Payton Planar Magnetics Ltd

A Voting Letter in accordance with the Companies Regulation (voting in writing and opinion statements)5766 -2005 (hereinafter: "the Voting Regulations")

First Part

1. **Name of the Company:** Payton Planar Magnetics Ltd (hereinafter: **"the Company"**).

2. **Type of General Meeting, the date and place of convening:** An annual and extraordinary general meeting of the Company's shareholders (hereafter: **"the Meeting"**). The Meeting will be held on **September 28 th, 2026 at 2 :00 PM** in the Company's registered office at 3 Ha'avoda St., Ness-Ziona, Israel (hereinafter: "**The Company's registered office**").

   If within half an hour of the above mentioned time no quorum is present (at least two members present personally or by proxy or a voting letter who together hold at least twenty-five percent (25%) of the voting rights of the Company) the meeting shall stand adjourned to **September 28 th, 2026, at 03:00 PM** at the same place.
   If no quorum is present at the adjourned meeting within half an hour of the above mentioned time, the present member(s) shall be deemed a quorum.

3. **The matters on the agenda, which can be voted through a voting letter:**

   3.1 Re-nomination of **Mrs. Revital Ronen-Lentz** as an external Director with a financial accounting expertise, for a period of 3 years, as of November 1st, 2026 and confirming her remuneration given by the Company at the same rate given to the other external Director of the Company, according to the Israeli Companies Regulations (Rules in regard to remuneration and expenses to an external director) 2000, according to The Company's rank, as defined in the regulations mentioned above, and according to the remunerations paid to the other external directors of the Company and the Company's Remuneration Policy.

   A copy of the external director according to rule number 224B and 241 of The Companies Law, 5759-1999 (hereinafter: "**the Companies law**") is available at the Company's registered office and shall be delivered by e-mail to any shareholder at its request, accompanied by authenticated certificate of ownership, to be sent by registered mail to the Company's registered office.

   3.2 Re-nomination of **Mr. David Yativ**[1] as an Active Chairman of the Board of Directors and the re-nomination of **Mr. Doron Yativ**[2] as the Company's C.E.O, for a period of 3 years, as of November 1st, 2026, according to rule number 121C of the Israeli Companies Law, 1999 (hereinafter: "The Israeli Companies Law"). It is hereby

[1] Mr. David Yativ, active chairman, the founder and joint controlling shareholder of the parent company, Payton Industries Ltd.

[2] Mr. Doron Yativ, the son of David Yativ, C.E.O and a Director.

clarified that each re-nomination shall be voted for separately.

3.3 Extension of the Management Services Agreement, on the same terms, between the Company and "Wichita Ltd."[3], for an additional period of 3 years, as of November 1st, 2026, according to rule number 275 of the Israeli Companies Law (including regranting indemnification as stated in the existing letter of indemnification (hereinafter: "Letter of Indemnification"), through which **Mr. David Yativ** will continue to render his services as the Company's active chairman of the board.

The scope of the management services is full-time, in consideration for management fees, denominated in NIS, estimated in December 2025 at approximately USD 64 thousand per month (without an annual increase, in lieu of an annual increase at a rate of 3% per year until such date), linked to the Consumer Price Index, and a bonus at a rate of 3.4% of the annual profit of the Company (on a consolidated basis) before tax, in accordance with the audited consolidated annual financial statements of the Company and the Parent Company, Payton Industries ltd. and in accordance with the Company's reporting currency. Such annual bonus shall not exceed an amount equal to 6 monthly management fee payments.

3.4 Extension of the Management Services Agreement, on the same terms, between the Company and "Yaarh – Looking To The Future Ltd."[4], for an additional period of 3 years, as of November 1st, 2026, according to rule number 275 of the Israeli Companies Law, (including regranting indemnification as stated in the Letter of Indemnification) through which **Mr. Doron Yativ** will continue to render his services as the Company's C.E.O.

