

8-31 July, 2024

## The Phoenix Holdings Ltd. ("the Company")

To:

The Israel Securities Authority

22 Kanfei Nesharim Street

Jerusalem

To:

The Tel Aviv Stock Exchange Ltd.

2 Achuzat Bayit Street

Tel-Aviv

**Re: Immediate Report on Convening the Annual General Assembly  
for the Company's Shareholders – Session 1 – Removal of Items From the  
Agenda**

In accordance with the Companies Law, 5759-1999 (the "**Companies Law**"), with the Securities (Period and Immediate Reports) Regulations, 5730-1970 (the "**Reports Regulations**"), with the Companies (Notice and Ad on a General Assembly and a Type Assembly in a Public Company and Adding a Topic to the Agenda) Regulations, 5760-2000 (the "**Notice and Ad Regulations**"), a notice is hereby given concerning the convening of the Annual General Assembly of the Company, which shall convene on **Wednesday, August 14, 2024 at 17:00** at the Company's offices located at 53 HaShalom Street, Giv'atayim, Floor 20 (the "**Company's Offices**"), with topics on its agenda as specified below in this report.

### **1. Topics on the agenda and a summary of the proposed resolutions**

#### **1.1. Presentation and discussion of the financial reports and the Company's BOD Report for 2023**

Presentation and discussion of the financial reports and the Company's BOD Report for the year ending December 31, 2023. It is possible to review the financial reports and the BOD report, which are attached to the Company's Periodic Report for 2023, published on March 27, 2024 (reference number: 2024-01-026677) (the "**Periodic Report for 2023**") on the Distribution Website of the Securities Authority at <http://www.magna.isa.gov.il/default.aspx> (the "**Distribution Website**") and on the Tel Aviv Stock Exchange Ltd. website at [www.maya.tase.co.il](http://www.maya.tase.co.il) (the "**Stock Exchange Website**")

#### **1.2. Reappointment of the Auditing CPA**

Approval of the reappointment of Kost Forer Gabbay & Kaisierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and authorizing the Company's BOD to determine their wages. For a breakdown of the Auditing CPAs' wages, see Section E (a description of the corporation's businesses) in the Periodic Report for 2023.

**Proposed resolution:** "To approve the reappointment of Kost Forer Gabbay & Kaisierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their

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compensation.”

**1.3. Removal of Items 1.3 – 1.8 – Renewal of Director Appointments - Agenda of the Meeting**

On July 30, 2024, the company’s board of directors decided to remove items 1.3 – 1.8 from the agenda of the annual general meeting, which will be held in two sessions. This decision was made following the event of the Company becoming a Company without controlling shareholder after the completion of the first sale transaction on July 17, 2024, following Belenus Lux S.a.r.l ("Belenus"), owned by the controlling shareholders of the Company, notification of the signing of several agreements to sell part of their holdings in the Company's shares (for further details, see the company's immediate report from July 15, 2024, Reference Number: 2024-01-074239).

On July 17, 2024, with the completion of the first transaction in the series of transactions announced by Belenus, the holding permit granted to Belenus ("**Effective Date of the Holding Permit**") came into effect. Among the various provisions of the permit are those concerning the composition of the board of directors. The permit stipulates that directors who are shareholders in the controlling shareholders or serve in one of the entities controlled by the controlling shareholders must resign within 90 days from the Effective Date of the Holding Permit, though they may be re-elected by the general assembly, subject to the provisions of the Capital Market, Insurance & Savings Authority. For details regarding the main provisions of the permit, see the company's immediate report from April 21, 2024 (Reference Number: 2024-01-044958).

In light of the special circumstances of the Company becoming a Company without controlling shareholder and the holding permit which came into effect, the Company’s board of directors wishes to reassess the composition of the board. Therefore, the issue of the renewal of director appointments will be postponed to the second session of the annual general meeting, which will be convened in the near future.

