

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 T460  
Public**

Date of Transmission: 30/01/2019

Reference: 2019-01-011070

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 convening 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 \_\_\_\_\_, which was summonsed on \_\_\_\_\_.  
The cause of postponement or cancellation is \_\_\_\_\_

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: *February 5, 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: *January 30, 2019*  
It was decided to convene an *Annual General Meeting* \_\_\_\_\_  
That will be held on *Tuesday, February 19, 2019*, at *11:00 a.m.*  
At the address: *23 Aranha St., Millennium Tower, 24<sup>th</sup> 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:

Reviewing the periodic report of 2017: A discussion of the Company's audited financial statements and the Board of Directors' Report on the state of the Company's Affairs for the year ended on December 31, 2017.

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

*A non-voting reporting item. The discussion made pursuant to Section 60(b) to 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:  
*No*

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 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: \_\_\_\_\_

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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 *reporting purposes only*.

The majority required for approval is \_\_\_\_\_

Will the controlling shareholders' holdings percentage provide the controlling shareholder the required majority to pass the proposed resolution \_\_\_\_\_

**2.**

The subject/ the resolution and the details thereof:

*Appointment of Auditors: the reappointment of the Company's auditor accountants and in accordance with the Company's Articles, the authorization of the Company's Board of Directors to determine their fees as mentioned in the report.*

*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

*In accordance with sections 60(b) and 154(b) to 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:  
*No*

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): \_\_\_\_\_

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

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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*

### 3.

The subject/ the resolution and the details thereof:

*Appointment of Mr. Aviad Kaufman for an additional term in office as director of the Company, which shall be entitled to remuneration and terms of office as stated in this report.*

*Appointment or dismissal of director as mentioned in sections 59 and 230 of the 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 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 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 an unimportant 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*

**4.**

The subject/ the resolution and the details thereof:

*Appointment of Mr. Amnon Lion for an additional term in office as director of the Company, which shall be entitled to remuneration and terms of office as stated in this report.*

*Appointment or dismissal of director as mentioned in sections 59 and 230 of the 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 an unimportant 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*

The subject/ the resolution and the details thereof:

*Appointment of Mr. Dan Suesskind for an additional term in office as director of the Company, which shall be entitled to remuneration and terms of office as stated in this report.*

*Appointment or dismissal of director as mentioned in sections 59 and 230 of the 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.

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- 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 an unimportant 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*

**6.**

The subject/ the resolution and the details thereof:

*Appointment of Mr. Yair Caspi for term in office as director of the Company, which shall be entitled to remuneration and terms of office as stated in Section B of the report, and regarding granting Letter of Indemnity as stated in subject 7 of the report.*

*Appointment or dismissal of director as mentioned in sections 59 and 230 of the 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: \_\_\_\_\_

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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 an unimportant 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*

7.

The subject/ the resolution and the details thereof:

*To approve the granting of a Letter of Indemnity for officers of the Company for Mr. Yair Caspi. Mr. Yair Caspi was appointed as a director on January 10, 2019. Further to the approval of the Company's audit and compensation committee, it is brought for the approval of the General Meeting to grant Letter of Indemnity to Mr. Caspi, which shall be valid from the date of his appointment, in the same form which has been attached to the Immediate Report on convening the General Meeting of the Company dated September 13, 2018 (Reference No: 2018-01-087141), which, in accordance with the Compensation Policy of the Company does not include in advance exemption due to breach of duty of care. For the summary of reasons of the compensation committee and the board of directors for the approval of granting Letter of Indemnity to Mr. Caspi, see Section C of the report.*

*Summary of the proposed resolution: "To approve granting Letter of Indemnity to Mr. Yair Caspi in accordance with the aforementioned".*

*Transaction with a director concerning his remuneration and terms of office pursuant to section 273(a) 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 requires 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 an unimportant 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:

[ConveningofanAnnualGeneralMeetingFebruary19.isa.pdf](#)

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4. Attached herewith is/are:

*No voting form*

*No position statement*

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*Yes declaration of the candidate to serve as a director of the corporation*

