

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.**

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**

March 26, 2020

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, May 7, 2020, at 10:00 a.m., for the purpose of passing the resolutions on the agenda, as set forth below:

1. **The Item on the Meeting’s Agenda and an Overview of the Text of the Resolutions**

The appointment of Dr Joshua Rosensweig as an outside director of the Company for an additional term in office, commencing from the date of the end of his current term of office, starting from May 8, 2020<sup>1</sup>. Dr Rosensweig will continue to be entitled to the current terms and conditions of office, *inter alia*, to annual remuneration and to remuneration for participation in the maximum amount that is determined in the Companies Regulations (Rules with Respect to Remuneration and Expenses for an Outside Director), 5760-2000, taking into account the Company’s ranking and the director’s classification as an “expert director” who is entitled to an “expertise supplement,” to the reimbursement of expenses and inclusion in the insurance arrangements for the officers of the Company, and to the

---

<sup>1</sup> Dr Rosensweig serves as an outside director since May 8, 2017, pursuant to General Meeting's approval from May 8, 2017 (for details see Company's immediate reports dated: 29.3.2017, 8.5.2017, 9.5.2017 (reference: 2017-01-032589, 2017-01-046698, 2017-01-046776, accordingly), incorporated herein by reference).

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

letter of indemnity undertaking that was granted to him.<sup>2</sup> The term of office for the outside director, should he be appointed, will be for a period of three years from the date of commencement of the said office.

Dr Rosensweig's declaration, including in accordance with Sections 224B and 241 of the Companies Law, is attached as **Appendix A** to this Report and it is available for inspection at the Company's offices, as specified in section 8 to this report.

For details with respect to Dr Joshua Rosensweig, see Article 26 of the Chapter of Additional Details in the Company's Periodic Report for 2019, as published on March 26, 2020 (Reference No.: 2020-01-030654), which is presented by way of incorporation by reference.

**Overview of the Text of the Proposed Resolution: "To appoint Dr Joshua Rosensweig as an outside director of the Company for an additional term in office of three years, commencing from the date of the end of his current term of office, i.e. May 8, 2020, and he will be entitled to the terms and conditions of office as stated in the Report Convening the Meeting."**

2. **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, May 7, 2020, at 10:00 a.m., by using communication means (pursuant to the limitations set in order to prevent the Coronavirus spread<sup>3</sup>), whose agenda comprises the passing of the resolutions set forth above. **Connect the Meeting with the following number:**  
**+972-03-9786688/ Code No. 756 872 232 #**

3. **The Majority Required to Approve the Resolutions on the Meeting's Agenda<sup>4</sup>**

The majority that is required at the Meeting, to approve the resolution proposed in Section 1 above, 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 appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder, 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.

---

<sup>2</sup> For details with regard to Dr Rosensweig's current terms and conditions of office, see the Report Convening a Meeting of the Company dated March 29, 2017 (Reference No. 2017-01-032589), which is presented by way of incorporation by reference.

<sup>3</sup> See also notice published by the Israeli Securities Authority dated March 16, 2020.

<sup>4</sup> 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 resolution proposed in Sections 1 of the agenda, because for the purpose of passing the said resolutions, a special majority is required.

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

4. **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.

5. **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 Thursday, April 2, 2020, 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 the Stock Exchange member or by dispatch by mail, 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.

5. **Manner of Voting**

6.1 **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.

6.2 **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

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

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 B** 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 statements, 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.

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

### 6.3 **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.

### 7. **Request by a Shareholder to Include an Item to 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.

### 10. **Inspection of Documents**

The Company’s shareholders may inspect the text of the proposed resolutions, at the Company’s offices, at 23 Aranha St., Millennium Tower, Tel Aviv, on Sundays to Thursdays, from 09:00 a.m.-16:00 p.m., by prior arrangement and subject to the limitations set in order to prevent the Coronavirus spread, on Tel: 03-6844500.

Sincerely yours,

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.**

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: March 26, 2020.

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

## APPENDIX B – 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, May 7, 2020, at 10:00 a.m., by using communication means (pursuant to the limitations set in order to prevent the Coronavirus spread<sup>1</sup>). **Connect the Meeting with the following number:**

+972-03-9786688/ Code No. 756 872 232 #

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

The appointment of Dr Joshua Rosensweig as an outside director of the Company for an additional term in office, commencing from the date of the end of his current term of office, i.e. from May 8, 2020. Dr Rosensweig will continue to be entitled to the current terms and conditions of office<sup>2</sup>, as specified in the report convening the general meeting. The term of office for the outside director, should he be appointed, will be for a period of three years from the date of commencement of the said office.

For details with respect to Dr Joshua Rosensweig, see Article 26 of the Chapter of Additional Details in the Company’s Periodic Report for 2019, as published on March 26, 2020 (Reference No.: 2020-01-030654), which is presented by way of incorporation by reference.

**Overview of the Text of the Proposed Resolution: “To appoint Dr Joshua Rosensweig as an outside director of the Company for an additional term in office of three years, commencing from the date of the end of his current term of office, i.e. May 8, 2020, and he will be entitled to the terms and conditions of office as stated in the Report Convening the Meeting.”**

---

<sup>1</sup> See also notice published by the Israeli Securities Authority dated March 16, 2020.

<sup>2</sup> For details with regard to Dr Rosensweig's current terms and conditions of office, see the Report Convening a Meeting of the Company dated March 29, 2017 (Reference No. 2017-01-032589), which is presented by way of incorporation by reference.

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

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

The Company's shareholders may inspect the text of the proposed resolutions 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 and subject to the limitations set in order to prevent the Coronavirus spread, on Tel: 03-6844500, and also on the websites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd., whose addresses are specified in Section 11 below.

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

The majority that is required at the Meeting, to approve the resolution proposed in Section 3 above, 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 appointment, with the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder, 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.

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).

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

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 Thursday, April 2, 2020, and if no trading is

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

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

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

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.

\*\*\*\*\*

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

## **APPENDIX B – 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, May 7, 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 Thursday, April 2, 2020, 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):  
\_\_\_\_\_.

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

2. **Manner of Voting**

Item on the Agenda	Manner of Voting <sup>3</sup>			Are you a controlling shareholder of the Company/ do you have a personal interest in the approval of the resolution? <sup>4, 4</sup>		Are you a senior officer of the Company? <sup>4</sup>		Are you an institutional investor? <sup>4</sup>	
	For	Against	Abstain	No	Yes*	No	Yes*	No	Yes*
To appoint Dr Joshua Rosensweig as an outside director of the Company for an additional term in office of three years, commencing from the date of the end of his current term of office, i.e. May 8, 2020, and he will be entitled to the terms and conditions of office as stated in 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

<sup>3</sup> Failure to mark a response will be deemed to be abstaining in the vote on the said matter.

<sup>4</sup> With the exception of a personal interest that is not as a consequence of his/her relationship with the controlling shareholder.