



## **Max Stock EGM to reappoint two external directors**

CAESAREA, Israel, October 19, 2023 – Max Stock Ltd. (TASE: MAXO) (the “Company”) announces the convention of an extraordinary general meeting to be held on November 22, 2023 at 12:00 PM, date of record October 25, 2023, with the agenda including the reappointment of two external directors, as follows:

- (1) **Approving the reappointment of two of the Company’s external directors – Mr. Eitan Michael Stoller and Mr. Peretz Guza for a second term**

It is proposed to approve reappointing both Mr. Eitan Michael Stoller and Mr. Peretz Guza for a second term in office as external directors of the Company. Both candidates commenced their terms in office on November 23, 2020 and it is now proposed to approve their second term in office for an additional 3 year period.

The candidates shall continue to be entitled to annual and participation fees according to the cap set in the applicable regulations, and they shall further be entitled to continue being covered by the Company’s D&O insurance policy and indemnity and release arrangements practiced in the Company.

Additional details, including the majority required to approve the agenda item and details on the manner of voting, are included in the EGM notice and proxy statement available at <https://ir.maxstock.co.il>.

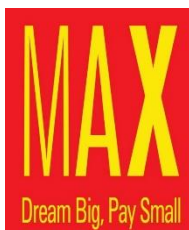
### **About Max Stock**

Max Stock is Israel’s leading extreme value retailer, currently present in 60 locations throughout Israel and 2 locations in Portugal. We offer a broad assortment of quality products for customers’ everyday needs at affordable prices, helping customers “Dream Big, Pay Small”. For more information, please visit <https://ir.maxstock.co.il>

### **Company Contacts:**

Talia Sessler,  
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This is an English translation of a Hebrew immediate report that was published on October 18, 2023 (Ref. No: 2023-01-117141 (hereinafter: the "Hebrew Version")). This English version is only for convenience purposes. This is not an official translation and has no binding force. Whilst reasonable care and skill have been exercised in the preparation hereof, no translation can ever perfectly reflect the Hebrew Version. In the event of any discrepancy between the Hebrew Version and this translation, the Hebrew Version shall prevail.

**Max Stock Ltd.**  
**Public co. no. 51-361896-7**  
**(the "Company")**  
**Voting Card per Israel Company Regulations (Written Votes and Position Statements), 2005**  
**(the "Regulations")**

**Part I**

The immediate report to which this voting card has been attached shall hereinafter be referred to as the "**convention report**".

1. **Company name**: Max Stock Ltd. (the "**Company**").
2. **Type of general meeting and date for it to be convened**: An extraordinary general meeting of the Company's shareholders (the "**general meeting**"), which shall be convened on Wednesday, November 22, 2023, at 12:00PM, at the offices of the Company's external legal counsel, Herzog, Fox, Neeman & Co., Advocates, at 6 Itzhak Sadeh St., Tel Aviv.
3. **Description of the agenda items on which it is possible to vote via the voting card and a summary of the proposed resolution**:

3.1 **Reappointment of Mr. Peretz Guza for an additional term in office as an external director of the Company**

It is proposed to approve the reappointment of Mr. Peretz Guza ("**Mr. Guza**"), who is currently in office as an external director of the Company, for an additional 3-year term in office as an external director (the second term), commencing as of the date of approval of the general meeting hereby being convened, according to that stated in Section 1.1 of the convention report.

3.2 **Reappointment of Mr. Eitan Stoller for an additional term in office as an external director of the Company**

It is proposed to approve the reappointment of Mr. Eitan Michael Stoller ("**Mr. Stoller**"), who is currently in office as an external director of the Company, for an additional 3-year term in office as an external director (the second term), commencing as of the date of approval of the general meeting hereby being convened, according to that stated in Section 1.1 of the convention report.

