

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 460
Public**

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

Sort name: Israel Corporation

Address: P.O.B. 20456, Tel Aviv 61204

Tel: 03-6844517, 6844500, Fax: 03-6844587

Email: MAYAAK@ISRAELCORP.COM

Date of Transmission: 16/02/2014

Reference: 2014-01-040381

The Securities Authority
www.isa.gov.il

The Tel Aviv Stock Exchange Ltd.
www.tase.co.il

**IMMEDIATE REPORT ON THE CONVENING/ ADJOURNMENT/
CANCELLATION OF A MEETING**

Regulation 36 B (a) and (d), and Regulation 36 C of the Securities Regulations (Periodic and Immediate Reports), 5730 – 1970

The corporation hereby announces: the convening of a meeting
 the adjournment of a meeting
 the cancellation of a meeting
 the adjournment of a meeting to an unknown date

The reference number of the notice regarding the convening of the meeting is _____, which was called for the date: _____.

The reason for the adjournment or the cancellation: _____.

Explanation: It is necessary to refer to the reference number of the last notice regarding the convening or adjournment of the meeting.

1. On the date of: *February 16, 2014*
it was decided to convene a *special meeting* _____
that will be held on *Thursday, March 24, 2014*, at *11:00 a.m.*
at the address: *23 Aranha St., Millennium Tower, Tel Aviv.*
2. 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 in and vote at the meeting is: *February 23, 2014*
3. On the agenda:
The subjects/ resolutions which shall be brought up at the meeting:

<p>1. The subject/ the resolution and the details thereof:</p> <p><i>The Appointment of Mr. Oded Degani as an outside director. The appointment / extension of the term in office of an outside director as stated in sections 239(b) or 245 of the Companies Law.</i></p> <p>_____</p> <p>The reference number of the last report in the matter of the approval of a private placement (f138): _____</p>

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

- A transaction between the Company and a controlling shareholder thereof as stated in sections 275 and 320 (f) of the Companies Law.
The reference number of the last report in the matter: _____
- Amendment of disclosure Amendment of terms of the transaction Removed from the agenda
- A matter to be reported which is not to be voted on.
- Convened in accordance with section 66 (b) of the Companies Law

A report is attached herewith for the convening of the meeting.

4. Attached herewith is/are:

- The draft of the voting form
 A position statement

VotingFormForAppointmentOfOutsideDirector isa.pdf

- A declaration of the candidate to serve as a director of the corporation
 A declaration of an independent director
 A declaration of an outside director

Declarations isa.pdf

Explanation: *Should a voting form and/or position statement be attached, it must be ascertained that they have been prepared in accordance with the Companies Regulations (Voting in Writing and Position Statements), 5766 – 2005.*

5. The quorum for the holding of the meeting:

See the report attached.

6. In the absence of a quorum, the adjourned meeting shall be held on *March 31, 2014* at *11:00 a.m.* at the address: *23 Aranha St., Millennium Tower, 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 office, 23 Aranha St., Millennium Tower, Tel Aviv, on Sundays through Thursdays, between 9:00 a.m. - 16:00 p.m.

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: February 16, 2014

The reference numbers of previous documents in the matter (the reference does not constitute incorporation by reference):

Previous names of the reporting entity: Israel Corporation Ltd.

Date of update of form structure: December 31, 2013

Name of electronic reporter: Maya Alcheh-Kaplan

His *[sic]* position: Vice President, General Counsel & Company Secretary, Name of Employer Company: 23 Aranha St., Tel Aviv, 61204, Tel: 03 – 6844517, Fax: 03 – 6844587, E-mail: mayaak@israelcorp.com

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



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

February 16, 2014

TO:
THE SECURITIES AUTHORITY
Through the MAGNA system

THE TEL AVIV STOCK EXCHANGE LTD.
Through the MAGNA system

Dear Sir/ Madam,

Re: **The Convening of a Special, General Meeting of the Shareholders of Israel Corporation Ltd.**

In accordance with the Securities Regulations (Immediate and Periodic Reports), 1970 (hereinafter: the "**Reporting Regulations**"), and with the provisions of the Companies Law, 1999 (hereinafter: the "**Companies Law**"), and the regulations enacted pursuant thereto, Israel Corporation Ltd. (hereinafter: the "**Company**") wishes to announce that a special general meeting of the shareholders of the Company shall be convened on Monday, March 24, 2014, at 11:00 a.m., at the offices of the Company, at 23 Aranha St., Millennium Tower, Tel Aviv (hereinafter: the "**Meeting**"), whose agenda shall comprise the subjects, as set forth below in this Report.

