

Israel Corporation Ltd.

Registrar's Number: 520028010

**Form T460
(Public)**

Date of Transmission: 24/12/2019

Reference: 2019-01-113343

To:
The Securities Authority
www.isa.gov.il

To:
The Tel Aviv Stock Exchange Ltd.
www.tase.co.il

Immediate Report of a Meeting

Regulation 36B (a) and (d), and Regulation 36C of the Securities Regulations (Periodic and Immediate Reports), 5730 – 1970

Note: In the event that one of the items on the agenda of the meeting is the approval of a transaction with a controlling shareholder or the approval of an extraordinary proposal, then Form T133 or T138, accordingly, should first be filled in, and, subsequently, a report pursuant to this form is also required.

Is it possible to vote using the electronic voting system: *Yes*

Note: Selecting this field is possible only for foreign corporations (which are not registered in Israel) and for corporations whose securities are not listed for trading. Use of the voting system will require the corporation to process all of the votes that have been received through this system.

The corporation hereby announces: *the convening of a meeting.*

Note: In the event of any change in the date of the Meeting (whether moving forward or postponing) please select "postponement of the Meeting" or "postponement by court order" or "postponement to an unknown date".

The reference number of the previous announcement of the Meeting is _____, which was convened on _____.

The cause of postponement or cancellation is _____.

Note: Please refer to the reference number of the previous announcement of the convening or postponement of the Meeting.

1. Type of security: *Share*

Name of the entitling security: *Israel Corporation 1 NIS*

The number of the security on the Stock Exchange that entitles the holder thereof to participate in the meeting is: *576017*

The record date for determining the entitlement to participate and vote at the meeting is: *December 31, 2019.*

Note: If a Meeting is required on more than one security number, please report Form T460 for each additional security, separately. Reports that specify additional numbers of securities will require the sending of an amending report.

2. On the date of: *December 24, 2019*

It was resolved to *convene* a *Special General Meeting* _____

That will be held on *Thursday, January 30, 2020, at 10:00 a.m.*

At the address: *23 Aranha St., Millennium Tower, 24th floor, Tel Aviv.*

3. On the agenda:

Note: Numbering the subjects on the agenda shall be in accordance with their order of appearance in the Report Convening the Meeting, if attached as a file.

The subjects/ resolutions which shall be brought at the general meeting:

1.

The subject/ the resolution and the details thereof:

The updating of Section 11.2.3 (Officers' Insurance) of the Compensation Policy for officers of the Company, in accordance with the details set forth in the Report attached herewith. It is clarified that the rest of the provisions of the Compensation Policy will not be modified, and that the updating of the Compensation Policy, as stated in the Report attached herewith, will not give rise to an extension of the period of validity of the Company's current Compensation Policy, which was approved on October 29, 2019, by the Company's Shareholders' Meeting.

Declaration: No suitable field exists for classification.

Note: A value from this table determines the text of the shareholder's declaration in the electronic voting system. For the exchange table, [please click here](#).

Reference of the previous report regarding approval of a private placement (Form T138): _____

No transaction between the Company and a controlling shareholder thereof as stated in Sections 275 and 320(f) of the Companies Law.

Reference of the previous report in the matter (Form T133): _____

Explanation of the section of the Companies Law or of the Securities Law or any other law for the approval of the resolution:

The updating of the Compensation Policy in accordance with Section 267A of the Companies Law.

Note: In the event of a transaction with a controlling shareholder which does not suit any of the fields in the table showing the sections of the law, please select the field "Declaration: No suitable field exists for classification" and select "Yes" transaction with a controlling shareholder.

Solely in the event of a Debenture Meeting or in the event of a non-controlling shareholder transaction, and if there is no suitable field in the table, please explain and specify the relevant sections of the law by virtue of which the resolution is required.

Does the matter require the disclosure of a connection or other characteristic of the voting shareholder: *Yes*

Note: It is possible to select these fields only if "Declaration: No suitable field exists for classification" was marked in the previous table and it is not a transaction between the Company and the controlling shareholder thereof.

Are you a controlling shareholder or do you have a personal interest in the approval of this resolution?

In the event of a Debenture Meeting

It has been decided that another interest exists: _____

Please specify the other interest _____

Note: The details of the other interest determine the text of the declaration which will be included in the electronic voting system. Please phrase a question to which the answer will be in the form of "Yes"/"No". The question will appear in the voting system next to the resolution that is on the agenda and the voter will have the option of choosing between "Yes"/"No" and the option of adding details when the answer is "Yes".

Request for additional details from the holders:

It has been decided to require additional details from the holders: *No*.

Specification regarding the additional details that are required from the holders or regarding the manner of convening the meetings (in case of a meeting according to [Section] 350): _____

Note: This field determines the text of the requirement for additional details which will be included in the electronic voting system. The voter will have the option of adding more details in a text box.

