Azrieli Group Ltd
AZRIELI GROUP LTD
Registration number: 510960719

To: Israel Securities Authority www.isa.gov.il | To: Tel-Aviv Stock Exchange Ltd www.tase.co.il | T460 (Public) | Filed via MAGNA: 15/02/2026 Reference: 2026-01-015012

Immediate report on a meeting
Regulation 36b(a) and (d), and Regulation 36c of the Securities Regulations (Periodic and Immediate Reports), 1970

Explanation: If one of the items on the agenda of the meeting is approval of a transaction with a controlling shareholder or approval of an extraordinary proposal, there is no need for a parallel T138 report.

Is it possible to vote by means of the electronic voting system: *Yes*

Note: The option to choose in this field is only for foreign corporations (not registered in Israel), and for corporations whose securities are not listed for trading. Use of the voting system will require the corporation to process all the votes received in this system.

Link to the voting system website where voting can be performed: Voting system

Explanation: Eligible persons entitled to vote in the system will receive the access details to the system from the TASE members.

The corporation reports on: *Convening a meeting*

Note: In the event of a change in the meeting date (postponement or bringing forward) select "Postponement of meeting" or "Postponement by court" or "Postponement to an unknown date".

The reference number of the last notice regarding the meeting is _________, which was convened for the date _________

Reason for postponement or cancellation: _________ _________

Explanation: Reference should be made to the reference number of the last notice of convening or postponing the meeting

1. Type of security *Share*

Name of the security granting entitlement: *Azrieli Group*

The security number on the stock exchange that entitles the holder to participate in the meeting *1119478*

The record date for entitlement to participate and vote at the meeting: *22/02/2026*

Explanation: If a meeting is required for more than one security, a T460 must be reported for each additional security separately. Reports in which additional security numbers are specified will require the submission of an amended report.

2. On the date: *15/02/2026*

It was decided on *Convening a meetingSpecial meeting*_________,

which will be convened on *Sunday*on the date: *22/03/2026* at: *16:00*

At the address: *1 Azrieli Center, Tel Aviv (the round tower, 48th floor).*

3. On the agenda:

Explanation: The numbering of the items on the agenda will be in accordance with their order of appearance in the meeting notice report if attached as a file.

Items/resolutions to be raised at the meeting:

1

The subject / resolution and its details:

Approval of an updated compensation policy for the Company

Approval of a compensation policy pursuant to Section 267A(a) of the Companies Law

Attention: A value from this table determines the wording of the shareholder's declaration in the internet voting system. For the conversion table click here

Gender: _________

Attention: Filling this field is possible when the resolution is for appointment of an external director only.

There is no obligation to indicate gender.

Type and identification number

Explanation: For resolutions relating to the tenure of a director it is required to enter the director's identification number

____

Is this a transaction between the Company and its controlling shareholder as stated in Sections 275 and 320(f) of the Companies Law? *No*

Does the transaction include a private offering _________

Regarding how to complete this section and the exemption granted to companies from a parallel report of an additional form, see a notice to companies published on the matter at the following link: Link

Explanation of the section in the Companies Law or in the Securities Law or in another law for approval of the resolution

____

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law sections table, select the field "Declaration: There is no suitable field for classification" and select "Yes" transaction with a controlling shareholder.

Only in the case of a BONDS holders' meeting where it is not a transaction with a controlling shareholder, and no suitable field is found in the table, it is necessary to explain and detail the relevant law sections by virtue of which the resolution is required.

Does the item require disclosure of an affiliation or other characteristic of the voting shareholder: _________

Attention: These values can be chosen only if "Declaration: There is no suitable field for classification" was marked in the previous table and it is not a transaction between the Company and its controlling shareholder.

____

In the case of a BONDS meeting

It was decided that there is another matter: _________

Details of the other matter

____

Attention: The details of the other matter determine the wording of the declaration that will be included in the internet voting system. A question should be formulated such that the answer will be in a "Yes"/"No" format. The question will appear in the voting system adjacent to the resolution on the agenda and the voter will have the option to choose between "Yes"/"No" and to add details if the answer is "Yes".

Request for further details from the holders:

It was decided to require additional details from the holders: *No*

Details of the additional details required from the holders or manner of convening the meetings (in the case of a meeting under Section 350):

____

Attention: This field determines the wording of the request for additional details that will be included in the internet voting system. The voter will have the option to add the details in a text field.

