

GILAT SATELLITE NETWORKS LTD.
(the "Company")
Proceedings at the Annual General Meeting of Shareholders
held on June 15th, at 3 p.m.
at the offices of the Company

Present: Mr. Gil Benyamini (the Company's CFO) and Mr. Doron Kerbel (GC & Company Secretary).

The General Meeting was chaired by Mr. Amiram Boehm (Chairman of the Board of Directors)

Mr. Boehm: I am Amiram Boehm, Chairman of the Company's Board of Directors. I will act as Chairman of this Annual General Meeting of the Shareholders of the Company. The Company's representatives who are with us today are Mr. Gil Benyamini, the Company's CFO, and Mr. Doron Kerbel, GC & Company Secretary. Mr. Kerbel will act as secretary of the meeting and inspector of the election. The Chair recognizes Mr. Kerbel. The meeting will please come to order.

Mr. Kerbel: Mr. Chairman, I present a tabulation of votes summarizing the tabulation provided by American Stock Transfer & Trust Company of New York ("AST"), proxies properly provided directly to the Company, and tabulation provided through the "YAEL" system. The AST report includes the number of outstanding Ordinary Shares of the Company as of the close of business on May 15, 2023, the record date for this meeting.

Mr. Boehm: The tabulation and copies of the proxies submitted to the Company are directed to be filed with the minutes of the meeting. They will be available for inspection at the close of the meeting.

Mr. Kerbel: Mr. Chairman, the number of shares represented under the official form of proxy sent to shareholders has been computed. I can now report to the meeting that 27,067,388 shares are represented at the meeting, being approximately 48% of the total shares 56,616,683, which is more than one-quarter of the outstanding shares required for a quorum.

Mr. Boehm: The proxies and any substitutions of proxies presented to the meeting are hereby ordered to be filed with the records of the Company. A quorum is present, and the meeting is properly constituted for the transaction of business.

The business of this meeting includes:

1. to re-elect four members of the Board of Directors and elect one new member of the Board of Directors to serve until the Company's next annual general meeting of shareholders and until their successors have been duly elected and qualified;
2. to re-elect Mr. Elyezer Shkedy to serve as an external director for an additional three-year term;
3. subject to their election pursuant to Items No. 1 or 2, to approve a grant of options to Ms. Dafna Sharir, Mr. Aylon (Lonny) Rafaeli, Mr. Elyezer Shkedy and Mr. Amir Ofek, as described in the Proxy Statement;

4. subject to his election pursuant to Item No. 1, to approve the terms of service and compensation of Mr. Amiram Boehm, the Chairman of the Board of Directors of the Company, as described in the Proxy Statement;
5. to approve a separation grant and a special bonus to Mr. Isaac Angel, the retiring Chairman of the Board of Directors;
6. to approve a grant of options to Mr. Adi Sfadia, the Company's Chief Executive Officer;
7. to amend the Company's Compensation Policy for Executive Officers and Directors as described in the Proxy Statement; and
8. to ratify and approve the reappointment and compensation of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as our independent registered public accountants for the fiscal year ending December 31, 2023, and for such additional period until the next annual general meeting of shareholders.

1. RESOLUTION NUMBER ONE:

Mr. Kerbel: The meeting will now proceed to the first resolution to re-elect four members of the Board of Directors and elect one new member to serve until our next annual general meeting of shareholders and until their successors have been duly elected and qualified.

We will now vote on this matter, with a separate vote for each member of the Board of Directors.

Name of Director	FOR	AGAINST	ABSTAIN
Amiram Boehm	26,603,024	387,237	50,550
Ayalon (Lonny) Rafaeli	26,782,404	233,188	49,671
Dafna Sharir	26,782,892	232,594	49,777
Ronit Zalman Malach	26,917,802	96,796	28,884
Amir Ofek	26,831,713	182,751	50,799

Mr. Kerbel: More than a majority of the votes have been cast in favor of this resolution (for each member of the Board of Directors).

“(Item 1(a)) **RESOLVED**, to re-elect Amiram Boehm as member of the Company's Board of Directors, to serve until the next annual general meeting of shareholders and until his successor has been duly elected and qualified;

(Item 1(b)) **FURTHER RESOLVED**, to re-elect Ayalon (Lonny) Rafaeli as member of the Company's Board of Directors, to serve until the next annual general meeting of shareholders and until his successor has been duly elected and qualified;

(Item 1(c)) **FURTHER RESOLVED**, to re-elect Dafna Sharir as member of the Company's Board of Directors, to serve until the next annual general meeting of shareholders and until her successor has been duly elected and qualified;

(Item 1(d)) **FURTHER RESOLVED**, to re-elect Ronit Zalma Malach as member of the Company's Board of Directors, to serve until the next annual general meeting of shareholders and until her successor has been duly elected and qualified; and

(Item 1(e)) **FURTHER RESOLVED**, to elect Mr. Amir Ofek as member of the Company's Board of Directors, to serve until the next annual general meeting of shareholders and until her successor has been duly elected and qualified.”

