

Delek Group Ltd.

June 29, 2017

To

Israel Securities Authority
22 Kanfei Nesharim Street

Jerusalem. 95464

Tel Aviv Stock Exchange Ltd.
2 Ahuzat Beit Street

Tel Aviv, 65202

Re: **Immediate Report for announcing the convening of an annual and special general meeting of Delek Group Ltd.**

An immediate report is hereby issued announcing the convening of an annual and special general meeting of Delek Group Ltd. (the "**Company** ") pursuant to the Securities Regulations (Periodic and Immediate Reports) 1970, and the Companies Regulations (Notice and Announcement of a General Meeting and Class Meeting in a Public Company and Addition of a Topic to the Agenda) 2000, as set out in this Report below:

1. **General Meeting**

1.1. **Venue of the General Meeting:**

The meeting will be convened at the Company's offices, at 19 Abba Even St., Herzliya, on Monday, July 24, 2017 at 1:00 pm.

1.2. **Agenda of the General Meeting**

The agenda for the General Meeting will include the following issues:

1.2.1. **Discussion on the financial statements and the Directors' report as of December 31, 2016**

Discussion on the Company's financial statements and Board of Directors' report for the year ended December 31, 2016.

1.2.2. **Re-appointment of the auditor**

Reappointment of the Company's auditors, Kost, Forer, Gabbay & Kasierer, until the end of the next annual general meeting of the Company, and authorization of the Company's Board of Directors to set their fee.

Text of the proposed resolution ("Resolution No. 1") "To reappoint the accounting firm Kost, Forer, Gabbay, and Kasierer as the Company's auditors until the end of the next annual general meeting of the

Company and to authorize the Company's Board of Directors to set their fee”.

1.2.3. Amendment of the Company's Articles of Association - to increase the Company's registered share capital and for the addition of preference shares

Amendment of section 5 of the Company's Articles of Association so that the registered share capital will include 3,000,000 additional shares, of which 2,000,000 will be preference shares. In this matter, “preference share” means - a share that confers a preferential right to dividends, but does not confer voting rights. The rights attached to the shares will be as decided by the Board of Directors, subject to the provisions of the Companies Law, the Regulations and the Articles of Association.

Text of the proposed resolution (“Resolution No. 2”) “In place of section 5 of the Company’s Articles of Association will be written: ‘The registered share capital of the Company is NIS 18,000,000, which is divided into 16,000,000 ordinary shares of NIS 1 par value each and 2,000,000 preference shares of NIS 1 par value each. In this matter, “preference share” means - a share that confers a preferential right to dividends, but does not confer voting rights. The rights attached to the shares will be as decided by the Board of Directors, subject to the provisions of the Companies Law, the Regulations and the Articles of Association”.

1.3. Casting a vote:

Shareholders are eligible for voting in the General Meeting in person or by way of proxy. Furthermore, shareholders as defined in section 177(1) of the Companies Law (i.e. in whose favor a share is registered with a member of the TASE and such share is included among the Company's shares as recorded in the name of a nominee company in the shareholders' register) (“Unregistered Shareholders”) may also vote using a Voting Slip sent through the electronic voting system that operates in accordance with Article B in Chapter 7-B of the Securities Law, 1968 (“Electronic Reporting”, “Electronic Voting System”, and “Electronic Voting Slip”, respectively).

1.3.1. Required majority

The majority required for adopting Resolutions 1 and 2 on the agenda is an ordinary majority of the shareholders present at the meeting and are eligible to vote and participate in the vote, either in person or by proxy, without taking abstention votes into account.

1.3.2. Date of Record:

The effective date for determining the right to vote under section 182 of the Companies Law is the end of trading on the Tel Aviv Stock Exchange Ltd. on Monday, July 17, 2017 (the "Date of Record").

1.3.3. The quorum required for convening the meeting and an adjourned meeting

Discussion may not proceed at the General Meeting unless a quorum is present and resolutions may not be adopted unless a quorum is present at the convening of the General Meeting or when voting on the resolution. A quorum will be constituted within half an hour from the time set for the commencement of the General Meeting, with the presence of participants or proxies, under written authorization, who hold at least 40% of the Company's issued shares. If a quorum is not present within half an hour of the time set for the commencement of the General Meeting, the General Meeting will be adjourned to the same day of the following week, at the same time and place. At such adjourned meeting, a quorum will be constituted once at least one shareholder, holding shares conferring at least ten percent (10%) of the voting rights in the Company, is present in person or by proxy.