Details of the Item on the Meeting's Agenda¹

1. The Appointment of Mr. Oded Degani as an outside director.
 - 1.1 Appointing Mr. Oded Degani as an outside director in the Company for a 3 year term, as of the day of his appointment by the meeting convened hereby.
 - 1.2 Mr. Oded Degani shall be entitled to the terms of office customary in the Company, in relation to outside directors, including, annual compensation and participation compensation in accordance with the maximum

¹ On 31.01.2014 the Company has been informed of the passing of the late Mr. Ofer Termechi, who served as an outside director of the company since 2010, and whose term was extended for an additional period on 14.07.2013 (For details see the Company's immediate reports dated July 14 2013 and February 2 2014).

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

compensation stated in the Companies Regulations (Rules Regarding Compensation and Expenses of an External Director) - 2000 (the "**Compensation Regulations**"), according to the Company's rank and his classification as an expert director, and reimbursement of expenses. Also, he shall be entitled to indemnification letter to officers in the Company, and shall be included in the insurance policy for officers of the company, in accordance with the approved decisions of institutions of the Company as approved from time to time.²

- 1.3 It should be noted that the Board of Directors determined, based, among other things, on the statement of Mr. Oded Degani and on information submitted by him that he has accounting and financial expertise, as defined in the Companies Regulations (Conditions and Criteria for a Director with Financial and Accounting Expertise and for a Director with Professional Qualifications), 5765-2005, and that due to his education, experience and skills, he has high skill and a deep understanding in the Company principal activity, and as such he was classified as an expert director, as in the meaning of the term "Expert Outside Director" in the Compensation Regulations, and shall be entitled to compensation considering his classification.
- 1.4 Attached herewith as **Appendix A** the statement of Mr. Oded Degani as required by Section 241 of the Companies Law.
- 1.5 Hereinafter the details of Mr. Oded Degani, pursuant to Article 36b(10):
 - (1) Name: *Oded Degani* (1a) I.D. No. *058907189*;
 - (2) Date of birth: *18.9.1964*;
 - (3) Address for service of court: *28 Yosef Sapir St, Ramat Gan*;
 - (4) Citizenship: *Israeli*;
 - (5) Membership in committees of the Board: *Subject to the approval of the Assembly summoned pursuant herein, will serve as a member of the Audit Committee, Compensation Committee, and Finance and balance Committee*;
 - (6) Outside Director: *Yes*;
Independent Director: *Yes*;
With accounting and financial expertise: *Yes*;
With professional qualifications: *Yes*;
Expert Outside Director: *Considering the statements of Mr. Oded Degani, the board determined that he is "an Expert Director" as in the meaning of the term "Expert Outside Director" in the Compensation Regulations*;
 - (7) Employee of the corporation, subsidiary, related company or of interested party: *No*;

² Including the arrangements set out in General Assembly dated 21.03.2001, 01.08.2001 and 9.8.2012. For additional details see reports dated 03.10.2011, 2.11.2011, 8.11.2011, 21.11.2011, 4.7.2012, 29.8.2013 and see description under regulation 22 of the Company's periodic report for 2012 incorporated by way of reference.

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

- (8) Appointment Date: *With the approval of his appointed in the general meeting;*
- (9) Education:
B.A. In physics from the Technion
MBA in Finance from Tel Aviv University
Employment in the last five years:
2007-2011 – Partner Communications
2011-2012 – Strategic Advisor
2012-2012 – ClickSoftware
Corporations where he serves as a director: *None;*
- (10) Is he related of another interested party of the corporation: *No.*

Text of the Proposed Resolution: "To appoint Mr. Oded Degani for a three years term, as an outside director of the Company, who shall be entitled to terms of office mentioned in paragraph 1 above, as of the date of appointment by the shareholders' Meeting"

2. **Details of the Convening of a Special Meeting**

Notice is hereby given that a general meeting of the Company's shareholders shall be held on Monday, March 24, 2014, at 11:00 a.m., at the Company's offices at 23 Aranha St., Floor 23, Tel Aviv, whose agenda comprises the passing of the resolution in the matters set forth above.