- ☐ Correction of disclosure
- ☐ Minor change or one that only benefits the Company compared to the wording of the resolution detailed in the last report
- ☐ Removed from the agenda
- ☐ The item was discussed at a previous meeting
- ☐ Change of item / addition of a new item to the agenda by court order
- ☐ Change of item / addition of a new item to the agenda pursuant to Regulation 5b of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Adding an Item to the Agenda), 2000
- ☐ Addition of a new item to the agenda after the record date due to a technical error, as follows:

____

Explanation: After the record date, it is not possible to make an amendment to the resolution except for an amendment in the terms of the transaction that benefits the Company or a minor change. Also, after the record date, it is not possible to add new items to the agenda except by court order or in accordance with Regulation 5b of the Notice and Announcement Regulations.

The resolution on the agenda is brought *to a vote*

Type of majority required for approval *Not a simple majority*	*The majority required at the meeting for approval of the resolution is a simple majority of all the votes of the shareholders present at the meeting, provided that one of the following is met: (a) The count of the majority votes at the meeting will include a majority of all the votes of shareholders who are not controlling shareholders or have a personal interest in the approval of the compensation policy, participating in the vote (in the count of the total votes of such shareholders, abstentions shall not be taken into account); (b) The total opposing votes from among the shareholders referred to in subsection (a) above shall not exceed two percent (2%) of all the voting rights in the Company*

Will the percentage of holdings of the controlling shareholder in the Company's shares grant the controlling shareholder the majority required to pass the proposed resolution on the matter *No*

2

The subject / resolution and its details:

Approval of the terms of office of Ms. Danna Azrieli as CEO of the Company

Transaction with the CEO regarding the terms of his office and employment pursuant to Section 272(g1)(1) of the Companies Law

Attention: A value from this table determines the wording of the shareholder's declaration in the internet voting system. For the conversion table click here

Gender: _________

Attention: Filling this field is possible when the resolution is for appointment of an external director only.

There is no obligation to indicate gender.

Type and identification number

Explanation: For resolutions relating to the tenure of a director it is required to enter the director's identification number

____

Is this a transaction between the Company and its controlling shareholder as stated in Sections 275 and 320(f) of the Companies Law? *Yes*

Does the transaction include a private offering *No*

Regarding how to complete this section and the exemption granted to companies from a parallel report of an additional form, see a notice to companies published on the matter at the following link: Link

Explanation of the section in the Companies Law or in the Securities Law or in another law for approval of the resolution

____

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law sections table, select the field "Declaration: There is no suitable field for classification" and select "Yes" transaction with a controlling shareholder.

Only in the case of a BONDS holders' meeting where it is not a transaction with a controlling shareholder, and no suitable field is found in the table, it is necessary to explain and detail the relevant law sections by virtue of which the resolution is required.

Does the item require disclosure of an affiliation or other characteristic of the voting shareholder: _________

Attention: These values can be chosen only if "Declaration: There is no suitable field for classification" was marked in the previous table and it is not a transaction between the Company and its controlling shareholder.

____

In the case of a BONDS meeting

It was decided that there is another matter: _________

Details of the other matter

____

Attention: The details of the other matter determine the wording of the declaration that will be included in the internet voting system. A question should be formulated such that the answer will be in a "Yes"/"No" format. The question will appear in the voting system adjacent to the resolution on the agenda and the voter will have the option to choose between "Yes"/"No" and to add details if the answer is "Yes".

Request for further details from the holders:

It was decided to require additional details from the holders: *No*

Details of the additional details required from the holders or manner of convening the meetings (in the case of a meeting under Section 350):

____

Attention: This field determines the wording of the request for additional details that will be included in the internet voting system. The voter will have the option to add the details in a text field.

- ☐ Correction of disclosure
- ☐ Minor change or one that only benefits the Company compared to the wording of the resolution detailed in the last report
- ☐ Removed from the agenda
- ☐ The item was discussed at a previous meeting
- ☐ Change of item / addition of a new item to the agenda by court order
- ☐ Change of item / addition of a new item to the agenda pursuant to Regulation 5b of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Adding an Item to the Agenda), 2000
- ☐ Addition of a new item to the agenda after the record date due to a technical error, as follows:

____

Explanation: After the record date, it is not possible to make an amendment to the resolution except for an amendment in the terms of the transaction that benefits the Company or a minor change. Also, after the record date, it is not possible to add new items to the agenda except by court order or in accordance with Regulation 5b of the Notice and Announcement Regulations.

