Matrix IT Ltd.

August 24, 2026

Att:

Israel Securities Authority
Through Magna

Tel Aviv Stock Exchange Ltd.
Through Magna

Subject: **Immediate Report Regarding the Convening of a Special General Meeting of the Company's Shareholders**

Pursuant to the Securities Regulations (Periodic and Immediate Reports), 1970 (the "Periodic and Immediate Reports Regulations"), and the Companies Law, 1999 (the "Companies Law"), notice is hereby given of a Special General Meeting of the Company's shareholders, to be held on **Tuesday, October 6, 2026, at 12:00 PM**, at the Company's offices at 3 Atir Yeda Street, Kfar Saba, with the following item on the agenda:

Item on the agenda of the General Meeting

Item 1 – Approval of the new compensation policy for the Company's officers.

In accordance with the provisions of the Companies Law, it is proposed to approve a new compensation policy for the Company's officers, under Section 267A of the Companies Law, in the form attached to this report as Appendix A (the "New Compensation Policy"), for a period of three years from the date of its approval in accordance with applicable law. The text of the New Compensation Policy attached to this report is marked against the text of the Company's previous compensation policy (as defined below) and in a clean, unmarked version.

The New Compensation Policy was approved by the Company's Board of Directors on August 19, 2026, following the approval and recommendation of the Company's Compensation Committee on August 10, 2026, after several discussions on the subject.

1. **Background and details regarding the New Compensation Policy**

   1.1. The previous compensation policy for the Company's officers (the "Previous Compensation Policy") was approved by the Company's Board of Directors on April 3, 2022, upon the recommendation of its Compensation Committee, after it was not approved by the General Meeting.

   1.2. At the Compensation Committee meeting on August 10, 2026 (following several prior meetings), attended by all members of the Compensation Committee, it was decided to recommend that the Board of Directors approve the New Compensation Policy, which reflects the Company's structure, size, and management complexity, including as a result of the merger with Magic, as well as changes in the labor market in the technology sector. The objective of the New Compensation Policy is to enable the Company to recruit, retain, and incentivize officers reporting to the CEO in line with the conditions of the technology sector, the intense competition within the sector for hiring and retaining executives, and the resulting increases in executive compensation in the sector. The Compensation Policy reflects the link between the Company's growth and business development, including following the merger with Magic, and the compensation paid to its officers, in order to promote the Company's interests, meet its needs, and maximize its profits.

   Despite the Company's growth as noted, the New Compensation Policy maintains the caps on variable compensation components relative to the Previous Compensation Policy, subject to several minor non-material adjustments and while preserving the requirement to satisfy threshold conditions for the payment of the annual bonus. Additionally, the New Compensation Policy maintains the salary cap on the fixed compensation component set out in the Previous Compensation Policy, adjusted for the rate of increase in the CPI since the approval date of the Previous Compensation Policy.

1.3. The proposed New Compensation Policy includes a dedicated provision regarding the compensation of the Company's CEO, stating that the CEO has an employment agreement that was duly approved on December 28, 2022, as detailed in the Company's filings, which remains in effect until December 31, 2027 (unless terminated earlier). The renewal or update of the CEO's compensation terms will be submitted for approval by the Company's shareholders at a General Meeting and will be subject to obtaining all required approvals under law, pursuant to Section 272(C1) of the Companies Law.

1.4. Subsequently, on August 17 and August 19, 2026, the Company's Board of Directors held discussions regarding the New Compensation Policy and the recommendations of the Compensation Committee. It was resolved to accept the Compensation Committee's recommendations and adopt the New Compensation Policy for the reasons specified below, following several revisions to the text approved by the Compensation Committee. All members of the Company’s Board of Directors attended those meetings.

1.5. Below are details regarding the **principal changes** made in the New Compensation Policy relative to the existing Compensation Policy:

	Subject	Section no. in the previous policy	Provision of the New Compensation Policy
1	Retention bonus as variable compensation component	4.1.2	The retention bonus was moved from section 4.1.2 to section 4.2.2 (classification as a variable component), and its wording was refined.
2	Weight of variable components out of total compensation	6.2	It was updated to provide that the variable components (which also include the retention bonus) may, in any given year, account for up to 85% of total compensation for cluster managers and business unit managers only (instead of up to 75%).
3	Average and median ratios	7	The ratios were updated for officers reporting to the CEO, based on an updated calculation for 2026, as explained in the Policy.
4	CEO compensation	7A (new section)	A dedicated section addressing the CEO's compensation was added, referring to the disclosure regarding the compensation duly approved for the CEO in December 2022, which remains in effect until December 31, 2027. It was noted that the renewal and/or update of the CEO's terms of compensation, at the appropriate time, will be subject to the approvals required by law. Accordingly, references to CEO compensation were deleted from all other sections of the Policy that previously addressed it.
5	Fixed salary cap	8.2	It was determined that the fixed salary of officers reporting to the CEO will not exceed NIS 120,000 (instead of NIS 100,000 linked to the July 2013 CPI). This amount does not constitute an amendment to the terms, but rather reflects linkage of the cap in accordance with the terms of the Previous Policy.
6	Indexation mechanism for the fixed salary	8.3	The provision that the fixed salary would be indexed to the CPI on a quarterly basis was deleted, while the general option to establish a CPI indexation mechanism was retained.
7	Retention bonus	10	The words “in particularly exceptional cases,” “for a limited period,” and “it is clarified that such amount will not exceed 20% of the annual bonus cap pursuant to Section 11.3 below” were deleted from the section on the retention bonus.
8	Annual bonus cap	11.3	The annual bonus cap may exceed 250% of the annual cost of an officer’s fixed compensation, provided that, in the relevant year, the aggregate amount of the annual bonus and equity-based variable compensation does not exceed the aggregate applicable caps for these components (250% and 200% of the annual cost of fixed compensation, respectively).

9	Method of payment of the annual bonus to officers reporting to the CEO	12.1.3	A new section was added stating that the bonus may be paid in a single payment after publication of the financial statements or in installments throughout the bonus year, and that it may also be paid in equity-based compensation in lieu of cash.
10	Equity-based compensation – vesting conditions Restricted shares and restricted share units	16.2 + 16.4	The condition requiring that the vesting of equity-based compensation at each vesting date is subject to the Company meeting the Normative Profit was deleted. A new section was added in its place governing the grant of restricted shares and/or restricted share units, including the possibility of making such grants subject to threshold conditions and/or performance targets, as well as a limited ability to make grants that are not subject to performance conditions, provided that their value on the grant date does not exceed the higher of 25% of the total benefit value and three months' fixed compensation component for each vesting year.
11	Non-material changes to terms of office and employment	19	The authority of the CEO to make a non-material change of up to 5% of the total compensation of an officer reporting to the CEO was limited to a cumulative maximum of 15%.
12	Directors' compensation	22	It was clarified that directors' compensation pursuant to the Compensation Regulations will apply to directors who are not employed by or providing services to the Company in any other capacity.
13	Directors' compensation in securities	23	Instead of general wording regarding the possibility of equity-based compensation for directors, a detailed arrangement was added allowing directors who are not controlling shareholders, including external directors, to be granted compensation in securities, subject to the limitations set out in the Compensation Regulations and up to 50% of the maximum amount permitted under the Compensation Regulations.

1.6. **Implementation of the existing Compensation Policy** – As of the date of this report, the CEO's fixed and variable compensation has reached the caps set out in the Previous Compensation Policy. The chairperson of the Company's Board of Directors receives no compensation from the Company, except for a participation fee for attending meetings in accordance with the Companies Regulations (Rules Regarding Compensation and Expenses of an External Director).

1.7. **Summary of the considerations and reasons of the Compensation Committee and the Board of Directors in approving the New Compensation Policy**

The following materials were presented to the directors: a document from the Company's CEO regarding the compensation of officers reporting to him; a document reviewing the Company's performance in recent years; a comparative document regarding the changes made over the years in the Compensation Policy and a comparison with the proposed outline; compensation data for officers; a benchmark study referencing relevant peer groups; an analysis of the salary ratios of all Company employees and contractor employees following the merger with Magic; and a legal review concerning executive compensation policies in public companies and the applicable law. The directors were assisted by external legal counsel and an expert in executive compensation, advising public companies on capital markets, and corporate governance. During the discussions, the directors heard the position of the Company's CEO regarding officer compensation and the Company's needs in this context, including for the recruitment, retention, and incentivization of senior executives.

The directors' review was conducted taking into account the considerations and matters required to be addressed as specified in Section 267B(a) of the Companies Law, the principles and objectives set out in Section 3 of the New Compensation Policy, and based on the data and information presented to them as noted above. Based on all of the above, the directors approved the Company's New Compensation Policy in the attached form during the meetings of the Compensation Committee and the Board of Directors, for the reasons set out below:

1.7.1. The directors emphasized the key contribution of the Company’s officers to the execution and advancement of the Company’s strategy and its successful development, including the significant merger with Magic. This materially changed the scope of the Company’s operations, organizational structure, business and managerial complexity, and the challenges it faces, and significantly expanded the Company’s global operations, positioning it as one of the 10 largest publicly traded IT services companies in the world by market capitalization. In this context, the directors noted the outstanding achievements of the Company’s management, which the Company seeks to maintain in order to lead its continued growth in the future, including a significant increase in revenues and all profitability metrics; the significant growth in its defense-related operations; and maintaining its professional position as a market leader in IT services in Israel, with an emphasis on AI. It was further noted that these managers operate with a long-term perspective, and that the Company’s consistent achievements over the years are the result of the quality and extensive experience of its managers, their cooperation, teamwork, and management stability. In their discussions, the directors emphasized the strategic importance of retaining the Company’s senior and stable management team, which constitutes a significant asset to the Company, its future, and its growth, particularly at this time, which requires increased management attention to the successful integration of Magic’s operations and the realization of the opportunities inherent in the merger, while minimizing the integration and management risks associated with it.