The scope of the management services is full-time, in consideration for management fees, denominated in NIS, estimated in December 2025 at approximately USD 34 thousand per month, linked to the Consumer Price Index, which shall be increased at a rate of 3% once per year, and a bonus at a rate of 2% of the annual profit of the Company (on a consolidated basis with the Parent Company) before tax, in accordance with the audited consolidated annual financial statements of the Company and in accordance with the Company's reporting currency. Such annual bonus shall not exceed an amount equal to 12 monthly management fee payments.

3.5 Extension of the Employment Agreements of **Mr. Dror Ozan[5] and Mr. Amir Yativ[6],** on the same terms, for additional periods of 3 years, as of November 1st, 2026 , according to rule number 275 of The Israeli Companies Law. It is hereby clarified that each extension of the employment agreements shall be voted for separately.

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[3] A private company, fully owned by Mr. David Yativ.

[4] A private company, fully owned by Mr. Doron Yativ.

[5] Mr. Dror Ozan is Mr. David Yativ's son-in-law, serves during the past 22 years as Purchasing Manager .

[6] Mr. Amir Yativ, David Yativ's son holds a M.Sc. in applied physics and a B.Sc. in Physics, serves as of April 2012 as a developing engineer and as of April 2016 as the R&D and Engineering Manager.

3.5.1 **Mr. Dror Ozan** - in accordance with the employment agreement between him and the Company, the annual cost of his employment to the subsidiary, denominated in NIS, was estimated in 2025 at approximately USD 150 thousand, and includes salary (which shall be increased at a rate of 3% once per year), a vehicle and social benefits, including managers' insurance and an advanced study fund.

3.5.2 **Mr. Amir Yativ -** in accordance with the employment agreement between him and the Company, the annual cost of his employment (denominated in NIS), was estimated in 2025 at approximately USD 245 thousand, and includes salary (which shall be increased at a rate of 5% per year), a vehicle and social benefits, including managers' insurance, an advanced study fund and share-based payment.

3.6 Appointment of **Ido Yativ**[7] as marketing and sales manager and updating his employment agreement, as of the date of the approval of this meeting and for a period of 3 years, according to rule number 275 of the Israeli Companies Law.

In accordance with the **updated terms of his** employment agreement**,** the annual cost of **Ido Yativ's** employment (denominated in NIS), is estimated at approximately USD 56 thousand, and includes salary (which commencing with the April 2028 salary shall be increased annually at a rate of 5% per year) and social benefits, including **pension/**managers' insurance and an advanced study fund.

4 The agenda, instructions for attendance and voting procedures in the meeting as well as other information, will be available on the Company's website www.paytongroup.com from August 20, 2026.

5 A shareholder or more who holds at least one percent (1%) of the Company's voting rights in the Meeting, may request, within 7 days after this notice, from the Company's Board of Directors to include any additional issue on the agenda, as long as the additional issue is suitable to be discussed at the Meeting.

In any case in which the Board of Directors finds that the additional issue is suitable to be discussed at The Meeting, The Company will prepare an updated agenda and an amended voting letter, if necessary, and will publish an updated notice no later than 7 days after the deadline for submitting the request to include another issue on the agenda as mentioned in this section above.

[7] Mr. Ido Yativ, the son of Doron Yativ and the grandson of David Yativ, commenced his employment with the Company on July 14, 2024 and since December 1, 2025 has been employed in various marketing activities.

It is hereby clarified that, if The Company publishes an updated notice, it will have no effect on the determine date of shares ownership as determined in this notice below.

6 **Place and time at which it is possible to view the full version of the proposed resolution:** A shareholder may, upon request, view any document regarding the proposed resolutions, at The Company's registered office, at 3 Ha'avoda St., Ness-Ziona, Israel, until the date of the Meeting, during regular working hours, and upon prior coordination with Mrs. Michal Lichtenstein (Tel: +972-3-9611164 Ext.808, or E-mail: michal@paytongroup.com). It is also possible to view the full announcement about this Annual and extraordinary general Meeting on the Euronext distribution site, as specified below and on the Company's web site.

