

## **Notice of Annual and Special General Meeting of Shareholders of Unitronics (1989) (R”G) Ltd. (the “Company”)**

Notice is hereby given of the convening of the Annual and Special General Meeting of Shareholders of Unitronics (1989) (R”G) Ltd. (the “**Company**”), to be held on Sunday, **June 22, 2025, at 17:00**, at the offices of the Company’s legal counsel, Naschitz Brandes Amir & Co., 5 Tuval Street, Tel Aviv (1st Floor).

In the absence of a legal quorum, the meeting will be adjourned to the same time and place on the following Sunday.

### **1. Agenda of the Meeting:**

- 1.1 Item 1: Presentation and discussion of the Company’s financial statements for the year of 2024** – Presentation and discussion of the Company’s financial statements for the year ended December 31, 2024, and the Board of Directors’ report, as detailed in Section 2.1 of the Shareholders Meeting Notice published on May 15, 2024 (the “Meeting Notice”).
- 1.2 Item 2: Reappointment of the Company’s independent auditor** – reappointment of BDO Ziv Haft, Certified Public Accountants, as the Company’s independent auditor until the next annual general meeting, as detailed in Section 2.2 of the Meeting Notice.
- 1.3 Item 3: Reappointment and appointment of directors (excluding external directors)** – approval of the reappointment of the current directors of the Company, who are not external directors, namely: Mr. Haim Shani (Active Chairman), Mr. Amit Ben Zvi (Joint Active Chairman), Mr. Zvi Livne, Mr. Gillon Beck, Mr. Yariv Avishar, and Ms. Bareket Shani, for an additional term ending at the next annual general meeting, as detailed in Section 2.3 of the Meeting Notice.
- 1.4 Item 4: Appointment of Doron Shahar as an external director and approval of an indemnification and exemption letter** – approval of the appointment of Ms. Doron Shahar as an external director for a first term of three (3) years commencing on the date of the meeting’s approval, and approval of the indemnification and exemption letter, as detailed in Section 2.4 of the Meeting Notice.
- 1.5 Item 5: Approval of a related party transaction with Utron Ltd., a company owned by the Company’s controlling shareholders, for upgrading software and hardware components of the Unitronics logistics center** – approval of the Company's engagement in a transaction with Utron Ltd., as detailed in Section 2.5 of the Meeting Notice.

### **Record Date and Proxy Voting**

The record date for eligibility to participate and vote at the meeting, pursuant to Sections 182(b) and 182(c) of the Israeli Companies Law, 1999, and Regulation 3 of the Companies Regulations (Written Voting and Position Statements), 2005, is Thursday, **May 22, 2025 (the “Record Date”)**.

Shareholders may participate and vote in person or by proxy. A shareholder wishing to vote by proxy must deposit the signed proxy form at the Company's offices or at the meeting venue no later than 48 hours before the start of the meeting. A proposed proxy form in Hebrew and English is available on the Company's website at: <http://www.unitronics.com>.

**Ballot, Electronic Voting and Position Statements**

The deadline to submit a written ballot to the Company's registered office is four (4) hours prior to the meeting, i.e., **June 22, 2025, at 13:00**. Additionally, shareholders may vote on all agenda items via the electronic voting system, no later than six (6) hours prior to the meeting or at an earlier time as may be determined by the Israeli Securities Authority, provided it is no more than twelve (12) hours prior to the meeting. The deadline for submitting position statements to the Company is ten (10) days before the meeting, i.e., by **June 11, 2025**.

**Additional Information:**

For more information regarding the meeting, see the immediate report published on May 18, 2025 (Reference No. 2025-01-034780), available on the distribution site of the Israeli Securities Authority at [www.magna.isa.gov.il](http://www.magna.isa.gov.il), and on the website of the Tel Aviv Stock Exchange at [www.tase.co.il](http://www.tase.co.il).

**Respectfully,**

**Unitronics (1989) (R"G) Ltd.**