1.7.2. The directors were of the view that, in light of market conditions, and particularly in the technology sector, where there is intense competition for the recruitment and retention of experienced, talented senior managers, it is essential that compensation structures and caps align with current market conditions. They believe that the New Compensation Policy achieves this objective. The directors emphasized the particular importance of retaining the Company’s managers during the first years of integration following the merger with Magic.

1.7.3. The directors emphasized that, despite the significant growth in the scope of the Company’s operations and in all key parameters since the Previous Compensation Policy was approved, no material changes have been made to the structure or scope of compensation. The directors noted that they consider it important that the New Compensation Policy does not constitute a broad conceptual change, but rather include targeted adjustments required in light of the changes that have occurred in the Company and its business environment. In this context, it should be noted that the salary cap under the Compensation Policy remains unchanged,[1] and the proportion of variable compensation in total compensation remains unchanged, except with respect to cluster managers and business unit managers, for whom it was increased to 85%, instead of 75% applicable to the other officers. The directors believe that increasing the potential weighting of the variable component for this group of managers strengthens the link between compensation and performance, while making the variable compensation contingent upon meeting the established targets, and incentivizes managers to advance Company objectives, serve as an attractive compensation component for recruiting talented new managers, and reduce the risk of losing senior and experienced managers to local and international competitors. This policy strengthens the linkage between the Company's success, the managers' performance and contribution to the Company's profits and value creation, and their compensation. This linkage is a central principle of the proposed policy.

1.7.4. Based on the comparative analysis presented to the directors (the "Benchmark"), the directors concluded that the maximum compensation amounts for officers reporting to the CEO under the New Compensation Policy fall within the appropriate range for comparable officers at companies with similar characteristics. The directors took into consideration that only a small number of publicly traded IT services companies operate in Israel, and that all of them have significantly smaller scale of operations than the Company. Accordingly, the Benchmark sample included publicly traded companies in Israel and internationally, including IT services companies with complexity and characteristics comparable to those of the Company. The Benchmark findings indicated that the maximum total annual compensation for officers reporting to the CEO falls within the range observed in the sample, and that the Company's relative compensation position aligns with its relative position across the metrics examined. With respect to the mix of compensation components, the annual cash bonus for officers reporting to the CEO is at the upper end of the sample; however, the maximum total annual compensation remains within the Benchmark range. The directors noted that this finding is consistent with the Company's compensation strategy, which emphasizes performance-based compensation, as described above and below.

1.7.5. They also noted that the New Compensation Policy includes a threshold condition, and that failure to meet this condition will result in ineligibility for the annual bonus. The New Compensation Policy provides the necessary flexibility to establish annual bonus plans based on performance targets, reflecting the Company's management approach for officers reporting to the CEO and aiming to enhance value for the Company and its shareholders. This mechanism strengthens the linkage between a significant portion of the variable component and the Company's performance, aligning officers' compensation with their contribution to profitability and value creation in both the short and long term.

[1] Adjusted in accordance with the rate of increase in the CPI since the date of approval of the Previous Compensation Policy, in accordance with its provisions (from NIS 100,000 to NIS 120,000)

1.7.6. The directors also reviewed the salary ratios between the employment cost of the Company's officers and the average and median salary costs of all Company employees. The directors determined that the average and median ratios relating to the compensation of officers reporting to the CEO, as presented in the Compensation Policy, are reasonable and fair. They noted that these ratios accurately reflect the differences in responsibility and contribution between the officers and the other employees of the Company and Group (the Group has approximately 17,000 employees), particularly given that officers represent a negligible portion of the total workforce. The directors further expressed their view that these ratios are consistent with the Company's size, value, nature, business, and scope of operations, and are not expected to adversely affect labor relations within the Company.

1.7.7. After considering all of the above, and following discussions regarding the various components of the New Compensation Policy and a review of the background materials, the Compensation Committee and the Board of Directors unanimously concluded that the Compensation Policy strikes an appropriate balance between the Company's needs and the principles of proportionality, performance linkage, and long-term perspective. They determined that the Policy is tailored to the Company's circumstances, scale of operations, complexity, and business strategy (including following the merger), and that it serves the Company's best interests while promoting its short- and long-term business objectives.

2. **Proceedings of the General Meeting**

2.1. Notice of a Special General Meeting

The Special General Meeting, whose agenda includes the item detailed above, will be held on Tuesday, October 6, 2026, at 12:00 PM, at the Company's offices at 3 Atir Yeda Street, Kfar Saba.

2.2. Proposed resolution

Item 1 – To approve the New Compensation Policy for the Company's officers, in accordance with Section 267A of the Companies Law, in the form attached to this report as Appendix A, for a period of three years from the date of its due approval, as set out in section 1 of this report

2.3. Quorum

A quorum will be constituted when at least two shareholders are present (including attendance by proxy or voting slip), holding together at least 25% of the Company's voting rights. If a quorum is not present within half an hour of the time set for the commencement of the General Meeting, the meeting will be adjourned to the same day of the following week, at the same time and place. The quorum for the adjourned meeting will be two shareholders present (including attendance by proxy or voting slip).

2.4. Majority required

The majority required to approve the New Compensation Policy, as set out in Item 1, is a simple majority (meaning, a majority of more than 50% of the votes of the shareholders present and voting, excluding abstentions), provided that one of the following conditions is met: (1) the majority of votes at the General Meeting includes a majority of all the votes cast by shareholders who are not controlling shareholders of the Company and who do not have a personal interest in the approval of the item, among those participating in the vote. In the count of the total votes of such shareholders, abstentions will not be taken into account (the provisions of Section 276 of the Companies Law will apply, with the required changes, to a person having a personal interest); (2) the total number of dissenting votes among the shareholders described in subsection (1) above does not exceed 2% of all voting rights in the Company.

2.5. Voting slip – A shareholder may vote in person, by proxy, or by voting slip as defined in Section 87 of the Companies Law, the text of which is attached to the Notice of the General Meeting (the "Voting Slip"). In addition, a shareholder under Section 177(1) of the Companies Law (meaning, a person on whose behalf a share is registered with a TASE member, and included among the shares registered in the shareholders' register in the name of a nominee company) (the "Unregistered Shareholder") may also vote by means of an electronic voting slip transmitted to the Company through the electronic voting system operating under Part B of Chapter G2 of the Israel Securities Law, 1968 (the "Electronic Voting," the "Electronic Voting System," and the "Electronic Voting Slip," respectively).

2.6. Affiliation or other characteristic of the shareholder – Before voting on the resolutions, each shareholder wishing to participate in the vote must notify the Company of the existence or absence of any affiliation or other relevant characteristic, as set out in Part Two of the Voting Slip or the Electronic Voting Slip, as applicable.
A shareholder who does not provide such notice will not vote on that resolution, and their vote will not be counted. In addition, each shareholder wishing to participate in the vote will be required to notify the Company, including by marking the designated space on the Voting Slip, Electronic Voting Slip, and/or proxy form, whether they are an interested party in the Company, a senior officer, or an institutional investor.

2.7. Record date for the General Meeting and voting by proxy
The date for determining the eligibility of shareholders to vote at the General Meeting, as set out in Section 3 of the Companies Regulations (Written Vote and Position Statements), 2005, is **Wednesday, September 2, 2026** (the "Record Date").
Any shareholder whose shares are held through a TASE member and are registered in the Company's shareholders register in the name of a nominee company, who wishes to vote at the General Meeting, will present to the Company, at the commencement of the General Meeting, a certificate of ownership from the TASE member confirming the shareholder's ownership of the shares on the Record Date.
Shareholders whose shares are registered with a TASE member are entitled to receive a certificate of ownership from the TASE member through which they hold their shares, at the branch of the TASE member or by mail to their address, for postage costs only, if so requested, provided that such request is made in advance with respect to a particular securities account.
The Company's shareholders may participate in the General Meeting in person or by proxy. A document appointing a proxy, together with any power of attorney under which the appointment document was signed, or a copy thereof certified by an attorney to the satisfaction of the Board of Directors, must be deposited at the Company's offices or at the location designated for the General Meeting at least forty-eight (48) hours before the scheduled commencement of the General Meeting. However, the chairperson of the General Meeting may waive this requirement for all participants and accept powers of attorney at the commencement of the General Meeting.

2.8. An Unregistered Shareholder may vote and submit the certificate of ownership through the Electronic Voting System. Voting by means of an Electronic Voting Slip will be possible until the system closing time (six hours before the General Meeting).

2.9. In accordance with the Companies Law and the resolution of the Company's Board of Directors regarding the matters on the agenda, shareholders may also vote on the resolution by means of a Voting Slip, as set out in the Companies Regulations (Written Vote and Position Statements), 2005 (the "Written Vote Regulations"). The text of the Voting Slip and any position statement, as defined in Section 88 of the Companies Law, is available on the distribution website of the Israel Securities Authority (the "Distribution Website") at: http://www.magna.isa.gov.il; Tel Aviv Stock Exchange Ltd. website: http://maya.tase.co.il.

2.10. Shareholders may apply directly to the Company to receive the text of the Voting Slip and any position statement (if applicable). A TASE member will send, free of charge, by email, a link to the Voting Slip and any position statements published on the Distribution Website to every shareholder of the Company who is not registered in the Company's shareholders register and whose shares are registered with that TASE member, unless the shareholder has notified the TASE member that they do not wish to receive such a link or that they prefer to receive voting slips by mail in return for postage fees. Such notification must relate to a specific securities account and be provided prior to the Record Date.

