

**TEFRON LTD.**  
**("The Company")**

**November 26, 2020**

**The Securities Authority**  
[www.isa.gov.il](http://www.isa.gov.il)

**The Tel Aviv Stock Exchange Ltd.**  
[www.tase.co.il](http://www.tase.co.il)

Dear Madam/Sir,

**Re: Immediate Report regarding the convening of an Annual General Meeting**

According to the Provisions of the Companies Law – 1999 (hereinafter: "**the Law**" or "**the Companies Law**") and according to the Securities Regulations (Periodic and Immediate Reports) – 1970 (hereinafter: "**the Reporting Regulations**"), the Company is pleased to hereby announce the convening of an Annual General Meeting of the Company, which will take place on Tuesday December 22, 2020 at 12:00 noon (Israeli time) at the offices of the law firm M. Firon & Co., 2 Hashlosha Street, Tel Aviv.

**1. Agenda and the full wording of the proposed resolutions**

- a. Discussion on the audited financial statements of the Company for the year ended December 31, 2019.

Wording of the proposed resolution:

The General Meeting took note of the Company's audited financial statements for the year ended December 31, 2019.

- b. The reappointment of the accounting firm Deloitte Brightman, Almagor, Zohar & Co. as the Company's auditors until the next Annual General Meeting of the Company and authorizing the Board of Directors to determine their fees.

For details about the extent of the work and the fees of the Company's auditors for 2019, see clause 12 of the Board of Directors Report for 2019, which is an integral part of the Periodic Report of the Company for 2019, published on March 18, 2020, reference no. 2020-01-023050 (hereinafter: the "**Periodic Report**").

Wording of the proposed resolution:

To reappoint the firm of Deloitte, Brightman, Almagor, Zohar & Co. as the Company's auditors until the next Annual General Meeting of the Company and to authorize the Company's Board of Directors to determine their fees.

- c. The reappointment of the following serving Directors, who are not external directors, until the next Annual General Meeting of the Company: Chairman Arnon Tieberg, Ben Lieberman, Martin Lieberman and Yossi Shachak. These directors together with the external directors will comprise the Company's Board of Directors. The declarations of the directors, as required by Section 224b of the Law are attached to this Immediate Report.

There have been no changes in the details set forth regarding the said directors under Regulation 26 of the Reporting Regulations since the publication of the Periodic Report.

For clarity, voting on the reappointment of each director will be done separately.

**Wording of the proposed resolution:**

To reappoint the following serving directors, who are not external directors until the next Annual General Meeting of the Company: Messrs. Chairman Arnon Tieberg, Ben Lieberman, Martin Lieberman and Yossi Shachak.

**2. The quorum for holding the meeting and a postponed meeting**

The quorum for holding deliberations at the General Meetings is two (2) shareholders or more (whose shares owned by them have been fully paid up) present themselves or by proxy, whichever relevant, who hold at least twenty five percent (25%) of the voting rights in the Company.

Should a half an hour pass from the time set for the meeting and no quorum is present, the meeting will automatically be postponed, to the same day and same time in the following week, or another day, time and place as determined by the Chairman of the meeting with the consent of most of those holding voting rights and present themselves or through a proxy or through a proxy letter at the meeting on the question of the time of the postponed meeting. The Company will inform through an Immediate Report the postponement of the meeting and the time of holding the postponed meeting. The legal quorum at the postponed meeting will be two (2) shareholders present themselves or by proxy, whichever relevant, holding at least twenty five percent (25%) of the voting rights in the Company.

**3. The majority required to approve subjects on the agenda**

The majority required in a General Meeting to approve the resolutions detailed above, which are on the agenda, is an ordinary majority of all the votes of the shareholders present at the meeting, and entitled to vote and who voted at the meeting.

It should be mentioned that the rate of holdings of the controlling shareholders in the Company's shares will give the controlling shareholders the majority required to decide on resolutions on the agenda.

**4. Meeting and voting procedures**

a. The effective date for deciding entitlement of shareholders to vote at the General Meeting.

The effective date for deciding the entitlement of shareholders in the Company to participate in the vote at the General Meeting is the end of the trading day of Tuesday December 8, 2020 (hereinafter: "**the Determining Date**").

