

**FRUTAROM INDUSTRIES LTD.**  
**("the Company")**

Notice is hereby given on the convening of a special general meeting of shareholders of the Company which will take place on **Tuesday, January 10, 2017 at 4:00 pm** (hereinafter: "**the Meeting**" and "**the Time of Meeting**", respectively) at the Company offices at 2 Hamenofim Street, Building A, Herzliya, Israel.

**On the agenda of the Meeting:**

1. Approval for appointment of Mr. Ziv Gil as an external director in the Company for an initial term of three years starting from the date of the convening of the meeting in accordance with section 239(B) of the Companies Law, 5759-1999 (hereinafter: "**the Companies Law**").
2. Approval for extending the term of Ms. Dafna Sharir as an external director in the Company in accordance with section 239(B) of the Companies Law for a second term of three years starting from the date of the convening of the meeting.
3. Approval of a compensation policy for office holders in the Company in accordance with the provisions of section 267A of the Companies Law.

For additional information about the resolutions on the agenda, see the Company's Immediate Report from **November 29, 2016** as published on the distribution website of the Israel Securities Authority at the address: <http://www.magna.isa.gov.il>, on the website of the Tel Aviv Stock Exchange Ltd. at the address: <http://maya.tase.co.il> and on the distribution website of the London Stock Exchange at the address: <http://www.londonstockexchange.com> (hereinafter: "**the Immediate Report**").

**Eligibility to vote and timetable**

The date of record for determining the right of a Company shareholder to participate and vote at the meeting is the end of the trading day of **Wednesday, December 7, 2016**.

Deadline for submission of ballot to the Company: No later than four (4) hours prior to the convening of the meeting, i.e. on **January 10, 2017 at 12:00 noon**.

Deadline for submission of a position paper by a Company shareholder to the Company: No later than ten (10) days prior to the General Meeting, i.e. **Saturday, December 31, 2016 at 4:00 pm**.

**Viewing the documents**

A copy of the Immediate Report with all appendices shall be available for viewing at the Company's offices at 2 Hamenofim Street, Building A, Herzliya, Israel from Sundays to Thursdays during normal business hours by prior arrangement with Tali Mirsky, Adv. (Global VP Legal Affairs & Corporate Secretary) and/or Ronit Aizen, Adv. (Legal Counsel) at: +972-9-960-3800 and only until the time the meeting is convened for approval of the resolutions on the agenda, as well as on the website of the Israel Securities Authority and the other distribution websites at the addresses shown above.

**FRUTAROM INDUSTRIES LTD.**