*Yes declaration of an independent director*

*No declaration of an external director*

*DirectorsDeclarationsJanuary19.isa.pdf*

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 *February 26, 2019* at *11:00 a.m.* at the address: *23 Aranha St., Millennium Tower, 24<sup>th</sup> floor, Tel Aviv.*

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, on Sundays through Thursdays, between 9:00 a.m. - 16:00 p.m. by prior arrangement on Phone number: 03-6844500.*

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: 30/01/2019

Form structure updated: 31/12/2018

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](mailto: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](mailto:mayaak@israelcorp.com)

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**Israel Corp. Ltd**

**Israel Corp. Ltd**

Millennium Tower, 23 Aranha Street P.O. Box 20456 Tel Aviv 61204 Israel  
Tel.: (03) 6844517 Fax: (03) 6844587

**Advocate Maya Alcheh-Kaplan**  
**Vice President**  
**General Counsel and Company Secretary**

January 30, 2019

To  
The Securities Authority  
via MAGNA

To  
Tel-Aviv Stock Exchange  
via MAGNA

Dear Sir/Madame,

Re: **Convening of an Annual General Meeting**

In accordance with the provisions of the Securities Regulations (Immediate and Periodic Reports) 5730-1970 (hereinafter: the “**Immediate Report Regulations**”), and the Companies Law, 5759-1999 (hereinafter: the “**Companies Law**”), and the regulations enacted pursuant thereto, Israel Corporation Ltd. (hereinafter: the “**Company**”) wishes to announce that an annual general meeting of the shareholders of the Company shall be convened on Tuesday, February 19, 2019, at 11:00 a.m., at the Company’s offices, at 23 Aranha St., Millennium Tower 24<sup>th</sup> floor, Tel Aviv.

A. **Items on the General Meeting's Agenda and Summary of the Resolutions:**

1. **Review of the Periodic Report for 2017:** A discussion of the Company's audited financial statements and the Board of Directors’ Report on the state of the Company's Affairs for the year ended on December 31, 2017.
2. **Appointment of Auditor Accountant:** The reappointment of the Company’s auditor accountants and, in accordance with the Company’s Articles, the authorization of the Board of Directors of the Company to determine their fees<sup>1</sup>.

**Summary of the Proposed Resolution:** *“To reappoint the accountants of the accounting firm Somekh Chaikin (KPMG) as the Company's auditors and, in accordance with the Company's Articles, authorizing the Company’s Board of Directors to determine their fees”.*

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<sup>1</sup> For details regarding the auditor's fees as detailed in the Company’s annual report for 2017 dated March 22, 2018 (Reference: 2018-01-028525), see Section 7 of Chapter E to the annual report.

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3. Appointment of Mr. Aviad Kaufman for an additional term in office as director of the Company, further entitling him to remuneration and terms of office as stated in Section B below.
4. Appointment of Mr. Amnon Lion for an additional term in office as director of the Company, further entitling him to remuneration and terms of office as stated in Section B below.
5. Appointment of Mr. Dan Suesskind for an additional term in office as director of the Company, further entitling him to remuneration and terms of office as stated in Section B below.
6. Appointment of Mr. Yair Caspi for term in office as a director of the Company, further entitling him to remuneration and terms of office as stated in Section B below, and regarding granting Letter of Indemnity as stated in subject 7 below.
7. To approve the granting of a Letter of Indemnity for officers of the Company for Mr. Yair Caspi. Mr. Yair Caspi was appointed as a director on January 10, 2019<sup>2</sup>. Further to the approval of the Company's audit and compensation committee, it is brought for the approval of the General Meeting to grant Letter of Indemnity to Mr. Caspi, which shall be valid from the date of his appointment, in the same form which has been attached to the Immediate Report on convening the General Meeting of the Company dated September 13, 2018 (Reference No: 2018-01-087141), which, in accordance with the Compensation Policy of the Company<sup>3</sup> does not include in advance exemption due to breach of duty of care. For the summary of reasons of the compensation committee and the board of directors for the approval of granting Letter of Indemnity to Mr. Caspi, see Section C to this report.