#### **4. The time and place to view the full version of the proposed resolution**

The full text of the proposed resolution on the agenda and the convention report published by the Company regarding the convention of the general meeting to which this voting card is an appendix, may be viewed at the Company's offices, at 16 HaShitah St., Caesarea, by appointment with Adv. Ifat Nir-Katz, VP, Chief Legal Officer and Corporate Secretary, by phone: 073-7695176, Sundays through Thursdays, 09:00 - 17:00, or by email: [ifat@maxstock.co.il](mailto:ifat@maxstock.co.il) until the date called for the convention of the general meeting. Similarly, the convention report and the text of the proposed resolution may be viewed on the Israel Securities Authority distribution website, at: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) ("**ISA distribution website**"), and on the TASE website, at: [www.maya.tase.co.il](http://www.maya.tase.co.il) ("**TASE website**").

#### **5. The majority required to adopt the agenda resolutions which can be voted on via the voting card**

The majority required to adopt the resolution set forth in Section 3 above is an ordinary majority of all votes of shareholders present and voting at the general meeting, provided that one of the following has been satisfied: (1) In the tally of votes the majority at the meeting shall include a majority of all votes of all participating shareholders who are not controlling shareholders of the Company or who do not have a personal interest in approval of the appointment apart from a personal interest unrelated to their relationship with the controlling shareholder; abstaining shareholders shall not be included in the tally of votes of the foregoing shareholders; parties with a personal interest shall be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*; or (2) The total number of opposing votes from the shareholders set forth in subsection (1) does not exceed more than two percent (2%) of all the voting rights in the Company.

#### **6. Date of record**

Pursuant to Section 182(c) of the Israel Companies Law, 1999 (the "**Companies Law**") and Regulation 3 of the Regulations, the date of record with respect to eligibility to participate and vote at the general meeting shall be the close of trade on TASE on October 25, 2023 (the "**date of record**"). All of the Company's shareholders as of the date of record, whether their shares are registered to them or whether they are held via a TASE member, may participate and vote at said meeting, either personally or via proxy.

#### **7. Validity of the voting card**

- 7.1 A voting card shall only be deemed valid for a shareholder whose shares are registered via a TASE member, provided their shares are included in the Company's share register and registered to the nominee company (an "**unregistered shareholder**") if a confirmation of ownership is attached thereto, or if a confirmation of ownership is sent to the Company via the electronic voting system, as defined in the Companies Regulations (Voting in Writing and Position Statements), 2005 (the "**electronic voting system**").
- 7.2 A voting card shall only be effective for a shareholder registered as a shareholder in the Company's shareholder register (a "**registered shareholder**"), if a copy of their ID card, passport or certificate of incorporation is attached thereto.
- 7.3 Shareholders interested in voting via this voting card are required to deliver the voting card and the relevant documents, as said, to the Company's offices at the address set forth below, no later than four (4) hours prior to the time scheduled for the general meeting to be convened, if dealing with an unregistered shareholder, and no later than six (6) hours prior to the time scheduled for the general meeting to be convened if dealing with a registered

shareholder. For this purpose, “**time of delivery**” is the time at which the voting card and the attached documents arrive at the Company’s offices.

7.4 A voting card not delivered in the foregoing manner shall be ineffective.

## **8. Voting via the electronic voting system**

8.1 Unregistered shareholders may vote via the electronic voting system from when the electronic voting system has issued a confirmation that it has properly received the list of persons entitled to vote on the system until six (6) hours prior to the time scheduled for the general meeting to be convened, i.e., by 6:00AM November 22, 2023 (the “**system closing time**”).

8.2 A vote via the electronic voting system may be changed or canceled up until the system closing time, and it cannot be changed via the electronic voting system after such time. It should be noted that in accordance with Section 83(d) of the Companies Law, if a shareholder voted in more than one manner, their latest vote shall be counted. In this regard, a shareholder voting in person or via proxy shall be deemed later than voting by voting card. The only way to vote online allowed by the Company is through the electronic voting system.

## **9. Address for delivery of voting cards and position statements**

The address for delivery of voting cards and position statements is the Company’s offices, at 16 HaShitah St., Caesarea, through prior coordination with Adv. Ifat Nir-Katz, VP, Chief Legal Officer and Corporate Secretary.