The resolution on the agenda is brought *to a vote*

Type of majority required for approval *Not a simple majority*	*The majority required at the meeting for approval of the resolution is a simple majority of shareholders entitled to vote and participating in the vote, provided that one of the following is met: (a) The count of the majority votes at the meeting will include a majority of all the votes of shareholders who do not have a personal interest in the approval of the transaction, participating in the vote (in the count of the total votes of such shareholders, abstentions shall not be taken into account); (b) The total opposing votes from among the shareholders referred to in subsection (a) above shall not exceed two percent (2%) of all the voting rights in the Company*

Will the percentage of holdings of the controlling shareholder in the Company's shares grant the controlling shareholder the majority required to pass the proposed resolution on the matter *No*

3

The subject / resolution and its details:

Renewal of letters of exemption and indemnity for the controlling shareholders in the Company

Declaration: There is no suitable field for classification

Attention: A value from this table determines the wording of the shareholder's declaration in the internet voting system. For the conversion table click here

Gender: _________

Attention: Filling this field is possible when the resolution is for appointment of an external director only.

There is no obligation to indicate gender.

Type and identification number

Explanation: For resolutions relating to the tenure of a director it is required to enter the director's identification number

____

Is this a transaction between the Company and its controlling shareholder as stated in Sections 275 and 320(f) of the Companies Law? *Yes*

Does the transaction include a private offering *No*

Regarding how to complete this section and the exemption granted to companies from a parallel report of an additional form, see a notice to companies published on the matter at the following link: Link

Explanation of the section in the Companies Law or in the Securities Law or in another law for approval of the resolution

____

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law sections table, select the field "Declaration: There is no suitable field for classification" and select "Yes" transaction with a controlling shareholder.
Only in the case of a BONDS holders' meeting where it is not a transaction with a controlling shareholder, and no suitable field is found in the table, it is necessary to explain and detail the relevant law sections by virtue of which the resolution is required.

Does the item require disclosure of an affiliation or other characteristic of the voting shareholder: _________

Attention: These values can be chosen only if "Declaration: There is no suitable field for classification" was marked in the previous table and it is not a transaction between the Company and its controlling shareholder.

____

In the case of a BONDS meeting

It was decided that there is another matter: _________

Details of the other matter

____

Attention: The details of the other matter determine the wording of the declaration that will be included in the internet voting system. A question should be formulated such that the answer will be in a "Yes"/"No" format. The question will appear in the voting system adjacent to the resolution on the agenda and the voter will have the option to choose between "Yes"/"No" and to add details if the answer is "Yes".

Request for further details from the holders:

It was decided to require additional details from the holders: *No*

Details of the additional details required from the holders or manner of convening the meetings (in the case of a meeting under Section 350):

____

Attention: This field determines the wording of the request for additional details that will be included in the internet voting system. The voter will have the option to add the details in a text field.

- ☐ Correction of disclosure
- ☐ Minor change or one that only benefits the Company compared to the wording of the resolution detailed in the last report
- ☐ Removed from the agenda
- ☐ The item was discussed at a previous meeting
- ☐ Change of item / addition of a new item to the agenda by court order
- ☐ Change of item / addition of a new item to the agenda pursuant to Regulation 5b of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Adding an Item to the Agenda), 2000
- ☐ Addition of a new item to the agenda after the record date due to a technical error, as follows:

  ____

Explanation: After the record date, it is not possible to make an amendment to the resolution except for an amendment in the terms of the transaction that benefits the Company or a minor change. Also, after the record date, it is not possible to add new items to the agenda except by court order or in accordance with Regulation 5b of the Notice and Announcement Regulations.

