

Matrix I.T. Ltd. (the Company)

Immediate Report Regarding the Convening of the Annual General Meeting of the Company's Shareholders

To:
Israel Securities Authority
www.isa.gov.il

To:
Tel Aviv Stock Exchange Ltd.
www.tase.co.il

November 12, 2025

The items on the agenda of the meeting:

1 Discussion of the Board of Directors' report and the Company's financial statements for 2024.

On this matter, only a discussion will take place and no vote will be held.

The mentioned reports can be reviewed, as included in the Company's periodic report for 2024, which was published on March 11, 2025 (Reference: 2025-01-015935) (hereinafter: the 2024 periodic report) on the Israel Securities Authority website at: <https://www.magna.isa.gov.il> and on the Stock Exchange website at: <https://maya.tase.co.il>.

2 Reappointment of the BDO Israel accounting firm as the Company's external auditors.

As of the date of the report, BDO Israel (BDO firm) serves as the Company's external auditor, valid until the end of the meeting convened pursuant to this report. Upon the recommendation of the Company's Audit Committee, it is proposed to reappoint BDO as the Company's external auditor until the end of the next annual general meeting of the Company.

In this regard, it is noted that in March 2024, the Audit Committee held a comprehensive discussion, which included, among other things, setting professional criteria for the Company's needs, including the auditor's expertise, suitability for the Company's activities, as well as considerations regarding their appointment and replacement. For additional details see the Company's report dated March 11, 2024 (Reference number: 2024-01-024189).

Text of the proposed resolution – to approve the reappointment of BDO Israel (BDO) as the Company's external auditors until the end of the next annual general meeting of the Company.

3 Items 3 to 5 – Reappointment of all currently serving directors in the Company who are not external directors.

It is proposed to renew the appointments of the currently serving directors in the Company (who are not external directors), namely Mr. Guy Bernstein, Mr. Eliezer Oren, and Mr. Pinchas Greenfeld (independent director) as directors in the Company, until the end of the next annual general meeting of the Company. The vote regarding each director will be conducted separately.

Each of the above-mentioned directors, whose appointment is brought for approval at the general meeting subject of this report, has signed a declaration according to the requirements of Section 224B and/or 241 of the Companies Law, as appropriate. The directors' declarations are attached to this report.

The terms of office for the directors proposed for reappointment as stated will remain unchanged, including the annual remuneration and participation compensation at the amount defined as per the Companies Regulations (Rules Regarding Remuneration and Expenses of an External Director), 2000 (Remuneration Regulations), and they will continue to be entitled to the existing letters and arrangements for D&O insurance and indemnification in the Company. For details on the terms of their office and employment of the directors, see Regulations 21, 22, and 29A in Chapter D of the report.

Details in accordance with Regulation 36B(a)(10) of the Reporting Regulations are included by reference to information presented under Regulation 26 of these regulations in Part D of the Company's periodic report for 2024. As of this date, and to the best of the Company's knowledge, there has been no change in the information reported in this regard in the Company's periodic report for 2024, except as detailed below:

Mr. Guy Bernstein also serves as a director in Formula Infrastructures Ltd. and Advance Engineering Ltd., and no longer serves as a director in Effective Solutions Ltd.

4. Rules for the General Meeting and Voting Therein

4.1. Date of the General Meeting

The general meeting will convene on Wednesday, December 17, 2025, at 12:00 PM, at the Company's offices, 3 Atir Yeda Street, Kfar Saba.

4.2. Record Date and Eligibility to Participate and Vote at the Meeting

The record date for determining the entitlement of the shareholders to vote at the shareholders' meeting, as specified in Section 182 of the Companies Law and Regulation 3 of the Written Voting Regulations, is November 19, 2025 (the record date).

4.3. Legal Quorum

According to the Company's articles of association, a legal quorum will be constituted when at least two shareholders (including attendance via proxy or by ballot) holding together at least 25% of the voting rights in the Company are present within half an hour from the time set for the meeting's opening. If a legal quorum is not present at the general meeting at the end of half an hour from the time set for opening the meeting, the meeting shall be postponed by one week, to the same day, same time, and same place. The legal quorum for the postponed meeting shall be two shareholders present (including attendance via proxy or by ballot).

4.4. Required Majority

The required majority to approve the resolutions on agenda items 2–5 is an ordinary majority (i.e., more than fifty percent (50%) of all the votes of the shareholders participating in the meeting who are entitled to vote and who have voted therein, excluding abstentions).