## **10. The deadline to submit position statements to the Company and the deadline for the board of directors to submit a response to position statements**

The deadline for the submission of position statements to the Company is up to ten (10) days prior to the convention of the general meeting, i.e., by Sunday, November 12, 2023. The Company’s board of directors may furnish its response to the position statements no later than 5 days prior to the time called for the general meeting to be convened, i.e., no later than Friday, November 17, 2023.

## **11. The ISA and TASE distribution websites, where the voting cards and position statements may be obtained**

The URLs of the ISA and TASE websites, where the voting cards and position statements may be accessed, are as set forth above in Section 4.

## **12. Obtaining confirmations of ownership, voting cards and position statements**

12.1 Unregistered shareholders are entitled to receive confirmations of ownership at the branch of the TASE member or by postal delivery, if they so request. Requests in this regard shall be made in advance with respect to a specific securities account.

12.2 Unregistered shareholders shall be entitled to receive by email, *gratis*, a link to the voting card and position statements on the ISA distribution site, from the TASE member holding its shares, unless the shareholder has informed the TASE member that they do not wish to receive such a link, or that they wish to receive voting cards by mail in consideration for payment; notices regarding voting shall also apply with respect to receipt of position statements.

12.3 One or more shareholders holding five percent (5%) or more of all voting rights on the date of record, and those holding the same amount of total voting rights not held by the Company's controlling shareholders, as defined in Section 268 of the Israel Companies Law, are entitled, personally or via proxy, to view the voting cards and voting records received by the Company via the electronic voting system, at the Company's registered offices, after the general meeting has been convened, during regular working hours.

The number of shares constituting five percent (5%) of all voting rights in the Company is: 6,966,372 ordinary shares of the Company.

The number of shares constituting five percent (5%) of all voting rights in the Company not held by the Company's controlling shareholders, as defined in Section 268 of the Companies Law, is 3,749,767 ordinary shares of the Company.

**13. Changes to the agenda and publishing position statements**

Changes may be made to the general meeting's agenda following the publication of this voting card - agenda items may be added and position statements may also be published. The updated agenda and position statements can be accessed and viewed together with the Company's reports on the ISA distribution site, publicly accessible at [www.magna.isa.gov.il](http://www.magna.isa.gov.il).

**14. The deadline for the Company to publish an amended voting card**

If a request is made to add an item to the general meeting's agenda, the deadline by which the Company may publish an amended voting card will be Wednesday November 1, 2023.

**15. Withdrawing a voting card**

Shareholders may, up to twenty-four (24) hours prior to the time of the general meeting, contact the Company's registered office, and after proving their identity to the satisfaction of the Company's secretary, or another employee appointed for such purpose, withdraw their voting card and confirmation of ownership.

**Shareholders shall indicate the manner that they are voting with respect to each agenda item which can be voted upon via this voting card in Part II of the voting card, presented below.**

**Max Stock Ltd.**

**Voting Card per Israel Company Regulations (Voting in Writing and Position Statements),  
2005**

**Part II**

**Company name:** Max Stock Ltd.

**Company address (for delivery and sending voting cards):** 16 Hashitah St., Caesarea.

**Company no.:** 51-361896-7

**Date and time of general meeting:** November 22, 2023, 12:00PM.

**Place of the general meeting:** At the offices of the Company's external legal counsel, Herzog, Fox, Neeman & Co., Advocates, at 6 Itzhak Sadeh St., Tel Aviv.

**Type of meeting:** Extraordinary general meeting of the Company's shareholders.

**Date of record:** October 25, 2023.

**Shareholder details:**

1. Shareholder name: \_\_\_\_\_ 2. ID no: \_\_\_\_\_

3. If the shareholder does not have an Israeli identity card	4. If the shareholder is a corporation
Passport number: _____	Company no: _____
Country of issuance: _____	Country of incorporation: _____
Expiry Date: _____	

**Manner of voting:**

**Please disclose whether you are an interested party<sup>1</sup>/senior officer<sup>2</sup>/institutional investor<sup>3</sup>/none of the above and/or other**

<b>Interested party</b> <input type="checkbox"/>	<b>Senior officer</b> <input type="checkbox"/>	<b>Institutional investor</b> <input type="checkbox"/>	<b>None of the above/other</b> <input type="checkbox"/>
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**\* In case the voter votes by proxy, the foregoing details shall be given also with respect to the principal**

<sup>1</sup> As defined in Section 1 of the Securities Law, 1968.