2.11. Votes will be cast using Part Two of the Voting Slip as published on the Distribution Website.

2.12. The Voting Slip and the documents required to be attached thereto, as specified in the Voting Slip, must be delivered to the Company's offices (including by registered mail), together with a certificate of ownership (and, for a registered shareholder, a photocopy of an ID card, passport, or certificate of incorporation, as applicable), no later than four (4) hours before the time of the General Meeting. For this purpose, "date of delivery" means the time at which the Voting Slip and the attached documents are received at the Company's offices.

2.13. In addition, an Unregistered Shareholder may submit the certificate of ownership through the Electronic Voting System, as set out in section 2.8 above.

2.14. The deadline for submitting position statements to the Company by its shareholders is ten (10) days prior to the date of the General Meeting.

2.15. A Voting Slip that is not accompanied by a certificate of ownership (or, alternatively, if the certificate of ownership has not been submitted through the Electronic Voting System), or, for a registered shareholder, that is not accompanied by a photocopy of an ID card, passport, or certificate of incorporation, as applicable, will be invalid.

2.16. One or more shareholders holding, as of the Record Date, shares representing 5% or more of the total voting rights in the Company, as well as any person holding such percentage of the total voting rights in the Company that are not held by the Company's controlling shareholder, as defined in Section 268 of the Companies Law, are entitled, after the General Meeting is convened, to inspect the Voting Slips and voting records received by the Company through the Electronic Voting System, as described in Regulation 10 of the Written Vote Regulations. The number of shares representing 5% of the total voting rights in the Company is 4,627,156 ordinary shares; the number of shares representing 5% of the total voting rights not held by the Company's controlling shareholder is 2,420,998 ordinary shares.

2.17. Following publication of this Notice of the General Meeting, changes may be made to the agenda, including the addition of items, and position statements may be published. The updated agenda and any position statements may be reviewed in the Company's reports on the Distribution Website.

2.18. A shareholder's request 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 no later than seven days after the publication of the Notice of the General Meeting. If such a request was submitted, the item may be added to the agenda and its details will appear on the Distribution Website. In such a case, the Company will publish an amended Voting Slip together with an amended Notice of the General Meeting no later than seven days after the deadline for submitting a shareholder's request to include an item on the agenda, as stated above.

2.19. Details of the Company's representative for purposes of handing the immediate report

The Company's representative for purposes of handling this this report is Adv. Yifat Givol, Head of the Legal Department and Corporate Secretary, at 3 Atir Yeda Street, Kfar Saba, tel.: +972-9-9598810

2.20. Inspection

Any proposed resolution whose full text was not included in the details of the agenda above may be reviewed at the Company's offices at 3 Atir Yeda Street, Kfar Saba, tel. +972-9-9598810, by prior appointment with the Company's Corporate Secretary, as well as on the Company's website at http://www.matrix.co.il.

Matrix IT Ltd.

Names and positions of signatories:
Nevo Brenner, CFO
Adv. Yifat Givol, Head of the Legal Department and Corporate Secretary

Appendix A

Matrix IT Ltd.

Compensation Policy for Officers

A. Background and fundamental principles of the Compensation Policy

1. Introduction

~~1.~~1.1 This document is intended to define, describe, and detail the Compensation Policy of Matrix IT Ltd. ("Matrix" or the “Company") regarding the compensation of the Company's officers. The establishment and publication of the Company’s Compensation Policy are in accordance with the provisions of Section 267A of the Companies Law, 1999 (the “Companies Law”).

~~2.~~1.2 It is emphasized that this policy does not confer any rights upon the Company’s officers, and no officer will have a vested right to receive any compensation component solely by virtue of the adoption of this policy. An officer will be entitled only to those compensation components specifically approved for such officer by the Company’s authorized organs (the CEO, Compensation Committee, Board of Directors, and General Meeting, as applicable), and subject to applicable law.

~~3.~~1.3 If an officer receives compensation that is lower than the compensation provided under this policy, this will not be deemed a deviation or variance from this Compensation Policy and such employment terms will not, for that reason, require approval of the General Meeting, which is required when approving terms of office and employment that deviate from the Compensation Policy.

~~4.~~1.4 This policy is drafted in the masculine form for convenience only and applies equally to women and men.

~~5.~~1.5 A deviation of up to 10% from the ranges and ratios set out in this policy will not be deemed a deviation from the Compensation Policy.

2. Term of the Compensation Policy and amendments

~~1.~~2.1 This Compensation Policy for officers was approved by the Company's Compensation Committee on August 10, 2026 and by the Board of Directors on ~~April 3, 2022, following its non-approval by the Company's General Meeting on March 1, 2022.~~August 19, 2026.

~~2.~~2.2 The Compensation Policy will be reapproved from time to time in accordance with the periods set out in Section 267A(d) of the Companies Law.

~~3.~~2.3 Without derogating from the foregoing, the Compensation Committee and the Board of Directors will periodically review the Compensation Policy and assess whether it should be adapted to the provisions of the Companies Law, including if there has been a material change in the circumstances that existed at the time of its adoption, or for other reasons.

3. Principles and objectives of the Compensation Policy

~~1.~~3.1 The Compensation Policy is intended to support the Company’s objectives and work plans and to create appropriate incentives for officers to generate long-term economic value for the Company and its shareholders, taking into account the Company’s risk management policy, size, nature of operations, and each officer’s contribution to achieving ~~its~~the Company’s objectives and maximizing ~~its~~the Company’s profits.

~~2.~~3.2 Compensation will be determined in a manner that maintains the Company’s competitiveness in recruiting and retaining high-quality personnel for senior management positions, taking into account market conditions and the Company’s unique business objectives and needs.

3.3 The Compensation Policy places an emphasis on achieving maximum alignment between an officer's contribution to advancing the Company's objectives and maximizing profits, and the officer's compensation.

4. Standard compensation ~~measures~~components at the Company

~~1.~~4.1 Fixed component –

~~1.~~4.1.1 Fixed salary – The fixed salary is intended to compensate the officer for the ~~time invested in the~~ performance of their ongoing duties and responsibilities in the Company.

~~1.1.1 In exceptional cases – a fixed payment for a limited period, contingent upon the continued employment, for the purpose of retaining the position holder.~~

~~2.~~4.1.2 Fringe benefits – These benefits arise, in part, from statutory provisions (such as social benefits, annual leave, sick leave, and recuperation pay), prevailing market and Company practices (such as ~~savings through a study fund~~study funds and company car allocation or an allowance in lieu thereof), and reimbursement of expenses incurred in performing their duties (such as travel and per diem expenses~~).~~), including, in certain cases, tax gross-up in respect of such benefits.

~~1.2 Variable component – This component is intended to link the Company's performance to the performance of its officers.~~

4.2 Variable components – These components are intended to: (1) create a link between an officer's contribution to the Company's profits and their compensation; (2) assist in retaining and motivating officers holding key positions at the Company; (3) serve as an attractive component for recruiting additional talented managers; and (4) serve as a tool for the Company's risk management, including mitigating the risk of losing key personnel.

~~3.~~4.2.1 Cash bonus – This component is intended to compensate the officer for their achievements and contribution to the achievement of the Company's objectives ~~and~~, work plans, and profits during the period in respect of which it is paid. This component may include an annual bonus, a special bonus, and additional discretionary bonuses. The Company believes that this component should constitute a material portion of an officer's total compensation package, thereby linking the officer's performance and contribution to the Company with the Company's performance~~, in a manner that enables~~ and business objectives, strengthening the ~~office holder to benefit from~~link between the Company's ~~long-term business and financial~~ success, the performance of its officers and ~~vice versa~~their contribution to the Company's profits and value creation, and their compensation.

4.2.2 Retention bonus – This component is intended to encourage continued employment of officers and, where applicable, support recruitment.

~~4.~~4.2.3 Equity-based compensation – This component is intended link value creation for shareholders, as reflected in the Company's share price on the Tel Aviv Stock Exchange Ltd., with the performance of the Company's officers. This compensation ~~aligns the~~ creates an alignment of interests ~~of~~between the Company's shareholders and its officers~~, helps retain officers in key positions~~

~~within the Company and maintain their motivation, and serves as a risk-management tool for the Company~~.

5. Company officers

The Compensation Policy will apply to the Company's officers, as defined in the Companies Law.

6. Ratio between variable and fixed components

~~1.~~6.1 When approving compensation for officers, the Company's approving organs will review the officer's total compensation package in order to ensure appropriate alignment among its various components.

~~2.~~6.2 The variable components (the cash bonus, retention bonus and equity-based compensation) (the "Variable Components") may constitute no more than 75%[2] of the total compensation awarded to an officer for any given year, for all officers of the Company, or up to 85% in the case of cluster managers and business unit managers, and the ratio may vary from one officer to another.

7. Ratio between the terms of office and employment of officers and the compensation of other Company employees

In determining the Compensation Policy, the Company examined the ratio between the cost of the terms of office and employment of the Company's officers and the average and median salary costs of other Group employees (including contractor employees) (the "Average Ratio" and the "Median Ratio" respectively), as well as the potential impact on labor relations within the Company. As of the date of approval of the Compensation Policy by the Board of Directors, the Average Ratio and Median Ratio ~~are as follows:~~for the compensation of officers reporting to the CEO[3] are 9.5 and 10.6, respectively.[4]

~~Position~~	~~Average ratio~~	~~Median ratio~~
~~CEO~~	~~40.6~~	~~45.9~~
~~Other shareholders[5] (average compensation cost)~~	~~7.4~~	~~8.3~~

The Company believes that ~~ratio~~the compensation ratios detailed above, resulting from the implementation of this Compensation Policy~~ is~~, are reasonable, and accurately ~~reflects~~reflect the differences in responsibility and contribution to the Group's results between the Company's officers and the Group's other employees~~ in the Group's structure~~, given that, in quantitative terms, the Company's officers constitute a negligible proportion of the Group's total workforce~~, in its~~. The ratios are consistent with the Company's size, market value, nature, scope of

[2] It is clarified that these figures represent maximum ratios. In years when no cash bonuses are paid, the Variable Components may constitute a significantly lower percentage of total compensation, and, consequently, the proportion of the Fixed Component may be higher than the 15%–25% range set out above.

