

December 10, 2025

Lapidoth Capital Ltd.

(hereinafter: the Company)

Subject: Immediate Report regarding Convening of the Annual General Meeting of the Company's Shareholders

Pursuant to the Companies Law, 1999 (hereinafter: the Companies Law), the Securities Regulations (Periodic and Immediate Reports), 1970 (hereinafter: the Reporting Regulations), the Companies Regulations (Notice and Announcement of a General Meeting and Class Meeting in a Public Company), 2000, the Companies Regulations (Written Voting and Position Statements), 2005 and the Companies Regulations (Proof of Ownership in a Share for Voting at the General Meeting), 2000 (hereinafter: the Proof of Ownership Regulations), notice is hereby given of the convening of the annual general meeting of the Company's shareholders (hereinafter: the Meeting, the General Meeting).

The Meeting will be held on Wednesday, December 31, 2025 at 15:00 at the Company's offices at 4 Yoni Netanyahu Street, Or Yehuda.

1. Agenda of the Meeting:

1.1 Discussion of the Financial Statements

Presentation and discussion of the financial statements and the Board of Directors' report on the Company's affairs for the year ended December 31, 2024, which were published as part of the Company's annual report for 2024 on March 20, 2025 (reference number 2025-01-018617) on the MAGNA system (hereinafter: the Periodic Report for 2024).

1.2 Appointment of the Auditing Accountants

It is proposed to approve the appointment of EY Israel (Ernst & Young - Kost Forer Gabbay & Kasierer) as the Company's auditing accountants until the conclusion of the next annual general meeting of the Company, and to authorize the Company's Board of Directors to determine their remuneration for audit services and for additional services provided to the Company by the accounting firm.

On November 27, 2025, the Company's Board of Directors, after adopting the recommendation of the Audit Committee on the matter, approved the reappointment of EY Israel (Ernst & Young - Kost Forer Gabbay & Kasierer) (hereinafter: the Auditing Accountants), as the Company's auditors for an additional term to end upon the conclusion of the next annual general meeting of the Company.

Within the scope of this decision, the Audit Committee and the Board of Directors also considered, among other things, the following topics:

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- a. The fact that the auditing accountant is one of the 4 largest accounting firms in Israel and his extensive and proven experience as a leading office in guiding public companies, including public companies of the type and size of the company;
- b. The fact that the auditing accountant also serves as the auditor of the company's subsidiaries, including the public subsidiaries, and the advantages inherent in this for the audit work and for the company.
- c. The auditor's independence and the input he devotes to the audit process, taking into account the scope and fields of the company's activity and its inherent risks;
- d. The audit committee and the board of directors received a review from the company's management, which is satisfied with the ongoing working relationship with the auditing accountant, working methods and the nature of the discussions, as well as the auditing accountant's ability to identify risks and material issues and the response he provides to them as part of the audit;
- e. The company's board of directors and audit committee periodically review the scope of audit hours and the fee paid to the auditing accountant and have found it to be a fair, appropriate and customary fee for the nature of the company and its activities and the scope of the audit work.

1.3

Re-appointment of incumbent directors who are not external directors

Re-appointments of incumbent directors to the board of directors of the company (who are not external directors), Mr. Yaakov Luxenburg, Ariel Shafir, Shlomit Fen and Eliyahu Kamer, for another term, all in accordance with the company's articles of association.

The vote for the appointment of each of the directors will be held separately.

In accordance with Regulation 36b(a)(10) of the Reporting Regulations, the details regarding Mr. Yaakov Luxenburg, Ariel Shafir, Shlomit Fen and Eliyahu Kamer are detailed in Regulation 26 of the 2024 periodic report (Section D – Additional Details about the Corporation), the information of which is incorporated herein by reference.

Copies of the directors' declarations, according to the provisions of Section 224b(a) of the Companies Law, are attached as Annex A to this report.