**Summary of the proposed resolution:** *"To approve granting Letter of Indemnity to Mr. Yair Caspi in accordance with Section 7 to this report".*

**B. Details regarding items 3 - 6**

It is hereby proposed to ratify the appointment of the incumbent directors of the Company for an additional term in office as directors of the Company, with the exception of the outside directors who shall continue to serve in office up until the expiration of their statutory term in office. The vote with regard to each candidate to serve as a director shall be taken separately according to the text mentioned in section 3 - 6 above. The signed declarations of the candidates to serve as directors of the Company, pursuant to section 224B of the Companies Law, are attached herewith as **Appendix A** to this Report.

The directors appointed for an additional term in office shall continue to be entitled to remuneration and terms of office as per standard practice with regards to directors at the

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<sup>2</sup> For additional details, see immediate report of the Company dated January 13, 2019 (Reference No: 2019-01-005115)

<sup>3</sup> For additional details concerning the remuneration and terms of directors in accordance with the Compensation Policy of the Company, as approved by the Company's Shareholders' General Meeting dated July 9, 2018, see immediate reports of the Company dated June 28, 2018 and July 9, 2018 (Reference No., respectively: 2018-01-057546 and 2018-01-062016), which are included herein by way of reference (the "**Compensation Policy**").

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Company<sup>4</sup>, including to annual remuneration and to remuneration for participation, in the maximum amount as set forth in the Companies Regulations (Rules Regarding Remuneration and Expenses for an Outside Director), 5760-2000 (the “**Remuneration Regulations**”), taking into consideration the rank of the Company and the classification of a director as an “expert director”, who is entitled to an “expertise supplement” as set forth in Regulation 5A of the Remuneration Regulations, to the reimbursement of expenses and to a letter of indemnity and insurance considerations for officers of the Company (the “**Customary Terms of Office**”).

For the details required in accordance with Regulation 36B(a)(10) of the Immediate Report Regulations regarding members of the Board of Directors who are serving in office and who are candidates for an additional term in office, see the description according to regulation 26 in chapter “Additional Details on the Corporation” of the Company's Annual Report for 2017, dated March 22, 2018, which is included herein by way of reference. Below is an update of the aforesaid details with regard to the following directors:

Name of the Director	Update
Yair Caspi	Commenced serving as a director of the Company on January 10, 2019. For details required in accordance with Regulation 36B(a)(10) of the Immediate Report Regulations see Company's immediate report dated January 13, 2019 (Reference No: 2019-01-005115).
Dan Suesskind	Not Serving as a director in the following corporations: Teva Pharmaceutical Industries Ltd; Gefen Biomed Investments Ltd; Migdal Insurance & Financial Holdings Ltd.

C. **Summary of the Reasons of the Compensation Committee and the Board of Directors concerning the Resolution in Section 7**

8. The granting of the Letter of Indemnity for the Company's officers is for the Company's benefit, given that the Letter of Indemnity allows the Company's officers, including the Company's directors, to perform their position in a proper manner and for the Company's benefit, while taking into consideration the risks that are entailed in the Company's activities and the personal liability that is imposed by law on officers and directors, in particular, and due to the importance of the existence of the Letters of Indemnity for the officers' performance.
9. The granting of an indemnity undertaking is standard practice at many public companies in Israel, including at companies whose activities are similar in scope and in nature to the Company's activities, and it has previously been granted to officers and directors of the Company.

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<sup>4</sup> For additional details, see the Compensation Policy.

10. The indemnity undertaking that is set forth in the Letter of Indemnity is consistent with the provisions of the Company's Compensation Policy and is subject to the provisions of the Companies Law, whereas the Letter of Indemnity, which may be granted, is in accordance (and subject) to the approval of this General Meeting, and does not include a provision regarding in advance exemption due to breach of care of duty.

**D. Further Details regarding the General Meeting**

**11. The Majority Required to Pass the Resolutions at the General Meeting**

The majority required to approve the resolutions on the meeting's agenda is a regular majority of the shareholders who are entitled to participate in the vote and who are present at the General Meeting, either in person or by proxy, without taking into account the votes of the abstaining shareholders<sup>5</sup>.