[3] Calculated based on the average compensation of the Company's officers (excluding the CEO and directors)

[4] Under the Compensation Policy approved in 2022, the Average Ratio and Median Ratio were 7.4 and 8.3, respectively, as noted above; however, these figures did not include Babcom employees. The ratios under the proposed Compensation Policy include Babcom employees. Had Babcom employees not been included in the calculation of the proposed Compensation Policy, the ratios would have been 8.6 and 9.1, respectively.

~~[5] Reference to the other officers may also include the Company's President, if such position is filled.~~

operations, and business activity~~ and is~~. Such ratios are not expected to have an adverse effect on labor relations within the Company.

~~b~~7A **CEO compensation**

The fixed and variable compensation to be paid to the Company's CEO will be for the period and on the terms duly approved on December 28, 2022, as detailed in the immediate reports published by the Company on December 29, 2022 (Ref. No. 2022-01-157564) and November 10, 2022 (Ref. No. 2022-01-135274) (the "CEO Reports"). The employment arrangement with the CEO will terminate on December 31, 2027 (unless the parties elect to terminate it earlier). Any renewal and/or amendment to the CEO's compensation terms will be subject to obtaining all required approvals under applicable law.

B. Fixed salary and fringe benefits

8. Principles for determining, reviewing, and updating fixed salary

~~1.~~8.1 The fixed salary of the Company's officers will be determined individually and tailored to the officer's position, type of activities and areas of responsibility, scope of employment, seniority, prior employment agreements entered into with the officer~~. –~~, and the Company's competitiveness in recruiting officers in the relevant market. When setting the fixed salary, the officer's education, skills, expertise, professional experience, and achievements will also be considered.

~~2.~~8.2 -The fixed gross monthly salary of officers of the Company who report to the CEO will not exceed ~~the amounts set out below.~~NIS 120,000.[6,7]

~~Rank~~	~~Maximum~~[8]
~~CEO~~	~~NIS 200,000~~
~~Other officers~~	~~NIS 100,000~~

~~3.~~8.3 Without derogating from the provisions of section 8.2 above, the Company may establish a mechanism linking an officer's actual salary to increases in the CPI ~~once every quarter~~.

~~1.~~9. Fringe benefits

~~1.~~9.1 –The Company's officers ~~are~~will be entitled to social benefits and fringe benefits in accordance with applicable law and the Company's customary practice, including vacation, sick leave, a study fund, pension contributions (through a pension fund or managers' insurance), severance pay, disability insurance, convalescence pay, and similar benefits.

~~1.3~~9.2 In addition, officers may be entitled to additional fringe benefits customary in the Company and in comparable companies, such as a company car, mobile phone, communications and computing equipment, newspapers, and similar benefits, provided that the aggregate value of such additional fringe benefits~~, beyond those set out in the law,~~ does not exceed 20% of the fixed salary.

[6] The specified amounts do not include the fringe benefits listed in Section 9 below or the retention bonus described in Section 10 below. If the fixed salary is paid to a management company, the cap will be adjusted based on employer cost (rather than gross salary).

[7] ~~The specified amounts do not include the fringe benefits listed in section 9 below, and do not include payment to officers contingent on the continuation of employment as described in section 10 below. If the fixed salary is paid to a management company, the cap will be adjusted based on employer cost (rather than gross salary).~~ Plus linkage differentials based on the CPI. The base index will be the CPI known on the date of approval of this Compensation Policy.

[8] ~~Plus linkage differentials based on the CPI. The base index will be the CPI known on the July 15, 2013.~~

~~2. Payment to officers contingent on continued employment~~

~~In exceptional cases, to~~C. Retention bonus and annual bonus

10. Retention bonus

To support officer retention, an officer may ~~receive~~be entitled, in addition to their salary,~~an amount~~ to a retention bonus not exceeding NIS 500,000 per year,~~for a limited period,~~ provided that payment is contingent upon the officer's continued service with the Company and subject to approval by the corporate organs whose approval is required by law.~~It is clarified that this amount will not exceed 20% of the annual bonus cap in accordance with section 11.3 below.~~

~~C.~~ **Annual bonus**

~~10.~~11. – **Principles for determining the cash bonus, threshold conditions, multi-year, offset, and cap**

~~1.~~11.1 Threshold condition – Unless otherwise provided in this policy, eligibility for the cash bonus described in section ~~11.3~~12 below will be subject to achieving an operating profit of at least 75% of 105% of the Company's operating profit in the year preceding the relevant bonus year (the "Normative Profit"). Operating profit will be assessed based on the Company's audited financial statements for the relevant bonus year and the preceding year, respectively.

~~2.~~11.2 Long-term application –~~-~~ Eligibility for the bonus(es) described in section 12 below will be assessed on a three-year basis, such that an officer will not be entitled to 20% of the annual cash bonus if the average annual operating profit during the three-year period ending in the relevant calendar bonus year is lower than the Normative Profit. ~~-~~Operating profit will be assessed based on the Company's audited financial statements for the relevant years.

~~3.~~11.3 Annual bonus cap – The annual cash bonus payable to an officer ~~of~~reporting to the ~~Company~~CEO will not, in any event, exceed an amount equal to 250% of the cost of the officer's fixed compensation~~and, with respect to the CEO, an~~. Notwithstanding the above, in certain circumstances the annual bonus may exceed this cap, provided that the aggregate amount ~~equal to 400%~~ of the ~~fixed component.~~annual bonus and equity-based compensation in the relevant year does not exceed the aggregate limits set out in section 11.3 above and section 17 below.

~~3.~~12. **Metrics for determining the annual cash bonus**

~~3.1 CEO~~

~~The Company's CEO may be entitled to a cash bonus calculated based on the Company's annual net profit attributable to the equity holders in the Company, as reported in the Company's annual, consolidated, and audited financial statements (the "**Annual Net Profit**"), excluding the Company's **annual** capital gain, as defined in accordance with generally accepted accounting principles, in an amount of up to 3.25% of the Annual Net Profit, excluding the Company's annual capital gain.~~

~~1. In addition, the CEO may be entitled to a **cash bonus** calculated based on the Company's annual capital gain, as reported in the Company's annual, consolidated, and audited financial statements, in an amount of up to 5% of the Company's annual capital gain.~~

~~Payment of the cash bonuses set out in this section 12.1 is subject to the principles for determining the cash bonus set out in section 11 above, including the threshold conditions, payment structure and cap specified therein.~~

~~4.~~12.1 Annual bonus for ~~other~~ officers reporting to the CEO

~~1.~~12.1.1 Subject to the principles for determining the cash bonus set out in section 11 above, ~~including~~ the ~~thresholds, distribution, offset, and cap set out therein,~~ officers~~, excluding~~ reporting to the CEO~~,~~ may be entitled to a cash bonus determined in advance as part of an annual bonus plan,~~ and a certain percentage thereof may be determined~~ according to the officer's position and at the discretion of the Company's relevant corporate organs, based on criteria that may include: Achievement of personal targets, Company targets, and over-achievement; a percentage of the profit of the ~~division~~cluster or business unit ~~to which~~managed by the officer~~ belongs~~; a ~~certain~~ percentage of the Company's net profit or net profit attributable to the Company's shareholders (or such net profit after ~~adjustment~~certain adjustments, as determined by the Board of Directors); a percentage of the Company's capital gains. All criteria will be determined in the annual bonus plan at the discretion of the Company's relevant corporate organs.

~~2.~~12.1.2 The CEO ~~will have~~has discretion to reduce the bonus described in section 12.~~2~~1.1.

12.1.3 Payment of the bonus may be made in a single payment after publication of the financial statements or in several payments through advances during the relevant bonus year, with final reconciliation based on the Company's financial statements for such bonus year. In addition, once eligibility for the bonus has been established, payment may be made in cash or in equity-based compensation. If the bonus is paid in equity-based compensation, the equity granted in lieu of the cash bonus may be granted in a single tranche and will not be subject to the limitations set out in section 16, including with respect to exercise price and/or vesting period, as determined by the Board of Directors.

~~5.~~12.2 Discretionary bonus for officers reporting to the CEO

Subject to the principles for determining the cash bonus set out in section 11 above:

~~1.~~12.2.1 The Compensation Committee and the Board of Directors may determine that, in addition to or instead of the annual cash bonus, an officer reporting to the CEO will be entitled to a discretionary bonus.

~~2.~~12.2.2 As part of the variable component for officers reporting to the CEO, the CEO may approve a discretionary bonus for each calendar bonus year not exceeding three gross monthly salaries of the officer. Such bonus will be reported to the Compensation Committee at its meeting held shortly after approval by the CEO.

~~11.~~13. Reduction of bonus amounts at the discretion of the Board of Directors

The Compensation Committee and the Board of Directors may reduce an officer's annual bonus in exceptional circumstances, taking into account the Company's business and financial condition and the officer's performance, for reasons to be specified by them.

~~12.~~14. Repayment of annual bonus amounts in case of financial statement restatement

~~1.~~14.1 Officers will repay to the Company the annual bonus, or any portion thereof, if paid, if it is subsequently determined that the bonus was calculated based on data subsequently found to be incorrect and restated in the Company's financial statements during the three consecutive annual financial reporting periods following the date of approval of the annual bonus. The repayment amount will be equal to the portion of the bonus paid as a result of such error. ~~It is clarified that, if~~If the portion of the bonus required to be repaid is less than 10% of the total bonus for that year, the officer will not be required to repay such amount.

