

Brack Capital Properties N.V. (the "Company")

Ballot Card

Ballot Card according to Companies Regulations (Voting in Writing and Notices of Position), 2005
(the "**Regulation**")

Part A

1. **Name of the Company**

Brack Capital Properties N.V.

2. **Type of the General Meeting, the Date and Place of Convening**

Extraordinary General Meeting ("GM"). The GM will convene on **December 20, 2023, at 14:00 CET** at the offices of the Company in Amsterdam and in addition thereto the GM shall be held via conference call where all the parties could hear one another. Dial-in details will be provided by the Company's representative for matters pertaining to this immediate report (as detailed in Section 2.8 of the Immediate Report that this Ballot Card is annexed to) by presenting a confirmation of ownership and power of attorney to attend the GM (as applicable).

3. **Issues on the agenda for which voting may be made by means of the Ballot Card**

3.1. **Discussion and approval of the Company's 2022 annual report and financial statements (prepared in accordance with Dutch law)**

It is suggested to approve the Dutch law Company's statutory annual financial report for 2022 as it was prepared in accordance with IFRS (the "**Dutch Statutory Financial Report**"), attached as **Annex A** to the Notice report.

For additional information, please see section 1.2 of the convocation notice.

3.2. **Appointment of a new External Auditor (Israel)**

It is proposed to appoint the accounting firm BDO Ziv Haft as the External Auditor of the Company, starting as of the date of approval of their appointment by the GM convened hereby, by the end of the next GM of the Company, and to authorize the Company's Board of Directors to determine their fee.

For additional information, please see section 1.3 of the convocation notice.

3.3. **Re-appointment of the External Auditor (the Netherlands)**

It is proposed to re-appoint IUS Statutory Audits Coöperatie U.A. as the Company's external auditor that shall be responsible for auditing the Company's annual reports for 2023, for the purpose of auditing the Company's Dutch Statutory Financial Report for 2023, and to authorize the Company's Board of Directors to determine their fee.

For additional information, please see section 1.4 of the convocation notice.

3.4. Exemption from liability for members of the Board of Directors

It is proposed to exempt the members of the Board of Directors (as they were at relevant times) from their liability regarding their activities during the 2022 financial year, in accordance with Dutch law, insofar as such activity is reflected in the Company's annual financial report for 2022.

For additional information, please see section 1.5 of the convocation notice.

3.5. Re-appointment of Mr. Patrick Burke (Independent Director) to the Board of Directors

It is proposed to re-appoint Mr. Patrick Burke as a Non-Executive Independent Director to the Board of Directors, for an additional term of office, starting the date of approval of his re-appointment by the GM convened hereby and until the end of the next annual GM of the Company.

For additional information, please see section 1.6 of the convocation notice.

3.6. Re-appointment of Ms. Elisabeth van der Kuijlen-Dalenoord (Independent Director) to the Board of Directors

It is proposed to re-appoint Ms. Elisabeth van der Kuijlen-Dalenoord as a Non-Executive and Independent Director to the Board of Directors, for additional term of office, starting the date of approval of her re-appointment by the GM convened hereby and until the end of the next annual GM of the Company.

For additional information, please see section 1.6 of the convocation notice.

3.7. Re-appointment of Mr. Thomas Werner Ferdinand Zinnöcker to the Board of Directors

It is suggested to re-appoint Mr. Thomas Werner Ferdinand Zinnöcker as Non-Executive and Non-External Director to the Board of Directors, starting the date of approval of his re-appointment by the GM convened hereby and until the end of the next annual GM of the Company.

For additional information, please see section 1.7 of the convocation notice.

3.8. Re-appointment of Mr. Thilo Ger Schmid to the Board of Directors

It is suggested to re-appoint Mr. Thilo Ger Schmid as Non-External Non-Executive Director to the Board of Directors, starting the date of approval of his re-appointment by the GM convened hereby and until the end of the next annual GM of the Company.

For additional information, please see section 1.7 of the convocation notice.

