

Delek Drilling - Limited Partnership

March 26, 2018

Israel Securities Authority
22 Kanfei Nesharim Street
Jerusalem

Tel Aviv Stock Exchange Ltd.
2 Ahuzat Bayit Street
Tel Aviv

Dear Sir/Madam,

Re: **Immediate Report on Notice of an Annual and Special General Meeting of the Participation Unit Holders**

In accordance with the Securities Regulations (Transaction between a Company and the Controlling Shareholder thereof), 5760-2001 (the “**Controlling Shareholders Regulations**”), the Securities Regulations (Periodic and Immediate Reports), 5730-1970 (the “**Reports Regulations**”) and the provisions of the Partnerships Ordinance [New Version], 5735-1975, which applies the provisions of the Companies Law, 5759-1999 (the “**Companies Law**”) and the regulations promulgated thereunder, the Partnership respectfully notifies of the calling of an annual and special general meeting of the holders of participation units issued by Delek Drilling Trusts Ltd. (the “**Trustee**”) and granting a participation right in the Trustee's rights as a limited partner (“**Units**” or “**Participation Units**”) in Delek Drilling – Limited Partnership (the “**Partnership**”), as follows:

1. **Time and location of the meeting**: The meeting will be held on Monday, May 7, 2018 at 16:00, at Herods Herzliya Hotel on 11 HaOggen St., Herzliya.
2. **Agenda of the meeting**

The agenda of the meeting includes the issues for discussion only (without the adoption of a resolution) specified in Section 2.1 below, and the proposed resolutions specified in Sections 2.2-2.4 below.

2.1. **Issues for discussion only (no resolution)**

- 2.1.1. Discussion of the periodic report (including the financial statements) of the Partnership for the year ended on December 31, 2017, as published by the Partnership on March 21, 2018

(Reference No.: 2018-01-022209) (the “**Periodic Report for 2017**”).

2.1.2. Discussion and response to questions regarding the distribution of profits at the Partnership – Following questions addressed to the Supervisor by the holders of Participation Units of the Partnership with respect to the profit distributions made in 2017, and particularly with respect to the profit distribution in respect of the transaction for the sale of 9.25% of the Partnership’s holdings in the Tamar and Dalit reservoirs, the General Partner will respond to questions on this issue and explain the manner in which the amounts of the profits distributed in respect of the transaction were calculated.

2.2. **Resolution No. 1**

The language of the proposed Resolution No. 1: “To reappoint the Kost Forer Gabbay & Kasierer accounting firm and the Ziv Haft accounting firm as the Partnership’s auditors, together, for a period ending at the close of the Partnership’s next annual general meeting, and to authorize the board of directors of the General Partner to determine their fees.”

It is proposed to reappoint the Kost Forer Gabbay & Kasierer accounting firm and the Ziv Haft accounting firm as the Partnership’s auditors, together, for a period ending at the close of the Partnership’s next annual general meeting, and to authorize the board of directors of the General Partner to determine their fees.

2.3. **Resolution No. 2**

The language of the proposed Resolution No. 2: “To authorize the General Partner to carry out an offering of participation units and/or securities convertible into participation units during the period between the date of approval by the meeting and May 6, 2021, in the scope and on the terms to be determined according to the General Partner’s decision, provided that the total proceeds of the offering (or offerings) in the aforesaid period does not exceed an amount in New Shekels equivalent to U.S. \$300 million, all as specified in Section 2.3 of the Notice of Meeting Report.”

Following are additional details with respect to the proposed resolution:

As a rule, the Partnership chiefly funds its operations by revenues from natural gas sales, bank credit and the offering of bonds to the institutional market in Israel and abroad and to the public in Israel. However, in view of the significant investments expected in the Leviathan project and in other projects in which evaluation and/or exploration and/or development activities are conducted or expected to be conducted (including as a result of possible deviations from the projects’ budgets), and tax payments for which the Partnership is liable in accordance with the provisions of the Taxation of Profits from Natural

Resources Law, 5771-2011, in the estimation of the board of directors of the General Partner, the Partnership will possibly require additional means of financing in the coming years in order to continue funding its operations, taking note, *inter alia*, of the provisions of the Partnership Agreement with respect to the distribution of profits (as defined in Section 9.4 of the Partnership Agreement).