3. **The Majority Required to Pass the Resolution at the Meeting**

The majority required to pass the resolution at the Meeting is a majority of the shareholders who are entitled to participate in the vote, who are present at the Meeting in person or by proxy, provided that one of the following two conditions is satisfied: (1) the count of the votes of the majority at the general meeting shall 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 which is not as a consequence of his relationship with the controlling shareholder, who are present at the vote; the count of all the votes of the said shareholders shall not take into account the votes of the abstaining shareholders; a shareholder with a personal interest shall be subject to the provisions of section 276, *mutatis mutandis*; (2) the total of the votes against, from among the shareholders as stated in paragraph (1) above, shall not exceed a rate of two percent of the total voting rights at the Company.

4. **The Record Date**

The record date for determining the entitlement of a shareholder of the Company to vote at the Meeting as stated in section 182 (b) of the Companies Law, is at the end of the Stock Exchange trading day of Tuesday, February 23, 2014, and if no trading is conducted on the record date, then on the first trading day prior thereto.

5. **Proof of Ownership of a Share**

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

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 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, 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.

6. **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.

7. **Voting By Proxy**

A shareholder, who is entitled to participate in and vote at the Meeting, may vote in person or by proxy, in accordance with that stated in the Company's Articles. A shareholder who wishes to vote by proxy, as set forth above, shall deposit the Power of Attorney at the Company's registered offices at least 48 hours prior to the time appointed for the Meeting or for the adjourned meeting.

8. **Vote By Voting Form**

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5765 – 2005 (hereinafter: 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 shall 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, shall 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 shall be submitted to the Company's offices up to 72 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. The last date for submission of position statements is up to 10 days after the Record Date. A member of the Stock Exchange shall send, by e-mail, without consideration, the link to the draft of the Voting Form and the voting forms on the distribution site, to any

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

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 sites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd., where the draft of the Voting Form and the position statements (if submitted to the Company), as construed in section 88 of the Companies Law, are available, are as set forth below – the distribution site of the Israel Securities Authority: <http://www.magna.isa.gov.il> (hereinafter: the "Distribution Site"); and the site of the Tel Aviv Stock Exchange Ltd.: <http://maya.tase.il>.

One or more shareholders holding shares at a rate which constitutes five percent or more of the total voting rights at the Company, and also any shareholder holding such rate out of the total voting rights which are not held by the controlling shareholder of the Company, as defined in section 268 of the Companies Law, may inspect the voting forms as specified in Regulation 10 of the Voting Regulations.

As of the present date, the number of shares which constitute 5% of the total voting rights of the Company is: 381,307 ordinary shares having a par value of NIS 1.00 each of the Company.

As of the present date, the number of shares which constitute 5% of the total voting rights of the Company which are not held by the controlling shareholder of the Company is: 183,550 ordinary shares having a par value of NIS 1.00 each of the Company.

9. **Inspection of Documents:**

The Company's shareholders may inspect the text of the proposed resolution, 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 Alcheh-Kaplan

Position: Vice President, General Counsel & Company Secretary

Date of signature: February 16, 2014

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

APPENDIX B – VOTING FORM

ISRAEL CORPORATION LTD.

VOTING FORM

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5765 – 2005 (hereinafter: the "Voting Regulations")

FIRST PART

1. **Name of the Company**

Israel Corporation Ltd. (hereinafter: the "**Company**").

2. **Type of Meeting, Date and Venue**

A special general meeting, which shall be held at the Company's offices, at 23 Aranha St. (Millennium Tower), Tel Aviv, on Monday, March 24, 2014, at 11:00 a.m. (hereinafter: the "**Meeting**"), and any adjourned meeting.

3. **Details of the Item on the Agenda in Respect of Which a Shareholder May Vote Through a Voting Form**

The appointment of Mr. Oded Degani for a three years term, as an outside director of the Company, as of the date of appointment by the shareholders' Meeting.