4.5. Voting Procedure

Any shareholder of the Company as of the record date, whether the shares are registered in their name or held through a TASE member (i.e., someone for whom the share is registered with a TASE member and such share is included among the shares registered in the shareholder register in the name of a registration company, as defined in Section 177(1) of the Companies Law) (unregistered shareholder), may participate and vote at the meeting personally or by proxy, and via a ballot as defined in Section 87 of the Companies Law, in the form attached to this report (ballot). In addition, an unregistered shareholder may also vote via electronic ballot which will be sent to the Company using the electronic voting system operated according to Chapter G2, Part B of the Securities Law (the electronic voting system), whose address is <https://votes.isa.gov.il>; all as detailed below:

4.5.1. Shareholder voting in person or by proxy

Text of the Proposed Resolutions:

Item No. 3 – To reappoint Mr. Guy Bernstein as a director in the Company for an additional term until the end of the next annual general meeting of the Company.

Item No. 4 – To reappoint Mr. Eliezer Oren as a director in the Company for an additional term until the end of the next annual general meeting of the Company.

Item No. 5 – To reappoint Mr. Pinchas Greenfeld (independent director) as a director in the Company for an additional term until the end of the next annual general meeting of the Company.

Mr. Guy Bernstein also serves as a director in Formula Infrastructures Ltd. and Advance Engineering Ltd., and no longer serves as a director in Effective Solutions Ltd.

4. Rules for the General Meeting and Voting Therein

4.1. Date of the General Meeting

The general meeting will convene on Wednesday, December 17, 2025, at 12:00 PM, at the Company's offices, 3 Atir Yeda Street, Kfar Saba.

4.2. Record Date and Eligibility to Participate and Vote at the Meeting

The record date for determining the entitlement of the shareholders to vote at the shareholders' meeting, as specified in Section 182 of the Companies Law and Regulation 3 of the Written Voting Regulations, is November 19, 2025 (the record date).

4.3. Legal Quorum

According to the Company's articles of association, a legal quorum will be constituted when at least two shareholders (including attendance via proxy or by ballot) holding together at least 25% of the voting rights in the Company are present within half an hour from the time set for the meeting's opening. If a legal quorum is not present at the general meeting at the end of half an hour from the time set for opening the meeting, the meeting shall be postponed by one week, to the same day, same time, and same place. The legal quorum for the postponed meeting shall be two shareholders present (including attendance via proxy or by ballot).

4.4. Required Majority

The required majority to approve the resolutions on agenda items 2–5 is an ordinary majority (i.e., more than fifty percent (50%) of all the votes of the shareholders participating in the meeting who are entitled to vote and who have voted therein, excluding abstentions).

4.5. Voting Procedure

Any shareholder of the Company as of the record date, whether the shares are registered in their name or held through a TASE member (i.e., someone for whom the share is registered with a TASE member and such share is included among the shares registered in the shareholder register in the name of a registration company, as defined in Section 177(1) of the Companies Law) (unregistered shareholder), may participate and vote at the meeting personally or by proxy, and via a ballot as defined in Section 87 of the Companies Law, in the form attached to this report (ballot). In addition, an unregistered shareholder may also vote via electronic ballot which will be sent to the Company using the electronic voting system operated according to Chapter G2, Part B of the Securities Law (the electronic voting system), whose address is <https://votes.isa.gov.il>; all as detailed below:

4.5.1. Shareholder voting in person or by proxy

A shareholder who is entitled to participate and vote at the meeting may vote in person or via a proxy in accordance with the provisions of the Company's articles of association. The appointment of a proxy must be in writing, signed by the appointor (power of attorney), and a corporation will vote through its representatives appointed by a document duly signed by the corporation (letter of appointment). The power of attorney and appointment letter, or a copy certified by an attorney, shall be deposited at the Company's registered office at least forty-eight (48) hours before the scheduled time for the meeting or the adjourned meeting. Notwithstanding the foregoing, the chairman of the meeting may waive this requirement for any particular meeting.

4.5.2. Voting by Ballot

A shareholder entitled to participate and vote at the general meeting may also vote on matters on the agenda by ballot. Such voting shall be made using the second part of the ballot attached to this report. For this purpose, the vote of a shareholder who votes by ballot shall be considered as though he or she was present and participated in the meeting.

A shareholder may contact the Company directly to obtain the text of the ballot as well as position statements (as defined in section 88 of the Companies Law), as applicable. Additionally, one may review the ballot and position statements, if such are provided, on the Israel Securities Authority distribution site at <https://www.magna.isa.gov.il> (distribution site) and on the website of the Tel Aviv Stock Exchange Ltd. at <http://maya.tase.co.il> (stock exchange site).

A TASE member shall send by email, free of charge, a link to the ballot and any position statements (if provided) on the distribution site to any unregistered shareholder whose shares are registered with that TASE member, unless the shareholder has stated that they are not interested in receiving such or has requested to receive ballots by mail for the cost of postage only, provided that the notice was given for a particular securities account and prior to the record date.