<sup>2</sup> As defined in Section 37(d) of the Securities Law, 1968.

<sup>3</sup> As defined in Regulation 1 of the Financial Services Oversight Law (Provident Funds) (Participation by a Management Company in a General Meeting), 2009, as well as mutual fund managers as defined in the Mutual Fund Law, 1994.

#	Resolution (based on Part I of the voting card)	Manner of voting <sup>4</sup>			With respect to approval of the agenda resolution and in accordance with Section 239(b) of the Companies Law - Are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or institutional investor? <sup>5</sup>	
		For	Against	Abstaining	Yes	No
1.2	Approve the reappointment of Mr. Peretz Guza as an external director of the Company, according to that stated in Section 1.1 of the convention report.					
1.3	Approve the reappointment of Mr. Eitan Stoller as an external director of the Company, according to that stated in Section 1.1 of the convention report.					

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

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

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**For shareholders holding shares via a TASE member (pursuant to Section 177(1) of the Companies Law) – this voting card is only valid when appended with a confirmation of ownership. For shareholders registered in the Company’s shareholder registry - This voting card shall only be effective with the attachment of a photocopy of an identity card/passport/certificate of incorporation.**

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<sup>4</sup> Failure to mark a box will be deemed to be an abstention for such agenda item.

<sup>5</sup> A shareholder who does not complete this column or who marks “yes” without providing details shall have their vote disregarded. There is no need to disclose a personal interest not resulting from a relationship with the controlling shareholder.

## **About Max Stock**

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## **Company Contacts:**

Talia Sessler,  
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**Max Stock Ltd. (the “Company”)**

**October 18, 2023**

Attn:  
Israel Securities Authority  
[www.magna.isa.gov.il](http://www.magna.isa.gov.il)

Attn:  
Tel Aviv Stock Exchange Ltd.  
[www.maya.co.il](http://www.maya.co.il)

**Re: Immediate report regarding the convention of an EGM**

This immediate report is being made pursuant to the Israel Companies Law, 1999 (the “**Companies Law**”), the Israel Securities Law, 1968 (the “**Securities Law**”), the Securities Regulations (Periodic and Immediate Reports), 1970 (the “**Report Regulations**”), the Companies Regulations (Notice and Announcement of a General and Class Meeting of a Public Company and Adding an Agenda Item), 2000 (the “**Notice and Announcement Regulations**”) and the Companies Regulations (Voting in Writing and Position Statements), 2005 (the “**Voting in Writing Regulations**”), to give notice of the convention of an extraordinary general meeting of the shareholders of the Company, which shall be held on Wednesday, November 22, 2023, at 12:00PM, at the offices of the Company’s external legal counsel, Herzog, Fox, Neeman & Co., Advocates, 6 Itzhak Sadeh St., Tel Aviv (the “**immediate report**” and the “**general meeting**”, respectively).

**1. The meeting’s agenda and the proposed resolutions:**

**1.1. Reappointing the Company’s incumbent external directors for an additional term in office as external directors of the Company**

It is proposed to approve the reappointment of Messrs. Peretz Guza and Eitan Michael Stoller (the “**candidates**”), currently serving as external directors of the Company, for an additional 3-year term in office, as external directors of the Company commencing from the date of their appointment approved by the general meeting hereby being convened. It should be noted that this term in office will be the second term for the candidates as external directors of the Company for the purposes of Section 245 of the Companies Law.



According to the shareholders' agreement between the Company's controlling shareholders - Mr. Ori Max (through a wholly owned company) and Moose Holdco Ltd. - it should be noted that Mr. Eitan Michael Stoller was recommended by Mr. Max and Mr. Peretz Guza was recommended by Moose Holdco Ltd.

