

FRUTAROM INDUSTRIES LTD.
("the Company")

Notice is hereby given on the convening of a special general meeting of the shareholders of the Company which will take place on **Tuesday, August 6, 2018 at 3:00 pm** (the "**Meeting**") at the Company offices at Building A, 2 Hamenofim Street, Building A, Herzliya, Israel. All capital terms herein shall have the meaning ascribed to them in the Immediate Report (as defined below).

On the agenda of the Meeting:

1. To approve the Merger in accordance with the Merger Agreement and all of the transactions, acts and contractual arrangements connected with the Merger that require the approval of the general meeting, as set forth in the Immediate Report.
2. To approve the grant of a one-time bonus to the president and chief executive officer of the Company, Mr. Ori Yehudai, in an amount of US\$ 20 million, as an exception to the compensation policy of the Company, to be paid immediately prior to the completion of the Merger, as set forth in the Immediate Report.
3. To approve the adoption of a retention program and payments thereunder in a total amount of US\$ 2,000,000 to be paid to three (3) officers of the Company as follows: (a) Executive vice president and chief financial officer of the Company, Mr. Alon Shmuel Granot; (b) Executive vice president and vice president of operations and global supply chain, Mr. Amos Anatot; and (c) vice president of finance, Mr. Guy Gill, in two installments subject to the completion of the Merger and the rest of the conditions set forth in this report, to be shared between them in accordance with the discretion of the president and chief executive officer in consultation with the Purchaser. The approval of the proposed retention plan and the payments thereunder is an exception to the compensation policy of the Company, as set forth in the Immediate Report.

For additional information about the resolutions on the agenda, see the Company's Immediate Report from **July 1, 2018** 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 **Sunday, July 8, 2018**.

Deadline for submission of ballots to the Company: No later than four (4) hours prior to the convening of the Meeting, i.e. on **August 6, 2018 at 11:00 am**.

Deadline for submission of a position paper by a Company shareholder to the Company: No later than ten (10) days prior to the Meeting, i.e. **Friday, July 27, 2018**.

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 Eden Senay Tagania, Adv. (Legal Counsel) and Ariel Lavi, 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.

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