- Amendment of the disclosure.
- Minor change or a change that only entitles the Company as compared with the text of the resolution as specified in the previous report.
- Removed from the agenda.
- The item was discussed at a previous meeting.
- The item was added to the agenda by a court order.
- The item was added to the agenda pursuant to Regulation 5B of the Companies Regulations (Notice and Announcement of General Meetings and Class Meeting at a Public Company and the Addition of a Subject to the Agenda), 5760-2000.
- The item was added to the agenda after the record date due to a technical error, as detailed: _____

Note: After the record date, it is not possible to make an amendment to the resolution, except for an amendment to the terms and conditions of the transaction that benefits the Company or a minor modification. Moreover, after the record date, it is not possible to add new subjects to the agenda, except by way of a court order or in accordance with Regulation 5B of the Notice and Announcement Regulations.

This resolution on the agenda is put to a vote.

The majority required for approval is *not a simple majority as specified the attached report*.

Will the controlling shareholders' holding percentage confer on the controlling shareholder the required majority to pass the proposed resolution? *No*.

The Report Convening the Meeting is attached herewith: _____

4. Attached herewith is/are:

4.1 A file that contains the text of the Voting Form/Position Statement: The file name is:
[יזימונאסיפהכלליתמייוחדתסופיכוללכתבהצבעה](#)

Yes The text of the Voting Form
No Position Statements

Note: Should a Voting Form and/or Position Statement be attached, it is necessary to ascertain that they have been drawn up in accordance with the Companies Regulations (Voting in Writing and Position Statements), 5765-2005. The Company is required to collect together all of the position statements (as construed in Section 88 of the Companies Law, in a single file) in which the date of the publication of the statement will be specified, as well as from whom it was received, and a reference to the relevant page of the consolidated file.

4.2 A file that contains declarations of the candidates / other related documents:

- _____ The declaration of the candidate to serve as a director of the corporation
- _____ The declaration of an independent director
- _____ The declaration of an external director
- _____ The declaration of the appointment of a representative to the board of representatives
- _____ An amended deed of trust
- _____ A request for the approval of a creditors' arrangement pursuant to Section 350
- _____ Other _____

Hyperlink to the voting system website, where you can vote: [voting system](#)

Note: Shareholders who are entitled to vote using the system will receive the details to access the system from the Stock Exchange members.

5. The quorum for holding of the Meeting:
See attached report.
6. In the absence of a quorum, the adjourned meeting shall be held on *February 6, 2020, at 10:00 a.m.*, at the address: *23 Aranha St., Millennium Tower, Tel Aviv.*
 In the absence of a quorum, the Meeting shall not be held.
7. The place and the times where it shall be possible to inspect any proposed resolution whose text has not been presented in full in the details of the agenda, above, is:
At the offices of Israel Corporation Ltd., 23 Aranha St., Millennium Tower, Tel Aviv, on Sundays through Thursdays, between 9:00 a.m. - 4:00 p.m., by prior arrangement on Phone number: 03-6844500.

General Meeting Reference No.: _____

Note: The General Meeting Reference Number is the reference number of the preliminary report. In the preliminary report on the meeting, this field remains empty.

The name of the authorized signatory to the report and the name of the authorized electronic signatory: Maya Alcheh-Kaplan

Position: Vice President, General Counsel & Company Secretary

Date of signature: December 24, 2019

The reference numbers of previous documents in the matter (the reference does not constitute incorporation by reference):

Date of update of form structure: December 17, 2019

The securities of the corporation are listed for trading on the Tel Aviv Stock Exchange.

Short name: Israel Corporation

Address: P.O.B. 20456, Tel Aviv 61204 Tel: 03-6844517, 03-6844500, Fax: 03-6844587

Email: MAYAANK@ISRAELCORP.COM

Previous names of the reporting entity: The Israel Corporation Ltd.

Name of electronic reporter: Maya Alcheh-Kaplan

His *[sic]* position: Vice President, General Counsel & Company Secretary, Name of Employer Company:

23 Aranha St., Tel Aviv, 61204, Tel: 03 – 6844517, Fax: 03 – 6844587, E-mail: mayaak@israelcorp.com

Israel Corporation Ltd.