~~1.3. For the avoidance of doubt, it is clarified that until the convening of the second session of the annual general meeting, all directors whose terms require renewal will continue to serve in their positions as directors, and should there be any changes regarding their terms, the Company will report as required by law. To approve the reappointment of Mr. Benjamin Gabbay (Chairman of the Company’s BOD) as a director (not external) for an additional term of office until the end of the Company’s second General Assembly, which will be held after the reappointment date.<sup>1</sup>~~

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<sup>1</sup>Mr. Gabbay is serving as the Chairman of the Company's BOD as of 22.4.2020. Furthermore, Mr. Gabbay is also serving as the Chairman of the Company's subsidiary, The Phoenix Insurance Company Ltd. in a 70% capacity and for 2022, will be eligible for an allowance of approximately NIS 1.9 million in lieu of his tenure at The Phoenix Insurance Company Ltd.

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- ~~1.4. To approve the reappointment of Mr. Yitzhak Shukri Cohen as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.<sup>2</sup>~~
- ~~1.5. To approve the reappointment of Mr. Roger Abravanel as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.<sup>3</sup>~~
- ~~1.6. To approve the reappointment of Mr. Eliezer Yones as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.<sup>4</sup>~~
- ~~1.7. To approve the reappointment Mr. Ben Carlton Langworthy as a director (not external) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.~~
- ~~1.8. To approve the reappointment of Dr. Ehud Shapira as a director (independent director) for an additional term of office until the end of the Company's second General Assembly, which will be held after the reappointment date.~~
- ~~1.9. For details required under Regulations 26 and 36B(10) of the Reporting Regulations, regarding the members of the Board of Directors whose tenure is being brought for renewal as stated in paragraphs 1.3 1.8 above, see Regulation 26 in section E (Additional details on the corporation) of the Periodic Report for 2023. It should be noted that there have been no changes in the details of the directors, mentioned above, since the date of publication of the Periodic Report for 2023. It should be noted that the terms of office of the directors whose tenure is being brought for renewal (as mentioned in paragraphs 1.3 1.8 above) will remain unchanged and that their tenure is not valid until the next Annual Assembly.~~

~~The wording of the eligibility declarations of the directors whose tenure is being brought for renewal, in accordance with section 224B of the Companies Law, is attached as **Appendix A** to the original Hebrew immediate report published on June 26, 2024 report (reference number: 2024-01-064783).~~

1.10.1.4. **Changing the name of the company**

It is proposed to change the name of the company to the name "Phoenix Financial Ltd." (and in Hebrew: "הפניקס פיננסים בע"מ"), replace its current name, or any other similar name that will be approved by the Registrar of Companies, and authorize the management of the company to approve any other similar name, as and will be required by the registrar of companies and/or according to any law and to amend the company's articles of association accordingly.

**Proposed resolution:** "To approve the change of the company's name to " Phoenix Financial Ltd.." (and in Hebrew: "הפניקס פיננסים בע"מ."), change its current name, or any other similar name that will be approved by the Registrar of Companies, and

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<sup>2</sup> ~~Mr. Yitzhak Shukri Cohen also serves as a director in the subsidiary, The Phoenix Insurance Company Ltd.~~

<sup>3</sup> ~~Mr. Roger Abravanel also serves a director in the subsidiary, The Phoenix Insurance Company Ltd.~~

<sup>4</sup> ~~Mr. Eliezer Yones also serves as a director in the subsidiary, The Phoenix Insurance Company Ltd.~~

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authorize the company's management to approve any name Similar to another, as may be required by the registrar of companies and to amend the company's articles of association accordingly."

**2. Summons to Convene the General Assembly, its Date and Execution**

The General Assembly shall convene on Wednesday, August 14, 2024 at 17:00 at the Company's Offices located at 53 HaShalom Road, Giv'atayim, Floor 20.