Mr. Oded Degani shall be entitled to the terms of office customary in the Company, in relation to outside directors, including, annual compensation and participation compensation in accordance with the maximum compensation stated in the Companies Regulations (Rules Regarding Compensation and Expenses of an External Director) - 2000 (the "**Compensation Regulations**"), according to the Company's rank and his classification as an expert director, and reimbursement of expenses. Also, he shall be entitled to indemnification letter to officers in the Company, and shall be included in the insurance policy

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

for officers of the company, in accordance with the approved decisions of institutions of the Company as approved from time to time.¹

For details of Mr Degani, pursuant to Article 26 of the Securities Regulations (Periodic and Immediate Reports) - 1970, see the Proxy report

Version of the proposed resolution: "To appoint Mr. Oded Degani for a three years term, as an outside director of the Company, who shall be entitled to terms of service mentioned in paragraph 1 of the Meeting convening report, as of the date of appointment by the shareholders' Meeting".

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

The Company's shareholders may inspect the transaction report and the text of the proposed resolutions at the Company's offices, from Sundays to Thursdays, from 09:00 – 16:00, by prior arrangement on Tel: 03-6844500, and also on the Internet sites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd., whose addresses are specified in section 12 below.

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

The majority required to pass the resolution at the Meeting is a majority of the shareholders who are entitled to participate in the vote, who are present at the Meeting in person or by proxy, provided that one of the following two conditions is satisfied: (1) the count of the votes of the majority at the general meeting shall 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 which is not as a consequence of his relationship with the controlling shareholder, who are present at the vote; the count of all the votes of the said shareholders shall not take into account the votes of the abstaining shareholders; a shareholder with a personal interest shall be subject to the provisions of section 276, *mutatis mutandis*; (2) the total of the votes against, from among the

¹ Including the arrangements set out in General Assembly dated 21.03.2001, 01.08.2001 and 9.8.2012. For additional details see reports dated 03.10.2011, 2.11.2011, 8.11.2011, 21.11.2011, 4.7.2012, 29.8.2013 and see description under regulation 22 of the Company's periodic report for 2012 incorporated by way of reference.

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

shareholders as stated in paragraph (1) above, shall not exceed a rate of two percent 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 has 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 not mark such space, or should he not describe the nature of the connection, his vote shall not be included in the count of the votes.**

7. **Validity of the Voting Form**

7.1 The Voting Form shall be valid solely if the following is attached thereto: "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 (that is to say, 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), or a photocopy of an ID card, passport or document of incorporation, as the case may be, if the shareholder is registered in the Company's books.

7.2 The last date for delivery of the voting forms is up to 72 hours prior to the time of the general meeting. For this purpose, the time of delivery is the time at which the Voting Form and the documents which need to be attached thereto arrived at the Company's offices, whose address is specified in section 10 below.

8. **The Record Date for Determining a Shareholder's Entitlement to Participate in and Vote at the Meeting**

The record date for determining a shareholder's entitlement to vote at the general meeting, as stated in section 182 (b) of the Companies Law, 1999, is Sunday, February 23, 2014 (hereinafter: the "**Record Date for Voting at the**

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

Meeting"), and if no trading is conducted on the record date, then on the first trading day prior thereto.

9. **The Company does not allow voting through the Internet.**

10. **The Company's Address for Delivery of the Voting Forms and the Position Statements**

At the Company's offices, at 23 Aranha St. (Millennium Tower), Tel Aviv.

11. **The Last Date for Delivering Position Statements**

A position statement of a shareholder may be submitted up to ten days after the Record Date for determining the entitlement of a shareholder of the Company to vote at the general meeting, as stated in section 182(b) of the Companies Law, which is specified in section 8 above. The last date for submission of the Board of Directors' response to position statements – if submitted by the shareholders, and if the Board of Directors chooses to submit its response to the said position statements – is not later than five days after the last date for the delivery of position statements, as stated above.

12. **Addresses of the Distribution Site and the Internet Site of the Stock Exchange, Where the Voting Forms and Position Statements are Available**

12.1 The address of the distribution site of the Israel Securities Authority:
<http://www.magna.isa.gov.il>.

12.2 The address of the Internet site of the Tel Aviv Stock Exchange Ltd.:
<http://maya.tase.il>.

13. **Additional Comments, as Required Pursuant to the Voting Regulations**

13.1 A shareholder is entitled to 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. A request in this matter shall be given in advance, for a particular securities account.