~~2.~~14.2 Notwithstanding the above, a restatement resulting from a change in law, regulations, or accounting rules occurring subsequent to the date of publication of the Company's financial statements for that year will not be considered a restatement for which repayment is required.

D. Equity-based compensation

~~13.~~15. Purpose of the equity-based compensation mechanism

~~1.~~15.1 As part of the overall compensation package for officers, the Company may offer equity-based compensation to encourage officers to continue contributing to the Company's future success, which is expected to be reflected, among other things, in the ~~long-term business results, the~~ Company's share price, ~~and by~~thereby promoting the long-term interests of the ~~Company and maximizing its profits in the long term~~Company's shareholders.

~~2.~~15.2 Equity-based compensation is intended to encourage the long-term retention of talented, experienced, and capable officers within the Company, and to serve as an attractive component for recruiting additional talented managers.

~~3.~~15.3 Officers may be entitled to equity-based compensation in the form of options exercisable for Company shares~~,~~ (the "Options"), performance-based options, restricted share units, restricted shares, and other forms of equity-based compensation.

~~14.~~16. Details of the equity-based compensation mechanism

~~1.~~16.1 Equity-based compensation will be granted to an officer taking into consideration, among other things, the officer's position and areas of responsibility at the Company.

~~2.~~16.2 In general, equity-based compensation will vest over an aggregate period of not less than three (3) years~~ in any event. A condition for the exercise of the equity-based compensation on any vesting date to be determined will be the Company's achievement of the normative profit, which will be assessed based on the financial statements reported by the Company, all as determined by the Company at the grant date.~~.

~~3.~~16.3 ~~The equity-based compensation may take the form of options exercisable for shares of the Company (the "Options"), such as restricted shares and shares.~~ The exercise price of the Options will not be lower than the average trading price of the Company's shares on the TASE during the 30 trading days preceding the ~~date of their allocation.~~Board of Directors' decision to grant the Options.

16.4 The grant of restricted shares and/or restricted share units will be subject to the achievement of threshold conditions and/or performance targets, as determined by the Board of Directors, so as to constitute an appropriate incentive for long-term value creation for the Company. The Company may grant restricted shares and/or restricted share units that are not performance-based, provided that their value at the grant date does not exceed the higher of 25% of the total value of the benefit or three months of the fixed compensation component for each vesting year.

~~4.~~16.5 Except in exceptional cases, subject to the approval of the Compensation Committee and the Board of Directors, if an officer's termination date occurs before the vesting date of equity-based compensation units, the unvested units will immediately lapse and the officer will not be entitled to exercise them.

~~5.~~16.6 Unless otherwise approved by the corporate organs required by law, the Options will be exercised through a net exercise mechanism.

~~15.~~17. Cap on equity-based compensation

~~1.~~17.1 ~~–~~In any event, the economic value of the equity-based compensation granted to any officer (based on a valuation performed in accordance with an accepted methodology), as of the grant date and attributable to each vesting year on a straight-line basis, will not exceed ~~400~~200% of the annual cost of the fixed compensation component for ~~the CEO and up to 200% of the annual fixed component for other~~ officers~~.~~ reporting to the CEO. In addition, the grant of equity-based compensation may be subject to the achievement of a ~~minimum~~ financial target of the Company, to be determined by the Company in advance at the time of the grant.

~~2.~~17.2 No cap has been set on the value of the equity-based compensation upon exercise, due to the difficulty in determining such a cap at that time, including for the following reasons:

~~1.~~17.2.1 A cap would contradict the underlying rationale of equity-based compensation, which is to address the agency problem between management and shareholders and align the interests of management with those of the shareholders.

~~2.~~17.2.2 There are significant technical difficulties in setting a cap on the income that an officer may derive from the future sale of Company shares, particularly where such sale occurs many years after the grant of the equity-based compensation, including where the officer sells shares after employment with the Company has already ended. The above is in view of the fact that one of the objectives of the Compensation Policy is to encourage the holding of shares for long periods, an objective that may be undermined by the technical difficulties that would arise if such a cap were imposed.

~~16.~~18. Acceleration of vesting and exercise of equity-based compensation

~~1.~~18.1 The Company's Board of Directors and, where required by law, the General Meeting, following approval by the Compensation Committee, may extend the expiration date of any equity-based compensation unit

~~2.~~18.2 The Board of Directors and, where required by law, the General Meeting, following approval by the Compensation Committee, may establish provisions relating to the vesting period, including acceleration of the vesting of equity-based compensation units granted to officers under special circumstances.

~~2.~~19. Non-material changes to terms of office for officers reporting to the CEO

Notwithstanding the provisions in this Compensation Policy, the CEO may approve a non-material change to the terms of office and employment of an officer who reports to the CEO, provided that such change complies with this Compensation Policy and does not exceed 5% of the officer's total annual compensation, and up to 15% cumulatively. Any13 non-material change approved by the CEO will be reported to the Compensation Committee at its meeting held shortly after such approval.

~~D~~E. Retirement arrangements

~~18.~~20. Principles for determining retirement arrangements

An officer reporting to the CEO will be entitled to retirement payments due by law (such as statutory severance pay).

~~19.~~21. Notice period and adjustment period

~~1.~~21.1 An officer -reporting to the CEO will be entitled to a notice period of up to six months. During the notice period, the officer will be required to continue performing their duties, unless the Company decides otherwise. In such case, the officer will remain entitled to all terms of office and employment during the notice period, without change.

~~2.~~21.2 Under special circumstances, the Company's authorized corporate bodies may approve an adjustment period of up to 12 months following the end of the notice period, subject to a non-compete obligation. During the adjustment period, the officer will be entitled to a fixed salary and fringe benefits -only.

~~3.~~21.3 In determining the adjustment period for an officer reporting to the CEO, the Company may consider any or all of the following factors: The term of office or employment of an officer, the terms of the officer's service and employment during that period, the Company's performance during the period, the officer's contribution to achieving the Company's goals and maximizing its profits, and the circumstances of the officer's departure.

~~E~~F. Directors' compensation

~~20.~~22. External directors and directors who are not employed by the Company and do not provide services to the Company other than in their capacity as directors will be entitled to compensation in accordance with the Companies Regulations (Rules Regarding Compensation and Expenses of an External Director), which include a fixed annual fee and a fee for participation in meetings, provided that their compensation does not exceed the maximum amounts permitted under such regulations.

~~4. The Company's directors may be entitled to equity-based compensation, as set out in Chapter C of this policy, subject to the approval of the authorized entities.~~

23. ~~F.~~ In addition to the annual fee and participation fee described above, the Company may grant directors (who are not controlling shareholders), including external directors, securities-based compensation (as defined in the Compensation Regulations), as set out in this Compensation Policy, provided that securities-based compensation granted to external directors complies

with the Compensation Regulations. The value of such compensation, on a pro rata basis, will not exceed 50% of the maximum amount set out in the Second, Third, or Fourth schedules, as applicable, to the Compensation Regulations for the relevant bonus year (annual compensation and compensation based on the number of meetings), calculated on a linear basis.

G. Indemnification, insurance, and exemption

~~21.~~24. An officer of the Company (including a director) will be entitled, in addition to the compensation package described in this Compensation Policy and subject to the approval of the Company's authorized organs, to directors' and officers' liability insurance and indemnification arrangements, all in accordance with applicable law.

~~22.~~25. The terms of the directors' and officers' liability insurance will be determined in accordance with market conditions and in a manner that will not materially affect the Company's profitability, assets, or liabilities.

~~23.~~26. The total coverage limit for the Company's officers and directors under the policy will not exceed USD 80 million.

~~24.~~27. The aggregate indemnification amount payable by the Company (in addition to any amounts received from the insurance provider, if any, under insurance purchased by the Company) to all officers and directors collectively will not exceed 25% of the Company's shareholders' equity, based on the Company's most recent financial statements available as of the actual date of payment of the indemnification.

~~25.~~28. An officer of the Company (including a director) may be entitled to a letter of exemption, in accordance with the provisions of the Companies Law and the Company's Articles of Association, provided that the exemption explicitly states that it does not apply to any decision or transaction in which the controlling shareholder or any officer of the Company has a personal interest (including an officer other than the officer to whom the letter of exemption is granted).

Appendix A

Matrix IT Ltd.

Compensation Policy for Officers

A. Background and fundamental principles of the Compensation Policy

1. Introduction

1.1 This document is intended to define, describe, and detail the Compensation Policy of Matrix IT Ltd. ("Matrix" or the “Company") regarding the compensation of the Company's officers. The establishment and publication of the Company’s Compensation Policy are in accordance with the provisions of Section 267A of the Companies Law, 1999 (the “Companies Law”).

1.2 It is emphasized that this policy does not confer any rights upon the Company’s officers, and no officer will have a vested right to receive any compensation component solely by virtue of the adoption of this policy. An officer will be entitled only to those compensation components specifically approved for such officer by the Company’s authorized organs (the CEO, Compensation Committee, Board of Directors, and General Meeting, as applicable), and subject to applicable law.

1.3 If an officer receives compensation that is lower than the compensation provided under this policy, this will not be deemed a deviation or variance from this Compensation Policy and such employment terms will not, for that reason, require approval of the General Meeting, which is required when approving terms of office and employment that deviate from the Compensation Policy.

1.4 This policy is drafted in the masculine form for convenience only and applies equally to women and men.

1.5 A deviation of up to 10% from the ranges and ratios set out in this policy will not be deemed a deviation from the Compensation Policy.

2. Term of the Compensation Policy and amendments

2.1 This Compensation Policy for officers was approved by the Company's Compensation Committee on August 10, 2026 and by the Board of Directors on August 19, 2026.