**12. The Record Date**

The record date for determining the entitlement of a shareholder of the Company to vote at the General Meeting, as stated in section 182 of the Companies Law, is at the end of the Stock Exchange trading day of Thursday, February 5, 2019, and if no trading is conducted on the Record Date, then on the first trading day prior thereto (the "**Record Date**").

**13. Proof of Ownership of a Share**

In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at the General Meeting), 5760–2000, a shareholder in whose favor a share is registered with a member of the Tel Aviv Stock Exchange Ltd. and such 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, shall 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 Form 1 in the Schedule to the said Regulations.

**14. Quorum**

Pursuant to the Company's Articles, the quorum for the purpose of holding the meeting shall 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 shall 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 shall constitute a quorum.

**15. 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 the provisions of the Company's Articles. A shareholder who wishes to vote by proxy, as set forth above, shall deposit the Power of Attorney at the

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<sup>5</sup> It shall be noted that to the best of the Company's knowledge, the controlling shareholders' holdings percentage provide the controlling shareholder the required majority to pass each of the proposed resolutions on the General Meeting's agenda.

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Company's registered office at least 48 hours prior to the time appointed for the meeting or for the adjourned meeting.

**16. Voting via the Electronic Voting System**

An unregistered shareholder as defined under section 177(1) to the Companies Law may vote by a voting form which shall be delivered to the Company through the electronic voting system (as defined below), all in accordance and subject to the terms determined in the Companies Regulations (Voting in writing and position statements), 5766-2005 (the "**Voting Regulations**").

Following the Record Date and upon receipt of identifying number and an access code from the stock exchange member and after an identification procedure, an unregistered shareholder may vote via the electronic voting system which is operated according to item B of chapter G2 to the Securities Law, 1968 (hereinafter: the "**Electronic Voting System**" and the "**Securities Law**", respectively). The website of the Electronic Voting System, within its meaning in section 44k2 to the Securities Law is <http://votes.isa.gov.il>.

According to and subject to the terms of the Voting Regulations and the Israeli Securities Authority's instructions on this matter, voting via the Electronic Voting System will be enabled until six (6) hours prior to the Meeting's time of convening or at an earlier date which will be decided by The Israeli Securities Authority, provided that it will not exceed 12 hours prior to the Meeting's time (hereinafter: "**System's Lock Time**"). It is clarified that the vote made via the Electronic Voting System may be changed or cancelled until the System's Lock Time and could not be changed after that time.

If a shareholder will vote by more than one manner as mentioned, his latest vote will be counted, while a shareholder's vote at the Meeting, made whether in person or by proxy, shall be deemed as later to the vote made by a voting form or via the electronic voting system.

**17. Request to Include an Item on the Agenda**

The Last date to submit a request by a shareholder according to section 66(b) to the Companies Law to include an item on the meeting's agenda is no later than three (3) days following the issuance of this report.

It shall be noted that if such request is submitted there may be changes in the Meeting's agenda, including adding an additional item, and the updated agenda could be reviewed in the Company's reports at the Israel Securities Authority's website ([www.magna.isa.gov.il](http://www.magna.isa.gov.il)).

**18. Inspection of Documents:**

The Company's shareholders may inspect the text of the proposed resolutions, at the Company's offices, from Sundays to Thursdays, from 09:00 a.m. – 16:00 p.m., 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 Alchek-Kaplan

Position: Vice President, General Counsel & Company Secretary

Date of signature: 30/01/2019

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**Annex A**

**Statement of a Director who is not an Independent Director**

Date: \_\_\_\_\_

**For the attention of:**

**Israel Corporation Ltd.**

**Re: Statement of Eligibility to Serve as a Director  
Pursuant to Section 224B of the Companies Law**

I, the undersigned, Aviad Kaufman, bearer of ID No. 028005270, agree to serve as a director of Israel Corporation Ltd. (the “**Company**”), and I hereby confirm that the conditions of eligibility in my regard, as set forth in the Companies Law have been satisfied regarding my term of office as a director of the Company, and declare the following:

1. This statement is provided pursuant to section 224B of the Companies Law and in accordance with the terms and definitions as defined in the applicable law (and are partly attached, for convenience purposes, as appendix A to this questionnaire).
2. In the five years preceding the date of providing this declaration, I have not been convicted:
  - 2.1 of any offenses pursuant to sections 290 - 297, 392, 415, 418 - 420 and 422 - 428 of the Penal Law, 5737-1977, and pursuant to sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2.2 by a court outside of Israel, of the offenses of bribery, fraud, administrative offenses in a corporation, or offenses of the misuse of inside information;
  - 2.3 of any other offense where the Court determined that, as a consequence of the nature, severity or circumstances thereof, I am not eligible to serve as a director of a public company.
3. The Administrative Enforcement Committee has not imposed on me any means of enforcement which prohibit me from serving as a director of the Company.
4. I am an adult, I have not been declared by a court to be incapacitated pursuant to the Legal Capacity and Guardianship Law, 5722- 1962, and I have not been declared bankrupt

pursuant to the Bankruptcy Ordinance (New Version), 5740-1980, and to my best knowledge, there is not any limitation to my appointment as a director in the Company.

5. I possess the required qualifications and the ability to devote the appropriate amount of time, for the purpose of performing the position of a director of the Company, taking into consideration, *inter alia*, the Company's special needs and its size, and the foregoing is, *inter alia*, based on my education, my experience and my occupation, as set forth in appendix B to this questionnaire.
6. In view of my education, my experience, my occupation, present and past, and my qualifications, and based on the set forth above:  
[ \* ] *I possess professional competence.*  
[ \* ] *I possess financial and accounting expertise.*
7. Should any change take place in the foregoing, including in the event that any condition required pursuant to the Law for my term in office as a director or as an outside director, as the case may be, shall cease to exist, then I hereby undertake to provide notice to this effect, immediately, to the Company.
8. I hereby confirm that my declaration shall be found in the registered office of the Company and will be published in the Company's public reports.

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Aviad Kaufman

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**Statement of a Director who is not an Independent Director**

Date: \_\_\_\_\_

**For the attention of:**

**Israel Corporation Ltd.**

**Re: Statement of Eligibility to Serve as a Director  
Pursuant to Section 224B of the Companies Law**

I, the undersigned, Amnon Lion, bearer of ID No. 004290144, agree to serve as a director of Israel Corporation Ltd. (the "**Company**"), and I hereby confirm that the conditions of eligibility in my regard, as set forth in the Companies Law have been satisfied regarding my term of office as a director of the Company, and declare the following:

1. This statement is provided pursuant to section 224B of the Companies Law and in accordance with the terms and definitions as defined in the applicable law (and are partly attached, for convenience purposes, as appendix A to this questionnaire).
2. In the five years preceding the date of providing this declaration, I have not been convicted:
  - 2.1 of any offenses pursuant to sections 290 - 297, 392, 415, 418 - 420 and 422 - 428 of the Penal Law, 5737-1977, and pursuant to sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2.2 by a court outside of Israel, of the offenses of bribery, fraud, administrative offenses in a corporation, or offenses of the misuse of inside information;
  - 2.3 of any other offense where the Court determined that, as a consequence of the nature, severity or circumstances thereof, I am not eligible to serve as a director of a public company.
3. The Administrative Enforcement Committee has not imposed on me any means of enforcement which prohibit me from serving as a director of the Company.
4. I am an adult, I have not been declared by a court to be incapacitated pursuant to the Legal Capacity and Guardianship Law, 5722- 1962, and I have not been declared bankrupt pursuant to the Bankruptcy Ordinance (New Version), 5740-1980, and to my best knowledge, there is not any limitation to my appointment as a director in the Company.

5. I possess the required qualifications and the ability to devote the appropriate amount of time, for the purpose of performing the position of a director of the Company, taking into consideration, *inter alia*, the Company's special needs and its size, and the foregoing is, *inter alia*, based on my education, my experience and my occupation, as set forth in appendix B to this questionnaire.
6. In view of my education, my experience, my occupation, present and past, and my qualifications, and based on the set forth above:  
[ \* ] *I possess professional competence.*  
[ ] *I possess financial and accounting expertise.*
7. Should any change take place in the foregoing, including in the event that any condition required pursuant to the Law for my term in office as a director or as an outside director, as the case may be, shall cease to exist, then I hereby undertake to provide notice to this effect, immediately, to the Company.
8. I hereby confirm that my declaration shall be found in the registered office of the Company and will be published in the Company's public reports.

