

Israel Corporation Ltd.

Registrar Number: 520028010

**Form T460
Public**

Date of Transmission: 20/05/2019

Reference: 2019-01-048274

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

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

Immediate Report on Convening of a General 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 general meeting is the approval of a transaction with a controlling shareholder or the approval of an extraordinary proposal, then Form T133 or T138 should first be filed in, accordingly, and subsequently a report pursuant to this form should be reported.

Is there a possibility to vote by the electronic voting system: *Yes*

Note: electing this field is possible only for corporations which are not registered in Israel

The corporation hereby announces: *the cancellation of a general meeting*

Note: In the event of any change of the Meeting's time (whether moving forward or postponing) please mark the "postponement of the Meeting" or "postponement by court order" or "postponement for an unknown date".

The reference's number of the previous announcement of the Meeting is 2019-01-038845, which was summonsed on 28.5.2019.

The cause of postponement or cancellation is *other pursuant to a discussions with Company's shareholders, the general meeting convening is cancelled and simultaneously the Company is publishing a new report on convening of a general meeting (including an update of the record date).*

Note: please refer to the reference number of the previous announcement of the Meeting's convention or postponement.

1. Type of security: share

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

The number of the security on the Stock Exchange which 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: *April 28, 2019*

Note: if a Meeting is required on more than one security number, please report Form T460 for each additional security, separately. Reports which will note additional securities numbers will obligate sending an amending report.

2. On the date of: *April 17, 2019*

It was decided to *cancel a Special General Meeting* _____

That will be held on *Tuesday, May 28, 2019, 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 according to their appearance order in the report, 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:

To approve the terms and conditions of office and employment of Mr. Yoav Doppelt as the CEO-designate of the Company, as stated in the Report Convening the Meeting.

Declaration: A suitable field for this classification does not exist.

Note: a value from this table sets the text of the shareholder's declaration at the electronic voting system. For the exchange table please [press here](#)

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

No transaction between the Company and a controlling shareholder regarding sections 275 and 320(f) of the Companies Law.

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

Explanation of section of the Companies Law or of the Securities Law or any other law to approve the resolution

Transaction with CEO regarding his terms and conditions of office and employment in deviation from Company's Compensation Policy according to section 272(c1)(2) of the Companies Law.

Note: In event of a transaction with a controlling shareholder which does not suit any of the fields in the law sections' table please choose the field "declaration: a suitable field for classification does not exist" and choose "Yes" transaction with a controlling shareholder.

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

Does the matter require disclosure of a relation or other characteristic of the voting shareholder:
yes

Note: It is possible to choose these fields only if "declaration: a suitable field for classification does not exist" was marked in the previous table and it is not a transaction between the company and the controlling shareholder.

Are you a Controlling shareholder or have a personal interest in the approval of this resolution

In the event of Debenture Meeting

It has been decided on the existence of another matter _____

Please phrase the other matter _____

Note: The details of the other matter set the text of the declaration which will be included on the electronic voting system. Please phrase a question which its answer shall be in the form of "yes"/"no". The question will appear on the voting system next to the decision which is on the agenda and the voter will have the possibility to choose between "Yes"/"No" and the possibility to add details when the answer is "yes".

It has been decided to require additional details from the holders: _____

Specification regarding the additional details from the holders or the form of convening the meetings (in case of a meeting according to 350): _____

Note: This field sets forth the text of the requirement for additional details which will be included in the electronic voting system. The voter shall be entitled to add more details in the field in a text format.

- Amendments of the disclosure.
- Minor change or a change which only entitles the company in comparison to the text of the decision as reported in the previous report.
- Removed from the agenda.
- The item was discussed in a previous meeting.
- The item was added to the agenda by court order.

