Law, 1999 (the "Companies Law"), the Securities Regulations (Periodic and Immediate Reports), 1970 (the "Reporting Regulations"), the Companies Regulations (Notice of General Meeting and Class Meeting in a Public Company and Adding an Item to the Agenda), 2000 (the "Notice and Announcement Regulations"), and the Companies Regulations (Written Voting and Position Statements), 2005 (the "Written Voting Regulations"), the Company is honored to hereby announce the convening of a special general meeting of the Company's shareholders, which will be held on September 28, 2025 (the "General Meeting") at the Company's offices, 9 Ahad Ha'am Street, Tel Aviv (Shalom Tower, 27th floor) (the "Company's Offices").

## **1. Details of the Agenda Item and Summary of the Proposed Resolution**

- 1.1 Update of the terms of office and employment of Mr. Shlomo Zohar, for his service as a director in the Company as well as for his service as a director in the subsidiaries Orut Investments Ltd., IBI Tevel Ltd., Falcon Holdings Ltd., and IBI Partners Ltd. (the "Subsidiaries").
- In addition to Mr. Shlomo Zohar's roles as a director in the Company and as Chairman of the Board in the subsidiary Arba Onot Pension Insurance Agency Ltd., Shlomo Zohar has been appointed as Chairman of the Board in the Subsidiaries. Accordingly, and in consideration for his service as stated, it is proposed to approve for him, in addition to his current salary<sup>101</sup>, a monthly salary supplement of NIS 20,000. This amount reflects the addition to his workload in the Subsidiaries, taking into account the complexity of the role, which requires significant preparation time and investment.
- The proposed update is consistent with the principles of the Company's compensation policy and allows for maintaining a fair and reasonable level of compensation in accordance with regulatory guidelines and industry practice, while recognizing Mr. Shlomo Zohar's contribution both to the Company and to the Subsidiaries.

**Text of the Proposed Resolution:**

"To approve the update of the terms of office and employment of Mr. Shlomo Zohar, for his service as a director in the Subsidiaries."

**2. The Required Majority for Approval of the Resolution on the Agenda**

For details regarding Mr. Shlomo Zohar's current salary, see the Company's reports for the convening of the shareholders' meeting published on March 24, 2025 (reference number 2025-01-019815) and November 10, 2024 (reference number 2024-01-614807), which are incorporated herein by reference.

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*Underline*

The required majority for the adoption of the resolution on the agenda is a simple majority of the shareholders present and participating in the vote at the meeting by written ballot, in person or by proxy, and therefore the holdings of the controlling shareholders in the corporation will grant the controlling shareholders the required majority for the adoption of the proposed resolution on these matters.

**3. Record Date for Shareholder Eligibility to Participate and Vote at the Meeting**

The record date for eligibility to participate and vote at the meeting, in accordance with Section 182(b) of the Companies Law and Regulation 3 of the Companies Regulations (Written Voting and Position Statements), 2005, is August 26, 2025 (the "**Record Date**").

**4. Voting Procedure**

**4.1** Any shareholder of the Company on the Record Date, whether the shares are registered in their name or held through a TASE member, is entitled to participate and vote at the meeting in person, by proxy, and by written ballot, as defined in Section 87 of the Companies Law, and the form of which is attached to this meeting notice (the "**Written Ballot**"). In addition, a shareholder as per Section 177(1) of the Companies Law (i.e., one for whom a 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) (the "**Unregistered Shareholder**") is also entitled to vote by electronic ballot to be sent to the Company via the electronic voting system operating under Chapter G2, Part B of the Securities Law, 1968 (the "**Electronic Voting**", "**Electronic Voting System**", and "**Electronic Ballot**", respectively).

**4.2** Voting by electronic ballot will be possible from the end of the Record Date until six (6) hours before the time of the General Meeting ("**Electronic Voting System Closing Time**"). Until the closing time of the electronic voting system, the electronic vote may be changed or canceled.

**4.3** If the meeting is postponed after the closing time of the electronic voting system, as stated above, or a continuation meeting is set, the electronic voting system will reopen for voting and will close again six hours before the postponed or continuation meeting, as applicable.

