



CONVENIENCE TRANSLATION FROM HEBREW

Important Notice

Set out below for your convenience is a convenience translation into English of immediate reports on the convening of a special general meeting and a transaction report (the “**Reports**”) of Azrieli Group Limited filed by the Company with the Israel Securities Authority through the MAGNA website (www.magna.isa.gov.il) on May 14, 2013 (ref: 2013-01-062023). **Nothing in this translation constitutes a representation of any kind in relation to the Reports nor should it be regarded as a source for interpretation of the Reports. In the event of a discrepancy or inconsistency between this translation and the Hebrew version of the Reports, the provisions of the Hebrew version shall prevail.**

This translation was neither performed by the Company, nor checked by it, and accordingly, the Company does not undertake that the translation fully, correctly or accurately reflects the Reports and their content. The full and legal version of the Reports, in Hebrew, was released by the Company on May 14, 2013, and may be viewed on the MAGNA website.



Azrieli Group Ltd. (the "Company")

Voting card pursuant to the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (the "Regulations")

Voting Card – Part One

1. **Name of Company:** Azrieli Group Ltd.
2. **Type of special general meeting and the time and location for the convening thereof:** Special general meeting of the Company's shareholders to be convened on Thursday, June 20, 2013 at 10:00 at the Company's offices in Azrieli Center (48th floor, round building) in Tel Aviv.
3. **Specification of the issues on the agenda which may be voted on through a voting card:**
 - 3.1. **Approval of the appointment of Ms. Tzipa Carmon as an independent director of the Company for a term of office commencing from the date of approval by the meeting contemplated in this report until the date of the Company's next annual general meeting.**

Presented for the approval of the general meeting of the Company's shareholders to approve the appointment of Ms. Tzipa Carmon as an independent director of the Company for a term of office commencing from the date of approval by the meeting contemplated in this report, until the date of the Company's next annual general meeting.

Ms. Tzipa Carmon was classified by the Company's Board of Directors as a director having accounting and financial expertise in accordance with the provisions of the Companies Regulations (Conditions and Tests for a Director with Financial and Accounting Expertise and a Director with Professional Qualifications), 5766-2005 (the "Companies Regulations").

Following are the details required pursuant to Regulation 26 of the Immediate Reports Regulations with regard to a person who is a candidate for appointment as a director of the Company:

Name:	Tzipora Carmon
I.D. No.:	51528933
Date of birth:	December 7, 1952
Address for service of process:	1 Azrieli Center, Tel Aviv
Citizenship:	Israeli
Membership of Board of Directors Committees:	Audit Committee; Compensation Committee; and the Financial Statements Review Committee.
Outside Director/Independent Director:	Independent director
Position held in the Company, a subsidiary, an affiliate of the Company or of an interested party thereof:	None.
Commencement date of office as a Director:	May 19, 2013
Education:	MBA with a major in marketing and international commerce. BA in education and sociology from the Hebrew University in Jerusalem.
Occupation in the last five years and specification of other corporations wherein he serves as director:	1992 to date: manages the company of TC Exports. 2009 to date: member of the board of directors of Delta Galil Industries Ltd.
Family relation to another interested party in the Company:	No
Has expertise in finance and accounting or professional qualification:	Has expertise in finance and accounting and a professional qualification.

For further details see Section 2.1 of Part A of the report to which this voting card is attached.

- 3.2. Approval of the appointment of Prof. Niv Ahituv for an additional term of office as an outside director of the Company for a three-year period commencing August 24, 2013

Presented for the approval of the general meeting of the Company's shareholders to approve the appointment of Prof. Niv Ahituv for an additional term of office as an outside director of the Company for a three-year period commencing August 24, 2013.

On May 8, 2013, the Company's Board of Directors reapproved the classification of Prof. Ahituv as an outside director having accounting

and financial expertise in accordance with the provisions of the Companies Regulations.

Following are the details required pursuant to Regulation 26 of the Immediate Reports Regulations with regard to a person who is a candidate for appointment as a director of the Company and who serves as a director of the Company:

Name:	Prof. Niv Ahituv
Membership of Board of Directors Committees:	Audit Committee, Chairman of the Finance Committee (also serving as the Financial Statements Review Committee), Internal Enforcement Committee, Compensation Committee.
Details pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970, if there is any change thereto since the release of the Company's last periodic report:	No change has occurred

For further details see Section 2.2 of Part A of the report to which this voting card is attached.

