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Israel Corporation Ltd.

Registrar Number: 520028010

**Form T460
Public**

Date of Transmission: April 23, 2020

Reference: 2020-01-041022

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

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

Complementary Report to a Report filed on April 5, 2020 Reference Number: 2020-01-035742

Material details added/completed: *The list of Companies in which Dr. Rosensweig served as a director in the last 5 years (and which his term in such companies has ended), and another company added to the list of companies in which he currently serving as a director.*

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

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

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

The reference's number of the previous announcement of the Meeting is 2020-01-035742, which was summoned on *May 7, 2020*.

The cause of postponement or cancellation is _____

1. Type of security: share
Name of the acquitting security: *Israel Corporation 1 NIS*
The number of the security on the Stock Exchange which entitles the holder thereof to participate in the meeting is: *576017*
The record date for determining the entitlement to participate and vote at the meeting is: *April 2, 2020*.
2. On the date of: *March 26, 2020*
It was decided to convene an *Special General Meeting* _____
That will be held on *Thursday, May 7, 2020, at 10:00 a.m.*
At the address: *by using communication means as specified in section 2 to the attached report.*
3. On the agenda:
The subjects/ resolutions which shall be brought at the general meeting:

1.
The subject/ the resolution and the details thereof:
"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."

Appointment of outside director as stated in sections 239(b) and 245 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](#)

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

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

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

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

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

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Will the controlling shareholders' holdings percentage provide the controlling shareholder the required majority to pass the proposed resolution <i>No</i>
--

A report is attached herewith for the convening of the meeting: [complementaryreport.isa.pdf](#)

4. Attached herewith is/are:

4.1 Attached herewith is/are voting form / position statement

Yes voting form

No position statement

4.2 Attached herewith is/are declarations of the candidates / other additional forms:

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

_____ declaration of an independent director

_____ declaration of an external director

_____ Declaration of a representative of the representation

_____ Amended Deed of Trust

_____ Application for approval of a creditor arrangement under section 350

_____ Other _____

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

5. The quorum for holding of the meeting:

See attached report.

6. In the absence of a quorum, the adjourned meeting shall be held on *April 14, 2020* at *10:00 a.m.* at the address: *By way of communication means as specified in section 2 of the attached report.*

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 and subject to the limitations set in order to prevent the Coronavirus spread, on Phone number: 03-6844500.

General Meeting ID: 2020-01-030693

Name of report authorized signatories who are authorized to sign in the name of the corporation:

	<i>Name of the signor</i>	<i>Position</i>
<i>1</i>	<i>Yoav Dopley</i>	<i>CEO</i>
<i>2</i>	<i>Maya Alcheh Kaplan</i>	<i>Other</i> <i>Vice President, General Counsel and Company's Secretary</i>

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: *April 23, 2020*

Form structure updated: 22/04/2020

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

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Short name: Israel Corporation

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

Email: MAYAAK@ISRAELCORP.COM

Former names of reporting entity: Israel Corporation Ltd.

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

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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~~ April 23, 2020

To:

The Securities Authority
Through the MAGNA system

The Tel Aviv Stock Exchange Ltd.
Through the MAGNA system

Dear Sir/Madam,

Re: **Immediate Complementary 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, 2020¹. 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

¹ 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).

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inclusion in the insurance arrangements for the officers of the Company, and to the letter of indemnity undertaking that was granted to him.² 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. The list of Companies in which Dr. Rosensweig served as a director in the last 5 years (and which his term in such companies has ended)³, is as follows: BEZEQ THE ISRAELI TELECOMMUNICATION CORP. LTD.; PELEPHONE COMMUNICATIONS LTD; BEZEQ INTERNATIONAL LTD; ALROV PROPERTIES & LODGINGS LTD; Rosetta Genomics; MOINIAN LTD; ROESNRAM - TRUST COMPANY LTD; N.K.B. BRITANNIA REAL ESTATE 1 (MANAGEMENT) LTD; FORWARD PLANNING LTD; SKYLIGHT SIMULATIONS INVESTMENTS; SKYLIGHT - ADVANCED SCIENCES LTD. Added to the list of companies in which Dr Rosensweig serves as a director: ANDWEALTH LTD.

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 spread⁴), 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 Agenda⁵**

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,

² 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.

³ For details see also in Article 26 to the Company's Periodic Report for 2017, as published on March 22, 2018 (Reference No.: 2018-01-028525), and in Article 26 to the Company's Periodic Report for 2018, as published on March 19, 2019 (Reference No.: 2019-01-024244).

⁴ See also notice published by the Israeli Securities Authority dated March 16, 2020.

⁵ 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.

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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.

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

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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 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.

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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.

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

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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,

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~~ April 23, 2020.

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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 spread¹). **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 office², 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 [and also as specified in section 1 of the Report Convening the General Meeting](#).

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.”

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

² 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.

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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).

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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

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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

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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.

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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):
_____.

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2. **Manner of Voting**

Item on the Agenda	Manner of Voting ³			Are you a controlling shareholder of the Company/ do you have a personal interest in the approval of the resolution? ^{4, 4}		Are you a senior officer of the Company? ⁴		Are you an institutional investor? ⁴	
	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

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

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