**4.4** According to Section 83(d) of the Companies Law, if a shareholder votes in more than one way, the later vote will be counted, where for this purpose, a vote by the shareholder in person or by proxy will be considered later than a vote by written ballot or electronic ballot.

## **5. Proof of Share Ownership**

**5.1** According to the Companies Regulations (Proof of Share Ownership for Voting at the General Meeting), 2000, an Unregistered Shareholder will be entitled to participate in the General Meeting, in person or by proxy or by written ballot, only if they provide the Company, before the General Meeting, a confirmation from the TASE member with whom their right to the share is registered, regarding their ownership of the Company's shares on the Record Date, in accordance with the form in the appendix to the above regulations (the "**Ownership Confirmation**"). Alternatively, an Unregistered Shareholder may instruct that their Ownership Confirmation be sent to the Company via the electronic voting system.

**5.2** An Unregistered Shareholder is entitled to receive the Ownership Confirmation from the TASE member through whom they hold their shares, at the TASE member's branch or by mail to their address for delivery charges only, if requested, provided that such request is made in advance for a specific securities account.

**5.3** An Unregistered Shareholder is entitled to receive by email, free of charge, a link to the text of the written ballot and position statements (if any), on the distribution website, from the TASE member through whom they hold their shares, unless the shareholder has notified the TASE member that they do not wish to receive them or has notified that they do not wish to receive them.

**6. Legal Quorum and Postponed Meeting** A legal quorum at the shareholders' meeting will be present when at least two (2) shareholders holding at least twenty-five percent (25%) of all voting rights in the Company (the "Legal Quorum") are present, in person or by proxy. If after half an hour from the time set for the meeting the legal quorum is not present, the meeting will be postponed to the same day the following week at the same time and place (the "Postponed Meeting"). If after half an hour from the time set for the Postponed Meeting the legal quorum is still not present, the Postponed Meeting will be held with any number of participants.

**7. Appointment of Proxy for the Meeting** 7.1 A shareholder may appoint a proxy to vote on their behalf. The proxy does not have to be a shareholder of the Company. The appointment of a proxy shall be in writing, signed by the appointer or their authorized representative, and if the appointer is a corporation – with the corporation's stamp and the signature of the authorized signatory or signatories.

7.2 The document appointing a proxy to vote (the "Appointment Letter" or the power of attorney (if any) under which the Appointment Letter was signed or a certified copy thereof to the satisfaction of the Board of Directors) shall be deposited at the Company's offices no less than 48 hours before the time set for the start of the meeting at which the person named in the document intends to vote. If the Appointment Letter is not received as stated in this section, it will not be valid for that meeting.

7.3 An Appointment Letter will also be valid for any postponed meeting of the meeting to which the Appointment Letter refers, provided that it is not stated otherwise in the Appointment Letter.

**8. Voting by Written Ballots and Position Statements** A shareholder may vote at the General Meeting to approve the resolutions on the agenda also by written ballot, as defined above.

The written ballot and position statements as defined in Section 88 of the Companies Law, if any, can be viewed at:

The distribution website of the Israel Securities Authority at:  
[www.magna.isa.gov.il](http://www.magna.isa.gov.il) (the "Distribution Website")

And on the website of the TEL AVIV STOCK EXCHANGE LTD at [www.tase.co.il](http://www.tase.co.il).

Voting shall be done on the second part of the written ballot, as published on the Distribution Website.

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.

Shareholders may contact the Company directly and receive from it the text of the written ballot and position statements (if any).

The TASE member will send, free of charge, by email, a link to the text of the written ballot and position statements (if any), on the Distribution Website, to any shareholder who is not registered in the shareholders register and whose shares are registered with that TASE member, unless the shareholder has notified that they do not wish to receive them or has notified that they wish to receive written ballots by mail for delivery charges only.

Wishing to receive written ballots by mail for delivery charges only. Their notice regarding written ballots will also apply to receiving position statements.

The written ballot and the documents to be attached to it as detailed in the written ballot must be delivered to the Company's offices (including by registered mail, with the Ownership Confirmation attached (and for a registered shareholder – with a copy of an ID card, passport, or certificate of incorporation, as applicable), up to four (4) hours before the time of the General Meeting. For this purpose, the "Delivery Time" is the time when the written ballot and the attached documents arrive at the Company's offices.