7 **Details regarding the nominee as an external director (currently acting as the Company's external director) for an additional period of 3 years, to the Company's best knowledge:**

Name: Revital Ronen Lentz

7.1 The director is a member in the Audit Committee and in the Remuneration Committee of the Board of Directors.

7.2 Office commencement date: 1 November 2020.

7.3 The company considers the director as having the financial and accounting expertise according to section 92(a)(12) to the Companies law..

8 **The required majority for approving the matters on the agenda, which can be voted through a voting letter**:

8.1 The resolution in matter 3.1 on the agenda (Nomination of an external Director), according to Rule number 239 (b) of the Israeli Companies Law shall be deemed to have been passed, by majority votes of the shareholders, voting in the meeting (Whether directly or indirectly by a proxy or a voting letter), conditional upon the existence of one of the terms as follows:

a. The majority votes shall include the majority votes of the participating shareholders who are not controlling shareholders in the company, or who have personal interest in the confirmation of the nomination, except personal interest that is not as a result of his relations with the controlling shareholders in The Company, participating in the vote. The votes of the abstainers will not be taken into account. Rule number 276 of The Companies Law shall apply with regard to shareholders who have a personal interest in the matter of the vote, mutatis mutandis.

b. The total of the objecting votes, from the entire shareholders mentioned in section (a) above, will not exceed 2% (two percent) of the total voting rights in The Company.

8.2 The resolutions in matters 3.3, 3.4, 3.5 and 3.6 on the agenda (extension of management and employment agreements and regranting indemnification), according to Rule number 275(a)(3) of the Israeli Companies Law shall be deemed to have been passed, by majority votes of the shareholders voting in the meeting (whether directly or indirectly by a proxy or a voting letter), subject to the existence of one of the following terms:

a. The total majority votes shall include at least a majority of the votes of shareholders who do not have personal interest in the approval of the subjects of the agenda, who participate in the voting; the votes of the abstainers will not be taken into account.

b. The total of the objecting votes, from the said shareholders mentioned in section (a) above, will not exceed two percent (2%) of the total voting rights in the company.

8.3 The resolution in matter 3.2 on the agenda (approval according to rule no. 121c), shall be deemed to have been passed, by majority votes of the shareholders, voting in the meeting, conditional upon the existence of one of the terms as follows:

a. The total majority votes shall include at least a majority of the votes of shareholders who are not controlling shareholders in the Company and who do not have any personal interest in the approval of the resolution, participating in the voting. In the count of the total votes of said shareholders, the votes of the abstainers will not be taken into account. Rule 276 of the Companies Israeli Law shall apply with regard to shareholders who have personal interest, mutatis mutandis.

b. The total of the objecting votes, from the said shareholders mentioned in section (a) above, will not exceed two percent (2%) of the total voting rights in the company.

9 **<u>Existence or lack of Affinity:</u>** In the second part of this voting letter, a place is allocated for marking the existence or absence of affinity, as required according to the provisions of the Companies law and for a description of the nature of the affinity. It is to be emphasized that a vote of one who does not mark the existence or absence of an affinity, as stated, or has not described the nature of affinity, will not be included in the count of the votes at the Meeting.

2. **<u>Validity of the voting letter</u>**:

a. The voting letter shall be valid only if, attached thereto, is a confirmation of ownership of the unregistered shareholder (i.e., one whose rights are registered shares with a member of the Euronext Stock Exchange and those shares are contained amongst the shares which are registered in the shareholders registration of the Company in the name of the Company for records and/or the Euro Clear Belgium (hereinafter: "**CIK**"), or; a photocopy of an identity certificate, passport or certificate of association, if the shareholder is registered by name in the shareholders register of the Company (hereinafter all: the "**Attached Documents**").

b. The latest date to provide this voting letter, together with the Attached Documents, is **September 28 , 2026** at **11:00 AM**. The date of provision for this purpose is the date on which the voting letter and the Attached Documents reached the offices of the Company.

c. It is noted that in case of any changes on the agenda, including adding a new issue on the agenda, the updated agenda and any opinion statements, if shall be delivered, will be available on the Company's web site.

3. **Internet:** The Company does not permit voting via Internet.

