

DELEK GROUP LTD.

("the Company")

VOTING SLIP – PART ONE

Companies (Voting Slips and Position Notices) Regulations, 2005 ("the Regulations")

1. **Type of meeting:** Special General Meeting of the shareholders of the Company.
2. **Date of meeting:** Wednesday, January 22, 2014 at 10:00.
3. **Venue:** The Company's offices in Beit Adar, 7 Giborei Israel Street, Netanya.
4. **Items on the agenda on which a vote can be cast using a voting slip:**

It is proposed to approve the engagement of Delek Israel with Mr. Avi Lalevsky, the brother-in-law of Mr. Itshak Sharon (Tshuva), the controlling shareholder (tiered) in Delek Israel and in the Company, and Or-Ly Energy Resources (which to the best of the knowledge of Delek Israel is a company controlled by Mr. Avi Lalevsky) ("Orly Energy") and/or "the Operator"), in a new agreement for operating a gas station in Givat Olga ("the Station") ("the New Agreement"), the main points of which are these:

- 4.1 Delek Israel delivers the Station to the Operator for its management and operation as an independent contractor for the sale of fuels, oils, additives and fuel products, which will be purchased exclusively from Delek Israel subject to fulfillment of all of its undertakings as set out in the New Agreement;
- 4.2 In consideration of the fuels that Delek Israel will supply to the Operator, the Operator will pay Delek Israel the recommended consumer price, including VAT, before any discount on the recommended consumer price list that Delek Israel will publish from time to time for the stations it operates, less an operating commission. For this matter, "the operating commission" is 18.2 agorot per liter of fuel (all types of diesel fuel and benzenes) plus VAT, linked to the rise in the CPI once every three months. In addition, for the filling transactions of Dalkan customers and of customers who hold a station owner card issued by Delek Israel (in this sub-section: "Delek Israel Kabat Customers"), the parties will make their accounting as follows: Delek Israel will credit the Operator for the cost price at which it purchased the quantities of fuels it sold at the Station to Dalkan and Delek Israel Kabat Customers. In addition, Delek Israel will credit the Operator for every liter (of all types of diesel fuel and benzenes) sold by it at the Station to Dalkan and Delek Israel Kabat Customers, with 18.2 agorot less a Dalkan clearing commission plus VAT and 10 agorot plus VAT, respectively. In consideration of oils and other products sold from time to time by the subsidiary of Delek Israel, Delek Industries Ltd. ("Delek Industries"), the Operator will pay in accordance with the terms and prices decided by Delek Industries from time to time and in the same manner as gas stations in the Delek Israel network that are not operated independently by Delek Israel. Furthermore, the Operator will be entitled to NIS 6,500 per month for manning the night shift with an additional attendant, and NIS 1,500 per month for cleaning the compound adjacent to the Station, all linked to the CPI once a year, plus VAT and against an official tax invoice.
- 4.3 The term of the New Agreement is three years, commencing January 1, 2014 and ending December 31, 2016 ("the Operating Term"). Each of the parties may bring

the Operating Term to an end at the end of each year by written notice of at least 120 days.

For more details, see section 2 of the transaction reported in the immediate report dated December 16, 2013 (reference: 2013-01-097657).

Text of the proposed resolution: "To approve the engagement of Delek Israel with Orly Energy and Mr. Avi Lalevsky in a new operating agreement for three years, from January 1, 2014 to December 31, 2016, as described in section 2 of an immediate report dated December 16, 2013 pursuant to the Securities (Periodic and immediate reports) Regulations, 1970 and the Securities (Transaction between a company and its controlling shareholder) Regulations, 2001."

5. **Review of documents**

Subject to the law, the transaction report, the documents referred to in section 5 of the Securities (Transaction between a company and its controlling shareholder) Regulations, 2001, and the full text of the proposed resolution on the agenda of the meeting, can be reviewed at the Company's offices at 7 Giborei Yisrael Street, Netanya South I.Z., during normal working hours and by appointment (tel: 09-8638555), until the time set for convening the general meeting.

6. **Majority required for passing the proposed resolution**

The majority required for passing the above resolution is a majority according to section 275 of the Companies Law, 1999 ("the Companies Law"), according to which the general meeting may approve the resolution by a simple majority, provided that one of these obtains:

- 6.1 The count of the majority votes at the general meeting includes a majority of all the votes of the shareholders who do not have a personal interest in approval of the transaction, who participate in the vote; the count of the votes of these shareholders will not take abstentions into account.
- 6.2 Votes against the proposed resolutions by the shareholders referred to in sub-section 6.1 do not exceed 2% of all the voting rights in the Company.

7. **Additional details**

A vote in writing is cast using Part Two of this voting slip.