A legal quorum for holding the General Assembly is the presence of at least three (3) shareholders in person or by proxy, holding at least one third (1/3) of the total voting rights in the Company, within half an hour from the date set for commencement of the Assembly. If no legal quorum is present half an hour after the date set for the commencement of the Assembly, the Assembly shall be postponed for one week to the same time and place, that is, Wednesday, August 21, 2024 at 17:00 (the "**Postponed Assembly**"). If a legal quorum is not present half an hour after the date set for commencing the Postponed Assembly, then the presence of at least two (2) shareholders, in person or by proxy, will constitute a legal quorum for holding the Postponed Assembly.

**3. The Required Majority for Resolutions on the Assembly Agenda**

The required majority for approving the resolutions listed in paragraphs 1.2-1.9 above is a simple majority of more than fifty percent (50%) of the votes of the members who are present in the Assembly and who are entitled to vote and have voted therein, without taking into account the abstentions.

**4. The Order of the Meeting and Voting**

**A. The date for determining the shareholders' entitlement to participate and vote in the Assembly**

The effective date for determining the shareholders' entitlement to vote in the General Assembly according to section 182 of the Companies Law and according to Regulation 3 of the Companies' Regulations (Voting in Writing and Position Announcements) Regulations 5766-2005 ("**Voting in Writing Regulations**") is Wednesday, July 17, 2024 (the "**Effective Date**").

**B. Voting eligibility**

Any of the Company's shareholders on the Effective Date, whether the shares are listed in their name or whether they hold them by way of a stock-exchange member, is eligible to take part and vote in the Assembly in person or by proxy, by a Voting Paper or through Electronic Voting (as defined below).

**C. Proxy for voting**

The document that appoints a proxy shall be in writing, signed by the appointer or their attorney or when the appointer is a corporation, the power of attorney shall be signed with its accepted stamp and the power of attorney. The proxy-appointment letter and the power of attorney (if they exist) or a copy of such documents approved by a notary shall be deposited at the Company's secretariat at the Company's Offices at least forty eight (48) hours prior to the date and time of the General Assembly or the Postponed Assembly (as the case may be) for which a letter of appointment was submitted. A submission, as stated, that relates to the Assembly's Effective Date, shall also apply to the Postponed Assembly.

**D. Ownership Approval**

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In accordance with the Companies Regulations (Proof of Ownership of Shares for Voting at a General Meeting) 5760-2000, a shareholder of the Company to whom a share is listed with a stock market member and that the share is included in the list of shares in the shareholder register under the Company's name for listings ("**Unlisted Shareholder**"), shall be entitled to participate in the General Assembly, in person or by proxy, for voting or by a Voting Paper (as defined below) only if he delivers to the Company, before the General Assembly, approval from the stock-exchange member, who has entitlement for the share listed with them concerning his ownership of the Company's shares on the Effective Date, in compliance with the form attached to these regulations ("**Ownership Approval**"). Alternatively, an Unlisted Shareholder is entitled to instruct that their Ownership Approval be transferred to the Company through the Electronic Voting System (as defined below).

An Unlisted Shareholder is entitled to receive Ownership Approval from the stock-exchange member through whom he holds his shares, at the branch of the stock-exchange member or by mail to their address with a delivery charge only, if they request this, and provided that such a request is submitted in advance to a specific securities account.

**E. Voting Paper and Position Announcements**

As stated above, a shareholder is entitled to vote in the General Assembly by a Voting Paper, as defined in section 87 of the Companies Law, the wording of which is attached to this report (the "**Voting Paper**"). The shareholder shall indicate their method of voting on any resolution on the agenda in the Second Part of the Voting Paper.

The Voting Paper and the Position Announcements, as defined in section 88 of the Companies Law, if available, can be reviewed on the Distribution Website and on the Stock Exchange Website. Any shareholder is entitled to contact the Company directly and get, free of charge, the wording of the Voting Paper and the Position Announcements (if available).

The stock-exchange member shall send, free of charge, by email, a link to the wording of the Voting Paper and the Position Announcements (if available), on the Distribution Website, to any shareholder of the Company who is not listed in the Company's shareholders' register and whose shares are listed with the same stock-exchange member, unless the shareholder has notified that they do not wish this or that they wish to receive the Voting Papers by mail and to pay for the delivery fee.