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

- 13.2 A shareholder may contact the Company directly to receive from it, without charge, the draft of the voting form or, with his consent, a link to the draft of the Voting Form on the distribution site and the position statements as have arrived at the Company.
- 13.3 A shareholder who is not registered may receive by email, without charge, a link to the draft 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 regard to the voting forms shall also apply with regard to the receipt of position statements (if any).
- 13.4 A shareholder shall note the manner of his voting with regard to the item on the agenda in the Second Part of this Voting Form.
- 13.5 One or more shareholders who hold shares at a rate constituting five percent 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, is entitled to inspect the voting forms, as set forth in Regulation 10 of the Voting Regulations.
- 13.5.1 As of the date of sending this Voting Form, the number of shares which constitutes 5% of the total voting rights at the Company is: 381,307 ordinary shares of the Company having a par value of NIS 1 each.
- 13.5.2 As of the date of sending this Voting Form, the number of shares which constitutes 5% of the total voting rights at the Company which are not held by the controlling shareholder of the Company is: 183,550 ordinary shares of the Company having a par value of NIS 1 each.

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

14. **Cancellation of the Voting Form**

A shareholder may, up to 24 hours prior to the time of convening of the general meeting, contact the address for submission of voting forms, as stated in section 10 above, and after proving his identity to the satisfaction of the Company Secretary or another employee appointed for this purpose, he may withdraw the voting form and his Confirmation of Ownership, or cancel his vote; should he do so, the said shareholder may vote only during the general meeting.

* * *

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

APPENDIX B – VOTING FORM

ISRAEL CORPORATION LTD.

VOTING FORM

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 2005 (hereinafter: the "Voting Regulations")

SECOND PART

Part A:

1. **Name of the Company:** Israel Corporation Ltd. (hereinafter: the "Company"); Public Co. No. 52-002801-0.
2. **Company's Address (for delivering and sending voting forms):** 23 Aranha St. (Millennium Tower), Tel Aviv.
3. **Date of the Meeting:** Thursday, March 24, 2014, at 11:00 a.m., and any adjourned meeting.
4. **Type of the Meeting:** A special general meeting.
5. **Record Date:** Sunday, February 23, 2014.
6. **Voting By Internet:** The Company does not allow voting through the Internet.

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 (if the shareholder does not possess an Israeli ID card): _____.
- 1.6 Corporation No. (if the shareholder is a corporation): _____.
- 1.7 Country of incorporation (if the shareholder is a corporation): _____.

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

APPENDIX B – VOTING FORM

2. **Manner of Voting**

Item on the Agenda	Manner of Voting ¹			Do you have a personal interest in the resolution ²		Are you an interested party in the Company ³		Are you a senior officer of the Company ⁴		Are you an institutional investor ⁵	
	For	Against	Abstain	No	Yes	No	Yes	No	Yes	No	Yes
<i>The appointment Mr. Oded Degani for a three years term, as an outside director of the Company, who shall be entitled to terms of service mentioned in paragraph 1 of the Meeting convening report, as of the appointment date of appointment by the shareholders Meeting</i>											

*** Please specify the nature of the relevant connection, as the case may be:**

3. **Comments in Accordance with the Voting Regulations:**

- a. Shareholders holding shares through a Stock Exchange member (pursuant to section 177(1) of the Companies Law, 5759 – 1999) – this Voting Form is valid solely upon the attachment of Confirmation of Ownership.
- b. 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

¹ Failure to mark a response in this part is tantamount to abstaining in the vote on the said matter.
² The vote of a shareholder who fails to complete this column, or who marks “Yes”, but fails to give details, shall not be included in the count of votes. "Personal interest" includes "negative personal interest".
³ As defined in the Securities Law, 1968.
⁴ As defined in the Securities Law, 1968.
⁵ As defined in Regulation 1 of the Supervision of Financial Services (Provident Funds) (Management Company's Participation in General Meeting) Regulations, 2009; and also a joint investment mutual fund manager as construed in the Joint Investment Trust Law, 1994.