Millennium Tower, 23 Aranha St., P.O.B. 20456, Tel Aviv 61204

Tel: (03) 6844517, Fax: (03) 36844587

Attorney Maya Alcheh-Kaplan

Vice President, General Counsel and Company Secretary

ISRAEL CORPORATION

December 24, 2019

To:

The Securities Authority
Through the MAGNA system

The Tel Aviv Stock Exchange Ltd.
Through the MAGNA system

Dear Sir/Madam,

Re: **Immediate Report of the Convening of a Special General Meeting of the Shareholders of Israel Corporation Ltd.**

An immediate report is hereby given in accordance with the Companies Law, 5759-1999 (hereinafter: the “**Companies Law**”), the Securities Regulations (Immediate and Periodic Reports) 5730-1970 (hereinafter: the “**Reporting Regulations**”), the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company and the Addition of an Item to the Agenda), 5760-2000, and the Companies Regulations (Voting in Writing and Position Statements), 5766-2005, (hereinafter: the “**Voting Regulations**”), with regard to the convening of a special general meeting of the shareholders of Israel Corporation Ltd. (hereinafter: the “**Company**”), which will be held on Thursday, January 30, 2020, at 10:00 a.m., at the Company’s offices, at 23 Aranha St., Millennium Tower, Tel Aviv (hereinafter: the “**Meeting**”), for the purpose of passing the resolution on the agenda, as set forth below:

1. **The Items on the Meeting’s Agenda and an Overview of the Text of the Resolution**

The updating of Section 11.2.3 (Officers’ Insurance) of the Compensation Policy for officers of the Company, in accordance with the details set forth in this Report below. It is clarified that the rest of the provisions of the Compensation Policy will not be modified, and that the updating of the Compensation Policy, as stated in this Report, will not give rise to an extension of the period of validity of the Company’s current Compensation Policy, which was approved on October 29, 2019, by the Company’s Shareholders’ Meeting.

Overview of the Text of the Proposed Resolution: “To update Section 11.2.3 (Officers’ Insurance) of the Compensation Policy for the officers of the Company, as stated in Section 2 of the Report Convening the Meeting.”

2. Additional Details with Respect to the Resolution on the Agenda

2.1 Background

- 2.1.1 On October 29, 2019, the General Meeting of the Company's Shareholders approved, in accordance with the provisions of the Companies Law, a compensation policy for the Company's officers (hereinafter: the "**Compensation Policy**"), for a period of three years from the date of approval by the General Meeting, as aforesaid.¹
- 2.1.2 In the course of the proceeding to renew the officers' insurance policies, the Company was informed by the insuring entities and the insurance consultants that as a result of trends in the local and global insurance market, there has been an increase in the costs and in the terms of the aforesaid insurance policies, as was also reflected in the indications received by the Company from the insuring entities. In view of the foregoing, the Audit and Compensation Committee and the Board of Directors of the Company examined the need to update the provisions of the Compensation Policy with respect to the terms and conditions of the framework for engagements in officers' insurance, and in order to allow the renewal of the engagements in officers' liability insurance policies, from time to time, in accordance with the provisions of the law, and while taking into consideration the trends of the insurance market, as stated above, they determined that the limits of the amounts should be updated for the annual premium and for the deductible component that are set forth in the Compensation Policy.
- 2.1.3 The limits of the insurance premium and the deductible that are proposed were set after consultation with the Company's insurance consultants, while using a security coefficient that takes into account the market trends and the indications that have been received, as stated above, for the purchase of officers' insurance of such type and of such scope as are suitable for the Company, and while taking into account the Company's needs and its activities, and also while taking into account the fact that there may be fluctuations in the insurance market, and it acts as an elaborate market of supply and demand.
- 2.1.4 Further to approval by the Audit and Compensation Committee of the update to the officers' insurance section in the Compensation Policy, the Board of Directors of the Company discussed the aforesaid update, and, after considering the recommendation of the Audit and Compensation Committee, on December 24, 2019, it approved the updating of Section 11.2.3 (under the officers' insurance section) of the Compensation Policy and it approved bringing it to the Company's General Meeting, as convened herein,² so that Section 11.2.3 will be updated as set forth below (the changes are marked):

¹ See the Company's reports dated September 12, 2019, and October 30, 2019 (Reference Nos. 2019-01-095503 and 2019-01-092034, respectively), which are presented by way of incorporation by reference.

² With regard to the majority that is required to approve the resolution, and the manner of approval thereof, see Section 4 of this Report.

“11.2.3 The terms of all the insurance policies for the Officers of the Company which are in effect (including the additional policies that will be purchased, if purchased and/or renewed, as stated in this Policy) will be in accordance with that set forth below, and this will be approved by the Compensation Committee:

(1) The annual insurance premium to be paid by the Company in respect of all cumulative insurance policies in effect will not exceed US \$ ~~750~~ 1,500 thousand;

(2) The limits of liability for all cumulative insurance policies in effect ~~will not exceed~~ will be within a range between US \$120 million and US \$200 million per occurrence and per period;

(3) The deductible for the Company in respect of claims against Officers in respect of all cumulative insurance policies in effect will not exceed US \$ ~~4.8~~ 5 million. It is clarified that pursuant to the insurance policy, there is no deductible for the Officers.

(4) In the event that the Company’s insurance policy is not renewed, the Company may purchase the continuation (extension) of the policy for a total premium not exceeding US \$2 million (“Run Off”).

