

This is an English convenience translation of the original Hebrew version. In case of any discrepancy, the binding version is the Hebrew original

Israel Corporation Ltd.

Registrar Number: 520028010

**Form T049
Public**

Date of Transmission: 30/10/2019

Reference: 2019-01-092034

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

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

Immediate Report Regarding the Results of a General Meeting

Regulation 36D of the Securities Regulations (Periodic and Immediate Reports), 5730 – 1970

According to Regulation 13 of the Securities Regulations (Transaction between a Company and its Controlling Shareholder),
5761-2001

Regulation 22 of the Securities Regulations (Private Offering of Securities in a Listed Company), 5760-2000

1. Identification number of General Meeting: *2019-01-095503*
Number of the security on the stock exchange: *Israel Corporation ILS*
2. At a General Meeting which was convened on *October 29, 2019*, and which the notice of its summoning was published in a form referenced *2019-01-095503*, and the items on its agenda were:

No.	The Item	Resolution	General Meeting's decision
1	<p>Summary of the item: <i>The approval of the updated compensation policy for the officers of the Company, as stated in the Report Convening the Meeting.</i></p> <p>The Majority Required to Approve the Resolution: <i>A special majority</i></p> <p>Classification of the resolution in accordance with the sections of the Israeli Companies Law (apart from sections 275 and 320(f) to the Companies Law): <i>approval of the compensation policy according to section 267A(a) of the Israeli Companies Law.</i></p>	<p><i>To approve the updated compensation policy for the officers of the Company, in the form attached herewith as Appendix A of this Report, as stated in the Report Convening the Meeting.</i></p>	<p><i>To Approve</i></p>

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	<p><i>Not A transaction between the Company and its controlling shareholder as stated in sections 275 and 320(f) to the Israeli Companies Law.</i></p>		
2	<p>Summary of the item:</p> <p><i>The approval of granting a Letter of Indemnity Undertaking to Ms. Tali Bellish-Michaud, as stated in the Report Convening the Meeting.</i></p> <p>The Majority Required to Approve the Resolution: <i>A simple majority</i></p> <p>Classification of the resolution in accordance with the sections of the Israeli Companies Law (apart from sections 275 and 320(f) to the Companies Law): <i>Transaction with a Director regarding his terms and conditions of office according to section 273(a) to the Israeli Companies Law.</i></p> <p><i>Not A transaction between the Company and its controlling shareholder as stated in sections 275 and 320(f) to the Israeli Companies Law.</i></p>	<p><i>To approve the granting of the Letter of Indemnity Undertaking to Ms. Tali Bellish-Michaud, as stated in the Report Convening the Meeting.</i></p>	<p><i>To Approve</i></p>
3	<p>Summary of the item:</p> <p><i>To appoint Mr. Yaakov Amidror as an external director of the Company for an additional term in office of three years, commencing from the date of the General Meeting's approval and he will be entitled to the terms and conditions of office as stated in the Report Convening the Meeting.</i></p> <p>The Majority Required to Approve the Resolution: <i>A special majority</i></p> <p>Classification of the resolution in accordance with the sections of the Israeli Companies Law (apart from sections 275 and 320(f) to the Companies Law): <i>Appointment / Extension of term for an External Director according to sections 239(b) or 245 to the Companies Law.</i></p>	<p><i>To appoint Mr. Yaakov Amidror as an outside director of the Company for an additional term in office of three years, commencing from the date of the General Meeting's approval, and he will be entitled to the terms and conditions of office as stated in the Report Convening the Meeting.</i></p>	<p><i>To Approve</i></p>

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	<p>Not A transaction between the Company and its controlling shareholder as stated in sections 275 and 320(f) to the Israeli Companies Law.</p>		
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Details regarding the voting in resolutions in which a special majority is required:

- 1** A. Overview of the item: *The approval of the updated compensation policy for the officers of the Company, as stated in the Report Convening the Meeting.*
- B. General Meeting's decision: *To Approve*
- C. The resolution is regarding the following matter: _____

	Amount	Votes in favor	Votes against
Total sum of voting rights	7,626,145		
Shares / Securities that took part in the vote	6,741,092		
Shares / Securities that were included within the count of votes	6,741,092	Amount: 6,141,331 Percentage: 91.10%	Amount: 599,711 Percentage: 8.89%
Shares / Securities that took part in the vote and were not classified as entities with a personal interest ⁽¹⁾	3,127,646	Amount: 2,527,885 Percentage (2): 80.82%	Amount: 599,711 Percentage (2): 19.17%

General: the amount rate is always regarding the column "amount" within that row

(1) The amount of Shares / Securities that were included within the count of votes, and were not classified as shares that their owners have a personal interest / as shares which are not controlling shareholders, and for the approval of outside directors are entities without a personal interest in the approval of the appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.