2. RESOLUTION NUMBER TWO:

Mr. Kerbel: The meeting will now proceed to the second resolution to approve, to re-elect Mr. Elyezer Shkedy to serve as an external director for an additional three-year term.

This is a special resolution and thus requires a special majority.

A special majority - requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either: (i) at least a majority of the shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) are voted in favor of the proposed resolution; or (ii) the total number of shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution and are voted against the proposed resolution does not exceed two percent of the outstanding voting power in the Company.

We will now vote on this matter.

Votes in favor: 26,852,190 shares

Votes against: 250,860 shares

Votes abstaining: 50,474 shares

Mr. Kerbel: More than a majority of the votes have been cast in favor of this resolution. Furthermore, the conditions for a special majority were met.

“**RESOLVED**, to re-election Mr. Shkedy to the Company's Board of Directors to serve as an external director for a three-year term.”

3. RESOLUTION NUMBER THREE:

Mr. Kerbel: The meeting will now proceed to the third resolution to approve, subject to their election pursuant to Items 1 and 2, a grant of options to Mr. Ayalon, Ms. Sharir, Mr. Shkedy, and Mr. Ofek.

We will now vote on this matter.

Name of Director	FOR	AGAINST	ABSTAIN
Ayalon (Lonny) Rafaeli	25,894,152	1,094,584	76,522
Dafna Sharir	25,873,757	1,087,877	103,628
Eliezer Shkedy	25,757,996	1,083,929	106,689
Amir Ofek	25,873,974	1,083,311	110,099

Granting options to Mr. Shkedy is a special resolution and thus requires a special majority.

A special majority - requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either: (i) at least a majority of the shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) are voted in favor of the proposed resolution; or (ii) the total number of shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution and are voted against the proposed resolution does not exceed two percent of the outstanding voting power in the Company.

Mr. Kerbel: More than a majority of the votes have been cast in favor of these resolutions. Furthermore, regarding granting options to Mr. Shkedy, the conditions for a special majority were met.

(Item 3(a)) **RESOLVED**, subject to his re-election under Item 1, to approve a grant of 50,000 options to Mr. Ayalon (Lonny) Rafaeli, exercisable into Ordinary Shares of the Company as described in the Proxy Statement, upon his re-election as set forth in the Proxy Statement;

(Item 3(b)) **FURTHER RESOLVED**, subject to her re-election under Item 1, to approve a grant of 50,000 options to Ms. Dafna Sharir, exercisable into Ordinary Shares of the Company as described in the Proxy Statement, upon her re-election as set forth in the Proxy Statement;

(Item 3(c)) **FURTHER RESOLVED**, subject to his re-election under Item 2, to approve a grant of 50,000 options to Mr. Elyezer Shkedy, exercisable into Ordinary Shares of the Company as described in the Proxy Statement, upon his re-election as set forth in the Proxy Statement; and

(Item 3(d)) **FURTHER RESOLVED**, subject to his election under Item 1, to approve a grant of 50,000 options to Mr. Amir Ofek, exercisable into Ordinary Shares of the Company as described in the Proxy Statement, upon commencement of his term of service as set forth in the Proxy Statement.”

4. RESOLUTION NUMBER FOUR:

Mr. Kerbel: The meeting will now proceed to resolution 4 to approve, subject to his re-election pursuant to Item 1, the terms of service and compensation of Mr. Boehm, the newly elected chairman of the Company’s Board of Directors, as set forth in the Proxy Statement.

Resolutions 4(a) and 4(b) are special resolutions and thus require a special majority.

A special majority - requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either: (i) at least a majority of the shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) are voted in favor of the proposed resolution; or (ii) the total number of shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution and are voted against the proposed resolution does not exceed two percent of the outstanding voting power in the Company.

We will now vote on these matters.

Item	FOR	AGAINST	ABSTAIN
<i>(Item 4(a))</i>	25,026,414	1,960,623	78,223
<i>(Item 4(b))</i>	24,792,893	2,188,599	83,770

Mr. Kerbel: More than a majority of the votes have been cast in favor of these resolutions. Furthermore, the conditions for a special majority were met.