- 3.3. Approval of the appointment of Mr. Efraim Halevy for an additional term of office as an outside director of the Company for a three-year period commencing August 24, 2013

Presented for the approval of the general meeting of the Company's shareholders to approve the appointment of Mr. Efraim Halevy for another term of office as an outside director of the Company for a three-year period commencing August 24, 2013.

On May 8, 2013, the Company's Board of Directors reapproved the classification of Mr. Halevy as an outside director having professional qualifications in accordance with the provisions of the Companies Regulations.

<p>Following are the details required pursuant to Regulation 26 of the Immediate Reports Regulations with regard to a person who is a candidate</p>	Efraim Halevy
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for appointment as a director of the Company and who serves as a director of the Company: Name:	
Membership of Board of Directors Committees:	Chairman of the Audit Committee, Finance Committee (also serving as the Financial Statements Review Committee), Chairman of the Internal Enforcement Committee, Chairman of the Compensation Committee.
Details pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports) 5730-1970, if there is any change thereto since the release of the Company's last periodic report:	No change has occurred

For further details see Section 2.3 of Part A of the report to which this voting card is attached.

- 3.4. Approval of an update to the management agreement of Mr. Yuval Bronstein in relation to his office as the CEO of the Company, commencing from May 1, 2013

Mr. Bronstein holds office in the position of the Company's CEO (through a private company which is wholly owned by him) in a full-time (100%) position commencing from May 1, 2013.

Set forth below is a summary of the main updates to the terms of employment which are proposed for Mr. Yuval Bronstein:

- 3.4.1 **Consideration:** a fixed monthly management fee in the amount of NIS 255,000, linked to the rate of the rise in the CPI for February 2013, as published on March 15, 2013 in respect of the month of February 2013 (the "**Management Fee**").
- 3.4.2 **Adjustment period:** Mr. Bronstein will be entitled to a nine (9) months adjustment period.

For further details, including a specification of the main terms and conditions of Mr. Bronstein's employment, which shall remain unchanged, see Sections 2.4.7-5.4.1 of the report to which this voting card is attached.

- 3.5. Approval of the Company's engagement in a management agreement with private companies wholly owned by Mr. David Azrieli, the

Company's controlling shareholder, for receipt of management services of an active Chairman of the Board, through Mr. David Azrieli, for a period of three years, commencing on June 3, 2013.

Set forth below is a summary of the main terms of compensation which are proposed for the Chairman of the Board:

3.5.1. **Scope of the management services:** The management services shall include the following services: active chairman of the Board of Directors, chairman of the executive management in the making of strategic, business and managerial decisions in connection with the development and management of the Group's properties, business development, financing and budget, goals and examination of new business segments, providing current managerial and professional consulting to the Group's management and to the managers of the main business segments, identifying and analyzing business opportunities and supporting transactions and acquisitions in Israel and abroad and consulting and supervising development and construction and the business development abroad (the "**Management Services**"). The management services shall be provided at the scope of 80% position.

3.5.2. **Consideration:**

In consideration for the Management Services the Company shall pay Mr. Azrieli (via the Management Company) the following consideration:

3.5.2.1. **A fixed component:** fixed annual management fees in the sum of NIS 4.5 million (nominal) for each calendar year (or its *pro rata* part), linked to the Consumer Price Index for April 2013, which shall be published on May 15, 2013 (the "**Effective Index**") (the "**Fixed Management Fees**") (compared to fixed management fees of NIS 8 million (nominal) according to the existing agreement). The Fixed Management Fees shall be paid quarterly, the payment for the fourth quarter being paid 15 days after the date of approval of the Company's annual audited financial statements.

3.5.2.2. **Reimbursement of expenses:** the Management Company shall be entitled to reimbursement of expenses as specified in Sections 2.1.3.2-2.1.3.3 of Part B of the report to which this voting card is attached.

3.5.2.3. **Variable component:** the Management Company shall be entitled to an annual bonus, for each calendar year (including for 2013), as derived from the adjusted

profit, as specified below in Section 2.1.3.4 of Part B of the report to which this voting card is attached.