It should be noted that a supplement of up to 25% per year of the amount of the said insurance components will not be deemed to be a deviation from the Compensation Policy.”

It should be clarified that except as stated in this Report, no changes will be made to the other sections of the Compensation Policy (including Section 11.2 with respect to the officers’ insurance).

2.1.5 For details with regard to the other provisions of the Compensation Policy, see the Report Convening the Company’s Shareholders’ Meeting, dated September 12, 2019 (Reference No. 2019-01-095503), which is presented by way of incorporation by reference (hereinafter: the “**Report Convening the Company’s Shareholders’ Meeting for the Approval of the Compensation Policy**”).

2.2 The main changes that have been made to the Compensation Policy

In the Compensation Policy, Section 11.2.3 has been updated (in the officers’ insurance section), as set forth in Section 2.1.4 above.

2.3 For details with respect to the manner of the implementation of the Compensation Policy, and also regarding agreements that are not in accordance with the Company’s Compensation Policy, see Sections 2.3 and 2.4 of the Report Convening the Company’s Shareholders’ Meeting for the Approval of the Compensation Policy.

2.4 Additional reasons for approving the update to the Compensation Policy

- 2.4.1 As stated above, the updating of the Compensation Policy has been done against the background of the trends in the local and global insurance market, as presented to the Company by entities in the insurance market, and it is intended to adjust the limits that are set forth in the Compensation Policy for the purpose of renewing the officers' insurance policies from time to time. No change has been made to the other provisions of the Compensation Policy.
- 2.4.2 The granting of insurance coverage to the officers is for the Company's benefit, because it allows the Company's officers to perform their position as properly required and for the Company's best interests, while taking into consideration the risks entailed in the Company's activities and the personal liability that is imposed pursuant to law on the officers of the Company and on the directors, in particular, in respect of their activities as officers of the Company.
- 2.4.3 Engagement in a directors' and officers' insurance policy is in keeping with standard practice at public companies in Israel, and it forms part of the current and generally accepted terms of office for the officers of a company, in the normal course of its business.
- 2.4.4 The actual terms and conditions of the insurance policies will be determined in accordance with negotiations with the insurance companies.
- 2.4.5 In accordance with the Compensation Policy, the Compensation Committee may approve, from time to time, the Company's engagements in the purchases of insurance policies for the officers and directors (including the renewal or extension of existing policies or policies that will be purchased in the future) for all of the directors and officers who serve and will serve from time to time at the Company and/or at its investee companies, including the CEO of the Company and directors, where the controlling shareholder may be deemed to have a personal interest in the engagement in their regard, as will be in effect from time to time, provided that the engagement is in accordance with market conditions, it is not likely to have a material effect on the Company's profitability, assets or liabilities, and it is consistent with the principles of the limits set forth in the Compensation Policy, as will be updated, as set forth in this Report.

3. Notice of the Convening of a Special General Meeting

Notice is hereby given that a special general meeting of the Company's shareholders will be held on Thursday, January 30, 2020, at 10:00 a.m., at the Company's offices at 23 Aranha St., Millennium Tower, Tel Aviv, whose agenda comprises the passing of the resolution set forth above.

4. **The Majority Required to Approve the Resolution on the Meeting's Agenda**³

The majority that is required at the Meeting is a majority of the shareholders who are present at the Meeting, in person or by proxy, provided that one of the following is satisfied: (1) the count of the votes of the majority at the general meeting will include a majority of all the votes of the shareholders who are not controlling shareholders of the Company or entities with a personal interest in the approval of the resolution, who are participating in the vote; the count of all the votes of the said shareholders will not take into account the votes of the abstaining shareholders; (2) the total of the votes against, from among the shareholders as stated in paragraph (1) above, will not exceed a rate of two percent (2%) of the total voting rights at the Company.

A shareholder with a personal interest will be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*.

5. **Quorum and Adjourned Meeting**

Pursuant to the Company's Articles, the quorum for the purpose of holding the Meeting will be constituted when five shareholders are present, whether in person or by proxy, who have at least twenty five percent of the voting rights. If there is no quorum at the general meeting at the expiration of half an hour from the time appointed for the commencement of the Meeting, the Meeting will stand adjourned by one week to the same day and to the same time and the same place, without it being necessary to give notice thereof to the shareholders, and if no quorum is constituted at the adjourned meeting at the expiration of half an hour from the time appointed for the Meeting, the shareholders present will constitute a quorum.

6. **The Record Date and Proof of Ownership of a Share**

The record date for determining the eligibility of a shareholder of the Company to vote at the general meeting, as stated in Section 182(c) of the Companies Law and Section 3 of the Voting Regulations, is at the end of the Stock Exchange trading day of Tuesday, December 31, 2019, and if no trading is conducted on the record date, then on the first trading day prior thereto (hereinafter: the "**Record Date**").