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Amnon Lion

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Date: \_\_\_\_\_

### **Statement of an Independent Director**

**For the attention of:**

**Israel Corporation Ltd.**

#### **Re: Statement Regarding Eligibility to Serve as an Independent Director Pursuant to Sections 224B and 249B of the Companies Law**

I, the undersigned, Dan Suesskind, bearer of ID No. 0175810, agree to serve as a director of Israel Corporation Ltd. (the "**Company**") and I hereby confirm that the conditions of eligibility in my regard, as set forth in the Companies Law for my service as a director of the Company, have been satisfied, as have the conditions for my definition as an "independent director" of the Company, as set forth in my declaration below:

1. This declaration is being made in accordance with sections 224B and 249B of the Companies Law and in accordance with the terms and definitions set forth in the Law (and are partially attached, for convenience Purposes, as appendix A to this questionnaire).
2. In the last five years prior to the date of the making of this declaration, I have not been convicted:
  - 2.1 of offenses pursuant to sections 290 - 297, 392, 415, 418 - 420, and 422 - 428 of the Penal Law, 5737 – 1977, and pursuant to sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728 – 1968 ("**Securities Law**");
  - 2.2 by a court outside of Israel, of the offenses of bribery, fraud, administrative offenses in a corporation, or offenses of the misuse of inside information;
  - 2.3 of any other offense where the Court determined that, as a consequence of the nature, severity or circumstances thereof, I am not eligible to serve as a director of a public company.
3. The Administrative Enforcement Committee has not imposed on me any means of enforcement which prohibit me from serving as a director of the Company.
4. I am an adult, Israeli resident, I have not been declared by a court to be incapacitated pursuant to the Legal Capacity and Guardianship Law, 5722- 1962, and I have not been declared bankrupt pursuant to the Bankruptcy Ordinance (New Version), 5740-1980.
5. I am not a relative of the controlling shareholder of the Company, and neither I nor my relative, my partner, my employer, any person I am subordinate to, either directly or indirectly, or any corporation of which I am the controlling shareholder, on the date of the appointment or in the two years preceding the appointment, have any connection to the

Company, to the controlling shareholder of the Company or to a relative of the controlling shareholder, on the date of the appointment, or to any other corporation.

6. Neither I nor my relative, my partner, my employer, any person I am subordinate to, either directly or indirectly, or any corporation of which I am the controlling shareholder, have any professional or business connections to the Company, to the controlling shareholder of the Company or to a relative of the controlling shareholder, or to any other corporation, even if such connections are not frequent, and I have not received and I am aware that I am not entitled to receive any consideration in contravention of the provisions of section 244 (b)<sup>1</sup> of the Companies Law.
7. My position or my other engagements do not create or may not create a conflict of interests with my position as a director of the Company, and they do not restrict and/or harm my ability to serve as a director of the Company and/or as a member of any committee/committees of the Board of Directors.
8. I do not serve as a director of any other company at which one of the members of the Board of Directors of the Company serves as an outside director.
9. I am not an employee of the Israel Securities Authority or of a stock exchange in Israel.
10. I have not served as a director of the Company for over nine consecutive years.<sup>2</sup>
11. I possess the required qualifications and the ability to devote the appropriate amount of time, for the purpose of performing the position of a director of the Company, taking into consideration, inter alia, to the Company's special needs and to its size, and the foregoing is, inter alia, based on my education, my experience and my occupation, as set forth in Appendix B to this questionnaire.
12. In view of my education, experience and occupation, past and present, and my qualifications, and based on the foregoing:  
  
[ \* ] *I possess professional competence;*  
[ \* ] *I possess financial and accounting expertise.*
13. I hereby declare and undertake to the Company that should any change occur in respect of any of my declarations as set forth above and/or should any impediment be created of any

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<sup>1</sup> Consideration in contravention of the provisions of section 244 (b) of the Companies Law means that other than the remuneration to which a director is entitled, and to the reimbursement of expenses, no other consideration shall be received, either directly or indirectly, due to his term in office as a director of the Company; for the purpose of this section, the grant of an exemption, an indemnity undertaking or insurance pursuant to the provisions of Article C of the Third Chapter of the Law shall not be deemed to be consideration.