(Item 4(a)) – “**RESOLVED**, to approve the terms of employment, the Base Compensation, and the Bonus Plan of Mr. Amiram Boehm as Chairman of the Board of the Company as described in Item 4 of the Proxy Statement.”

(Item 4(b)) – “**RESOLVED**, to approve the grant of options to Mr. Amiram Boehm, the Company’s Chairman of the Board, as set forth in Item 4 of the Proxy Statement.”

5. RESOLUTION NUMBER FIVE:

Mr. Kerbel: The meeting will now proceed to resolution 5 to approve the separation grant and a special bonus to Mr. Isaac Angel, the retiring Chairman of the Board of Directors.

We will now vote on this matter.

Votes in favor: 24,738,500 shares

Votes against: 2,245,192 shares

Votes abstaining: 81,568 shares

Mr. Kerbel: More than a majority of the votes have been cast in favor of this resolution.

“**RESOLVED**, to approve the payment to Mr. Angel (the retiring Chairman of the Board) a separation grant and a special bonus in the amounts set forth in Item 5 of the Proxy Statement.”

6. RESOLUTION NUMBER SIX:

Mr. Kerbel: The meeting will now proceed to resolution 6 to approve a grant of options to Mr. Adi Sfadia, the Company’s CEO.

This is a special resolution and thus requires a special majority.

A special majority - requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either: (i) at least a majority of the shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) are voted in favor of the proposed resolution; or (ii) the total number of shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution and are voted against the proposed resolution does not exceed two percent of the outstanding voting power in the Company.

We will now vote on these matters.

Votes in favor: 24,899,275 shares

Votes against: 2,086,539 shares

Votes abstaining: 79,447 shares

Mr. Kerbel: More than a majority of the votes have been cast in favor of this resolution. Furthermore, the conditions for a special majority were met.

“**RESOLVED**, to approve a grant of options to Mr. Adi Sfadia, the Company’s Chief Executive Officer, as set forth in Item 6 of this Proxy Statement.”

7. RESOLUTION NUMBER SEVEN:

Mr. Kerbel: The meeting will now proceed to resolution 7 to approve the amendment of the Company’s compensation policy for executive officers as set forth in Annex B attached to the Proxy Statement.

This is a special resolution and thus requires a special majority.

A special majority - requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either: (i) at least a majority of the shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) are voted in favor of the proposed resolution; or (ii) the total number of shares of shareholders who are not controlling shareholders and do not have a personal interest in the resolution and are voted against the proposed resolution does not exceed two percent of the outstanding voting power in the Company.

We will now vote on these matters.

Votes in favor: 26,236,515 shares

Votes against: 748,016 shares

Votes abstaining: 80,729 shares

Mr. Kerbel: More than a majority of the votes have been cast in favor of this resolution. Furthermore, the conditions for a special majority were met.

“**RESOLVED**, to amend and readopt the Company’s Compensation Policy for Executive Officers and Directors as set forth in Item 7 and in **Annex B** of the Proxy Statement.”

8. RESOLUTION NUMBER EIGHT:

Mr. Kerbel: The meeting will now proceed to the Fifth resolution to ratify and approve the reappointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as our independent registered public accountants for the fiscal year ending December 31, 2023, and for such additional period until the next annual general meeting of shareholders.

We will now vote on this matter.

Votes in favor: 26,410,152 shares

Votes against: 318,611 shares

Votes abstaining: 18,095 shares

Mr. Kerbel: More than a majority of the votes have been cast in favor of this resolution.

“**RESOLVED**, that the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as the Company’s independent public accountants for the fiscal year ending December 31, 2023, and for such additional period until the next annual general meeting of shareholders, be, and it hereby is, ratified, and the Board of Directors (or, the Audit Committee, if authorized by the Board of Directors (subject to the ratification of the Board of Directors) be, and it hereby is, authorized to fix the remuneration of such independent public accountants in accordance with the volume and nature of their services.”

Mr. Boehm: The meeting will now proceed to receive and consider the Auditors' Report and the Consolidated Financial Statements of the Company for the year ended December 31, 2022.

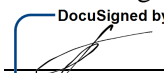
ADJOURNMENT.

Mr. Boehm: That concludes the business of the meeting.

Terms that are not specifically defined hereinabove shall have the definition prescribed to them in the Proxy Statement of the Annual General Meeting of Shareholders, dated May 18, 2023 (hereinafter: the “**Proxy Statement**”).

Each proposal received the requisite vote and was therefore approved by the shareholders at the meeting, as detailed above and in the tabulation report attached hereto as **Exhibit A**.

The meeting is adjourned.

DocuSigned by:


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Amiram Boehm
Chairman of the Meeting