2.2 The Compensation Policy will be reapproved from time to time in accordance with the periods set out in Section 267A(d) of the Companies Law.

2.3 Without derogating from the foregoing, the Compensation Committee and the Board of Directors will periodically review the Compensation Policy and assess whether it should be adapted to the provisions of the Companies Law, including if there has been a material change in the circumstances that existed at the time of its adoption, or for other reasons.

3. Principles and objectives of the Compensation Policy

3.1 The Compensation Policy is intended to support the Company’s objectives and work plans and to create appropriate incentives for officers to generate long-term economic value for the Company and its shareholders, taking into account the Company’s risk management policy, size, nature of operations, and each officer’s contribution to achieving the Company’s objectives and maximizing the Company’s profits.

3.2 Compensation will be determined in a manner that maintains the Company’s competitiveness in recruiting and retaining high-quality personnel for senior management positions, taking into account market conditions and the Company’s unique business objectives and needs.

3.3 The Compensation Policy places an emphasis on achieving maximum alignment between an officer's contribution to advancing the Company's objectives and maximizing profits, and the officer's compensation.

4. Standard compensation components at the Company

4.1 Fixed component –

4.1.1 Fixed salary – The fixed salary is intended to compensate the officer for the performance of their ongoing duties and responsibilities in the Company.

4.1.2 Fringe benefits – These benefits arise, in part, from statutory provisions (such as social benefits, annual leave, sick leave, and recuperation pay), prevailing market and Company practices (such as study funds and company car allocation or an allowance in lieu thereof), and reimbursement of expenses incurred in performing their duties (such as travel and per diem expenses), including, in certain cases, tax gross-up in respect of such benefits.

4.2 Variable components – These components are intended to: (1) create a link between an officer's contribution to the Company's profits and their compensation; (2) assist in retaining and motivating officers holding key positions at the Company; (3) serve as an attractive component for recruiting additional talented managers; and (4) serve as a tool for the Company's risk management, including mitigating the risk of losing key personnel.

4.2.1 Cash bonus – This component is intended to compensate the officer for their achievements and contribution to the achievement of the Company's objectives, work plans, and profits during the period in respect of which it is paid. This component may include an annual bonus, a special bonus, and additional discretionary bonuses. The Company believes that this component should constitute a material portion of an officer's total compensation package, thereby linking the officer's performance and contribution to the Company with the Company's performance and business objectives, strengthening the link between the Company's success, the performance of its officers and their contribution to the Company's profits and value creation, and their compensation.

4.2.2 Retention bonus – This component is intended to encourage continued employment of officers and, where applicable, support recruitment.

4.2.3 Equity-based compensation – This component is intended link value creation for shareholders, as reflected in the Company's share price on the Tel Aviv Stock Exchange Ltd., with the performance of the Company's officers. This compensation creates an alignment of interests between the Company's shareholders and its officers.

5. Company officers

The Compensation Policy will apply to the Company's officers, as defined in the Companies Law.

6. Ratio between variable and fixed components

6.1 When approving compensation for officers, the Company's approving organs will review the officer's total compensation package in order to ensure appropriate alignment among its various components.

6.2 The variable components (the cash bonus, retention bonus and equity-based compensation) (the "Variable Components") may constitute no more than 75%[9] of the total compensation awarded to an officer for any given year, for all officers of the Company, or up to 85% in the case of cluster managers and business unit managers, and the ratio may vary from one officer to another.

7. Ratio between the terms of office and employment of officers and the compensation of other Company employees

In determining the Compensation Policy, the Company examined the ratio between the cost of the terms of office and employment of the Company's officers and the average and median salary costs of other Group employees (including contractor employees) (the "Average Ratio" and the "Median Ratio" respectively), as well as the potential impact on labor relations within the Company. As of the date of approval of the Compensation Policy by the Board of Directors, the Average Ratio and Median Ratio for the compensation of officers reporting to the CEO[10] are 9.5 and 10.6, respectively.[11]

The Company believes that the compensation ratios detailed above, resulting from the implementation of this Compensation Policy, are reasonable, and accurately reflect the differences in responsibility and contribution to the Group's results between the Company's officers and the Group's other employees, given that, in quantitative terms, the Company's officers constitute a negligible proportion of the Group's total workforce. The ratios are consistent with the Company's size, market value, nature, scope of operations, and business activity. Such ratios are not expected to have an adverse effect on labor relations within the Company.

7A **CEO compensation**

The fixed and variable compensation to be paid to the Company's CEO will be for the period and on the terms duly approved on December 28, 2022, as detailed in the immediate reports published by the Company on December 29, 2022 (Ref. No. 2022-01-157564) and November 10, 2022 (Ref. No. 2022-01-135274) (the "CEO Reports"). The employment arrangement with the CEO will terminate on December 31, 2027 (unless the parties elect to terminate it earlier). Any renewal and/or amendment to the CEO's compensation terms will be subject to obtaining all required approvals under applicable law.

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[9] It is clarified that these figures represent maximum ratios. In years when no cash bonuses are paid, the Variable Components may constitute a significantly lower percentage of total compensation, and, consequently, the proportion of the Fixed Component may be higher than the 15%–25% range set out above.

[10] Calculated based on the average compensation of the Company's officers (excluding the CEO and directors)

[11] Under the Compensation Policy approved in 2022, the Average Ratio and Median Ratio were 7.4 and 8.3, respectively, as noted above; however, these figures did not include Babcom employees. The ratios under the proposed Compensation Policy include Babcom employees. Had Babcom employees not been included in the calculation of the proposed Compensation Policy, the ratios would have been 8.6 and 9.1, respectively.

B. <u>Fixed salary and fringe benefits</u>

8. Principles for determining, reviewing, and updating fixed salary

8.1 The fixed salary of the Company's officers will be determined individually and tailored to the officer's position, type of activities and areas of responsibility, scope of employment, seniority, prior employment agreements entered into with the officer, and the Company's competitiveness in recruiting officers in the relevant market. When setting the fixed salary, the officer's education, skills, expertise, professional experience, and achievements will also be considered.

8.2 The fixed gross monthly salary of officers of the Company who report to the CEO will not exceed NIS 120,000.[12,13]

8.3 Without derogating from the provisions of section 8.2 above, the Company may establish a mechanism linking an officer's actual salary to increases in the CPI.

9. **Fringe benefits**

9.1 The Company's officers will be entitled to social benefits and fringe benefits in accordance with applicable law and the Company's customary practice, including vacation, sick leave, a study fund, pension contributions (through a pension fund or managers' insurance), severance pay, disability insurance, convalescence pay, and similar benefits.

9.2 In addition, officers may be entitled to additional fringe benefits customary in the Company and in comparable companies, such as a company car, mobile phone, communications and computing equipment, newspapers, and similar benefits, provided that the aggregate value of such additional fringe benefits does not exceed 20% of the fixed salary.

C. <u>Retention bonus and annual bonus</u>

10. Retention bonus

To support officer retention, an officer may be entitled, in addition to their salary, to a retention bonus not exceeding NIS 500,000 per year, provided that payment is contingent upon the officer's continued service with the Company and subject to approval by the corporate organs whose approval is required by law.

11. Annual bonus – Principles for determining the cash bonus, threshold conditions, multi-year, offset, and cap

11.1 <u>Threshold condition</u> – Unless otherwise provided in this policy, eligibility for the cash bonus described in section 12 below will be subject to achieving an operating profit of at least 75% of 105% of the Company's operating profit in the year preceding the relevant bonus year (the "Normative Profit"). Operating profit will be assessed based on the Company's audited financial statements for the relevant bonus year and the preceding year, respectively.

[12] The specified amounts do not include the fringe benefits listed in Section 9 below or the retention bonus described in Section 10 below. If the fixed salary is paid to a management company, the cap will be adjusted based on employer cost (rather than gross salary).

[13] Plus linkage differentials based on the CPI. The base index will be the CPI known on the date of approval of this Compensation Policy.

11.2 Long-term application – Eligibility for the bonus(es) described in section 12 below will be assessed on a three-year basis, such that an officer will not be entitled to 20% of the annual cash bonus if the average annual operating profit during the three-year period ending in the relevant calendar bonus year is lower than the Normative Profit. Operating profit will be assessed based on the Company's audited financial statements for the relevant years.

11.3 Annual bonus cap – The annual cash bonus payable to an officer reporting to the CEO will not, in any event, exceed an amount equal to 250% of the cost of the officer's fixed compensation. Notwithstanding the above, in certain circumstances the annual bonus may exceed this cap, provided that the aggregate amount of the annual bonus and equity-based compensation in the relevant year does not exceed the aggregate limits set out in section 11.3 above and section 17 below..

12. Metrics for determining the annual cash bonus

12.1 Annual bonus for officers reporting to the CEO

12.1.1 Subject to the principles for determining the cash bonus set out in section 11 above, the officers reporting to the CEO may be entitled to a cash bonus determined in advance as part of an annual bonus plan, according to the officer's position and at the discretion of the Company's relevant corporate organs, based on criteria that may include: Achievement of personal targets, Company targets, and over-achievement; a percentage of the profit of the cluster or business unit managed by the officer; a percentage of the Company's net profit or net profit attributable to the Company's shareholders (or such net profit after certain adjustments, as determined by the Board of Directors); a percentage of the Company's capital gains. All criteria will be determined in the annual bonus plan at the discretion of the Company's relevant corporate organs.