It is noted that resolutions that are similar in nature to this resolution had been adopted between the years 2009-2015 (see the immediate reports of the dates December 29, 2009, November 14, 2010, February 21, 2012, April 4, 2013 and October 22, 2015 (Reference Numbers: 2009-01-335766, 2010-01-678462, 2012-01-037434, 2013-01-027283 and 2015-01-140634, respectively), although, to date, the Partnership has not carried out an offering under such resolutions, *inter alia*, in view of the fact that other alternatives for the provision of the required financial means were available.

It is therefore proposed to approve this resolution, whereby it would be possible to carry out an offering of participation units and/or securities convertible into participation units during the period between the date of approval by the meeting and May 6, 2021, in the scope and on the terms to be determined according to the General Partner's decision in order to raise the sums deemed required by the General Partner for the purpose of funding the Partnership's ongoing operations, including investments in the Partnership's petroleum assets and the repayment of its existing liabilities, and to also authorize the General Partner to determine the structure, scope and timing of the offering, according to its sole and absolute discretion, provided that the total proceeds of the offering (or offerings) in the aforesaid period does not exceed an amount in New Shekels equivalent to U.S. \$300 million. Such offerings may be conducted at any time under one prospectus or more and/or one shelf offering report or more, as shall be determined by the General Partner.

2.4. **Resolution No. 3 - Approval of a change in the terms of office and employment of Mr. Yossi Abu, CEO of the General Partner**

The language of the proposed Resolution No. 3: "To approve the changes in the terms of office and employment of Mr. Yossi Abu, the CEO of the General Partner, as specified in Section 2.4 of the Notice of Meeting Report."

2.4.1. **Background and details with respect to the proposed Resolution No. 3**

- (1) Mr. Yossi Abu has served as the General Partner's CEO in a full-time position (100%) since April 1, 2011. The current terms of Mr. Abu's office and employment are established in an employment agreement from June 2016, which was approved by the general meeting of the unit holders on June 5, 2016, in accordance with the Partnership's compensation policy, as stated in the

Partnership's report of June 5, 2016, (Reference No.: 2016-01-044880) (the "**Current Terms of Employment**"). The cost of Mr. Abu's employment is borne solely by the General Partner (which is a wholly-owned subsidiary of Delek Energy Systems Ltd. ("**Delek Energy**"). For details with respect to Mr. Abu's Current Terms of Employment, see the report of April 15, 2016 regarding the convening of the general meeting of unit holders (Reference No.: 2016-01-044880), as amended on May 30, 2016 (Reference No.: 2016-01-039408) (the "**Report of May 30, 2016**"), and Chapter D of the Partnership's Periodic Report for 2017, in Section (b)(2) of the details presented under Section 21 of the Reports Regulations.

- (2) On February 19, 2018, the Partnership reported that Mr. Abu had informed the Partnership that the board of directors of Delek Energy, which holds control of the Partnership, had approved Mr. Abu's appointment as the CEO of Delek Energy, subject to the receipt of all of the approvals required under law, in addition to his position as the CEO of the General Partner, and such that his office as the CEO of the General Partner will continue to be his primary work (Reference No.: 2018-01-013761).
- (3) Further to the aforesaid, Mr. Abu has reached an understanding with the General Partner and Delek Energy, whereby he will continue to serve in his present position as the CEO of the General Partner in an 80%-position (instead of a full-time position), and will also simultaneously serve as the CEO of Delek Energy in a 20%-position, subject to the receipt of all of the approvals required therefor at the Partnership and at Delek Energy. Mr. Abu will apprise the audit committee and the board of directors of any matter that raises concern of a conflict of interests between his service as the CEO of the General Partner and his service as the CEO of Delek Energy, and will follow their instructions on such matter. The parties have agreed that the General Partner will continue to bear Mr. Abu's full salary (full-time position), and an accounting shall be made between the General Partner and Delek Energy in respect of Delek Energy's bearing of its share (20%) in the total cost of Mr. Abu's salary, including all compensation components to which he is entitled under the Current Terms of Employment. In addition, for his office as a director of companies held by the Partnership or Delek Energy, Mr. Abu will be entitled to the standard compensation.

- (4) Apart from the aforesaid changes, no other changes shall occur in Mr. Abu's Current Terms of Employment as the CEO of the General Partner (which, as aforesaid, is a wholly-owned subsidiary of Delek Energy), and there shall be no change in the salary and in the other compensation components to which Mr. Abu will be entitled according to the Current Terms of Employment.
- (5) As aforesaid, the cost of Mr. Abu's employment is borne by the General Partner only, as part of the management services provided by the General Partner to the Partnership, which also include, in addition thereto, the services of the directors (with the exception of outside directors), comptrollership services, secretarial services and the lease and maintenance of the Partnership's offices.