The remuneration of the directors will remain unchanged. In addition, the existing indemnification and exemption letters of the company will continue to apply to the directors (except for Mr. Yaakov Luxenburg, who does not have a valid exemption letter), as well as coverage under the directors' and officers' liability insurance policy, which the company will purchase from time to time, as approved for all office holders and incumbent and future directors in the company, in accordance with the provisions of the company's compensation policy. For details regarding the terms of the indemnification and exemption letters and the existing liability insurance in the company, see Regulation 29A to Part D in the 2024 periodic report, which information is incorporated herein by reference.

2.

Text of the Proposed Resolutions

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Below is the wording of the proposed resolutions at the meeting:

2.1 To approve the appointment of the accounting firm EY Israel (Ernst & Young - Kost Forer Gabbay & Kasierer) as the Company's auditor until the end of the next annual general meeting of the Company, and to authorize the Board of Directors of the Company to set its remuneration for audit activities and for other services provided to the Company by the accounting firm.

2.2 To re-appoint Mr. Yaakov Luxenburg for an additional term on the Company's Board of Directors until the end of the next annual general meeting of the Company.

2.3 To re-appoint Mr. Ariel Shafir for an additional term on the Company's Board of Directors until the end of the next annual general meeting of the Company.

2.4 To re-appoint Ms. Shlomit Pen for an additional term on the Company's Board of Directors until the end of the next annual general meeting of the Company.

2.5 To re-appoint Mr. Eliyahu Kamer for an additional term on the Company's Board of Directors until the end of the next annual general meeting of the Company.

3. Notice of General Meeting

Notice is hereby given of the convening of an annual general meeting of the Company's shareholders, to be held on Wednesday, December 31, 2025, at 15:00 at the Company's offices at 4 Yoni Netanyahu Street, Or Yehuda.

If after half an hour from the designated start time of the meeting there is no legal quorum present, the meeting will be postponed to the same day the following week (January 7, 2026) at the same time and place.

4. Required Majority for Resolution Approval

The majority required for approval of the items on the agenda as detailed in sections 2.1-2.5 of this report is a majority of the votes of those present who are entitled to participate in the vote and who do participate (either directly or indirectly via proxy), where abstentions are not counted.

5. Date for Determining Entitlement

The determining date for entitlement to vote at the meeting, as per section 182 of the Companies Law, is December 10, 2025 (hereinafter: the determining date).

According to the Regulations for Proving Share Ownership, a shareholder whose share is registered with a member of the Tel Aviv Stock Exchange Ltd., and such share is included among those registered in the shareholders' register in the name of the Registration Company, and who wishes to vote at the general meeting, is entitled to prove his ownership in the share on the determining date by presenting to the Company a confirmation from the Stock Exchange member with whom the entitlement for the share is registered, regarding his ownership of the Company's shares on the determining date, all in accordance with Regulation 2 to the Regulations for Proving Share Ownership and the form

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Additionally to the regulations for proof of ownership of shares, or alternatively, if a certificate of ownership is sent to the company via the electronic voting system.

A shareholder whose shares are registered with a TASE member is entitled to receive the ownership certificate from the TASE member through whom they hold their shares, at the branch of the TASE member or by mail to their address, for the cost of delivery only, if requested. The request in this regard must be given in advance for a specific securities account.

Also, an unregistered shareholder is entitled to instruct that their certificate of ownership be transferred to the company via the electronic voting system.

6.

Legal Quorum and Adjourned Meeting

A legal quorum will be formed when, in person or by proxy, at least one shareholder is present holding more than half of the voting rights in the company. If half an hour has passed from the time set for the meeting and the legal quorum is not present, the meeting will be adjourned by itself for one week - at the same time and place, and in the adjourned meeting, only the matters for which the original meeting was called will be discussed. If a legal quorum is not present at the adjourned meeting within half an hour from the set time of the meeting, the adjourned meeting will be held with any number of participants present.

7.