The Voting Paper and the documents that should be attached thereto, as specified on the Voting Paper, should be submitted to the Company's offices (including via registered mail) with the attached Ownership Approval (and for a listed shareholder - with a copy of their ID, passport, or Certificate of Incorporation attached, accordingly) within four (4) hours prior to the General Assembly being convened. In this regard, the "Submission Date" is the date and time the Voting Paper was delivered, with its attached documents, to the Company's offices.

The deadline for submitting Position Announcements to the Company by the Company's shareholders is up to ten (10) days prior to the date of the Assembly. The deadline for submitting the BOD's response to the Position Announcements, insofar as such announcements are submitted and the BOD chooses to respond thereto, is up to five (5) days prior to the date of the Assembly. A voting document that is not accompanied by a certificate of ownership (or alternatively, a certificate of ownership was not produced through the electronic voting system) will be invalid.

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**F. Voting in the Electronic Voting System**

In addition, an Unlisted Shareholder is also eligible to vote by way of an Electronic Voting Paper, which shall be submitted to the Company through the Electronic Voting System in accordance with Mark B of section 7-2 of the Securities Law (“**Electronic Voting**”, “**The Electronic Voting System**”, and the “**Electronic Voting Paper**”, respectively).

Voting by way of an Electronic Voting Paper shall be permitted from the end of the Effective Date and up to six (6) hours prior to the time the General Assembly is due to convene.

It should be noted that, in accordance with section 83(D) of the Companies Law, should a shareholder vote by more than one method, their most recent vote shall count, while accordingly, a shareholder who votes in person or by proxy, shall be deemed late for the vote via a Voting Paper or an Electronic Voting Paper.

**G. Changes to the agenda and a shareholder’s request to include a topic in the agenda**

After publication of this report, there may be changes to the agenda, including adding a topic to the agenda and Position Announcements may be published. The updated agenda and the Position Announcements can be reviewed, when published, in the Company’s reports on the Distribution Website.

According to section 66(B) of the Companies Law, a shareholder’s request to include a topic on the agenda of the General Assembly shall be submitted to the Company up to seven days from the summons to convene the Assembly (a “**Shareholder Request**”). Should the BOD find that the topic being requested by the shareholder to be included in the agenda is appropriate for discussion in the General Assembly, the Company shall then draw up an updated agenda and a revised Voting Paper and publish them no later than seven days after the deadline for submitting a Shareholder Request.

**5. The Company's Representative**

The Company's representative for handling this report is Attorney Elad Sirkis, Company Secretary, 53 HaShalom Road, Giv’atayim. Tel: 074-7315656. Fax: 03-7238831; Email: [EladS1@fnx.co.il](mailto:EladS1@fnx.co.il). Ownership Approvals and/or powers of attorney and/or voting instructions and/or Voting Papers can also be sent to Attorney Elad Sirkis, fax number 03-7238831 or by email to [EladS1@fnx.co.il](mailto:EladS1@fnx.co.il)

**6. Reviewing the Documents**

The full wording of the proposed resolutions concerning the Voting Paper and the Position Announcements (if any exist) can be reviewed at the Company's offices, from Sundays to Thursdays during regular work hours, by prior coordination by calling 03-7332997, up until the time the Assembly is convened.

One or more shareholders, who hold 5% or more shares of the total voting rights in the Company on the Effective Date, as well as anyone who holds a similar percentage of the total voting rights that are not held by a controlling shareholder in the Company, as defined in section 268 of the Companies Law, is entitled, in person or by a proxy, after the General Assembly is convened, to review, at the Company's offices during regular work hours, the Voting Papers and the voting records via the Electronic Voting System that were submitted to the Company, as specified in Regulation 10 of the Companies Regulations (Voting in Writing and Position Announcements), 5766-2005.