- 3.5.2.4. **Bonus threshold**: In a year in which the Adjusted Profit is lower than NIS 565 million – there is no bonus entitlement. To clarify, also if the Adjusted Profit is higher than such bonus threshold, no bonus shall be paid due to Adjusted Profit in the sum of up to NIS 565 million.
- 3.5.2.5. **Bonus scales**: In a year in which the Adjusted Profit is in the sum of NIS 565 million and up to NIS 765 million – a bonus shall be paid at the rate of 0.75% of the difference between the bonus threshold and the actual Adjusted Profit; In a year in which the Adjusted Profit exceeds NIS 765 million – an aggregate annual bonus shall be paid, as follows:
- (a) For Adjusted Profit in the sum of up to NIS 565 million – no bonus shall be paid;
 - (b) For such part of the Adjusted Profit between NIS 565 million and NIS 765 million – a sum at the rate of 0.75% shall be paid.
 - (c) For such part of the Adjusted Profit exceeding NIS 765 million – a sum at the rate of 1.5% shall be paid.
- 3.5.2.6. **Maximum bonus ceiling**: the total sum of the annual bonus for each calendar year as aforesaid shall not exceed the sum of NIS 5.5 million (the “**Bonus Ceiling Sum**”).
- 3.5.3. **Term of the agreement**: the management agreement shall take effect from June 3, 2013, and be effective for a term of 3 years after this date, unless its term was extended earlier in the agreement of the parties and subject to obtaining all of the approvals required by law.
- 3.5.4. **Termination of the agreement**: The chairman of the board of directors waived an adjustment period.

The Agreement will be terminable in the cases specified in Section 2.1.7 of Part B of the report to which this voting card is attached.

For further details regarding the Management Agreement, see Section 2.1 of Part B of the report to which this voting card is attached.

- 3.6. Approval of the Company's engagement in a management agreement with a company wholly owned by Ms. Danna Azrieli, who is also deemed as a controlling shareholder of the Company¹, for receipt of Active Vice Chairman of the Board services, through Ms. Danna Azrieli for a period of 3 years, commencing on June 3, 2013.

Set forth below is a summary of the main terms of compensation which are proposed for the Active Vice Chairman:

- 3.6.1. **Scope of Position:** According to the management agreement, Ms. Danna Azrieli shall provide to the Company via a management company services as an Active Vice Chairman of the Board at a scope of an 80% position.
- 3.6.2. **The management services:** Active Vice Chairman of the Board; member of the Company's limited management (the executive management) that engages, *inter alia*, in formulating the Company's policy and strategy; consolidating the Company's financial projections; decisions on business development and outlining material transactions; in addition, supervision of existing projects and follow-up on their progress; responsibility for outlining the Company's community relations and representation thereof in conventions in Israel and abroad (the "**Management Services**").
- 3.6.3. **The Consideration:** The aforesaid monthly management fees are in the amount of NIS 164,711 per month (nominal) linked to the increase of the known index for September 2009. As of March 31, 2012, such amount is NIS 177,262 per month. Ms. Danna Azrieli shall be entitled to a reimbursement of expenses as specified in Sections 2.2.4-2.2.5 of Part B of the report to which this voting card is attached.
- 3.6.4. **The Term of the Agreement:** The management agreement shall take effect from June 3, 2013, and be effective for a term of 3 years after this date unless its term was extended earlier upon the parties' agreement and subject to obtaining all of the approvals required by law.
- 3.6.5. **Advance Notice:** The agreement shall be terminable by the Management Company on the one part and by the Company, through a board resolution on the other part, subject to a three (3) month advance notice.
- 3.6.6. **Adjustment Fee:** Ms. Danna Azrieli is entitled to a nine (9) month adjustment period, and in any case of termination of the management agreement, the Company shall pay Ms. Danna Azrieli, for the adjustment period, the full consideration and related benefits as aforesaid.

¹ See footnote 1 to the report to which this voting card is attached.

3.6.7. **Immediate Termination of the Agreement:** The Company's Board of Directors is entitled to adopt a resolution to immediately terminate the management agreement in any event in which Ms. Danna Azrieli shall have been convicted of embezzlement or another offense involving moral turpitude.

For further details regarding the management agreement, see Section 2.2 of Part B of the report to which this voting card is attached.