The candidates have been serving as external directors of the Company as of November 23, 2020, they meet all the criteria stipulated in the Companies Law regarding the qualifications to serve as external directors of the Company, and they have submitted declarations to the Company in accordance with Sections 224B and 241 of the Companies Law, a copy thereof is attached as **Appendix B** to this immediate report. For the required details about the candidates pursuant to Regulations 26 and 36B(a)(10) of the Report Regulations, see Regulation 26 included in Chapter D of the 2022 periodic report published on March 20, 2023 (Ref. No: 2023-01-024388) (the "**periodic report**"), included herein by way of reference. It should be noted that there have been no changes to the above-referenced required details, from the date of the periodic report till now.

On October 19, 2020, the Company's board of directors approved the candidates having the following classifications: (1) Mr. Guza as being classified as having accounting and financial expertise; and (2) Mr. Stoller as being professionally qualified, as defined in the Companies Regulations (Conditions and Tests for a Director Possessing Accounting and Financial Expertise and for a Director with a Professional Qualification), 2005.

Subject to the approval of the reappointment of the candidates as external directors of the Company, the remuneration payable to the candidates shall remain unchanged and shall include annual remuneration and remuneration for participating in meetings, not exceeding the maximum amount stipulated in Regulations 4, 5 and 7 of the Remuneration Regulations, as amended from time to time, and according to the Company's tier of classification, and according to the Company's articles of association and remuneration policy, and its customary practices.

The candidates are also entitled to be included in the Company's existing standard arrangements, *inter alia*, the D&O insurance policy and indemnification arrangements, as stipulated in the Company's articles of association and remuneration policy and customary practices, and which shall continue to apply with respect to both current and future directors of the Company. For more information see Regulation 29A of Chapter D to the periodic report.

It is recommended to reappoint the candidates also considering their performance during their first term on the Company's board of directors.

**It is clarified that each candidate will be voted upon separately.**

## 2. **Convention of the general meeting**



### 2.1. Time and place for convening the meeting

An extraordinary general meeting of the Company's shareholders with the agenda item detailed above in Section 1.1, has been called to be held on Wednesday, November 22, 2023, at 12:00PM at the offices of the Company's external legal counsel, Herzog, Fox, Neeman & Co., Advocates, at 6 Itzhak Sadeh St., Tel Aviv.

### 2.2. The majority required to adopt the agenda items

The majority required to approve the resolutions specified above in Section 1.1 of the agenda, according to the provisions of Section 239(b) of the Companies Law, is a majority of all shareholders entitled to vote and participating in the vote at the general meeting, excluding abstentions, provided that one of the following has been met:

- (1) The count of the majority at the general meeting shall include the majority of all votes of shareholders who are not controlling shareholders of the Company or have no personal interest in the approval of the appointment apart from a personal interest unrelated to their relationship with the controlling shareholder, who are participating in the vote; the tally of total shareholder votes shall disregard abstentions; anyone with a personal interest shall be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*;
- (2) The total objecting votes from among the shareholders stated in paragraph (1) shall not exceed two percent (2%) of the Company's total voting rights.

### 2.3. Quorum for holding the meeting

2.3.1. Pursuant to the Company's articles of association, a legal quorum shall be constituted to hold the meeting when two or more shareholders are present, in person or by proxy or voting card or in any other manner permitted under applicable law, holding at least twenty-five percent (25%) of the Company's voting rights, within half an hour from the time set for the commencement of the general meeting.

2.3.2. If a legal quorum is still not in attendance within half an hour from the time scheduled for the general meeting to commence, the general meeting shall be postponed to the same day of the following week, at the same time and place, or at an earlier or later time, if so stated in the original notice of the general meeting (an "**adjourned meeting**"). If a legal quorum is not in attendance at the adjourned meeting within half an hour from the time scheduled for the meeting, then a meeting shall be held with any number of participants whatsoever. At the adjourned meeting, a single shareholder shall constitute a legal quorum to open the meeting, irrespective of the rate of their holdings in the Company's shares.