Voting at the General Meeting

Every shareholder is entitled to participate in and vote at the meeting personally or by lawfully authorized proxy. The document appointing a proxy to vote (hereinafter: the appointment letter) shall be in writing in accordance with the provisions of the company's Articles of Association and shall be deposited at the company's offices at least 24 hours before the stipulated time for the meeting or for the adjourned meeting, as applicable.

In addition to the above, a shareholder in whose favor a share is registered with a TASE member in Tel Aviv Ltd, and such share is included among the shares registered in the register of shareholders in the name of Registration Company, and who wishes to vote at the general meeting, may vote by a voting form that will be transmitted to the company through the electronic voting system. Voting via the electronic voting form will be possible up to 6 hours before the time of convening the meeting.

8.

Position Statements

8.1 The text of the position statements can be found on the distribution website of the Israel Securities Authority at: www.magna.isa.gov.il (**the distribution website**) and on the website of the stock exchange at www.tase.co.il (the stock exchange website). Shareholders may contact the company directly and receive from it the text of the position statements. A TASE member will send, free of charge, by electronic mail, a link to the text of the position statements on the distribution website, to any shareholder who is not registered in the register of shareholders and whose shares are registered with that TASE member.

8.2 The deadline for submitting position statements to the company is December 21, 2025.

8.3 The deadline for submitting a position statement that includes the board's response to the position statements from the shareholders is December 26, 2025.

2024-06-10

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9.

Adding an Item to the Agenda

After the publication of this meeting notice report, there may be changes to the agenda, including the addition of an item to the agenda. Position papers may be published, and it will be possible to review the updated agenda and the position papers in the company's reports to be published on the distribution website.

A shareholder, one or more, holding shares constituting at least 1% of the voting rights in the general meeting of the company, may request from the board of directors, up to 7 days after the notice of the meeting, to include an item on the agenda of the meeting, provided that the topic is suitable to be discussed at the general meeting.

If the board of directors finds that the subject requested to be included on the agenda is suitable to be discussed at the general meeting, the company will prepare an updated agenda and publish it no later than 7 days after the last date for submitting a request to include an additional item on the agenda. It is clarified that, as far as the company publishes an updated agenda, such publication does not change the record date as set in this invitation report.

A request by a shareholder to include in the agenda of the general meeting a proposal for the appointment of a director under regulation 5A or 5G shall include the details stated in regulation 26 of the reporting regulations and should be attached to the declaration of the candidate to serve as a director according to section 224B of the Companies Law, and as applicable – also a declaration under section 241 of the Companies Law.

10.

Document Review

The shareholders of the company may review this immediate report and the documents related to the resolutions proposed at the meeting, at the company's head office at 4 Yoni Netanyahu St., Or Yehuda, during normal business hours and by prior arrangement at telephone number 03-6417241, up until the date of convening the general meeting or the postponed meeting (if held).

With kind regards,

Lapidoth Capital Ltd.

By:

Eyal Palti, Legal Counsel and Corporate Secretary

Appendix A - Directors' Declarations

2024-06-05

Date: 2022.12.8

To:
Lapidot Capital Ltd.
(hereinafter: the Company)

To whom it may concern,

Re: Director's Declaration in the Company

Whereas the Company is a public company, incorporated in Israel, whose securities are traded on the Tel Aviv Stock Exchange Ltd.,

and whereas according to the provisions of the Companies Law, 5759-1999 (hereinafter: the Law) the Company must appoint directors.

And whereas I am aware that this declaration will be held at the registered office of the Company for inspection by any person;

Therefore, I, the undersigned, Yaakov Luxenburg, holder of I.D. 054500764, after having been warned that I must tell the truth and that I will be

liable to the penalties prescribed by law if I do not do so, hereby declare and undertake as follows:

1. The above declarations are an integral part of this declaration.
2. All terms in this declaration shall be interpreted as defined in the Law.
3. I declare that I have the necessary qualifications and the ability to devote the appropriate time for the performance of my duties as a director in the Company, taking into account its special needs and size, and that I am qualified to be appointed as a director in the Company according to the provisions of sections 225-227 of the Law regarding the prohibition on the appointment of a minor, an incapacitated person, or the limitation of appointment due to conviction or bankruptcy.
4. I declare that I hold the following academic degrees: Bachelor's degree in Economics and Business Administration.
5. I declare that my other positions and occupations do not create or are not liable to create a conflict of interest with my position as a director, and will not impair my ability to serve as a director.
6. I undertake to comply with all legal requirements concerning a director as they shall be determined from time to time, and to fulfill my duties in the best possible manner and for the benefit of the Company. Additionally, I undertake that if any concern arises, at my knowledge and/or that is brought to my attention, that I no longer fulfill any of the above conditions and/or declarations, or that there is concern, as stated above, that I have breached my duty of loyalty to the Company as defined in the Law, I shall immediately inform the Chairman of the Board of Directors of the Company.
7. I declare that I am not an employee of the Securities Authority or of a stock exchange in Israel.
8. I declare that in no other company in which I serve as a director does an external director also serve as a director in the Company.
9. I am aware that this declaration, and in particular what is stated above in sections 3, 4, 5 and 6, will be used by the Company to examine whether I am qualified to serve as a director in the Company.
10. This is my name, this is my signature and the facts detailed in my above declaration are true.

	Yaakov Luxenburg Name
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2024-06-15

Date: 8.12.2020

To:
Lapidoth Capital Ltd.
(hereinafter: the Company)

Dear Sirs,

Re: Declaration of a Director in the Company

Whereas the Company is a public company, incorporated in Israel, whose securities are traded on the Tel Aviv Stock Exchange Ltd.;

And whereas, according to the provisions of the Companies Law, 1999 (hereinafter: the Law) the Company is required to appoint directors.

And whereas I am aware that this declaration will be available at the Company's registered office for the inspection of any person;

Therefore, I, the undersigned, Ariel Shafir, holder of ID no. 024426231, after being warned that I am required to tell the truth and that I am subject to the penalties prescribed by law if I do not do so, declare and undertake as follows:

- 1. The above declarations are an integral part of this declaration.
- 2. All terms in this declaration shall be interpreted as defined in the Law.
- 3. I declare that I have the necessary qualifications and am able to devote the appropriate time for the performance of my duties as a director in the Company, taking into account the unique needs and size of the Company, and that I am qualified to be appointed as a director in the Company according to the provisions of Sections 225-227 of the Law regarding the limitation of appointment of a minor, a legally incompetent person, limitation of appointment due to conviction or bankruptcy.
- 4. I declare that I hold the following academic degrees: Bachelor's degree in Economics and Accounting.
- 5. I declare that my other positions and occupations do not create or may not create a conflict of interests with my role as a director, and will not impair my ability to serve as a director.
- 6. I undertake to comply with all legal requirements in respect of a director as shall be prescribed from time to time, and that I will perform my duties in the best way and for the benefit of the Company. Furthermore, I undertake that should any concern arise, to my knowledge and/or brought to my knowledge, that I cease to meet any of the above conditions and/or declarations or that there is any concern, as aforementioned, that I have breached my fiduciary duty to the Company as defined by law, I will immediately notify the Chairman of the Board of Directors of the Company.
- 7. I declare that I am not an employee of the Israel Securities Authority or of a stock exchange in Israel.
- 8. I declare that in no other company in which I serve as a director does a person serve as an external director who also serves as a director in the Company.
- 9. I am aware that this declaration, and especially that stated above in sections 3, 4, 5, and 6 above, will serve the Company in assessing whether I am qualified to serve as a director in the Company.
- 10. This is my name, this is my signature, and the facts stated in my declaration above are true.

		Ariel Shafir Name								

2024-06-19

Date: 2022.12.8

To:

Lapidoth Capital Ltd.
(hereinafter: the Company)

Dear Sirs,

Re: Declaration of Director at the Company

Whereas the Company is a public company, incorporated in Israel, whose securities are traded on the Tel Aviv Stock Exchange Ltd.