In Part Two of the voting slip, space is allotted to mark the existence or absence of interest, as required by section 275 of the Companies Law, and for a description of the nature of the relevant interest. It is hereby clarified that the vote of a shareholder who does not mark such an interest or does not describe the nature of the interest, will not be counted.

In addition, in accordance with the discovery guidelines of November 30, 2011 concerning the manner of voting at meetings by interested parties, senior officers and institutional entities, space is allotted to mark the classification of the voter.

This voting slip shall be valid only if confirmation of ownership of a shareholder who holds shares through a member of the stock exchange is attached (pursuant to section 177(1) of the Companies Law), or a photocopy of an ID card, passport or certificate of association if the shareholder is registered in the Company's books.

The deadline for submitting the voting slip is 72 hours prior to the time of the vote, i.e. Sunday, January 19, 2014, by 10:00.

The deadline for submission of a position notice to the Company by the shareholders of the Company is by 10 days after the date of record, i.e. Friday, January 3, 2014.

The deadline for submission of the response of the Board of Directors to the position notices is no later than 5 days after the deadline for submission of the position notices to the Company, i.e. Wednesday, January 8, 2014.

Delivery of the voting slip and the position notice shall be by hand or by registered mail to the Company's offices in Beit Adar, 7 Giborei Street, Netanya.

The voting slip and the position notices can be found on the web site of the Tel Aviv Stock Exchange Ltd. – www.maya.tase.co.il, and on the distribution site of the Securities Authority – www.magna.isa.gov.il.

A shareholder is entitled to receive the confirmation of ownership at the branch of the stock exchange member, or by mail if he so requests, and such a request must be made in advance for a specific securities account.

An unregistered shareholder is entitled to receive by email, free of charge, from the stock exchange member through which he holds his shares, a link to the text of the voting slip and the position notice on the distribution site, unless he notifies the stock exchange member that he does not wish to receive such a link or he wishes to receive voting slips and position notices by mail for payment. Notice concerning a voting slip applies also to receipt of a position notice.

One or more shareholders holding shares constituting five percent or more of all the voting rights in the Company, and a shareholder holding this percentage of all the voting rights not held by the controlling shareholder in the Company, as defined in Section 268 of the Companies Law, is/are entitled, in person or by proxy, after the special general meeting has convened, to view the voting slips which have arrived at the Company, at the registered office of the Company during normal business hours and by appointment.

The number of shares representing 5% of all the voting rights in the Company is 587,035 ordinary shares. The number of shares constituting 5% of all the voting rights in the Company not held by a controlling shareholder is 213,733 ordinary shares.

<p>A shareholder will use Part Two of this voting slip to cast his vote on the item on the agenda.</p>

VOTING SLIP – PART TWO

Companies (Voting Slips and Position Notices) Regulations, 2005 ("the Regulations")

Company name: Delek Group Ltd.

Company address (for delivery and mailing of voting slips): Beit Adar, 7 Giborei Yisrael Street, Netanya

Company No: 520044322

Date of general meeting: Wednesday, January 22, 2014 at 10:00

Type of meeting: Special General Meeting

Date of record: Tuesday, December 24, 2013, at the close of trading on the Tel Aviv Stock Exchange Ltd.

The shareholder:

Name of shareholder: _____

ID No. _____

If the shareholders does not have an Israeli ID card –

Passport No. _____

Country of issue: _____

Valid through: _____

If the shareholders is a company –

Company name: _____

Country of incorporation: _____

Manner of vote

Resolution on the agenda	Manner of vote ¹			Do you have a personal interest in the resolution? ²	
	For	Against	Abstain	Yes*	No
Approval of engagement of Delek Israel with Orly Energy and Mr. Avi Lalevsky in a new operating agreement of the Station for 3 years from Jan.1 2014 through Dec. 31, 2016					

* Details of the interest: _____

¹ Failure to mark this column will be considered an abstention for this item.

² The vote of a shareholder who fails to mark this column or who marks "Yes" but fails to provide details, will not be counted.

In accordance with the discovery directives dated November 20, 2011 concerning the vote of interested parties, senior officers and institutional entities at general meetings, state if you are:

- An "interested party" as defined in section 1 of the Securities Law, 1968.
- An "institutional investor" as defined in article 1 of the Supervision of Financial Services (Provident funds) (Participation of a managing company in a general meeting) Regulations, 2009, and manager of a mutual investment fund as defined in the Mutual Fund Investments Law, 1994.
- A "senior officer" as defined in section 37(d) of the Securities Law, 1968.
- I am none of the above.

Date: _____

Signature of shareholder: _____

For shareholders who hold shares through a member of the stock exchange (according to section 177(1) of the Companies Law), this voting slip is valid only if confirmation of ownership is attached, except in cases where the vote is cast via the Internet.

For shareholders who are registered in the Company's Register of Shareholders – the voting slip is valid together with a photocopy of the ID card / passport / certificate of association.