3.9. Appointment of Mr. Thierry Beaudemoulin (Executive Director) to the Board of Directors

It is proposed to appoint Mr. Thierry Beaudemoulin as an Executive Director (Non-External) to the Board, for a term of office, starting the date of approval of his appointment by the GM convened hereby and until the end of the next annual GM of the Company.

For additional information, please see section 1.8 of the convocation notice.

3.10. Authorization of the Company's Board of Directors as the competent organ to issue the Company's shares

It is proposed to authorize the Company's Board of Directors to decide on the issuance of up to 5% of the Company's issued and paid-up share capital as of the date of this GM (that is, up to 410,000 shares), and this for a period of 18 months starting from the date of the GM convened hereby.

For more information, see section 1.9 of the convocation notice.

3.11. Authorization of the Board of Directors to restrict or exclude pre-emptive rights and relief the shareholders pre-emptive rights

Subject to the adoption of the decision set forth in Section 3.10 above by the GM hereby convened, it is proposed to authorize the Company's board of directors for a period of 18 months, starting from the date of the convening of the meeting convened according to this immediate report, to limit or exclude the Company's stockholders' right of association.

For more details, see section 1.10 of the convocation notice.

4. Place and times at which the full text of the proposed resolutions may Be viewed in which can be reviewed

4.1. This immediate report and the documents mentioned herein may be viewed at the office of Herzog Fox & Neeman Law Office, at Herzog Tower, 6 Yitzhak Sadeh Street, Tel Aviv, by appointment at 03-6922020, Sundays through Thursdays, during ordinary business hours, until the time of the GM. In addition, this immediate report, the Ballot Card and the position statements, as defined in section 88 of the Companies Law, should they be issued, may be viewed on the distribution website of the Israel Securities Authority at: www.magna.isa.gov.il and on the website of the Tel Aviv Stock Exchange Ltd at: www.tase.co.il.

5. The Record Date

5.1. The record date for the determination of eligibility of a shareholder to participate in and vote at the GM, as set forth in Section 182 of the Companies Law-1999 and Section 3 of the Regulations and the relevant provisions of Dutch law, is **November 21, 2023**, at the end of the trading day on the Tel Aviv Stock Exchange Ltd. (the "**Record Date**"). Anyone who is a shareholder of the Company on the Record Date, whether the shares are registered in his

name, or holds them via a TASE member, is eligible to participate in and vote at the GM in person or by proxy.

6. The Majority Required

- 6.1. The majority required to pass the resolutions set forth in Section 3.1-3.9 above is a majority of votes of the shareholders present at the GM, who are eligible to vote and have voted, by themselves or by their proxy, without taking abstentions into account.
- 6.2. The majority required to pass resolution set forth in Section 3.10 above, in accordance with the Dutch Law and the provisions of the Articles of Association of the Company, is a majority of votes of the shareholders present at the GM, who are eligible to vote and have voted in, by themselves or by their proxy, without taking abstentions into account.
- 6.3. The majority required to pass resolution set forth in Section 3.11 above, in accordance with the Dutch Law and the provisions of the Articles of Association of the Company, is a majority of votes of the shareholders present at the GM, who are eligible to vote and have voted, by themselves or by their proxy, without taking abstentions into account, however, to the extent that less than half of the Company's issued share capital shall be represented at the meeting, the majority required for the approval of the decision detailed in Section 3.11 above will be a majority of at least two-thirds of the shareholders present at the GM, who are entitled to vote and have voted in, by themselves or by proxy.