A written ballot not accompanied by an Ownership Confirmation (or alternatively, if the Ownership Confirmation was not delivered via the electronic voting system), or for a registered shareholder – not accompanied by a copy of an ID card, passport, or certificate of incorporation, as applicable, will be invalid.

The last date for submitting position statements to the Company by the Company's shareholders is ten (10) days before the date of the meeting.

Date	Last	for	submission	of	the Board's	response	to	position	statements,	if	any
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And if the Board of Directors chooses to submit its response to them, it is up to five (5) days before the date of the meeting.

One or more shareholders holding five percent (5%) or more of all the voting rights in the Company (i.e. 784,816 shares), as well as anyone holding such a percentage out of all the voting rights not held by the controlling shareholder of the Company as defined in Section 268 of the Law, is entitled, in person or by proxy, after the General Meeting, to review at the Company's registered office, during regular business hours, the written ballots and the voting records via the electronic voting system received by the Company, as detailed in Regulation 10 of the Written Voting Regulations.



## **9. Disclosure of Shareholder's Affiliation**

According to Section 276 of the Companies Law, a shareholder participating in the vote shall notify the Company, in person or by proxy, before the vote at the meeting or on the written ballot (if the vote is by written ballot), of the existence or absence of a personal interest, affiliation, or other characteristic of the shareholder in connection with the resolution on the agenda, and if any, shall describe them. If the vote is by proxy, notice regarding the existence or absence of a personal interest shall also be given regarding the proxy. If a shareholder does not notify as stated or not describe as stated – they shall not vote and their vote shall not be counted. In addition, any shareholder wishing to participate in the vote must notify the Company, including by marking the appropriate place on the written ballot, the electronic written ballot and/or the power of attorney, whether they are an interested party in the Company, a senior office holder and/or an institutional investor, or not.

## **10. Changes to the Agenda and Shareholder Request to Add an Item to the Agenda**

After the publication of this meeting notice, there may be changes to the agenda, including the addition of an item to the agenda, and position statements may be published. The updated agenda and published position statements can be viewed in the Company's reports on the Distribution Website.

According to the Notice and Announcement Regulations, a request by a shareholder under Section 66(b) of the Companies Law to include an item on the agenda of the General Meeting must be submitted to the Company up to seven days after the meeting notice is published.

If the Board of Directors finds that an item requested to be included on the agenda by a shareholder as stated is suitable to be discussed at the General Meeting, the Company will prepare an updated agenda and updated written ballot and publish them no later than seven days after the last date for submitting a shareholder's request to include an item on the agenda, as stated above.

A request by a shareholder to include on the agenda of the General Meeting a candidate for appointment as a director under Regulation 5A of the Notice and Announcement Regulations shall include the details specified in Regulation 26 of the Reporting Regulations and shall be accompanied by the candidate's declaration to serve as a director under Section 224B of the Companies Law, and as applicable – also a declaration under Section 241 of the Companies Law.

## **11. Review of Documents**

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.

Any shareholder of the Company may review this report and also find the text of the written ballot and position statements (if any) on the Distribution Website. In addition, any shareholder may review the full text of the proposed resolutions as described above, at the Company's offices at 9 Ahad Ha'am Street, Tel Aviv, by prior arrangement with the Company.

#### **4.**

The Company Secretariat (Phone: 03-5193857), Sunday to Thursday, between 9:00-17:00, until the date of the meeting.

The Company's representative for handling this report is Adv. Coral Avner Chait, Legal Advisor and Company Secretary, 9 Ahad Ha'am Street, Tel Aviv, Phone: 03-5193857, Fax: 03-5193857, Email: [corala@ibi.co.il](mailto:corala@ibi.co.il)

Respectfully,

IBI Investment House Ltd.

This report was signed on August 20, 2024 by David Lubetzky, CEO, and Shlomi Hanam, Chief Accountant.

#### **5.**

#### **FOOTNOTE:**

<sup>101</sup> Mr. Shlomo Zohar's current salary – see the Company's reports for the convening of the shareholders' meeting published on March 24, 2025 (reference number 2025-01-019815) and November 10, 2024 (reference number 2024-01-614807), which are incorporated herein by reference.