And whereas according to the provisions of the Companies Law, 1999 (hereinafter: the Law), the Company is required to appoint directors.

And whereas I am aware that this declaration will be kept at the registered office of the Company for inspection by any person;

Therefore, I, the undersigned, Shlomit Fen, ID number 024310732, after having been warned that I must tell the truth and that I will be subject to the penalties prescribed by law if I do not do so, hereby declare and undertake as follows:

1. The above declarations are an integral part of this declaration.
2. All terms in this declaration will be interpreted as defined in the Law.
3. I declare that I have the necessary qualifications and the ability to devote sufficient time to fulfill my role as a director of the Company, considering the Company's particular needs and its size, and that I am eligible to be appointed as a director in the Company according to the provisions of Sections 225-227 of the Law concerning the restriction on the appointment of a minor, legally incompetent, restriction on appointment due to conviction or bankruptcy.
4. I declare that I hold the following academic degrees: Bachelor's degree in Economics and Political Science, Tel Aviv University; MBA - Bradford University.
5. I declare that my other positions and occupations do not create and are not likely to create a conflict of interest with my position as a director, and will not impair my ability to serve as a director.
6. I undertake to comply with all legal requirements regarding a director as may be determined from time to time, and to perform my role in the best possible manner and for the benefit of the Company. Likewise, I undertake that if any concern arises, of which I am aware and/or is brought to my attention, according to which I cease to meet any of the above requirements and/or declarations or that there is concern, as stated above, that I have breached the duty of loyalty to the Company, as defined by law, I shall immediately inform the chairman of the Company's board of directors.
7. I declare that I am not an employee of the Israeli Securities Authority or of any stock exchange in Israel.
8. I declare that, in any other company in which I serve as a director, there is not an external director who also serves as a director in the Company.
9. I am aware that this declaration, and particularly the statements above in Sections 3, 4, 5 and 6, will be used by the Company for the purpose of examining whether I am qualified to serve as a director of the Company.
10. This is my name, this is my signature, and the facts detailed in my above declaration are true.

		Shlomit Fen Name								

Date: 8.12.2025

To:Lapidoth Capital Ltd.(hereinafter: the Company)

Dear Sirs,

Subject: Declaration of Candidacy for Appointment as Independent Director

Whereas according to the provisions of the Companies Law, 1999 (hereinafter: the Law) the Company is required to appoint directors;

And whereas I am aware that this declaration of mine will be kept at the Company's registered office for inspection by any person;

And whereas the provisions of the Law regarding independent directors such as term of office, its termination, participation in the Company's committees, etc., shall apply to my tenure at the Company.

Therefore, I, the undersigned, Eli Kamer, holder of ID no. 069464329, after being warned that I must tell the truth and that I may be subject to penalties prescribed by law if I do not, hereby declare and undertake as follows:

- 1. The statements above form an integral part of this declaration.
- 2. All terms in this declaration shall be interpreted as defined in the Law.
- 3. I declare that I am male, a resident of Israel. ¹
- 4. I declare that I have the necessary qualifications and the ability to devote the required time for fulfilling my role as an independent director in the Company, taking into account the special needs of the Company and its size, and that I am eligible to be appointed as a director of a public company pursuant to Sections 225-227 of the Law with respect to restrictions on appointing a minor, legally incompetent, restricted appointment due to conviction or bankruptcy.
- 5. One of the two options below must be chosen and marked next to the chosen option:

X

I declare that I have accounting and financial expertise, as stipulated in the Companies Regulations (Conditions and Criteria for Directors with Accounting and Financial Expertise and for Directors with Professional Competence),

X

and as for tests for directors with accounting and financial expertise and for directors with professional competence),

2005 (hereinafter: the Companies Regulations);

Alternatively,

_____ I declare that I have professional competence as stipulated in the Companies Regulations. ²

6. I declare that I have the following academic degrees: Bachelor's degree in Economics, Master's degree in Business Administration – Tel Aviv University.