- The item was added to the agenda pursuant to regulation 5B to the Companies Regulations (Notice and Announcement of General Meetings and Category Meeting in a Public Company and the Addition of a Subject to the Agenda), 5760-2000.
- The item was added to the agenda by after the record date due to technical error, as detailed: _____

Note: After the record date there is no possibility to execute an amendment in the resolution except for an amendment in transaction conditions which benefits the company or a minor change. Moreover, after the record date, there is no possibility to add new subjects to agenda except in a court order or in according with Regulation 5B to the Notice Regulations.

This resolution on the agenda is brought for *voting*.

The majority required for approval is *not a regular majority as specified in section 5.1 to the attached report*.

Will the controlling shareholders' holdings percentage provide the controlling shareholder the required majority to pass the proposed resolution *no*

2.

The subject/ the resolution and the details thereof:

To approve the granting of the Letter of Indemnity Undertaking to Mr. Johanan Locker, as stated in the Report Convening the Meeting.

Transaction with a director concerning his remuneration and terms of office pursuant to section 273(b) to Companies Law.

Note: a value from this table sets the text of the shareholder's declaration at the electronic voting system. For the exchange table please [press here](#)

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

No transaction between the Company and a controlling shareholder regarding sections 275 and 320(f) of the Companies Law.

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

Explanation of section of the Companies Law or of the Securities Law or any other law to approve the resolution

Note: In event of a transaction with a controlling shareholder which does not suit any of the fields in the law sections' table please choose the field "declaration: a suitable field for classification does not exist" and choose "Yes" transaction with a controlling shareholder.

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

Does the matter require disclosure of a relation or other characteristic of the voting shareholder:

Note: It is possible to choose these fields only if "declaration: a suitable field for classification does not exist" was marked in the previous table and it is not a transaction between the company and the controlling shareholder.

In the event of Debenture Meeting

It was been decided on the existence of another matter _____

Please phrase the other matter _____

Note: The details of the other matter set the text of the declaration which will be included on the electronic voting system. Please phrase a question which its answer shall be in the form of "yes"/"no". The question will appear on the voting system next to the decision which is on the

agenda and the voter will have the possibility to choose between “Yes”/”No” and the possibility to add details when the answer is “yes”.

It has been decided to require additional details from the holders: _____
Specification regarding the additional details from the holders or the form of convening the meetings (in case of a meeting according to 350): _____

Note: This field sets forth the text for the requirement for additional details which will be included in the electronic voting system. The voter shall be entitled to add more details in the field in a text format.

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

Note: After the record date there is no possibility to execute an amendment in the resolution except for an amendment in transaction conditions which benefits the company or a minor change. Moreover, after the record date, there is no possibility to add new subjects to agenda except in a court order or in according with Regulation 5B to the Notice Regulations.

This resolution on the Agenda is for *voting*.

The majority required is *a regular majority*.

Will the controlling shareholders' holdings percentage provide the controlling shareholder the required majority to pass the proposed resolution *Yes*

A report is attached herewith for the convening of the meeting: _____

4. Attached herewith is/are:

_____ voting form

_____ position statement

_____ declaration of the candidate to serve as a director of the corporation

_____ declaration of an independent director

_____ declaration of an external director

_____ other _____

Hyperlink to the voting system website: [voting system](#)

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 _____ at _____, at the address:

_____.

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 Company's offices, Aranha 23, Millennium Tower, Flour 24, Tel Aviv, on Sundays through Thursdays, between 9:00 a.m. - 16:00 p.m. by prior arrangement on Phone number: 03-6844500.

General meeting convening reference: 2019-01-038845

Name of report authorized signatory and name of authorized electronic signatory: Maya Alcheh Kaplan
Position: Vice President, General Counsel and Company's Secretary
Signature date: 20/05/2019

Form structure updated: 30/04/2019

Securities of the corporation are listed in 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: MAYAAK@ISRAELCORP.COM

Former names of reporting entity: Israel Corporation Ltd.

Name of Electronic Reporter: Maya Alcheh Kaplan. Position: Vice President, General Counsel and Company's Secretary. Address: Aranha 23, Tel Aviv 61204. Phone – 03-6844517, Fax: 03-6844587, email: mayaak@israelcorp.com