12.1.2 The CEO has discretion to reduce the bonus described in section 12.1.1.

12.1.3 Payment of the bonus may be made in a single payment after publication of the financial statements or in several payments through advances during the relevant bonus year, with final reconciliation based on the Company's financial statements for such bonus year. In addition, once eligibility for the bonus has been established, payment may be made in cash or in equity-based compensation. If the bonus is paid in equity-based compensation, the equity granted in lieu of the cash bonus may be granted in a single tranche and will not be subject to the limitations set out in section 16, including with respect to exercise price and/or vesting period, as determined by the Board of Directors.

12.2 Discretionary bonus for officers reporting to the CEO

Subject to the principles for determining the cash bonus set out in section 11 above:

12.2.1 The Compensation Committee and the Board of Directors may determine that, in addition to or instead of the annual cash bonus, an officer reporting to the CEO will be entitled to a discretionary bonus.

12.2.2 As part of the variable component for officers reporting to the CEO, the CEO may approve a discretionary bonus for each calendar bonus year not exceeding three gross monthly salaries of the officer. Such bonus will be reported to the Compensation Committee at its meeting held shortly after approval by the CEO.

13. **Reduction of bonus amounts at the discretion of the Board of Directors**

The Compensation Committee and the Board of Directors may reduce an officer's annual bonus in exceptional circumstances, taking into account the Company's business and financial condition and the officer's performance, for reasons to be specified by them.

14. Repayment of annual bonus amounts in case of financial statement restatement

14.1 Officers will repay to the Company the annual bonus, or any portion thereof, if paid, if it is subsequently determined that the bonus was calculated based on data subsequently found to be incorrect and restated in the Company's financial statements during the three consecutive annual financial reporting periods following the date of approval of the annual bonus. The repayment amount will be equal to the portion of the bonus paid as a result of such error. If the portion of the bonus required to be repaid is less than 10% of the total bonus for that year, the officer will not be required to repay such amount.

14.2 Notwithstanding the above, a restatement resulting from a change in law, regulations, or accounting rules occurring subsequent to the date of publication of the Company's financial statements for that year will not be considered a restatement for which repayment is required.

D. <u>Equity-based compensation</u>

15. Purpose of the equity-based compensation mechanism

15.1 As part of the overall compensation package for officers, the Company may offer equity-based compensation to encourage officers to continue contributing to the Company's future success, which is expected to be reflected, among other things, in the Company's share price, thereby promoting the long-term interests of the Company's shareholders.

15.2 Equity-based compensation is intended to encourage the long-term retention of talented, experienced, and capable officers within the Company, and to serve as an attractive component for recruiting additional talented managers.

15.3 Officers may be entitled to equity-based compensation in the form of options exercisable for Company shares (the "Options"), performance-based options, restricted share units, restricted shares, and other forms of equity-based compensation.

16. Details of the equity-based compensation mechanism

16.1 Equity-based compensation will be granted to an officer taking into consideration, among other things, the officer's position and areas of responsibility at the Company.

16.2 In general, equity-based compensation will vest over an aggregate period of not less than three (3) years.

16.3 The exercise price of the Options will not be lower than the average trading price of the Company's shares on the TASE during the 30 trading days preceding the Board of Directors' decision to grant the Options.

16.4 The grant of restricted shares and/or restricted share units will be subject to the achievement of threshold conditions and/or performance targets, as determined by the Board of Directors, so as to constitute an appropriate incentive for long-term value creation for the Company. The Company may grant restricted shares and/or restricted share units that are not performance-based, provided that their value at the grant date does not exceed the higher of 25% of the total value of the benefit or three months of the fixed compensation component for each vesting year.

16.5 Except in exceptional cases, subject to the approval of the Compensation Committee and the Board of Directors, if an officer's termination date occurs before the vesting date of equity-based compensation units, the unvested units will immediately lapse and the officer will not be entitled to exercise them.

16.6 Unless otherwise approved by the corporate organs required by law, the Options will be exercised through a net exercise mechanism.

17. Cap on equity-based compensation

17.1 In any event, the economic value of the equity-based compensation granted to any officer (based on a valuation performed in accordance with an accepted methodology), as of the grant date and attributable to each vesting year on a straight-line basis, will not exceed 200% of the annual cost of the fixed compensation component for officers reporting to the CEO. In addition, the grant of equity-based compensation may be subject to the achievement of a financial target of the Company, to be determined by the Company in advance at the time of the grant.

17.2 No cap has been set on the value of the equity-based compensation upon exercise, due to the difficulty in determining such a cap at that time, including for the following reasons:

17.2.1 A cap would contradict the underlying rationale of equity-based compensation, which is to address the agency problem between management and shareholders and align the interests of management with those of the shareholders.

17.2.2 There are significant technical difficulties in setting a cap on the income that an officer may derive from the future sale of Company shares, particularly where such sale occurs many years after the grant of the equity-based compensation, including where the officer sells shares after employment with the Company has already ended. The above is in view of the fact that one of the objectives of the Compensation Policy is to encourage the holding of shares for long periods, an objective that may be undermined by the technical difficulties that would arise if such a cap were imposed.

18. Acceleration of vesting and exercise of equity-based compensation

18.1 The Company's Board of Directors and, where required by law, the General Meeting, following approval by the Compensation Committee, may extend the expiration date of any equity-based compensation unit

18.2 The Board of Directors and, where required by law, the General Meeting, following approval by the Compensation Committee, may establish provisions relating to the vesting period, including acceleration of the vesting of equity-based compensation units granted to officers under special circumstances.

19. Non-material changes to terms of office for officers reporting to the CEO

Notwithstanding the provisions in this Compensation Policy, the CEO may approve a non-material change to the terms of office and employment of an officer who reports to the CEO, provided that such change complies with this Compensation Policy and does not exceed 5% of the officer's total annual compensation, and up to 15% cumulatively. Any non-material change approved by the CEO will be reported to the Compensation Committee at its meeting held shortly after such approval.

E. Retirement arrangements

20. Principles for determining retirement arrangements

An officer reporting to the CEO will be entitled to retirement payments due by law (such as statutory severance pay).

21. Notice period and adjustment period

21.1 An officer reporting to the CEO will be entitled to a notice period of up to six months. During the notice period, the officer will be required to continue performing their duties, unless the Company decides otherwise. In such case, the officer will remain entitled to all terms of office and employment during the notice period, without change.

21.2 Under special circumstances, the Company's authorized corporate bodies may approve an adjustment period of up to 12 months following the end of the notice period, subject to a non-compete obligation. During the adjustment period, the officer will be entitled to a fixed salary and fringe benefits only.

21.3 In determining the adjustment period for an officer reporting to the CEO, the Company may consider any or all of the following factors: The term of office or employment of an officer, the terms of the officer's service and employment during that period, the Company's performance during the period, the officer's contribution to achieving the Company's goals and maximizing its profits, and the circumstances of the officer's departure.

F. Directors' compensation

22. External directors and directors who are not employed by the Company and do not provide services to the Company other than in their capacity as directors will be entitled to compensation in accordance with the Companies Regulations (Rules Regarding Compensation and Expenses of an External Director), which include a fixed annual fee and a fee for participation in meetings, provided that their compensation does not exceed the maximum amounts permitted under such regulations.

23. In addition to the annual fee and participation fee described above, the Company may grant directors (who are not controlling shareholders), including external directors, securities-based compensation (as defined in the Compensation Regulations), as set out in this Compensation Policy, provided that securities-based compensation granted to external directors complies with the Compensation Regulations. The value of such compensation, on a pro rata basis, will not exceed 50% of the maximum amount set out in the Second, Third, or Fourth schedules, as applicable, to the Compensation Regulations for the relevant bonus year (annual compensation and compensation based on the number of meetings), calculated on a linear basis.

G. Indemnification, insurance, and exemption

24. An officer of the Company (including a director) will be entitled, in addition to the compensation package described in this Compensation Policy and subject to the approval of the Company's authorized organs, to directors' and officers' liability insurance and indemnification arrangements, all in accordance with applicable law.

25. The terms of the directors' and officers' liability insurance will be determined in accordance with market conditions and in a manner that will not materially affect the Company's profitability, assets, or liabilities.

26. The total coverage limit for the Company's officers and directors under the policy will not exceed USD 80 million.
27. The aggregate indemnification amount payable by the Company (in addition to any amounts received from the insurance provider, if any, under insurance purchased by the Company) to all officers and directors collectively will not exceed 25% of the Company's shareholders' equity, based on the Company's most recent financial statements available as of the actual date of payment of the indemnification.
28. An officer of the Company (including a director) may be entitled to a letter of exemption, in accordance with the provisions of the Companies Law and the Company's Articles of Association, provided that the exemption explicitly states that it does not apply to any decision or transaction in which the controlling shareholder or any officer of the Company has a personal interest (including an officer other than the officer to whom the letter of exemption is granted).

Matrix IT Ltd. (the "Company")

Voting Slip Pursuant to the Companies Regulations (Written Vote and Statements of Position), 2005 (the "Regulations")

PART ONE

29. **Company name**: Matrix IT Ltd.

30. **Type of General Meeting, date, and venue**: A Special General Meeting of the Company's shareholders will be held on Tuesday, October 6, 2026, at 12:00 PM, at the Company's offices at 3 Atir Yeda Street, Kfar Saba. If the meeting is adjourned due to the absence of a quorum, an adjourned meeting will be held on Tuesday, October 13, 2026, at the same time and place.

31. **Items on the agenda and proposed resolutions that may be voted on using a voting slip**

    Item 1 on the agenda – Approval of a new compensation policy for the Company's officers

    For further details, see the notice of a general meeting to which this voting slip is attached (the "Notice of the General Meeting").

    Wording of the proposed resolution: **To approve the new compensation policy for the Company's officers, in accordance with Section 267A of the Companies Law, in the form attached to the Notice of the General Meeting as Appendix A, for three years from the date of its approval in accordance with the law, as set out in section 1 of the Notice of the General Meeting**.