7. One of the two options below must be chosen and marked next to the chosen option:

X

¹ According to section 239(d) of the Law, in a company where, at the time of the appointment of an External Director, all members of the board are of one gender, the appointed External Director must be of the other gender.

² According to section 240(a1)1 of the Law, one may have professional competence if the other External Director possesses accounting or financial expertise.

I declare that neither I, nor my relatives, nor my partners, nor my employer, nor anyone to whom I am directly or indirectly subordinate, nor any corporation in which I am a controlling shareholder, at the time of appointment or during the two years preceding it and as of the date of this declaration, have any affiliation with the company, the controlling shareholder of the company, or a relative of the controlling shareholder, at the time of appointment, or with another corporation. Likewise, neither I, nor my relatives, partners, employer, those to whom I am subordinate directly or indirectly, nor a corporation in which I am a controlling shareholder, have any business or professional relations with anyone to whom affiliation is prohibited as described above, or any such connections not in the ordinary course of business, except for insignificant connections;

For the purposes of this section –

Affiliation – existence of employment relationships, business or professional connections in general, or control, as well as an office holder position,

as an officer, except for an appointment as a director who was appointed to serve as an external director in a company proposing to offer shares to the public for the first time.

to propose shares to the public for the first time.

Another corporation – a corporation in which the controlling shareholder, at the time of the appointment or within the two years prior to the appointment,

is the company or its controlling shareholder.

Date of appointment	The date on which appointed as an independent director.-
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Alternatively,

_____ I declare that there are, between me and the company, at the time of appointment or during the two years preceding it, insignificant business or professional connections, the origin of which is prior to my appointment as an independent director, and do not constitute affiliation as defined in the Companies Regulations (Matters Not Constituting Affiliation), 2006 (hereinafter: the Affiliation Regulations). These connections are detailed below³:

8.
I declare that my positions and other occupations do not create or are not likely to create a conflict of interest with my position as a director, and will not impair my ability to serve as a director.

9.
I am not a relative of the controlling shareholder of the company.

10.
I declare that in no other company in which I serve as a director, does an external director also serve as a director in the company.

11.
I declare that I am not an employee of the Israel Securities Authority or of a stock exchange in Israel.

12.
I undertake to comply with all legal requirements concerning directors in general and independent directors in particular as may be determined from time to time, and to perform my duties in the best way and for the benefit of the company. Furthermore, I undertake that if any concern should arise, known to me and/or brought to my attention, regarding my failing to meet any of the above conditions and/or declarations, or if there is a concern, as aforesaid, that I have breached the fiduciary duty to the company as defined by law, I will immediately inform the chair of the company's board of directors.

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A detailed description will be provided of the candidate's business or professional connections with the company and supporting documentation that such connections are insignificant.

13.

I am aware that according to the law, the company, its controlling shareholder, and any corporation under such controlling shareholder will not be able to grant me, my spouse, or my children any benefit, directly or indirectly, including by not appointing me, my spouse, or my children to serve as an officer in the company or any corporation under the control of the controlling shareholder. Nor will they employ me as an employee, nor receive professional services from me for compensation, either directly or indirectly, including via a corporation under my control, unless two years have passed since the end of my tenure as an independent director of the company. With respect to a relative of mine who is not my spouse or child, the period will be one year from the end of my tenure as an independent director. Also, I declare that as of the date of this declaration and during my tenure as an independent director in the company, neither I nor my spouse or children have been granted such benefits as described in this section.

herein.

14.

I am aware that this declaration will be submitted to the appointing authority prior to my appointment as an independent director, and that it will be used by the appointing authority to examine my suitability for appointment as an independent director in the company.

15.

I am aware that this declaration, and in particular the provisions stated above in sections 5, 7, 9, 10, and 11, will be used by the company for the purpose of examining whether I am qualified to serve as a director in the company, and especially whether I fulfill the conditions and criteria according to the Companies Regulations and Affiliation Regulations.

16.

This is my name, this is my signature, and the facts detailed in the above declaration are true.

		Eli Kamer Name								