4. **The place and times at which the full language of the proposed resolutions may be inspected:**

A copy of the immediate report regarding the said meeting (to which this voting card is attached) and a copy of the resolutions on the issues which are on the agenda, are available for inspection at the Company's offices, after prior coordination at tel.: 03-6081383, on Sundays-Thursdays between 09:00-17:00 (except on holidays or holiday eves) until the date of convening of the general meeting and on the distribution site of the ISA at: www.magna.isa.gov.il and on the website of the Tel Aviv Stock Exchange at: maya.tase.co.il.

5. **The majority required for the adoption of the resolutions at the general meeting on the issues on its agenda:**

5.1. The majority required for the adoption of the resolution specified in Section 3.1 on the agenda above is a simple majority of all of the votes of the shareholders present and voting at the meeting, excluding the abstaining votes.

5.2. The majority required for the approval of each one of the resolutions specified in Sections 3.2-3.3 which are on the agenda above is a simple majority of the shareholders entitled to vote and participating in the vote, provided that one of the following is fulfilled: (1) The count of the majority votes includes a majority of all of the votes of the shareholders participating in the vote who are not controlling shareholders of the Company or have any personal interest in the approval of the appointment contemplated in any one of the resolutions specified in Sections 3.2-3.3 on the agenda above, with the exception of a personal interest which is not as a result of its ties with the controlling shareholder. The count of all of the votes of the said shareholders shall exclude the abstaining votes; (2) The total opposing votes from among the shareholders stated in paragraph (1) above shall not have exceeded the rate of two percent of the entire voting rights in the Company.

5.3. With respect to Resolution 3.4 on the agenda as specified in Part A above it shall be stated that according to the transition provisions of Amendment 20 to the Companies Law, the approval of the terms of office and employment of a CEO, prior to a company's compensation

policy being first determined, shall be according to the provisions of Section 272(c1)(2) of the Companies Law.

The majority required for approval of the resolution specified in Section 3.4 on the aforesaid agenda is a simple majority of the shareholders entitled to vote and participating in the vote, provided that one of the following is fulfilled: (1) The count of the majority votes includes a majority of all of the votes of the shareholders participating in the vote who are not controlling shareholders of the Company or have any personal interest in the approval of the engagement contemplated in the resolutions specified in Section 3.4 on the agenda above. The count of all of the votes of the said shareholders shall exclude the abstaining votes; (2) The total opposing votes from among the shareholders stated in paragraph (1) above shall not have exceeded the rate of two percent of the entire voting rights in the Company

It is clarified that regarding the aforesaid approval of the general meeting, the provisions of Sub-Section 272(c)(3) of the Companies Law shall apply.

- 5.4. The majority required for approval of each one of the resolutions specified in Sections 3.5-3.6 on the aforesaid agenda is a simple majority of the shareholders entitled to vote and participating in the vote, provided that one of the following is fulfilled: (1) The count of the majority votes includes a majority of all of the votes of the shareholders participating in the vote who have no personal interest in the approval of the engagement contemplated in each one of the resolutions specified in Section 3.5-3.6 on the agenda above. The count of all of the votes of the said shareholders shall exclude the abstaining votes; (2) The total opposing votes from among the shareholders stated in paragraph (1) above shall not have exceeded the rate of two percent of the entire voting rights in the Company

6. **Statement of voting method:**

Shareholders may vote on all of the resolutions on the aforesaid agenda, either personally or by proxy as well as through a voting card.

A shareholder may appoint a proxy to participate and vote in his stead, whether in a specific general meeting or in the Company's general meetings in general, provided that the proxy appointment document was delivered to the Company at least 48 hours before the date of convening the general meeting, unless the Company had waived this requirement. A proxy does not need to be a shareholder of the Company.

If the proxy appointment document is not for a specific general meeting, then a proxy appointment document which had been deposited prior to one general meeting shall be in effect also for other general meetings thereafter.

The aforesaid shall also apply to a shareholder which is a corporation, which appoints a person to participate and vote in its stead in the general meeting.

A proxy appointment document shall be signed by the shareholder or a person authorized therefor in writing, and if the appointing shareholder is a corporation, it shall be signed in a method binding the corporation. The Company may require that a written confirmation shall be delivered thereto, to its satisfaction, regarding the power of the signatories to obligate the corporation. A proxy appointment document shall be made in the language specified in the Company's Articles of Association. The Company Secretary or board of directors may accept, as per their discretion, a proxy appointment document in a different language, as long as the modifications are not material. The Company shall only accept original proxy appointment documents, or a copy thereof, provided that it is certified by a notary or a lawyer holding an Israeli license.