<sup>2</sup> As regards the count of the years, the cessation of service that does not exceed two years shall not be deemed as disrupting the continuity of the term in office.

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kind or nature that would prevent the continuation of my classification as an independent director of the Company (including in connection with any of the conditions set forth in any law, and *inter alia*, in the Companies Law and/or in the Companies Regulations and/or in the Securities Law, as shall be enacted from time to time), I shall inform the Company thereof immediately and without any delay, so that my classification as an independent director shall be cancelled at the time of the provision of the notice.

14. I am aware that the Company is relying upon this declaration of mine for the purpose of my appointment as a member of the Board of Directors of the Company, and on the committees of the Board of Directors of the Company (including my service on committees where my classification as an independent director constitutes a prerequisite for my service thereon).
15. After having read and understood all of the aforementioned, I hereby declare, that all of the abovementioned is true and that all the information and details included in this declaration are accurate and complete. I additionally declare, that I do not know of any detail, which does not appear in this declaration, which may influence my term as an independent director and on my classification as one.
16. I hereby confirm that my declaration shall be found in the registered office of the Company and will be published in the Company's public reports.

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Dan Suesskind

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**Statement of a Director who is not an Independent Director**

Date: \_\_\_\_\_

**For the attention of:**

**Israel Corporation Ltd.**

**Re: Statement of Eligibility to Serve as a Director  
Pursuant to Section 224B of the Companies Law**

I, the undersigned, Yair Caspi, bearer of ID No. 029287919, agree to serve as a director of Israel Corporation Ltd. (the “**Company**”), and I hereby confirm that the conditions of eligibility in my regard, as set forth in the Companies Law have been satisfied regarding my term of office as a director of the Company, and declare the following:

1. This statement is provided pursuant to section 224B of the Companies Law and in accordance with the terms and definitions as defined in the applicable law (and are partly attached, for convenience purposes, as appendix A to this questionnaire).
2. In the five years preceding the date of providing this declaration, I have not been convicted:
  - 2.1 of any offenses pursuant to sections 290 - 297, 392, 415, 418 - 420 and 422 - 428 of the Penal Law, 5737-1977, and pursuant to sections 52C, 52D, 53(a) and 54 of the Securities Law;
  - 2.2 by a court outside of Israel, of the offenses of bribery, fraud, administrative offenses in a corporation, or offenses of the misuse of inside information;
  - 2.3 of any other offense where the Court determined that, as a consequence of the nature, severity or circumstances thereof, I am not eligible to serve as a director of a public company.
3. The Administrative Enforcement Committee has not imposed on me any means of enforcement which prohibit me from serving as a director of the Company.
4. I am an adult, I have not been declared by a court to be incapacitated pursuant to the Legal Capacity and Guardianship Law, 5722- 1962, and I have not been declared bankrupt

pursuant to the Bankruptcy Ordinance (New Version), 5740-1980, and to my best knowledge, there is not any limitation to my appointment as a director in the Company.

5. I possess the required qualifications and the ability to devote the appropriate amount of time, for the purpose of performing the position of a director of the Company, taking into consideration, *inter alia*, the Company's special needs and its size, and the foregoing is, *inter alia*, based on my education, my experience and my occupation, as set forth in appendix B to this questionnaire.
6. In view of my education, my experience, my occupation, present and past, and my qualifications, and based on the set forth above:  
[ \* ] *I possess professional competence.*  
[ ] *I possess financial and accounting expertise.*
7. Should any change take place in the foregoing, including in the event that any condition required pursuant to the Law for my term in office as a director or as an outside director, as the case may be, shall cease to exist, then I hereby undertake to provide notice to this effect, immediately, to the Company.
8. I hereby confirm that my declaration shall be found in the registered office of the Company and will be published in the Company's public reports.

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Yair Caspi