(2) The rate of the vote for/against the approval of the transaction within the count of votes that their owners have no personal interest in the transaction / which are not controlling shareholders or have a personal interest in the approval of the appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.

The amount of votes for the approval of the transaction within the amount of voters which are not controlling shareholders within the company / have no personal interest in the approval of the resolution: 80.82%

The amount of votes against within the total sum of voting rights in the Company: 7.86%

No The Company has classified a shareholder voted against the transaction as an interested party.

No The Company has classified a shareholder differently from the classification stated by the shareholder.

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2 A. Overview of the item: *The approval of the granting of the Letter of Indemnity Undertaking to Ms. Tali Bellish-Michaud, as stated in the Report Convening the Meeting.*

B. General Meeting's decision: *To Approve*

C. The resolution is regarding the following matter: _____

	Amount	Votes for	Votes against
Total sum of voting rights			
Shares / Securities that took part in the vote			
Shares / Securities that were included within the count of votes		Amount: Percentage:	Amount: Percentage:
Shares / Securities that took part in the vote and were not classified as entities with a personal interest (1)		Amount: Percentage (2):	Amount: Percentage (2):

General: the amount rate is always regarding the column "amount" within that row

(1) The amount of Shares / Securities that were included within the count of votes, and were not classified as shares that their owners have a personal interest / as shares which are not controlling shareholders, and for the approval of outside directors are entities without a personal interest in the approval of the appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.

(2) The rate of the vote for/against the approval of the transaction within the count of votes that their owners have no personal interest in the transaction / which are not controlling shareholders or have a personal interest in the approval of the appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.

The amount of votes for the approval of the transaction within the amount of voters which are not controlling shareholders within the company / have no personal interest in the approval of the resolution:

The amount of votes against within the total sum of voting rights in the Company:

3 A. Overview of the item: *To appoint Mr. Yaakov Amidror as an External director of the Company for an additional term in office of three years, commencing from the date of the General Meeting's approval, and he will be entitled to the terms and conditions of office as stated in the Report Convening the Meeting.*

B. General Meeting's decision: *To Approve*

C. The resolution is regarding the following matter: _____

	Amount	Votes in favor	Votes against
Total sum of voting rights	7,626,145		
Shares / Securities that took part in the vote	6,741,092		
Shares / Securities that were included within the count of votes	6,741,092	Amount: 6,736,460 Percentage:	Amount: 4,632 Percentage:

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		99.93%	0.14%
Shares / Securities that took part in the vote and were not classified as entities with a personal interest ⁽¹⁾	3,127,646	Amount: 3,123,014 Percentage (2): 99.85%	Amount: 4,632 Percentage (2): 0.06%

General: the amount rate is always regarding the column "amount" within that row

(1) The amount of Shares / Securities that were included within the count of votes, and were not classified as shares that their owners have a personal interest / as shares which are not controlling shareholders, and for the approval of outside directors are entities without a personal interest in the approval of the appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.

(2) The rate of the vote for/against the approval of the transaction within the count of votes that their owners have no personal interest in the transaction / which are not controlling shareholders or have a personal interest in the approval of the appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.

The amount of votes for the approval of the transaction within the amount of voters which are not controlling shareholders within the company / have no personal interest in the approval of the resolution: 99.85%

The amount of votes against within the total sum of voting rights in the Company: 0.06%

No The Company has classified a shareholder voted against the transaction as an interested party.

No The Company has classified a shareholder differently from the classification stated by the shareholder.

3. Details regarding the voters in the General meeting which are institutional investors, entities with a personal interest or a Senior Officers of the Company:

- File [Exelresultsofvotesto49Tfinalisa.pdf](#).

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: *30/10/2019*

Form structure updated: *29/10/2019*

Securities of the corporation are listed in the Tel Aviv Stock Exchange

Short name: Israel Corporation

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