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**Yours faithfully,**

**The Phoenix Holdings Ltd.**

**Signed on behalf of the Company by:** Meni Neeman, Chief Legal Officer



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**The Phoenix Holdings Ltd.**

**Voting Proxy according to the Companies Regulations  
(Voting in Writing and Position Announcements) 5766-2005**

**First Part**

1. Company name:

The Phoenix Holdings Ltd. (the “Company”)

2. Type of General Assembly, the time and venue for its convening:

Annual General Assembly of the Company's shareholders (Session 1) (the “Assembly”). The Assembly shall be held on Wednesday, 14 August, 2024, at 17:00 at the Company's offices, at 53 HaShalom Road, Floor 20 (the “Company's Offices”). If the Assembly is postponed, it shall then convene on Wednesday, 21 August, 2024 at the same place and time.

3. A breakdown of the topics on the agenda for which it is possible to vote via a Voting Paper and a summary of the proposed resolutions:

3.1 **Reappointment of the Auditing CPA**

**The wording of the proposed resolution:** “To approve the reappointment of Kost Forer Gabbay & Kasierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their wages.”

**Items 3.2 – 3.7 were removed from the Annual Shareholders (Session 1) agenda meeting**

~~3.2 **Reappointment of Mr. Benjamin (Benny) Gabbay as a director (not external; Chairman of the Company's BOD) for an additional term of office**~~

~~3.3 **The wording of the proposed resolution:** “To approve the reappointment of Mr. Benjamin (Benny) Gabbay as a director in the Company until the end of the second annual General Assembly, which shall be held after the reappointment date in accordance with the terms set forth in the Report Convening the Assembly.”~~

~~3.4 **Reappointment of Mr. Yitzhak Shukri Cohen as a director (not external) in the Company for an additional term of office**~~

~~3.5 **The wording of the proposed resolution:** “To approve the reappointment of Mr. Yitzhak Shukri Cohen as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in accordance with the terms set forth in the Report Convening the Assembly.”~~



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**3.6 — Reappointment of Mr. Roger Abravanel as a director (not external) in the Company for an additional term of office**

**3.7 — The wording of the proposed resolution:** “To approve the reappointment of Mr. Roger Abravanel as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date according to the terms set forth in the Report Convening the Assembly.”

**3.8 — Reappointment of Mr. Eliezer Yones as a director (not external) in the Company for an additional term of office**

**3.9 — The wording of the proposed resolution:** “To approve the reappointment of Mr. Eliezer Yones as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in the terms set forth in the Report Convening the Assembly.”

**3.10 — Reappointment of Mr. Ben Carlton Langworthy as a director (not external) in the Company for an additional term of office**

**3.11 — The wording of the proposed resolution:** “To approve the reappointment of Mr. Ben Carlton Langworthy as a director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in accordance with the terms set forth in the Report Convening the Assembly.”

**3.12 — Reappointment of Dr. Ehud Shapira as an independent director in the Company for an additional term of office**

**3.13 — The wording of the proposed resolution:** “To approve the reappointment of Dr. Ehud Shapira as an independent director in the Company until the end of the second Annual General Assembly, which shall be held after the reappointment date in the terms set forth in the Report Convening the Assembly.”

For details with respect to the directors whose term of office is submitted for re-approval, including membership of the BOD committees and the year in which their term of office began, see Regulation 26 of Section E of the Company's Periodic Report for 2023, dated 27 March, 2024 (Reference No.: 2024-01-026677), incorporated herein by reference.

**3.143.2 Changing the name of the company**

**Proposed resolution:** "To approve the change of the company's name to " Phoenix Financial Ltd.." (and in Hebrew: "הפניקס פיננסים בע"מ"), change its current name, or any other similar name that will be approved by the Registrar of Companies, and authorize the company's management to approve any name Similar to another, as may

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be required by the registrar of companies and to amend the company's articles of association accordingly."