4. **Address of the Company for delivery of the voting letters and opinion statements**: 3 Ha'avoda st. Ness-Ziona, 7403128, Israel.

The last date for delivery of opinion statements to the Company: Not later than ten (10) days before the date of the Meeting.

The last date for delivery of the Board of Directors' response to the opinion statements: Not later than 5 days before the date of the Meeting,.

The last date for adding a new issue on the agenda: Not later than 7 days after the notice.

The last date for an updated voting letter - Not later than 7 days after the last date for adding a new issue on the agenda, as defined in this clause, and at the same date in which the company shall publish an updated agenda, if a new issue shall be added.

5. **The address of the internet website at which the voting letters appear:**
The internet website of the Company: (http://www.paytongroup.com) (or upon request sent to michal@paytongroup.com).

6. **Confirmations of ownership**: A shareholder is entitled to receive confirmation of ownership at the branch office of the Stock Exchange member or by mail, if so requested. A request in this respect shall be provided in advance with respect to a particular securities account.

7. **Receipt of voting letters and opinion statements**: An unregistered shareholder is entitled to receive by email, without charge, a link to the form of the voting letter and opinion statements on the distribution site from the Stock Exchange member through whom he holds his shares, unless he has notified the Stock Exchange member that he does not wish to receive such link or that he is interested in

receiving voting letters by mail for a consideration; a notification regarding voting letters shall also apply for the matter of obtaining opinion statements.

8. **Review of voting letters**: One shareholder or more who hold shares in an aggregate amount of five percent (5%) or more of the total voting rights in the Company, and one who holds such amount of the total of the voting rights that are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law (hereinafter: "**Controlling Shareholder**"), is entitled, by himself or through proxy on his behalf, after the convening of the Meeting, to examine the voting letters at the Company's registered office, during standard working hours.

   a. The number of shares constituting five percent (5%) of the voting rights in the Company is: 883,539 ordinary shares of the Company.

b. The number of shares constituting 5 percent (5%) of all the voting rights in the Company which are not held by the controlling shareholder is: 298,820 ordinary shares of the Company.

c.

9. **Manner of voting**: A shareholder shall state the manner of his voting with respect to each matter which is on the agenda in the second part of this voting letter.

Payton Planar Magnetics Ltd

A Voting Letter according to Companies Regulation (voting in writing and opinion statements) - 2005 (hereinafter: "the Regulations")

Voting Letter - Second Part

Name of the Company: Payton Planar Magnetics Ltd.

Address of the Company (for delivery of voting letters- by registered mail):
3 Ha'avoda st, Ness-Ziona, 7403128, Israel.

Company Number: 520043696

Date of the Meeting: September 28 th, 2026 , at 02:00 PM.

Type of Meeting: Annual and Extraordinary General Meeting.

The Determine Date of Shares Ownership: September 2th, 2026.

The Adjourned Meeting (if shall adjourned): September 28th September, 2026 , at 03:00 PM.

Particulars of the shareholder

Name of shareholder - ___________________________

I.D number - ___________________________________

Domicile address - ______________________________

If the shareholder does not hold an Israeli passport	If the shareholder is a corporation
Passport number:_________________	Corporation number:_________________
Country issued:_________________	Country of incorporation:_______________
Expiration date:_________________	Registered office address:

Manner of Voting

Subject # on the agenda	Manner of Voting[6]			For the purpose of the appointment of an external director according to section 239(b) of the Companies Law – are you a controlling shareholder or do you have any personal interest?[7]		For the purpose of approval of a transaction according to section 275 of the Companies Law - do you have any personal interest in the resolution?[7]	
	For	Against	Abstain	Yes*	No	Yes*	No
3.1							
3.2							
3.3							
3.4							
3.5.1							
3.5.2							
3.6							

*** Details must be provided – please specify in the rows at the bottom of this page.**

[6] **Failure to complete a column shall be deemed as an abstention on such matter.**

[7] **A shareholder who will not mark in this column, or will mark 'Yes' and will not provide details, his vote shall not be calculated.**

Date:______________ **Signature:____________**

Details:

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