The resolution on the agenda is brought *to a vote*

Type of majority required for approval *Not a simple majority*	*The majority required at the meeting for approval of the resolution is a simple majority of shareholders entitled to vote and participating in the vote, provided that one of the following is met: (a) The count of the majority votes at the meeting will include a majority of all the votes of shareholders who do not have a personal interest in the approval of the transaction, participating in the vote (in the count of the total votes of such shareholders, abstentions shall not be taken into account); (b) The total opposing votes from among the shareholders referred to in subsection (a) above shall not exceed two percent (2%) of all the voting rights in the Company*

Will the percentage of holdings of the controlling shareholder in the Company's shares grant the controlling shareholder the majority required to pass the proposed resolution on the matter *No*

4

The subject / resolution and its details:

Approval of the terms of office of Ms. Irit Sklar-Philosoph as Chair of the Company's Board of Directors

Transaction with a director regarding the terms of his office and employment pursuant to Section 273(a) of the Companies Law

Attention: A value from this table determines the wording of the shareholder's declaration in the internet voting system. For the conversion table click here

Gender: _________

Attention: Filling this field is possible when the resolution is for appointment of an external director only.

There is no obligation to indicate gender.

Type and identification number

Explanation: For resolutions relating to the tenure of a director it is required to enter the director's identification number

____

Is this a transaction between the Company and its controlling shareholder as stated in Sections 275 and 320(f) of the Companies Law? *No*

Does the transaction include a private offering _________

Regarding how to complete this section and the exemption granted to companies from a parallel report of an additional form, see a notice to companies published on the matter at the following link: Link

Explanation of the section in the Companies Law or in the Securities Law or in another law for approval of the resolution

____

Explanation: In a transaction with a controlling shareholder that does not fit any field in the law sections table, select the field "Declaration: There is no suitable field for classification" and select "Yes" transaction with a controlling shareholder.
Only in the case of a BONDS holders' meeting where it is not a transaction with a controlling shareholder, and no suitable field is found in the table, it is necessary to explain and detail the relevant law sections by virtue of which the resolution is required.

Does the item require disclosure of an affiliation or other characteristic of the voting shareholder: _________

Attention: These values can be chosen only if "Declaration: There is no suitable field for classification" was marked in the previous table and it is not a transaction between the Company and its controlling shareholder.

____

In the case of a BONDS meeting

It was decided that there is another matter: _________

Details of the other matter

____

Attention: The details of the other matter determine the wording of the declaration that will be included in the internet voting system. A question should be formulated such that the answer will be in a "Yes"/"No" format. The question will appear in the voting system adjacent to the resolution on the agenda and the voter will have the option to choose between "Yes"/"No" and to add details if the answer is "Yes".

Request for further details from the holders:

It was decided to require additional details from the holders: *No*

Details of the additional details required from the holders or manner of convening the meetings (in the case of a meeting under Section 350):

____

Attention: This field determines the wording of the request for additional details that will be included in the internet voting system. The voter will have the option to add the details in a text field.

- ☐ Correction of disclosure
- ☐ Minor change or one that only benefits the Company compared to the wording of the resolution detailed in the last report
- ☐ Removed from the agenda
- ☐ The item was discussed at a previous meeting
- ☐ Change of item / addition of a new item to the agenda by court order

☐ Change of item / addition of a new item to the agenda pursuant to Regulation 5b of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and Adding an Item to the Agenda), 2000

☐ Addition of a new item to the agenda after the record date due to a technical error, as follows:

____

Explanation: After the record date, it is not possible to make an amendment to the resolution except for an amendment in the terms of the transaction that benefits the Company or a minor change. Also, after the record date, it is not possible to add new items to the agenda except by court order or in accordance with Regulation 5b of the Notice and Announcement Regulations.

The resolution on the agenda is brought *to a vote*

Type of majority required for approval *Simple majority* _________

Will the percentage of holdings of the controlling shareholder in the Company's shares grant the controlling shareholder the majority required to pass the proposed resolution on the matter *Yes*

3.2. Additional information on the resolutions regarding transactions with a controlling shareholder pursuant to the Securities Regulations (Transaction between a Company and its Controlling Shareholder):

3.2.1. Date of approval of the transaction by the Board of Directors *15/02/2026*

3.2.2. Reference number of the preliminary report _________, date of its submission _________

Main changes made in this report compared to the latest version of the preliminary report:

____

Explanation: Must be filled if a preliminary report was submitted

3.2.3. Type of transaction

No.	Type of transaction	
1	*Terms of office and employment of a controlling shareholder*	_________
2	*Indemnification, exemption and/or insurance*	_________

3.2.4. Date of entry into force of the transaction _________

3.2.5. ○ Transaction that is not the provision of services/terms of office and employment

Duration of the transaction in months _________

○ Transaction for the provision of services/terms of office and employment

Duration of the transaction in months *36*

3.2.6. To the report *no financial statements were attached*as per Regulation 6(f) of the Securities Regulations (Transaction between a Company and its Controlling Shareholder); name of accountant _________

The review report / the accountant's opinion on the financial statements attached, is identical to the originally signed copy delivered to the Company.