In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at the General Meeting), 5760-2000, any shareholder in whose favor a share is registered with a member of the Tel Aviv Stock Exchange Ltd. and which share is included amongst the shares of the Company which are registered in the Register of Shareholders, in the name of a nominee company, and who wishes to vote at the general meeting, will submit to the Company confirmation from the said member of the Stock Exchange, with whom his title to the share is registered, with regard to his ownership of the share, on the Record Date, in accordance with the form in the Schedule of the aforesaid Regulations (hereinafter: "**Confirmation of Ownership**").

Such a shareholder is entitled to receive the Confirmation of Ownership from the member of the Stock Exchange through whom he holds his shares, at the branch of

³ To the best of the Company's knowledge, the controlling shareholders of the Company do not hold shares at such rate that would confer on them the majority that is required to pass the proposed resolution on the agenda, because for the purpose of passing the said resolution, a special majority is required.

the Stock Exchange member or by dispatch by mail to his address, in consideration of mailing costs only, if he so requested. A request in this matter will be given in advance, for a particular securities account.

7. **Manner of Voting**

7.1 **Voting By Proxy**

A shareholder who is entitled to participate in and vote at the Meeting, may vote, in person or by proxy, in accordance with that stated in the Company's Articles. A shareholder who wishes to vote by proxy, as set forth above, will deposit the Power of Attorney at the Company's registered office at least 48 hours prior to the time appointed for the Meeting or for the adjourned meeting, as the case may be.

7.2 **Voting By Voting Form and Sending Position Statements**

In accordance with the Voting Regulations, a shareholder who is entitled to participate in and vote at the Meeting may vote on a resolution submitted for the Meeting's approval, by using a voting form. For this purpose, the vote of the shareholder who voted using a voting form will be counted, as if he had been present at and participated in the Meeting. The vote using a voting form, with regard to a shareholder who wishes to vote using a voting form instead of his participation at the Meeting in person and/or by proxy, will be done using the Second Part of the Voting Form, which is attached herewith as **Appendix A** to this Report.

The Voting Form and the documents that need to be attached thereto as specified in the Voting Form will be submitted to the Company's offices up to 4 hours prior to the time for the convening of the Meeting. For this purpose, the time of submission is the time when the Voting Form and the documents that need to be attached thereto arrived at the Company's offices. A member of the Stock Exchange will send, by e-mail, without consideration, the link to the text of the Voting Form and the voting forms on the Distribution Site, to any shareholder who is not registered in the Register of Shareholders, and whose shares are registered with the said Stock Exchange member, unless the shareholder notified the Stock Exchange member that he does not wish to receive such link or unless he gave notice that he wishes to receive voting forms by post, in consideration of mailing costs only.

The addresses of the websites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd., where the text of the Voting Form, the position statements (if submitted to the Company) and the updated agenda (if published) are available, are as set forth below – the distribution site of the Israel Securities Authority is: <http://www.magna.isa.gov.il> (hereinafter: the "**Distribution Site**"); and the website of the Tel Aviv Stock Exchange Ltd. is: <https://maya.tase.co.il>. A shareholder may also apply directly to the Company and receive from it the text of the Voting Form and the position statement, if submitted.

One or more shareholders holding shares at a rate which constitutes five percent or more of the total voting rights at the Company, and also any shareholder holding such rate out of the total voting rights which are not held

by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, may inspect the voting forms as specified in Regulation 10 of the Voting Regulations.

As of the present date, the number of shares which constitute 5% of the total voting rights of the Company is: 381,307 ordinary shares having a par value of NIS 1.00 each of the Company.

As of the present date, the number of shares which constitute 5% of the total voting rights of the Company which are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, is: 182,950 ordinary shares having a par value of NIS 1.00 each of the Company.

The last date for the submission of position statements is up to ten days prior to the date of the Meeting, and the last date for the submission of the Board of Directors' response to a position statement is up to five days prior to the date of the Meeting.

7.3 **Voting Through the Electronic System**

A non-registered shareholder, as defined in Section 177(1) of the Companies Law, may vote using a voting form that is transmitted to the Company through the Electronic Voting System (as defined below), all in accordance with and subject to the terms and conditions set forth in the Voting Regulations.

After the Record Date, upon receipt of an identification number and an access code from the member of the Stock Exchange, and after a process of identification, a non-registered shareholder may vote through the electronic system, which operates pursuant to Article B of Chapter G2 of the Securities Law, 5728-1968 (hereinafter and hereinabove: the “**Electronic Voting System**” and the “**Securities Law**,” as applicable). The address of the Electronic Voting System, as construed in Section 44K2 of the Securities Law, is: <https://votes.isa.gov.il>.