#### 2.4. The date of record, eligibility to participate in the meeting and method of voting

- 2.4.1. Pursuant to Section 182(c) of the Companies Law and Regulation 3 of the Voting in Writing Regulations, the date of record with respect to eligibility to participate and vote at the general meeting shall be the close of trade on TASE on October 25, 2023 (the “**date of record**”).
- 2.4.2. Pursuant to the Companies Regulations (Proof of Share Ownership for Voting at a General Meeting), 2000 (the “**Proof of Share Ownership Regulations**”), a shareholder of the Company, in whose favor a share of the Company is registered with a TASE member with the share being included in the Company’s shares that are recorded in the Company’s shareholder register in the name of a nominee company (“**unregistered shareholder**”), may prove their ownership of Company shares on the date of record, in order to vote at the general meeting, by providing a confirmation to the Company from the TASE member which has recorded said shareholder’s right to the share, no later than 24 hours prior to the time called to convene the meeting. An unregistered shareholder may obtain a confirmation of ownership from the TASE member holding their shares, at one of the TASE member’s branches or sent by mail to their address for the cost of dispatch, if requested. Requests in this regard shall be made in advance with respect to a specific securities account.
- 2.4.3. Pursuant to the provisions of Regulation 4A of the Proof of Share Ownership Regulations, an approved electronic message pursuant to Section 44(K)5 of the Securities Law, which refers to the user data recorded in the electronic voting system – shall have the status of a confirmation of ownership with respect to any shareholder included therein.
- 2.4.4. A shareholder of the Company on the date of record will be eligible to participate in the general meeting and vote at it in person or via proxy after sending a letter of appointment to the Company’s offices at least 24 hours prior to the time the general meeting is to be convened (the “**letter of appointment**”). The letter of appointment shall be prepared in writing and shall be signed by the appointing party, and if the appointing party is a corporation, the letter of appointment shall be prepared in writing and signed in a way that binds the corporation. The board of directors or person authorized for such by the board of directors may require that the Company be provided with a written confirmation, to its satisfaction, prior to convening the general meeting, of the authority of the signing parties to bind the corporation.

#### 2.5. Voting via voting card



- 2.5.1. A shareholder may vote at the general meeting to approve the items specified above in Section 1 through the voting card attached as **Appendix A** to this immediate report. Voting in writing shall be done on the second part of the voting card as published on the distribution website. The ISA and TASE websites where the voting card and position statements, as defined under Section 88 of the Companies Law, can be accessed, are as follows: The ISA distribution website: [www.magna.isa.gov.il](http://www.magna.isa.gov.il), the TASE website: [www.maya.tase.co.il](http://www.maya.tase.co.il).
  - 2.5.2. Shareholders may contact the Company directly and receive, *gratis*, the voting card, or, with their consent, a link to the voting card on the distribution website.
  - 2.5.3. The TASE member shall send a link to the voting card and position statements on the ISA distribution website by email, free of charge, to any unregistered shareholder whose shares are registered with that TASE member, unless the shareholder gave notice that they are not interested in such and provided that the notice was given regarding a specific securities account prior to the date of record.
  - 2.5.4. An unregistered shareholder who wishes to vote using a voting card should state their vote on the second part of the voting card, and deliver it to the Company or send it to the Company via registered mail together with a confirmation of ownership, such that the voting card will arrive at the Company's registered offices no later than four (4) hours before the time called for the general meeting to be convened.
  - 2.5.5. A shareholder recorded in the Company's register of shareholders and who wishes to vote using a voting card, should vote on the second part of the voting card and deliver it to the Company or send it to the Company via registered mail together with a photocopy of their identity card or passport or a photocopy of their certificate of incorporation, such that the voting card will arrive at the Company's registered office no later than six (6) hours before the time called for the general meeting to be convened.
- 2.6. Voting via the electronic voting system
- 2.6.1. In addition to the foregoing, an unregistered shareholder may vote at the general meeting on any of the resolutions approving the agenda items specified above in Section 1, via a voting card which shall be submitted to the Company via the electronic voting system (as defined in the Voting in Writing Regulations) (the "**electronic voting system**").
  - 2.6.2. The TASE member shall keep a record on the electronic voting system including all the details required under Section 44K4(a)(3) of the Securities Law for each of the unregistered shareholders on whose behalf it is holding securities on the date