If financial statements were not attached, please specify the reason The corporation is a public company _________

3.3. To the report noprofessional opinions were attached:

No.	Name of provider of the opinion	Date of validity of the opinion
1	_________	_________

Attachment of the meeting notice report: *Meeting_Notice_Special_Meeting_isa.pdf*

4. Attachments

4.1 Attachment of a file including the wording of a proxy card / position statements: *Proxy_Card_Meeting_March_2026_isa.pdf*

*Yes*Wording of proxy card

*No*Position statements

Explanation: If a proxy card and/or a position statement is attached, it must be ensured that they are drafted in accordance with the Companies Regulations (Voting in Writing and Position Statements), 2005. The Company must compile all position statements (as defined in Section 88 of the Companies Law) in a single file in which the date of publication of the statement, from whom it was received, and reference to the relevant page in the consolidated file will be indicated.

4.2 Attachment of a file including candidates' declarations / other accompanying documents: _________

_________Candidate's declaration to serve as a director in the corporation

_________Declaration of an independent director
_________Declaration of an external director

_________Declaration of appointment of a representative to the trusteeship
_________Amended deed of trust
_________Application for approval of an arrangement with creditors under Section 350
_________ Other _________

5. The legal quorum for holding the meeting:
The legal quorum for opening the discussion at the meeting shall be one or more shareholders present in person or by proxy or by proxy card (including an electronic proxy card), holding or representing (or holding or representing, if more than one shareholder is present) at least fifty-one percent (51%) of the voting rights in the Company. If two hours have elapsed from the time set for the meeting and the legal quorum has not been found, the meeting shall be adjourned to the third business day after the day of the meeting, at the same time and place or to a later day and time or another place, as the Board of Directors shall determine in a notice to the shareholders. The Company shall notify, by means of an immediate report, of the postponement of the meeting and the date of the postponed meeting. If no legal quorum is present at the postponed meeting as stated above, the legal quorum shall be one or more shareholders present in person at the postponed meeting or by proxy or by proxy card (including an electronic proxy card), holding or representing (or holding or representing, if more than one shareholder is present) at least forty percent (40%) of the voting rights in the Company, unless the meeting is convened at the request of shareholders in accordance with the provisions of the Companies Law. .

6. ○ In the absence of a legal quorum, the postponed meeting will be held on *25/03/2026*, at *16:00*,
At the address: *1 Azrieli Center, Tel Aviv (the round tower, 48th floor).*.
○ In the absence of a legal quorum the meeting will not be held.

7. The place and times at which it is possible to review any proposed resolution whose wording has not been fully set out in the agenda details above
At the offices of the Company, by prior arrangement by telephone: 03-6081300, Sunday – Thursday between 09:00 and 17:00 and up to the date of convening of the general meeting, and also, on the website of the Israel Securities Authority at: www.magna.isa.gov.il..

Meeting identifier: _________
Note: The meeting identifier is the reference number of the initial report. In the initial report on the meeting, the field remains blank.

Details of the signatories authorized to sign on behalf of the corporation:

	Name of signatory	Position
1	Adv. Nirit Ze'evi	*Other* *VP, Legal Counsel and Company Secretary*

Explanation: Pursuant to Regulation 5 of the Periodic and Immediate Reports Regulations (1970), a report submitted under these Regulations shall be signed by the persons authorized to sign on behalf of the corporation. The staff's position on the subject can be found on the ISA website: click here .

Reference numbers of previous documents on the subject (the reference does not constitute incorporation by reference):

The corporation's securities are listed for trading on the Tel-Aviv Stock Exchange

Date of last form structure update: 09/12/2025

Short name: Azrieli Group
Address: Azrieli Center1 , Tel Aviv67021   Telephone: 03-6081400 , 03-6081300Fax: 03-6081380
E-mail: Niritz@azrieli.com   Company website:www.azrieligroup.com

Previous names of reporting entity:

Name of electronic reporter: Ze'evi NiritPosition: VP and Legal CounselName of employing company:
Address: Azrieli Center1 , Tel Aviv67021Telephone: 03-6081383Fax: 03-6081717E-mail: niritz@azrieli.com