The ballot and the documents required to be attached to it (including proof of ownership), as detailed in the ballot, must be delivered to the Company's offices up to four (4) hours before the time set for the meeting's convening. For this purpose, the time of delivery is when the ballot and accompanying documents have arrived at the Company's offices. An unregistered shareholder shall also be entitled to deliver the proof of ownership via the electronic voting system as described in section 4.5.3 below.

A ballot not accompanied by proof of ownership (or for which proof of ownership was not delivered via the electronic voting system) shall be invalid.

One or more shareholders holding shares constituting five percent (5%) or more of all the voting rights in the Company (i.e., holding approximately 3,181,651 ordinary shares of the Company), as well as anyone holding such a percentage out of the total voting rights not held by the controlling shareholder, as defined in section 268 of the Companies Law (i.e., holding approximately 1,650,490 ordinary shares of the Company), is entitled (personally or via a proxy), after the general meeting has convened, to review at the Company's registered office, during regular business hours, the ballots and the voting records received by the Company via the electronic voting system, all as detailed in Regulation 10 of the Written Voting Regulations.

4.5.3. Voting via the Electronic Voting System

As stated above, an unregistered shareholder may, after the record date (upon receipt of an identifying number and access code from the TASE member and after authentication), vote via the electronic voting system.

In accordance with and subject to the terms set forth in the Written Voting Regulations and the directives of the Israel Securities Authority on this matter, voting via the electronic voting system will be available until six (6) hours before the meeting's convening (system lock time). It is clarified that voting via the electronic voting system may be changed or canceled up to the system lock time, and it will not be possible to change the vote through the electronic voting system after this time.

According to section 83(d) of the Companies Law, if a shareholder has voted in more than one way as mentioned above, the later vote will count; for this purpose, a shareholder's vote in person or by proxy shall be considered later than a vote by ballot.

Matrix I.T. Ltd.

4.6. Proof of Ownership

An unregistered shareholder shall be entitled to participate in the general meeting if they provide the Company with proof from the TASE member with whom their shareholding is registered regarding their ownership of the Company's shares on the record date. The proof will include the particulars stated in Regulation 2 and in the form appended to the Companies Regulations (Proof of Ownership for Voting at the General Meeting), 2000. Alternatively, an unregistered shareholder may submit proof of ownership to the Company via the electronic voting system up until the system's lock time (as specified in Section 4.5.3 above). Without derogating from the above, an electronic message approved under Section 44IA5 of the Securities Law, regarding the data of users in the electronic voting system, shall be treated as proof of share ownership in respect of any shareholder included in it.

An unregistered shareholder, as stated above, is entitled to receive the proof of ownership from the TASE member through whom they hold their shares, at the branch of the TASE member or by mail to their address for delivery charges only, if requested, provided that the request for this matter is given in advance for a particular securities account.

4.7. The Deadline for Submitting Position Statements

The final date for submitting position statements to the Company is no later than ten (10) days before the date of the meeting.

4.8. Request to Include an Item on the Agenda by a Shareholder

4.8.1. After the publication of this invitation report, amendments may be made to the agenda, including the addition of an item to the agenda. Position statements may be published, and it will be possible to review the updated agenda and position statements in the Company's reports posted on the distribution site.

4.8.2. A shareholder's request pursuant to section 66(b) of the Companies Law to include an item suitable for discussion at the general meeting in the agenda of the general meeting shall be delivered to the Company up to seven days after the convening notice of the meeting. If such a request is submitted, the relevant item may be added to the agenda and its details will appear on the distribution site. In such a case, the Company will publish an amended ballot together with an amended invitation report no later than seven days after the final date for submission of a shareholder's request to include an item on the agenda, as stated above. Publication of the updated agenda, as aforesaid, shall not change the record date.

5. Details of the Company's Representative for the Purpose of Handling the Report

The Company's representative for handling this report is Adv. Ifat Givol, Legal Department Manager and Company Secretary, at 3 Atir Yeda St., Kfar Saba, Phone: 09-9598810.

6. Inspection of Documents

You may review this report, the documents mentioned in it (including the ballot and position statements, if given), as well as the full text of the proposed resolutions on the agenda, at the offices of the Company, 3 Atir Yeda St., Kfar Saba, Phone: 09-9598810, during regular business hours and by prior arrangement with the Company Secretary, as well as on the Company's website at: <http://www.matrix-globalservices.com>.

Names and Titles of Signatories:

Ifat Givol, Adv., Legal Department Manager and Company Secretary

Nevo Brener, Chief Financial Officer