

Utron Ltd. (hereinafter – “the Company”)

Notification is hereby provided regarding convening of the Annual General Meeting of the Company’s shareholders, which will be held on October 9, 2023 at 17:00 (hereinafter – “the General Meeting”) at the Offices of the Company’s representatives, Naschitz, Brandes, Amir & Co., Advocates, 5 Tuval St., Tel-Aviv (Floor 1). If after one-half hour from time set for the General Meeting a legal quorum will not be present (presence of one shareholder or more, themselves or by representatives, which hold together at least twenty-five percent (25%) of all of the Company’s voting rights), the General Meeting will be postponed to October 16, 2023, at the same place and at the same time.

On the Day’s Agenda of the General Meeting

1. Matter No. 1: Discussion of the Company’s financial statements for 2022 – presentation and discussion of the financial statements and the Report of the Board of Directors for the year ended December 31, 2022, as detailed in Section 2.1 of the Report Summoning the General Meeting published on August 30, 2023 (hereinafter – “the Summons Report”).
2. Matter No. 2: Re-appointment of the Company’s auditing CPAs – re-appointment of the Office of BDO Ziv Haft, Certified Public Accountants, for an additional period of service as the Company’s auditing CPAs up to the end of the next Annual General Meeting, as detailed in Section 2.2 of the Summons Report.
3. Matter No. 3: Re-appointment and appointment of directors (that are not external directors) to the Company’s Board of Directors – approval of re-appointments of the directors serving at the Company that are not external directors, Messrs. Amit Ben-Zvi (Chairman of the Board of Directors), Haim Shani, Irit Shadar Tuvias, Gilon Beck and Bareket Shani for an additional period of service that will end on the date of the Company’s next Annual General Meeting, as detailed in Section 2.3 of the Summons Report.

Entitlement to vote and appointment certificate

The date provided for the matter of entitlement to participate in and vote at the General Meeting, in accordance with Sections 182(B) and 182(C) of the Companies Law, 1999, and Regulation 3 of the Companies Regulations (Written Vote and Position Notifications), 2005, is Wednesday, September 6, 2023 (“the Effective Date”). Shareholders may participate and vote themselves or by proxy. A shareholder that is interested in voting by an appointment certificate in the language attached as Appendix B to the Summons Report, must deposit it at the Company’s Offices or the place designated for convention of the General Meeting at least 48 hours prior to the commencement of the General Meeting.

Voting certificate, electronic voting and position notifications

The last date for delivery of the voting certificate to the Company’s registered office is up to four (4) hours prior to the time of the General Meeting, that is up to October 9, 2023 at 13:00. In addition, a shareholder is also permitted to vote at the General Meeting, regarding all the matters on the Day’s Agenda, by means of the electronic voting up to six (6) hours prior to the time of convention of the General Meeting or an earlier time that will be determined by the Securities Authority, provided it will not be more than 12 hours before the time of convention of the General Meeting. The last date for delivery of a position notification on behalf of a shareholder to the Company is up to ten (10) days prior to the date of the General Meeting, that is, September 29, 2023.

Respectfully,

Utron Ltd.