Voting according to a proxy appointment document shall be legal notwithstanding the prior death of the appointing shareholder or his incompetence or bankruptcy, or, if it is a corporation – dissolution or cancellation of the proxy appointment document or transfer the share in relation to which it was issued, unless a written notice thereof was received in the Company's Registered Office, prior to the meeting.

Subject to the provisions of any law, the Company Secretary may, as per his discretion, disqualify proxy appointment documents if there is reasonable concern that they are forged or were issued by virtue of shares, under which other proxy appointment documents had been issued.

Pursuant to the Companies Regulations (Proving Share Ownership for Voting at the General Meeting), 5760-2000, a shareholder to whose credit a share is registered with a TASE member, which share is included among the shares registered in the registry in the name of the nominee company of Bank Leumi LeIsrael, who wishes to vote at the general meeting, shall submit to the Company a certification from the TASE Member of his ownership of the share on the Record Date, as required by the said regulations. The aforesaid certification of ownership shall be delivered to the Company at least two business days prior to the date of the General Meeting.

Insofar as the shareholder is registered in the Company's register as such, a copy of an identity card or a certificate of incorporation shall be attached to the proxy appointment document.

7. **Validity of the voting card:**

A shareholder who is registered in the shareholders' register and who wishes to vote in writing shall state on the second part of the voting card the manner of his vote and shall deliver the same to the Company or send it thereto by registered mail, together with a photocopy of his I.D. or a photocopy of his passport or a photocopy of the certificate of incorporation, as the case may be, such that the voting card shall reach the Company's registered office at least seventy-two (72) hours before the time of the convening of the general meeting, i.e. by Monday, June 17, 2013 at 10:00. A shareholder who is not registered in the shareholders' register of the Company shall deliver or send the voting card to the Company as aforesaid, together with confirmation of

ownership, such that the voting card together with the confirmation of ownership shall reach the Company's offices no later than the said time.

A voting card which is not delivered to the Company in accordance with the provisions of this section above will be invalid.

8. **Voting via the internet:** The Company does not allow voting via the internet.
9. **Address for delivery of voting cards and position statements:** The Company's offices in Azrieli Center (48th floor, round building) in Tel Aviv, tel.: 03-6081383; fax: 03-6081380.

10. **Last date for delivery of voting cards and position statements:**

The last date for delivery of voting cards is at least seventy-two (72) hours before the time of the convening of the general meeting, i.e. by Monday, June 17, 2013 at 10:00. The last date for delivery of position statements to the Company by the Company's shareholders is up to ten (10) days after the record date, i.e. by Thursday, May 30, 2013, at 10:00. The last date for delivery of the response of the Board of Directors to position statements (if any), if the Board of Directors chooses to submit its response to the said position statements, is no later than five (5) days after the last date for delivery of the position statements by the shareholders, i.e. by Tuesday, June 4, 2013.

11. **Addresses of the distribution site and the TASE website where the voting cards and position statements are posted:**

The distribution site of the ISA: <http://www.magna.isa.gov.il>

The website of the Tel Aviv Stock Exchange: <http://www.maya.tase.co.il>

12. **Receipt of confirmation of ownership from the TASE member:**

A shareholder whose shares are registered with a TASE member is entitled to receive confirmation of ownership from the TASE member through which he holds his shares, at a branch of the TASE member or by mail to his address in consideration for a delivery fee only, if so requested. A request in this regard will be made in advance for a specific securities account.

13. **Receipt of voting cards and position statements from the TASE member:**

A non-registered shareholder whose shares are registered with the TASE member is entitled to receive, via e-mail, free of charge, a link to the language of the voting card and the position statements on the distribution site from the TASE member through which he holds his shares, unless the shareholder shall have notified the TASE member that he does not wish to receive such link or that he wishes to receive voting cards by mail for payment. His notice with respect to the voting cards shall also apply with respect to receipt of the position statements.

14. **Inspection of the voting cards and the position statements:**

One or more shareholders holding shares at a rate constituting five (5) percent or more of the total voting rights in the Company, and anyone holding such rate out of the total voting rights which are not held by the Company's controlling shareholder, as defined in Section 268 of the Companies Law, is entitled, after the convening of the general meeting, to inspect the voting cards as specified in Section 10 of the Voting in Writing Regulations.