4. The place and time where the full wording of the proposed resolutions can be reviewed:

The full wording of the proposed resolutions concerning the Voting Paper and the Position Announcements (if available) may be reviewed at the Company's Offices from Sundays through Thursdays during regular work hours, by prior coordination by calling 03-7332997, up until the time of convening the Assembly. Also, the Report Convening the Assembly, this Voting Paper, and the Position Announcements can be reviewed as defined in section 88 of the Companies Law 5759-1999 (the "**Companies Law**"), if such exist, on the distribution website of The Israel Securities Authority at: <http://www.magna.isa.gov.il/default.aspx>, (the "**Distribution Website**") and on the Tel Aviv Stock Exchange Ltd. website at: <http://maya.tase.co.il> (the "**Stock Exchange Website**").

~~5. Details on the candidates for directors [The items were removed from the agenda]~~  
~~For more information on the candidates for directors at the Company, see Sections 1.3-1.8 of the Report Convening the Assembly.~~

~~6.5.~~ The majority needed to make resolutions on the agenda:

The required majority to approve the resolutions listed in Sections 3.1-3.8 above is a simple majority of more than fifty percent (50%) of the votes of the shareholders who are present in the Assembly and who are entitled to vote and have voted therein, without considering the abstaining votes.

~~7.6.~~ The date and time for determining shareholders' entitlement to participate and vote in the Assembly:

The date and time that determines the shareholders' entitlement to vote at the General Assembly according to section 182 of the Companies Law and according to Regulation 3 of the Companies Regulations (Voting in Writing and Position Announcements) 5766-2005 is Wednesday, 17 July, 2024 (the "**Effective Date**").

~~8.7.~~ Validity of the Voting Paper:

The Voting Paper shall be valid only if the following documents are attached:

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An Unlisted Shareholder<sup>1</sup> - Ownership Approval for the Effective Date (or if Ownership Approval has been submitted to the Company via the Electronic Voting System by the time the system is locked as specified below). A Listed Shareholder<sup>2</sup> - A photocopy of their ID, passport, or incorporation certificate.

The aforementioned Voting Paper, in addition to the documents attached thereto, as mentioned above, should be submitted up to four (4) hours prior to the Assembly convening. In this respect, the “submission date” is the date when the Voting Paper and the attached documents reach the Company's Offices.

Alternatively, an Unlisted Shareholder shall be entitled to submit to the Company Ownership Approval via the Electronic Voting System up until the time the Electronic Voting System is locked (that is, up to six (6) hours prior to the Assembly being convened).

**A Voting Paper that is not submitted according to what is stated in this paragraph shall be deemed invalid.**

9.8. The Company's address for submitting the Voting Papers and Position Announcements:

The Company's Offices at 53 HaShalom Road, Givatayim, Floor 20, fax no. 03-7238831.

10.9. Voting in the Electronic Voting System

An Unlisted Shareholder is also eligible to vote by an Electronic Voting Paper, which shall be submitted to the Company by the Electronic Voting System that operates according to Mark B of section 7-2 of the Securities Law (the “**Electronic Voting System**” and the “**Electronic Voting Paper**”, respectively). Voting by way of an Electronic Voting Paper shall be permitted from the end of the Effective Date and up to six (6) hours prior to the General Assembly's convening date (the “**System Lock Date**”), at which time the Electronic Voting System will be locked. Voting through the Electronic Voting System can be changed or canceled up until the system is locked, and no changes will be allowed through the Electronic Voting System after this time.

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<sup>1</sup> Anyone who has shares that are listed with a stock-exchange member and those shares are included among the shares listed in the shareholders' register in the Company's name for the records.

<sup>2</sup> A shareholder who is listed in the shareholders' register.

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It should be noted that in accordance with section 83(D) of the Companies Law, should a shareholder vote in more than one method, their most recent vote shall count while, in this regard, a vote by a shareholder in person or by proxy or by a regular Voting Paper submitted to the Company's Offices shall be deemed late for voting by way of the Electronic Voting System.