In accordance with and subject to the terms and conditions set forth in the Voting Regulations and the instructions of the Israel Securities Authority in this matter, voting through the Electronic Voting System will be possible for up to six (6) hours prior to the time for the convening of the Meeting or at an earlier time as will be determined by the Israel Securities Authority, provided that it will not exceed 12 hours prior to the time for the convening of the Meeting (hereinafter: the “**System Closing Time**”). It should be clarified that a vote cast through the Electronic Voting System may be modified or cancelled up until the System Closing Time, and it may not be modified through the Electronic Voting System after this time.

If a shareholder voted in more than one of the aforesaid ways, his later vote will be counted, and the vote of a shareholder in person at the Meeting or by proxy will be deemed to be later than a vote using a voting form or a vote using the Electronic Voting System.

8. **Request by a Shareholder to Include an Item on the Agenda**

The last date for the submission of a request by a shareholder, pursuant to Section 66(B) of the Companies Law, to include an item on the agenda of the Meeting, is up to seven (7) days after the date of the convening of the Meeting. It should be stated that should a request be submitted pursuant to this section above – there may be changes to the Meeting's agenda, including the addition of an item to the agenda, and it will be possible to examine the up-to-date agenda in the Company's reports on the Distribution Site.

9. **Inspection of Documents**

The Company's shareholders may inspect the text of the proposed resolution, at the Company's offices, at 23 Aranha St., Millennium Tower, Tel Aviv, on Sundays to Thursdays, from 09:00-16:00, by prior arrangement on Tel: 03-6844500.

Sincerely yours,

Israel Corporation Ltd.

The name of the authorized signatory to the report and the name of the authorized electronic signatory: Maya Alcheh-Kaplan

Position: Vice President, General Counsel & Company Secretary

Date of signature: December 24, 2019.

APPENDIX A – VOTING FORM

ISRAEL CORPORATION LTD.

VOTING FORM

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5765-2005 (hereinafter: the “Voting Regulations”)

FIRST PART

1. **Name of the Company**

Israel Corporation Ltd. (hereinafter: the “Company”).

2. **Type of the Meeting, the Date and the Venue**

A special general meeting of the Company’s shareholders, that will be held on Thursday, January 30, 2020, at 10:00 a.m., at the Company’s offices, at 23 Aranha St., Millennium Tower, Tel Aviv (hereinafter: the “Meeting”).

3. **Details of the Items on the Agenda in respect of which Shareholders can Vote Using a Voting Form**

The updating of Section 11.2.3 (Officers’ Insurance) of the Compensation Policy for officers of the Company. For further details on this matter, please see Section 2 of the Report Convening the Meeting to which this Voting Form is attached (hereinafter: the “Report Convening the Meeting”).

The Text of the Proposed Resolution: “To update Section 11.2.3 (Officers’ Insurance) of the Compensation Policy for the officers of the Company, as stated in Section 2 of the Report Convening the Meeting.”

4. **Inspection of the Text of the Proposed Resolution**

The Company’s shareholders may inspect the text of the proposed resolution at the Company’s offices, at 23 Aranha St., Millennium Tower, Tel Aviv, on Sundays to Thursdays, from 09:00-16:00, by prior arrangement on Tel: 03-6844500, and also on the websites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd. (hereinafter: the “Stock Exchange”), whose addresses are specified in Section 11 below.

5. **The Majority Required to Pass the Resolution at the Meeting**

The majority that is required at the Meeting, to approve the proposed resolution, is a majority of the shareholders who are present at the Meeting, in person or by proxy, provided that one of the following is satisfied: (1) the count of the votes of the majority at the general meeting will include a majority of all the votes of the shareholders who are not controlling shareholders of the Company or entities with a personal interest in the approval of the resolution, who are participating in the vote; the count of all the votes of the said shareholders will not take into account

the votes of the abstaining shareholders; (2) the total of the votes against, from among the shareholders as stated in paragraph (1) above, will not exceed a rate of two percent (2%) of the total voting rights at the Company.

A shareholder with a personal interest will be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*.

6. **Mention of a Shareholder's Connection**

In the Second Part of the Voting Form, space is allocated for marking whether the shareholder does or does not have a connection, as required pursuant to the provisions of the Companies Law, and for giving a description of the nature of the relevant connection. **Should a shareholder fail to mark such a space, or should he fail to describe the nature of the connection, his vote will not be included in the count of the votes.**

7. **Validity of the Voting Form**

7.1 The Voting Form will be valid only if "Confirmation of Ownership" (a power of attorney from the nominee company proving the ownership of the share; hereinafter: "**Confirmation of Ownership**") of the non-registered shareholder (i.e., a shareholder in whose favor shares are registered with a Stock Exchange member and which shares are included amongst the shares registered in the Register of Shareholders, in the name of the nominee company; hereinafter: "**Non-Registered Shareholder**") is attached thereto, or if Confirmation of Ownership was sent to the Company through the Electronic Voting System, as defined below, or a photocopy of an ID card, passport or certificate of incorporation, if the shareholder is registered in the Company's books.