For this purpose, (1) the quantity of shares constituting five (5) percent of the total voting rights in the Company as of the Report Date (undiluted) is 6,063,638 ordinary shares of the Company par value 0.1 each; and (2) the quantity of shares constituting five (5) percent of the total voting rights in the Company as of the Report Date (undiluted) which are not held by the controlling shareholders, as defined in Section 268 of the Companies Law is 1,733,219 ordinary shares of the Company.

Voting Card – Part Two

Part Two

Company's name: Azrieli Group Ltd.

Company's Address (for delivery and dispatch of the voting cards): Azrieli Center (48th floor, the Round Tower), Tel Aviv.

Company's number: 51-096071-9

Meeting date: on Thursday June 20, 2013.

Meeting type: special general meeting of the Company's shareholders.

Record date for ownership of shares with regard to the right to vote at the general meeting: the end of the trading day on the TASE, on Tuesday May 21, 2013.

Shareholder's details

Shareholder's name – _____

I.D. number – _____

If the shareholder does not have an Israeli I.D. card

Passport number – _____

Country of issuance – _____

Valid until – _____

If the shareholder is a corporation

Corporation number – _____

Country of incorporation – _____

Please state whether you are an:

	Yes	No
Interested Party (as defined in Section 1 of the Securities Law, 5728-1968)		
Executive Officer (as defined in Section 37(d) of the Securities Law, 5728-1968)		

Institutional Investor (as defined in Regulation 1 of the Supervision of Financial Services (Provident Funds) (Participation of a Managing Company in a General Meeting) Regulations, 5769-2009, and a Manager of a Joint Investment Trust Fund, within the meaning thereof in the Joint Investment Trust Law, 5754-1994)		
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Vote (the vote on each of the candidates for the office of director shall be made separately):

Issue on the agenda	Manner of the vote ¹			Are you the controlling shareholder of the Company or do you have a personal interest in the approval of the resolution or a personal interest in the approval of the appointment of an outside director, other than a personal interest which is not a result of your ties with the controlling shareholder of the Company ²	
	For	Against	Abstaining	Yes*	No
Approval of the appointment of Ms. Tzipa Carmon as an independent director of the Company for a term of office commencing from the date of approval by the meeting contemplated in this report until the date of the Company's next annual general meeting				n/a	n/a
Approval of the appointment of Prof. Niv Ahituv for another office as an outside director of the Company for a three year period commencing from August 24, 2013.					
Approval of the appointment of Mr. Efraim Halevy for another office as an outside director of the Company for a three year period					

commencing from August 24, 2013.					
Approval of an update to the management agreement of Mr. Yuval Bronstein in relation to his office as the CEO of the Company.					
Approval of the Company's engagement in a management agreement with companies which are wholly owned by Mr. David Azrieli, the controlling shareholder of the Company, to receive management services of Active Chairman of the Board, through Mr. David Azrieli for a period of 3 years commencing on June 3, 2013.					
Approval of the Company's engagement in a management agreement with a company which is wholly owned by Ms. Danna Azrieli, daughter of the controlling shareholder of the Company who is also considered a controlling shareholder of the Company, to receive services of Active Vice Chairman of the Board, through Ms. Danna Azrieli for a period of 3 years commencing on June 3, 2013..					

Details in relation to my being the controlling shareholder of the Company or the holder of a personal interest in the approval of the appointment of any of the outside directors, other than a personal interest which is not a result of my ties with the controlling shareholder of the Company (please specify in respect of each resolution separately):

1. Check the box X or V or with another clear indication in the appropriate column in accordance with the vote decision. Failure to check shall be deemed as abstaining from voting on such issue.
2. Check the box X or V or with another clear indication in the appropriate column. A shareholder who will not fill out this column or who will mark “yes” and fail to specify the nature of the interest, his vote shall not be counted.

For shareholders who hold shares through a TASE member (pursuant to Section 177(1) of the Companies Law, (5759-1999) – this voting card is valid only together with a certificate of ownership.

For shareholders who are registered in the Company’s shareholder register – the voting card is valid together with a photocopy of the I.D. card/passport/certificate of incorporation.

Signature

Date