~~11~~.10. The deadline for submitting Position Announcements to the Company by the shareholders:

Up to ten (10) days prior to the Assembly being convened.

~~12~~.11. The deadline for submitting the BOD's response to a Position Announcement:

Up to ten (5) days prior to the Assembly being convened.

~~13~~.12. URLs where the Voting Papers and the Position Announcements can be found:

Distribution Website: <http://www.magna.isa.gov.il/default.aspx>.

Stock-exchange website: <http://maya.tase.co.il>.

~~14~~.13. Ownership Approval:

An Unlisted Shareholder is entitled to receive Ownership Approval at the stock-exchange member's branch or by mail if they so request it. Such a request must be given in advance to the specific securities account. Alternatively, an Unlisted Shareholder may instruct that his Ownership Approval be forwarded to the Company through the Electronic Voting System up until the system is locked (as specified in Paragraph 8 above).

~~15~~.14. An Unlisted Shareholder is entitled to receive by email, free of charge, a link to the wording of the Voting Paper and the Position Announcements (if such exist), on the Distribution Website, from the stock-exchange member through whom he holds his shares, unless he has informed the stock-exchange member that they do not wish to receive such a link or that they wish to receive the Voting Papers by mail while bearing the cost; the shareholder's notice concerning the Voting Papers will apply to the Position Announcements as well.

In addition, every shareholder is entitled to contact Attorney Elad Sirkis (via fax number 03-7332163 and/or via email at [elads1@fnx.co.il](mailto:elads1@fnx.co.il)) and receive, free of charge, the wording of the Voting Paper, or, with his consent, a link to the wording of the Voting

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Paper on the Distribution Website, as well as the Position Announcements that the Company has received, if any exist.

~~16.~~15. One or more shareholders who hold shares that constitute 5% or more of the total voting rights in the Company, as well as any other individual who holds a similar percentage of the total voting rights that are not held by a controlling shareholder in the Company, as defined in section 268 of the Companies Law, is entitled, in person or by proxy on his/her behalf, after the General Assembly is convened, to review, at the Company's Offices during regular work hours, the Voting Papers and the voting records that the Company has received via the Electronic Voting System, as specified in Regulation 10 of the Companies Regulations (Voting in Writing and Position Announcements) 5766-2005. The Company's regular quota of shares that comprise 5% of the total voting rights in the Company is 13,046,508 of the Company's regular shares. The Company's regular quota of shares that comprise 5% of the total voting rights in the Company that are not held by a controlling shareholder at the Company is 9,095,485 of the Company's regular shares.

~~17.~~16. After publication of the Voting Paper, there may be changes to the agenda, including adding a topic to the agenda, and Position Announcements may be published. The updated agenda and Position Announcements can be reviewed (if such exist) in the Company's reports on the Distribution Website.

According to section 66(B) of the Companies Law, a shareholder's request to include a topic on the agenda of the General Assembly shall be submitted to the Company up to seven days from the summons to convene the Assembly (a "**Shareholder Request**"). If the BOD finds that the topic being requested to be included on the agenda by the shareholder is appropriate for discussion in the General Assembly, the Company shall then draw up an updated agenda and a revised Voting Paper and publish them no later than seven days after the deadline for submitting a Shareholder Request.

<p><b>A shareholder shall indicate their method of voting concerning any resolution on the agenda in the Second Part of this Voting Paper.</b></p>
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**The Phoenix Holdings Ltd. (the "Company")**

**Voting Paper according to the Companies Regulations (Voting in Writing and Position Statement) 5766-2005 (the "Regulations")**

**Second Part**

Company name: The Phoenix Holdings Ltd. (the "Company")

The Company's address (for submitting and sending the Voting Papers): The Company's offices at 53 HaShalom Road, Givatayim, Floor 20. Fax No.: 03-7238831.

Company Registration No.: 52-001745-0.

The Assembly date: Wednesday, 14 August, 2024 at 17:00.

Type of Assembly: Annual General Assembly.

The Effective Date: Wednesday, 17 July, 2024.