In the alternative, a Non-Registered Shareholder may transfer Confirmation of Ownership to the Company through the Electronic Voting System up until the time of the Closing of the Electronic Voting System (i.e., up to six (6) hours prior to the time for the convening of the Meeting).

7.2 The last time for the submission of the voting forms is up to four (4) hours prior to the time of the general meeting. For this purpose, the time of the submission is the time at which the Voting Form and the documents that need to be attached thereto arrived at the Company's offices, whose address is specified in Section 9 below.

8. **Voting Through the Electronic Voting System**

A Non-Registered Shareholder may vote using a voting form that is transmitted to the Company through the Electronic Voting System (as defined below), all in accordance with and subject to the terms and conditions set forth in the Voting Regulations.

After the Record Date (as this term is defined below), upon receipt of an identification number and an access code from the member of the Stock Exchange, and after a process of identification, a Non-Registered Shareholder may vote through the electronic system, which operates pursuant to Article B of Chapter G2 of the Securities Law, 5728-1968 (hereinafter: the "**Electronic Voting System**" and the "**Securities Law**," respectively). The address of the Electronic Voting

System, as construed in Section 44K2 of the Securities Law, is: <https://votes.isa.gov.il>.

In accordance with and subject to the terms and conditions set forth in the Voting Regulations and the instructions of the Israel Securities Authority in this matter, voting through the Electronic Voting System will be possible for up to six (6) hours prior to the time for the convening of the Meeting or at an earlier time as will be determined by the Israel Securities Authority, provided that it will not exceed 12 hours prior to the time for the convening of the Meeting (hereinafter: the “**System Closing Time**”). It should be clarified that a vote cast through the Electronic Voting System may be modified or cancelled up until the System Closing Time, and it may not be modified through the Electronic Voting System after this time.

If a shareholder voted in more than one of the aforesaid ways, his later vote will be counted, and the vote of a shareholder in person at the Meeting or by proxy will be deemed to be later than a vote using a voting form or a vote using the Electronic Voting System.

9. **The Company’s Address for Delivering Voting Forms and Position Statements**

At the Company’s offices, at 23 Aranha St., Millennium Tower, Tel Aviv.

10. **The Last Date for Delivering Position Statements, the Last Date for Delivering the Board of Directors’ Response to Position Statements and the Record Date for Determining a Shareholder’s Eligibility to Participate in and Vote at the Meeting**

10.1 The last date for the submission of position statements is up to ten (10) days prior to the date of the Meeting, and the last date for the submission of the Board of Directors’ response to a position statement is up to five (5) days prior to the date of the Meeting.

10.2 The record date for determining the eligibility of a shareholder of the Company to vote at the general meeting, as stated in Section 182(c) of the Companies Law and Section 3 of the Voting Regulations, is at the end of the Stock Exchange trading day of Tuesday, December 31, 2019, and if no trading is conducted on the record date, then on the first trading day prior thereto (hereinafter: the “**Record Date**”).

11. **Addresses of the Distribution Site and the Website of the Stock Exchange, Where the Voting Forms and Position Statements are Available**

11.1 The address of the Distribution Site of the Israel Securities Authority is: <http://www.magna.isa.gov.il>.

11.2 The address of the website of the Tel Aviv Stock Exchange Ltd. is: <https://maya.tase.co.il>.

12. **Additional Comments, as Required Pursuant to the Voting Regulations**

12.1 A Non-Registered Shareholder may receive the Confirmation of Ownership, as defined in Section 71 of the Companies Law, and as stated in Section 7.1 above, at the branch of the Stock Exchange member or by dispatch by mail, if he so requested, in consideration of mailing costs only. A request in this matter will be given in advance, for a particular securities account. In

addition, a Non-Registered Shareholder may instruct that his Confirmation of Ownership be sent to the Company through the Electronic Voting System.

- 12.2 A Non-Registered Shareholder may receive by email, without charge, a link to the text of the Voting Form and the position statements (if any) on the Distribution Site, from the Stock Exchange member through which he holds his shares, unless he informed the Stock Exchange member that he does not wish to receive such a link or that he wishes to receive voting forms by mail, in consideration of payment. The Non-Registered Shareholder's notice with respect to the voting forms will also apply with respect to the receipt of position statements (if any).

In addition, any shareholder may contact the Company directly to receive from it, without charge, the text of the Voting Form, or, with his consent, a link to the text of the Voting Form on the Distribution Site, and also the position statements that have reached the Company, if any.