For determining a quorum, the votes of shareholders who have voted via the Electronic Voting System will be taken into account, pursuant to Article C of Chapter 7-B of the Securities Law, 1968 (**the "Electronic Voting System" and "Securities Law"**, respectively), as set out in section 1.6.5 below.

1.3.4. Proxy

- a. Deeds of appointment of a proxy will be in writing and will be signed by the appointer or by his attorney. If the appointor is a corporation, the deed of appointment will be signed in the manner by which the corporation signs any binding documents, with an attorney's

verification of the authority of the signatories to bind the corporation, attached thereto.

- b. All deeds of appointment are to be delivered to the Company's registered office no less than 24 hours prior to the time of the meeting, or adjourned meeting, at which the proxy intends to vote on the basis of such appointment. Deeds of appointment will also be effective for an adjourned meeting of the General Meeting to which the deed of appointment refers, unless otherwise noted in the deed of appointment.

1.3.5. Electronic Voting Slip

As aforesaid, unregistered shareholders are also eligible to vote via the Electronic Voting System. Votes by electronic voting slip may be cast up to six (6) hours prior to the time set of convening of the General Meeting.

- 1.3.6. One or more shareholders who hold shares constituting five percent (5%) or more of the total voting rights (i.e. 567,328 shares) and shareholders holding such percentage out of the total voting rights which are not held by the Company's controlling shareholder (i.e. 203,750 shares) are eligible, once the General Meeting has been convened, to review the voting slips and the votes cast via the Electronic Voting System that are received at the Company, as set out in Regulation 10 of the Companies Regulations (Written Votes and Position Papers), 2005.

1.3.7. Confirmation of Title

- a. **Unregistered shareholders may participate in the General Meeting only if they present to the Company, prior to the General Meeting, an original confirmation of title from the nominee company with which their right to a share is registered concerning their holdings of Company shares as at Date of Record, as per the form in the Addendum to the Companies Regulations (Proof of Title to a Share for the Purpose of Voting at a General Meeting) 2000, ("Confirmation of Title") or alternatively, if Confirmation of Title is sent to the Company via the Electronic Voting System**
- b. Unregistered shareholders are entitled to receive Confirmation of Title from the TASE member through which their shares are held, at the

branch of the member of the TASE or by post to their registered postal address, bearing postage costs only, if so requested and such request is made in advance for a specific securities account.

- c. Unregistered shareholders may also request that their certificate of title be sent to the Company through the Electronic Voting System.

1.4. Changes to the agenda; deadline for submitting shareholders' requests to add topics to the agenda

1.4.1. Subsequent to publication of this announcement of the convening of a General Meeting, changes may be made to the agenda, including the addition of topics to the agenda and position papers may be issued, and such updated agenda and position papers may be reviewed in the Company's reports published on the distribution website.

1.4.2. Requests by shareholders, pursuant to section 66(b) of the Companies Law, to add a topic to the agenda of the General Meeting must be delivered to the Company up to three days following the notice of convening of the General Meeting. If such requests are submitted, the topic that will be added to the agenda and its details will appear on the distribution website. In such event, the Company will issue an amended Voting Slip together with an amended notice of the convening of the General Meeting, and this no later than seven days after the foregoing deadline for submitting shareholders' requests to add topics to the agenda.

2. **Details of the Company's representative for the purpose of the Immediate Report**

The Company's representative for the purpose of this report is Adv. Yael Giron, at 19 Abba Eban St., Herzliya Pituach Phone: 09-8638582; Fax: 09-8638577

3. **Review of documents:**

This Immediate Report and the documents noted therein can be reviewed at the Company's offices at 19 Abba Eban St., Herzliya Pituah, by prior arrangement with the Company's secretariat at 09-8638582, Sunday through Thursday (other than on the eve and day of holidays), during regular business hours, until the date of the General Meeting. In addition, this Immediate Report can be reviewed on the foregoing distribution website and on the TASE website.

Delek Group Ltd.

Signed by:

Asi Bartfeld - CEO

Leora Pratt Levin. Chief Legal Counsel and