32. **Place and times for reviewing the full text of the proposed resolution**

    The Notice of the General Meeting, the full text of the proposed resolution, and the voting slip may be reviewed at the Company's offices, 3 Atir Yeda St., Kfar Saba, Sunday through Thursday, during regular business hours and subject to prior arrangement with Adv. Yifat Givol, Head of the Legal Department and Corporate Secretary (+972-9-9598810), up to the date of the General Meeting.

    In addition, the Notice of the General Meeting, the voting slip, and any position statements, as defined in Section 88 of the Companies Law, are available on the distribution website of the Israel Securities Authority (the "Distribution Website"), at www.magna.isa.gov.il and the website of the Tel Aviv Stock Exchange Ltd. (the "TASE Website"), at http://maya.tase.co.il.

33. **Majority required for adopting the resolution on the agenda**

    The majority required to approve the item on the agenda is a simple majority (more than 50% of the votes of the shareholders present at the meeting and voting on the resolution, excluding abstentions), provided that one of the following conditions is met: (1) The majority of the votes at the General Meeting will include a majority of all the votes of the shareholders who are not controlling shareholders of the Company and who do not have a personal interest in approving the item, participating in the vote. Abstentions will not be counted in the total votes of such shareholders. The provisions of Section 276 of the Companies Law apply, with the required changes, to a person having a personal interest; (2) the total number of dissenting votes from among the shareholders referred to in subsection (1) above does not exceed two percent (2%) of all the voting rights in the Company.

34. Notice of a personal interest, affiliation, or other characteristic of the shareholder

Part Two of this voting slip provides space to mark the presence or absence of a personal interest, affiliation, or other characteristic of the shareholder regarding the item on the agenda and to describe its nature. It is clarified that **the vote of a shareholder who fails to mark the presence or absence of such a personal interest, affiliation, or other characteristic, and/or fails to describe its nature (if applicable), will not be counted**.

In addition, any shareholder wishing to participate in the vote is required to notify the Company, including by marking the designated space on the voting slip, the electronic voting slip, and/or the proxy form, whether they are an interested party in the Company, a senior office holder, or an institutional investor.

35. **Record date for eligibility of shareholders to participate and vote in the General Meeting**

The record date for eligibility to participate and vote at the General Meeting in accordance with Section 182(B) of the Companies Law and Regulation 3 of the Companies Regulations (Written Vote and Statements of Position), 2005 is **Wednesday, September 2, 2026** (the "Record Date").

36. **Validity of the voting slip – requirement to attach documents and submission deadline**

The voting slip is only valid if accompanied by the following documents:

Unregistered shareholder[14] – Certificate of ownership attached to the voting slip or sent to the Company via the electronic voting system (see section 13 below)

Registered shareholder[15] – Photocopy of ID card, passport, or certificate of incorporation

The voting slip and the required documents, as set out above, must be submitted to the Company's offices up to four (4) hours before the General Meeting is convened. In this regard, the "time of delivery" is the time when the voting slip and the attached documents reach the Company's offices.

Alternatively, an unregistered shareholder may submit to the Company a certification of ownership through the electronic voting system up to the electronic voting system closing time (meaning up to six (6) hours before the General Meeting is convened).

A voting slip that has not been delivered in accordance with the provisions of this section will be deemed invalid.

37. **Voting via the electronic voting system**

An unregistered shareholder may also vote via the electronic voting system.

Voting by means of an electronic voting slip will be possible from the end of the Date of Record until six (6) hours before the time of the General Meeting (the "System Closing Time"), at which time the electronic voting system will be closed. A vote cast via the electronic voting system may be changed or canceled up to the System Closing Time, after which it may not be changed through the electronic voting system.

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[14] A person on whose behalf 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 a nominee company

[15] A shareholder registered in the shareholder register; it is noted that as of the date of the report, all of the Company's shareholders are unregistered shareholders.

It is noted that in accordance with Section 83(D) of the Companies Law, if a shareholder votes in more than one manner, the later vote will be counted. For this purpose, a vote cast by the shareholder in person, by proxy, or by means of a regular voting slip delivered to the Company's offices will be deemed to have been cast later than a vote cast through the electronic voting system.

38. Address for submission of voting slips and position statements

The Company offices, 3 Atir Yeda St., Kfar Saba, to Adv. Yifat Givol, Head of the Legal Department and Corporate Secretary (tel: +972-9-9598810; fax: +972-9-9598050)

39. **Deadline for submission of position statements by shareholders**

Up to ten (10) days before the date of the General Meeting

40. **Deadline for submission of the board of directors' response to position statements**

Up to five (5) days before the date of the General Meeting

41. **Addresses of the Distribution Website and the TASE Website where the voting slips and position statements (if any) are available**

Distribution Website: www.magna.isa.gov.il; TASE Website: http://maya.tase.co.il

42. **Certificate of ownership**

An unregistered shareholder is entitled to receive a certificate of ownership from the TASE member through which the shareholder holds the shares, at the branch of the TASE member or by mail to the shareholder's address, for postage fees only, if requested. Such a request should be submitted in advance with respect to a specific securities account.

In addition, an unregistered shareholder may instruct that the shareholder's certificate of ownership be transmitted to the Company through the electronic voting system.

43. An unregistered shareholder is entitled to receive by email, free of charge, a link to the text of the voting slip and position statements (if any) on the Distribution Website, from the TASE member through which the shareholder holds the shares, unless the shareholder notified the TASE member that the shareholder does not wish to receive such a link, or that the shareholder prefers to receive voting slips by mail against payment. The shareholder's notice regarding voting slips will also apply to the receipt of position statements.

In addition, any shareholder may contact Attorney Yifat Givol, Head of the Legal Department and Corporate Secretary (tel: +972-9-9598810; fax: +972-9-9598050), and receive, free of charge, the text of the voting slip, or, with the shareholder's consent, a link to the text of the voting slip on the Distribution Website, as well as any position statements received by the Company, if any.

44. **Inspection of voting slips and electronic voting records**

One or more shareholders holding shares representing five percent (5%) or more of the total voting rights in the Company (i.e. holding 4,627,156 ordinary shares of the Company), and anyone holding such a percentage of the total voting rights not held by the Company's controlling shareholder, as defined in Section 268 of the Companies Law (i.e. holding 2,420,998 ordinary shares of the Company), are entitled, in person or through a proxy, after the General Meeting has been convened, to inspect at the Company's offices (the address of which is specified in Section 9 above), during regular business hours, the voting slips and the electronic voting records that have been received by the Company.

45. **<u>Changes to the agenda</u>**

After publication of this voting slip, changes to the agenda may occur, including the addition of an item to the agenda, and position statements may be published. The updated agenda and any published position statements may be reviewed in the Company's reports on the Distribution Website.

A shareholder's request 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 within seven (7) days after the publication of the Notice of the General Meeting. If such a request is submitted, the item may be added to the agenda and its details will appear on the Distribution Website. In such a case, the Company will prepare an updated agenda and an amended voting slip and will publish them no later than seven (7) days after the deadline for submitting a shareholder's request to include an item on the agenda.

A shareholder will indicate the manner of their vote on the resolutions on the agenda in PART TWO of this voting slip.

matrix

Matrix IT Ltd.

Voting Slip Pursuant to the Companies Regulations (Written Vote and Statements of Position), 2005

PART TWO

Company: Matrix IT Ltd. (the "Company")

Company address (for delivery and mailing of voting slips): The Company offices, 3 Atir Yeda St., Kfar Saba, to Adv. Yifat Givol, Head of the Legal Department and Corporate Secretary (tel: +972-9-9598810; fax: +972-9-9598050)

Company No.: 52-003941-3

Date of the General Meeting: Tuesday, October 6, 2026 at 12:00

Type of meeting: Special General Meeting

Record date: Wednesday, September 2, 2026

Details of the shareholders:

1. Name of shareholder: ____

2. ID No: ____

3. If the shareholder does not hold an Israeli ID card:

   Passport No: ____

   Issuing country: ____

   Valid until: ____

4. If the shareholder is a corporation:

   Corporation number: ____

   Country of incorporation: ____

5. Interested party, senior officer, institutional investor

	Yes (*)	No (*)
Are you an interested party[16] in the Company?		
Are you a senior officer[17] in the Company?		
Are you an institutional investor?[18]		

If you answered "yes" to any of the questions in this section above, please specify whether there are any additional connections between you and the Company, the controlling shareholders, or senior officers of the Company:

____

____.

16 **Interested party** – As defined in Section 1 of the Israel Securities Law, 1968 (the "Securities Law")

17 **Senior officer** – As defined in Section 37(D) of the Israel Securities Law

18 **Institutional investor** – As defined in Regulation 1 of the Control of Financial Services Regulations (Provident Funds) (Participation of a Management Company in a General Meeting), 2009, and a manager of a mutual fund as defined in the Joint Investment Trusts Law, 1994

Manner of voting

Item on the agenda	Manner of voting(*)			Are you a controlling shareholder or do you have a personal interest in approving the Company's new compensation policy (**)	
	For	Against	Abstain	Yes (***)	No
Approval of the new compensation policy for the Company's officers					

(*) Failure to mark an option will be deemed to constitute an abstention on that item.

(**) The vote of a shareholder who does not complete this column or marks "yes" without providing details will not be counted.

(***) Describe the personal interest in the designated space below.

Details regarding the "personal interest" in approving the Company's new compensation policy (as applicable):

____

____

____

______________________ ______________________

Date Signature

- **For shareholders holding shares through a TASE member (under Section 177(1) of the Companies Law) – the voting slip is valid only if accompanied by a certificate of ownership.**
- **For shareholders registered in the Company's shareholders register – the voting slip is valid only if accompanied by a photocopy of an ID card, passport, or certificate of incorporation.**