7. Validity of the Ballot Card

- 7.1. This Ballot Card shall be valid for an unregistered shareholder only if a certificate of ownership is attached to it or if a confirmation of ownership has been sent to the Company through the Electronic Voting System, as defined in the Regulation.
- 7.2. This Ballot Card shall be valid for a shareholder only if a photocopy of an identity card, passport or certificate of incorporation is attached to it.
- 7.3. A shareholder wishing to vote by means of this Ballot Card must submit the relevant Ballot Card and relevant documents as stated to the Herzog Fox Neeman's offices, Herzog Tower, 6 Yitzhak Sadeh Street, Tel Aviv, no later than four (4) hours prior to the date of convening the GM, as far as an unregistered shareholder is concerned, and not six (6) hours prior to the date of the GM, insofar as a registered shareholder is concerned.
- 7.4. **A ballot Card that will not be delivered in accordance with the above shall be invalid.**

8. Voting through the Electronic Voting System

8.1. An unregistered shareholder may vote through the Electronic Voting System, starting from the date of approval by the Electronic Voting System of a valid acceptance of the list of eligible voters in the Electronic Voting System, up to six (6) hours before the date of the GM, i.e., until **December 20, 2023, at 08:00 CET** (“System Lockdown Date”).

8.2. Voting through the Electronic Voting System will be subject to change or cancellation up until the System Lockdown Date and cannot be changed by the Electronic Voting System after that date. It should be noted that in accordance with section 83(d) of the Companies Law, if a shareholder votes in more than one way, his later voting will be counted. The Company does not allow voting via the Internet, not through the Electronic Voting System.

9. Company's address for submitting Ballot Cards and Position Statements

9.1. Herzog Fox & Neeman's offices, Herzog Tower, 6 Yitzhak Sadeh Street, Tel Aviv.

10. Deadline for the submission of Position Statements to the Company and the deadline for the submission of the Board of Directors' Response

10.1. The last date for delivery of position statements is up to ten (10) days prior to the date of convening of the GM, i.e., until **December 10, 2023**. The last date for submission of the Board of Directors' response to the position notice is no later than five (5) days prior to the date convening of the GM, i.e., until **December 15, 2023**.

11. Distribution URL of the Israel Securities Authority website and the Tel Aviv Stock Exchange website, containing the Ballot Cards and Position Statements

11.1. The website which contains Ballot Cards and position statements are: The distribution website of the Israeli Securities Authority: www.magna.isa.gov.il and the website of the Tel-Aviv Stock Exchange Ltd.: www.maya.tase.co.il.

12. Receiving ownership certificates, Ballot Cards and position statements

12.1. An unregistered shareholder is entitled to receive his ownership certificate from the member of the stock exchange or by mail delivery, if requested. A request for this matter will be made in advance for a particular securities account.

12.2. An unregistered shareholder may order that his ownership certificate be passed to the Company through the Electronic Voting System.

12.3. An unregistered shareholder is entitled to receive an e-mail, without consideration, to a link to the form of the Ballot Card and to the position statements on the Distribution Site, by the stock exchange member through which he holds his shares, unless he informs the stock exchange member that he does not want to receive such a link or he wants to receive the Ballot Cards in the mail (with consideration); His notice regarding the Ballot Cards will also apply to receiving position statements.

- 12.4. One or more shareholders holding shares on the Record Date at a rate constituting five percent (5%) or more of the total voting rights in the Company, and whoever holds such a percentage out of the total voting rights not held by the controlling shareholder of the Company as defined in Section 268 of the Companies Law, is entitled himself or through an agent on his behalf, after the convening of the GM, to inspect the Ballot cards and records via the Electronic Voting System that have reached the Company, at the Company's registered office, during normal working hours.
- 12.5. The number of shares constituting five percent (5%) of the total voting rights (not fully diluted) in the Company is 386,544 ordinary shares of the Company. The number of shares constituting five percent (5%) of the total voting rights (not fully diluted) not held by the Company's controlling shareholders is 142,895 ordinary shares of the Company.

13. Changes in the agenda, and posting of position statements

- 13.1. After the publication of this Ballot Card, there may be changes in the meeting agenda, including the addition of a proposal to the agenda, position notice may be published, subject to the applicable Dutch law, and the updated agenda and position statements published in the Company's reports may be viewed on the distribution website.

14. The last date on which the Company will publish a revised Ballot Card

- 14.1. Insofar as a topic is requested to be added to the GM agenda, the deadline for the Company to issue a revised ballot card will be **December 28, 2023**, subject to the applicable Dutch law.