of record (“**list of persons entitled to vote on the system**”); however, the TASE member shall not include shareholders on the list of persons entitled to vote on the system who, by midday on the date of record gave notice that they are not interested in being included in the list of persons entitled to vote on the system, in accordance with Regulation 13(d) of the Voting in Writing Regulations.

2.6.3. The TASE member shall send the details required to vote on the electronic voting system, as soon as practicable after receiving the confirmation from the electronic voting system that the list of persons entitled to vote on the system has been properly received (“**list receipt confirmation**”), to each of the shareholders included on the list of persons entitled to vote on the system who receive electronic notices or notices sent from the TASE member’s computer communication system from the TASE member.

2.6.4. A shareholder who appears on the list of persons entitled to vote on the system may vote and submit their vote to the Company via the electronic voting system. Voting using the electronic voting system will be enabled from the time of the list receipt confirmation, and up to six (6) hours before the time set for the general meeting (the “**system closing time**”), and can be changed or withdrawn at any time until the system closing time.

## 2.7. The deadline for submitting a request to add an agenda item

2.7.1. Pursuant to Section 66(b) of the Companies Law, one or more shareholders with at least one percent of the voting rights at the general meeting may ask the Company's board of directors to include an item on the meeting’s agenda, provided that the matter is suitable to be discussed at the meeting. If such a request is made, then items may be included on the meeting’s agenda and their details will be published on the ISA distribution website: [www.isa.gov.il](http://www.isa.gov.il) and the TASE website: [www.tase.co.il](http://www.tase.co.il).

2.7.2. The deadline to submit a shareholder request to include an item on the general meeting’s agenda, as said, is no later than seven (7) days following the publication date of this general meeting invitation, i.e., by Wednesday, October 25, 2023.

## 2.8. Position statements

2.8.1. The deadline for the submission of position statements is up to ten (10) days prior to the date of the general meeting being convened under this report, i.e., by November 12, 2023. Shareholders may contact the Company directly and receive, *gratis*, the position statements sent to it.

2.8.2. TASE members shall send a link to the position statements on the distribution



website by email, free of charge, to any unregistered shareholder holding their shares with that TASE member, by the end of the business day following them being published on the distribution website or following the date of record, according to the later of the two, unless the shareholder gave notice that they are not interested in such and provided that the notice was given regarding a specific securities account prior to the date of record.

2.9. Company's representative for handling this report and the time and place the report may be viewed

Any shareholder of the Company may view this immediate report and the documents mentioned herein at the Company's offices, at 16 HaShitah St., Caesarea, by appointment with Adv. Ifat Nir-Katz, VP, Chief Legal Officer and Corporate Secretary, by phone: 073-7695198 or by email [ifat@maxstock.co.il](mailto:ifat@maxstock.co.il), Sundays through Thursdays, 09:00 - 17:00, until the date called for the convention of the general meeting. Similarly, the report is available for public review on the ISA website, at: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and on the TASE website, at: [www.maya.tase.co.il](http://www.maya.tase.co.il).

**Respectfully,**

**Max Stock Ltd.**

**About Max Stock**

Max Stock is Israel's leading extreme value retailer, currently present in 60 locations throughout Israel and 2 locations in Portugal. We offer a broad assortment of quality products for customers' everyday needs at affordable prices, helping customers "Dream Big, Pay Small". For more information, please visit <https://ir.maxstock.co.il>

**Company Contacts:**

Talia Sessler,  
Chief Corporate Development and IR Officer

[talia@maxstock.co.il](mailto:talia@maxstock.co.il)



**Appendix A**

Voting Card/Proxy Statement





## **Appendix B**

External Director Declarations