- 12.3 One or more shareholders who hold shares at a rate constituting five percent (5%) or more out of the total voting rights at the Company and also a shareholder who holds such a rate out of all the voting rights which are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, may, himself or through a representative on his behalf, after the convening of the general meeting, inspect the voting forms and the voting records through the Electronic Voting System, which have reached the Company, as set forth in Regulation 10 of the Voting Regulations.

12.3.1 As of the present date, the number of shares that constitute 5% of the total voting rights at the Company is: 381,307 ordinary shares having a par value of NIS 1.00 each of the Company.

12.3.2 As of the present date, the number of shares which constitute 5% of the total voting rights of the Company that are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, is: 182,950 ordinary shares having a par value of NIS 1.00 each of the Company.

- 12.4 After the date of publication of this Voting Form, there may be changes to the agenda of the Meeting which is the subject of this Voting Form (including the addition of an item to the agenda), and position statements may be published in matters pertaining to this Voting Form. It will be possible to inspect the up-to-date agenda of the Meeting, as aforesaid, and the position papers, if submitted, in the Company's reports on the Distribution Site.

- 12.5 An amended voting form, insofar as required as a consequence of changes to the resolutions on the agenda, will be published by the Company on the Distribution Site concurrently with the publication of the changes to the resolutions, as aforesaid, not later than the dates set forth in Regulation 5B of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company), 5760-2000.

- 12.6 The shareholder will specify the manner of his voting with respect to the item on the agenda and in respect of which he can vote using this Voting Form, in the Second Part of this Voting Form.

13. **Cancellation of the Voting Form**

A shareholder may, up to twenty four (24) hours prior to the time of the convening of the general meeting, contact the address for the submission of voting forms, as stated in Section 9 above and, after proving his identity to the satisfaction of the Company's Secretary or another employee who has been appointed for this purpose, withdraw the Voting Form and his Confirmation of Ownership.

APPENDIX A – VOTING FORM

ISRAEL CORPORATION LTD.

VOTING FORM

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5765-2005 (hereinafter: the “Voting Regulations”)

SECOND PART

Part A:

1. **Name of the Company:** Israel Corporation Ltd. (hereinafter: the “Company”).
2. **Company’s Address (for delivering and sending voting forms):** 23 Aranha St., Millennium Tower, Tel Aviv.
3. **Company’s No.:** 52-002801-0.
4. **Date of the Meeting:** Thursday, January 30, 2020, at 10:00 a.m., and any adjourned meeting.
5. **Type of the Meeting:** A special general meeting.
6. **Record Date:** At the end of the Stock Exchange trading day of Tuesday, December 31, 2019, and if no trading is conducted on the Record Date, then on the first trading day prior thereto

Part B (to be completed by the shareholders):

1. **Details of the Shareholder**
 - 1.1 Name of the Shareholder: _____.
 - 1.2 ID No.: _____.
 - 1.3 Passport No. (if the shareholder does not possess an Israeli ID card): _____.
 - 1.4 The country in which the passport was issued (if the shareholder does not possess an Israeli ID card): _____.
 - 1.5 The passport is valid until the date of (if the shareholder does not possess an Israeli ID card): _____.
 - 1.6 Corporation No. (if the shareholder is a corporation): _____.
 - 1.7 Country of incorporation (if the shareholder is a corporation): _____.

2. **Manner of Voting**

Item on the Agenda	Manner of Voting ¹			Are you a controlling shareholder of the Company/ do you have a personal interest in the approval of the resolution? ²		Are you a senior officer of the Company? ²		Are you an institutional investor? ²	
				No	Yes*	No	Yes*	No	Yes*
To update Section 11.2.3 (Officers' Insurance) of the Compensation Policy for the officers of the Company, as stated in Section 2 of the Report Convening the Meeting									

A senior officer of the Company – as defined in Section 37(d) of the Securities Law.

An institutional investor – as defined in Regulation 1 of the Supervision of Financial Services Regulations (Provident Funds) (Participation by a Managing Company in a General Meeting), 5769-2009; and also a Mutual Fund Manager, as construed in the Mutual Funds Law, 5754-1994.

*** Please specify the nature of the relevant connection, as the case may be:**

3. **Comments in Accordance with the Voting Regulations:**

- a. With respect to shareholders holding shares through a Stock Exchange member (pursuant to Section 177(1) of the Companies Law) – this Voting Form is valid solely upon the attachment of Confirmation of Ownership, except in cases in which the vote is through the Electronic Voting System.
- b. With respect to shareholders registered in the Company's Register of Shareholders – the Voting Form is valid upon the attachment of a photocopy of the ID card/ passport/ certificate of incorporation.

Date: _____

Shareholder's Signature

¹ Failure to mark a response will be deemed to be abstaining in the vote on the said matter.

² The vote of a shareholder who fails to complete this column, or who marks "Yes" but fails to give details, will not be included in the count of votes.