If you hold an "American share", i.e.: a share of the Company which is not an "Israeli Share" as this term is defined below, in order to vote at the meeting, please see the directive regarding voting details in the proxy letter published at the Company's site, whose address is [www.tefron.com](http://www.tefron.com)

"Israeli Share" – a share of the Company in which one of the following alternatives exists: (a) The share is registered in the Company's Register of Israeli Shareholders (to avoid doubt, a share of the Company which is registered in the Register of American Shareholders of the Company, managed by American Transfer & Trust Company, is not "an Israeli share") or (b) a share registered through the credit of a shareholder in accordance with section 177 (1) of the Companies Law, i.e., a share registered with a member of the stock exchange (the Tel Aviv Stock Exchange Ltd.) and that share is included among the shares registered in the Register of the Israeli shareholders of the Company in the name of the Registration Company of Bank Hapoalim B.M. (hereinafter: "**an Unregistered Shareholder**").

b. Method of voting

Shareholders may vote for a resolution on the agenda of the meeting personally or through a proxy or through an electronic proxy letter transferred to the Company in the electronic voting system whose address is <http://votes.isa.gov.il>, working under Mark b of Chapter g2 of the Securities Law – 1968 ("**electronic voting**", "**the electronic voting system**" and "**the electronic proxy letter**", respectively).

(1) Power-of-attorney for voting

A shareholder may appoint an attorney to vote in his place, who does not have to be a shareholder in the Company. The letter of authorization of the appointment of the proxy will be done in accordance with the provisions of the Company's Articles. The letter of authorization must be delivered to the Chairman of the meeting or submitted to the Company's offices (c/o of the Company's CFO, Mr. Gregory Davidson) in such a way that the letter of authorization will reach the Company's offices at least 2 hours prior to the time of convening the meeting. The Chairman of the meeting will have the authority to accept the letter of authorization that reached him after this time, until the beginning of the meeting.

(2) Electronic proxy letter

As mentioned above, an unregistered shareholder may also vote through the electronic voting system. Voting through the electronic proxy letter will be possible as from the end of the determining date until 6 hours prior to the convening of the General Meeting (or until an earlier date to be determined by the Securities Authority, provided that that it will not exceed 12 hours before convening the meeting) ("**time of closing the system**"). The electronic vote may be changed or cancelled up to the date of closing the system, but cannot be changed through the system after that time.

(3) General provisions

A shareholder may contact the registered office of the Company and, after proving his identity, may withdraw the proxy letter and his proof of ownership up to 24 hours prior to the time of convening the meeting.

It should be mentioned that in accordance with Section 83 (d) of the Companies Law, if a shareholder voted in more than one way, his later vote will be counted, and regarding this matter the vote of a shareholder himself or through a proxy will be considered as later than voting through the electronic voting system.

c. Certificate of ownership

An unregistered shareholder will be entitled to participate at the General Meeting only if he submits to the Company, prior to the General Meeting, an original certificate from a member of the Stock Exchange with whom his rights to the share are registered, regarding his ownership of the Company's shares on the determining date, according to the form in the Addendum to the Companies Regulation (Proof of Ownership of a Share for the Purpose of Voting at a General Meeting) – 2000 ("**Certificate of Ownership**") or alternatively if a certificate of ownership is sent to the Company through the electronic voting system. In this regard, it should be mentioned that an electronic message approved under Section 44k5 of the Securities Law that relates to data used in the electronic voting system – is the same as an approval of the ownership regarding every shareholder included in it.

An unregistered shareholder is entitled to receive the approval of ownership from a member of the Stock Exchange through whom he holds his shares, the branch of a member of the Stock Exchange or by mail to his address in consideration for delivery fees only, if he so requests. A request regarding this will be given in advance to a certain securities account. In addition, an unregistered shareholder may instruct that his certificate of ownership be sent to the Company through the electronic voting system.

d. Adding a subject to the agenda

A shareholder, one or more, who has at least one percent of the voting rights at the General Meeting, may request from the Board of Directors, up to three days after convening the meeting, to include a subject on the agenda in the General Meeting, provided that the subject is suitable to be discussed at the General Meeting. Should the Board of Directors find that the subject is suitable to be discussed at the General Meeting, the Company will publish an amended report convening the meeting, and this not later than 7 days after the last date for submitting the request of the shareholder to include the subject on the agenda, as mentioned above.

5. Review of documents

A copy of this Immediate Report together with its Appendices will be available for review at the Company's offices, the Industrial Area of Teradion, Misgav, from Sundays to Thursdays during regular working hours, after prior coordination by telephone: 04-9900881, and this up to the date of convening the meeting, and at the site of the Securities Authorities [www.magna.isa.gov.il](http://www.magna.isa.gov.il)

Yours sincerely,

**Tefron Ltd.**

Signed by:

Arnon Tiberg, Chairman of the Board  
Gregory Davidson, CFO