**Shareholder's information:**

1. Shareholder's name - \_\_\_\_\_
2. ID No. - \_\_\_\_\_
3. If the shareholder does not hold an Israeli ID -  
Passport No. - \_\_\_\_\_  
The country in which it was issued - \_\_\_\_\_  
Valid until - \_\_\_\_\_
4. If the shareholder is a corporation -  
Corporation Registration No. - \_\_\_\_\_  
Country of incorporation - \_\_\_\_\_
5. Is the shareholder a stakeholder<sup>3</sup>, a senior position holder<sup>4</sup>, or an institutional investor<sup>5</sup>? Yes/No  
(If Yes, specify: \_\_\_\_\_)

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<sup>3</sup> "A stakeholder" as defined in section 1 of the Securities Law 5728-1968 (the "Securities Law").

<sup>4</sup> A "senior position holder" – as defined in section 37(D) of the Securities Law.

<sup>5</sup> "An "institutional investor" - as defined in Regulation 1 of the Oversight Regulations on Financial Services (Provident Funds) (Participation of an Administrative Company in a General Assembly), 5769-2009, as well as a Director of Co-investments in a Trusteeship Fund as defined in the Joint Investment Trusteeship Law, 5754-1994.

**-Convenience Translation Only**

**The Hebrew immediate report is the binding report-**

**The voting method:**

Topics on the agenda	The voting method <sup>6</sup>			Are you a controlling shareholder in the Company or a stakeholder <sup>7</sup>	
	In favor	Against	Abstain	Yes	No
Approval of the reappointment of Kost Forer Gabbay & Kasierer, CPAs, as the Company's Auditing CPAs until the end of the Company's next Annual General Assembly and to authorize the Company's BOD to determine their wages.				N/R	N/R
<del>To approve the reappointment of Mr. Benjamin (Benny) Gabay as a director until the end of the second Annual General Assembly, which will be held after the appointment date in accordance with the terms specified in the Report Convening the Assembly-[the item was removed from the agenda]</del>				N/R	N/R
<del>[the item was removed from the agenda]To approve the reappointment of Mr. Yitzhak Shukri Cohen as a director until the end of the second Annual General Assembly, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.</del>				N/R	N/R
<del>[the item was removed from the agenda]To approve the reappointment of Mr. Roger Abravanel as a director for an additional term of office until the end of the second Annual General Meeting, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly</del>				N/R	N/R
<del>[the item was removed from the agenda]To approve the reappointment of Mr. Eliezer Yones as a director until the end of the second Annual General Assembly, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.</del>				N/R	N/R
<del>[the item was removed from the agenda]To approve the reappointment of Mr. Ben Carlton Langworthy as a director in the Company until the end of the second Annual General Meeting, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.</del>				N/R	N/R
<del>[the item was removed from the agenda]To approve the reappointment of Dr. Ehud Shapira as a director (independent director) for an additional term of office until the end of the second Annual General Meeting, which will be held after the reappointment date in accordance with the terms specified in the Report Convening the Assembly.</del>				N/R	N/R
To approve the change of the company's name to "Phoenix Financial Ltd.." (and in Hebrew: "הפניקס פיננסים בע"מ"), change its current name, or any other similar name that will be approved by the Registrar of Companies, and authorize the company's management to approve any name Similar to another, as may be required by the registrar of companies and to amend the company's articles of association accordingly.				N/R	N/R

**For shareholders who hold shares via a stock-exchange member (according to section 177(1) of the Companies Law) - this Voting Paper is only valid when an Ownership Approval is attached to it, except in cases where voting is done via an Electronic Voting System. For shareholders who are registered in the Company's shareholders' list - the Voting Paper is valid if a copy of the ID/passport/incorporation certificate is attached to it.**

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

**Signature:** \_\_\_\_\_

<sup>6</sup> Not marking any vote shall be deemed an absentee vote on that topic.

<sup>7</sup> A shareholder who does not fill in this column will not have their vote counted.