

# TEFRON LTD.

## Instructions for Voting at the Company's General Meeting of Shareholders

### Definitions

1. For the purpose of this letter, the following terms shall have the meaning opposite to their name:

"**Company**" - Tefron Ltd.

"**Shares**" - ordinary shares of the Company, NIS 10 nominal value each.

"**TASE**" - Tel Aviv Stock Exchange.

"**Nominee Company**" - Bank Hapoalim Registrations Company Ltd.

"**Israeli Shares**" - Shares that are either (a) registered in the Company's Israeli Share register (and for the avoidance of any doubt, Shares registered in the Company's U.S. Share register managed by the American Stock Transfer & Trust Company shall not be considered as "Israeli Shares"); or (b) Shares registered with a member of the TASE and are included in the Company's Israeli Share register in the name of the Nominee Company.

"**U.S. Shares**" - all the Company's Shares which are not Israeli Shares.

### General

2. An Extraordinary General Meeting of shareholders of the Company is scheduled to be held on Thursday, March 19, 2020 (the "**Meeting**") at 12:00 (Israel time) at the offices of M. Firon & Co., Law Offices & Notary, located at 2 Hashlosa St., Tel Aviv.
3. Whereas the Company completed a procedure for deregistration under the U.S. Securities Exchange Act of 1934, it is not sending proxy cards to its shareholders, and details regarding the Meeting (including the items on the agenda) are published on the Company's web site: <http://www.tefron.com>.
4. Only shareholders of record at the close of business on February 17, 2020 (the "**Record Date**") will be entitled to vote at the Meeting and any adjournment thereof.
5. Shareholders are entitled to vote in respect to the resolution on the agenda of the Meeting, in person or by proxy.
6. For further details or assistance please contact the Company's CFO – Mr. Gregory Davidson. Telephone: 972-4-9900881; Fax: 972-4-9900054; E-mail: [dgera@tefron.com](mailto:dgera@tefron.com).

### Voting in person

7. If you are a holder of Israeli Shares or U.S. Shares, you may vote in person by participating in the Meeting and providing the Company (no later than the time set for the beginning of the Meeting) with one of the following documents:

7.1. If you are a holder of U.S. Shares:

- 7.1.1. **U.S. Shares that are registered in the Company's U.S. Share register managed by the American Stock Transfer & Trust Company** – a photocopy of your identity card, passport or certificate of incorporation.

7.1.2. **U.S. Shares that are held in "street name" i.e., through a bank, broker or any other entity** – a certificate from a member of the Depository Trust Company ("**DTC Member**"), regarding its ownership of the Shares on the Record Date, as well as a legal proxy from that DTC Member empowering you to vote such Shares at the Meeting.

7.2. If you are a holder of Israeli Shares:

7.2.1. **Israeli Shares that are registered in the Company's Israeli register** – a photocopy of your identity card, passport or certificate of incorporation.

7.2.2. **Israeli Shares that are registered with a member of the TASE** – a certificate from the TASE member regarding your ownership of the Shares on the Record Date.

Voting by proxy

8. If you are a holder of Israeli Shares or U.S. Shares you may vote your Shares in the Meeting by appointing a proxy.
9. The power of attorney appointing a proxy is attached as **Annex 1** hereto. The proxy must be duly signed by the appointer or such person's duly authorized attorney or, if such appointer is a company or other corporate body, under its corporate seal or stamp or the hand of its duly authorized agent(s) or attorney(s).
10. The power of attorney should be handed to the chairman of the Meeting (the "**Chairman**") at the Meeting or sent to the Company's Offices (for the attention of the Company's CFO – Mr. Gregory Davidson) in order that the power of attorney arrives at the Company's Offices at least two hours before the time set for the beginning of the Meeting, together with one of the following documents:
  - 10.1. If you are a holder of U.S. Shares:
    - 10.1.1. **U.S. Shares that are registered in the Company's U.S. Share register managed by the American Stock Transfer & Trust Company** – see clause 7.1.1 above.
    - 10.1.2. **U.S. Shares that are held in "street name" i.e., through a bank, broker or any other entity** - see clause 7.1.2 above.
  - 10.2. If you are a holder of Israeli Shares:
    - 10.2.1. **Israeli Shares that are registered in the Company's Israeli register** – see clause 7.2.1 above.
    - 10.2.2. **Israeli Shares that are registered with a member of the TASE** – see clause 7.2.2 above.
11. The Chairman is entitled to accept proxies which arrive even after the time specified in clause 10 above, *provided however*, that no proxy will be accepted after the time set for the beginning of the Meeting.

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**Annex 1 - PROXY**

**SPECIAL GENERAL MEETING OF SHAREHOLDERS OF**

**TEFRON LTD.**

**March 19, 2020**

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Mr. Gregory Davidson and/or Adv. Itzhak Blau as agent and proxy for the undersigned, with full power of substitution, to vote with respect to all of the Ordinary Shares of Tefron Ltd. (the "**Company**"), standing in the name of the undersigned at the close of business on February 17, 2020, at the Special General Meeting of Shareholders of the Company to be held on Tuesday, March 19, 2020, at 12:00 (Israel time) at the offices of M. Firon & Co., Law Offices & Notary, located at 2 Hashlosha St., Tel Aviv, and at any and all adjournments thereof, with all power that the undersigned would possess if personally present.

The proxies are also authorized to vote in their discretion on such other matters as may properly come before the meeting.

**I, the undersigned, am:**

	<b>Yes</b>	<b>No</b>
A Principal Shareholder of the Company (as such term is defined under section 1 of the Israeli Securities Law, 1968).		
A Senior Officer of the Company (as such term is defined under section 37(d) of the Israeli Securities Law, 1968).		
Institutional Investor (as such term is defined under section 1 of the Control of Financial Services Regulations (Provident Funds) (Participation in a General Meeting), 2009 and a Fund Manager (as such term is defined under the Joint Investment Trust Law, 1994).		

**MANNER OF VOTING:**

TOPIC ON THE AGENDA	MANNER OF VOTING <sup>1</sup>			CONTROLLING SHAREHOLDER/ PERSONAL INTEREST IN THE REMUNERATION POLICY APPROVAL <sup>2</sup>	
	For	Against	Abstain	Yes <sup>3</sup>	No
Approval of the Company's Remuneration Policy					

**My particulars as a controlling shareholder and/or regarding my personal interest in the Remuneration Policy approval:**

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**Name of Shareholder:**

**Signature**  
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**Date:**

**Name of Shareholder:**

**Signature:**

**Date:**

**Note:** When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. The proxy shall be duly signed by the appointer or such person's duly authorized attorney or, if such appointer is a company or other corporate body, under its corporate seal or stamp or the hand of its duly authorized agent(s) or attorney(s), giving full title as such.

<sup>1</sup> Failure to mark shall be deemed to be abstention from voting on such topic.

<sup>2</sup> Where a shareholder does not complete this column or marks "Yes" and does not provide details below, his vote shall not be counted.

<sup>3</sup> Specify in the place denoted therefor at the bottom of the table.