15. Cancellation of a Ballot Card

- 15.1. A shareholder is entitled, up to twenty-four (24) hours prior to the date of the GM, apply to the registered office of the Company and, after proving his identity to the satisfaction of the secretary of the Company or another employee appointed for this purpose, to withdraw his Ballot Card and his proof of ownership.

A shareholder shall indicate the manner of voting on any subject on the agenda in the second part of the Ballot Card

Brack Capital Properties N.V. (the "Company")

Ballot Card according to Companies Regulations (Voting in Writing and Notices of Position), 2005
(the "Regulation")

Part B

Name of the Company: Brack Capital Properties N.V.

Address of the Company (for delivery and dispatch of the Ballot Cards): Herzog Fox & Neeman's offices, Herzog Tower, 6 Yitzhak Sadeh Street, Tel Aviv.

Company No: 34230639

Date of the General Meeting: **December 20, 2023, at 14:00 CET**

Type of the General Meeting: Annual and Extra-Ordinary General Meeting

Record Date: **November 21, 2023**

Details of the Shareholder

1. Shareholder's name: _____ 2. Identity No.: _____

3. If the shareholder has no Israeli Identity Document:	4. If the shareholder is a Corporation:	5. In case of voting through the Electronic Voting System:
Passport No.:	Corporation No.:	Identification Code:
Country of issuance:	Country of incorporation:	Monitoring Code:
Valid until:	Quantity of Securities:	Additional Identification:

Manner of voting

Please mark whether you are an interested party^{1/} an executive officer^{2/} an institutional investor³ in the Company, or none of the above mentioned:

Interested Party	Executive Officer	Institutional Investor	None
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***If the voter votes by means of Ballot granted to it, the details set out above will be given in regard of the person granting such Ballot as well.**

¹ As the meaning of this term in section 1 to the Securities Law, 1968.

² As the meaning of this term in section 37(d) to the Securities Law, 1968.

³ As the meaning of this term in section 1 to Control of Financial Services (Provident Funds) (Participation of Managing Company in General Meeting) Regulations, 2009 and a Joint Investment Trusts Fund Manager, as the meaning of this term in the Joint Investment Trusts Law, 1994.

Topic No. on the Agenda	Matter on the Agenda	Manner of Voting ⁴		
		<u>In favor</u>	<u>opposed</u>	<u>Abstain</u>
3.1	Discussion and approval of the Company's 2022 annual report and financial statements (prepared according to Dutch law)			
3.2	Appointment of a new External Auditor (Israel)			
3.3	Re-appointment of the External Auditor (the Netherlands)			
3.4	Exemption from liability for members of the Board of Directors			
3.5	Re-appointment of Mr. Patrick Burke (Independent Director) to the Board of Directors			
3.6	Re-appointment of Ms. Elisabeth van der Kuijlen-Dalenoord (Independent Director) to the Board of Directors			
3.7	Re-appointment of Mr. Thomas Werner Ferdinand Zinnöcker (Non-External Director) to the Board of Directors			
3.8	Re-appointment of Mr. Thilo Ger Schmid (Non-External Director) to the Board of Directors			
3.9	Appointment of Mr. Thierry Beaudemoulin (Executive Director) to the Board of Directors			
3.10	Authorization of the Board of Directors as the competent organ to issue the Company's shares			
3.11	Authorization of the Board of Directors to restrict or exclude pre-emptive rights and relief the shareholders pre-emptive rights			

Date: _____

Signature: _____

For shareholders who hold shares through a member of the Exchange (pursuant to Section 177(1) of the Companies Law-1999) – this Ballot Card is valid only if accompanied by a certificate of ownership.

For shareholders who are registered in the Company's Shareholders Registry – this Ballot Card is valid if accompanied by a photocopy of the Identity Document / passport / Certificate of Incorporation.

⁴ Failure to mark shall be considered as abstention from voting on this matter.