In this respect, it is noted that the cost of provision of the management services by the General Partner is considerably higher than the total of management fees the General Partner is entitled to receive under the Limited Partnership Agreement, and such difference is consequently included in the Partnership's financial statements under a special capital reserve (in 2017, the difference between the cost of the management services and the amount of the management fees totaled approx. U.S. \$ 2,418 thousand).

Therefore, following the proposed change in the scope of Mr. Abu's position as specified above, no change will occur in the management fees the General Partner is entitled to receive from the Partnership for the management services under the Limited Partnership Agreement. For further details with respect to the management fees to which the General Partner is entitled, see Chapter D of the Partnership's Periodic Report for 2017, in Section (b)(7) of the details presented under Section 21 of the Reports Regulations.

- (6) The changes in the terms of Mr. Abu's office and employment shall take effect following the receipt of all of the approvals required by law at the Partnership and at Delek Energy.

2.4.2. **The name of the control holder that has a personal interest in the approval of Resolution No. 3 and the nature of the personal interest**

- (a) Delek Group Ltd. ("**Delek Group**") is a public company whose shares are listed on the Tel Aviv Stock Exchange (TASE) and holds (directly and through companies

controlled thereby), as of the date hereof, approx. 738,363,043 Participation Units of the Partnership, which represent approx. 62.9% of the issued Units.

- (b) As of the date hereof, approx. 91,917,303 Participation Units of the Partnership, which represent approx. 7.83% of the issued capital and the voting rights of the Partnership, are directly held by Delek Group; 635,094,819 Participation Units of the Partnership, which represent approx. 54.11% of the issued capital and the voting rights of the Partnership, are held by Delek Energy, a public subsidiary (directly and indirectly, through Delek Drilling Management (1993) Ltd. (the General Partner of the Partnership), a private subsidiary wholly owned thereby), which is held by Delek Group at a rate of approx. 88.23%; approx. 11,319,081 Participation Units of the Partnership, which represent approx. 0.96% of the issued capital and the voting rights of the Partnership, are held by Avner Oil & Gas Ltd., a private subsidiary owned by Delek Energy and Cohen Development and Industrial Buildings Ltd. (“**Cohen Development**”), a public subsidiary held by Delek Group at a rate of 51.76%; and approx. 31,840 Participation Units of the Partnership are held by Cohen Family Assets Ltd., a private subsidiary wholly owned by Cohen Development. As of the date of the Report, Delek Group is controlled by Mr. Yitzhak Sharon (Tshuva), who, as of the date of the Report, holds approx. 60.51% of the shares of Delek Group and approx. 64.42% of the voting rights therein through companies wholly controlled by him (100%). It is noted that on March 13, 2018, Delek Group released a shelf offering report and a full exchange tender offer memorandum, for the purchase of all shares of Delek Energy. For further details, see the shelf offering report released by the Partnership on March 13, 2018 (Reference No.: 2018-01-019893).
- (c) In view of the aforesaid, to the best of the Partnership’s knowledge, Mr. Yitzhak Sharon (Tshuva) is the (indirect) control holder of the Partnership. The personal interest of Mr. Yitzhak Sharon (Tshuva) stems from his being the controlling shareholder of Delek Group and from his office as a director of Delek Group and of Delek Energy.
- (d) Delek Energy, Delek Group and Mr. Yitzhak Sharon (Tshuva), the control holders of the Partnership as specified in this Section 2.4.2, have a personal interest in the proposed resolution to approve a change in the

terms of office and employment of Mr. Abu as the CEO of the General Partner, since this change is intended to enable Mr. Abu to serve as the CEO of Delek Energy in a 20%-position.

2.4.3. The manner in which the consideration was determined

The current terms of Mr. Abu's employment were approved, as aforesaid, by the general meeting of the unit holders, in accordance with the Partnership's compensation policy, as specified in the Report of May 30, 2016. Following the change in the extent of Mr. Abu's position as the CEO of the General Partner, no change will actually occur in Mr. Abu's total salary in terms of a full-time position (100%). Furthermore, despite the reduction of the scope of the General Partner's CEO's position to 80%, no change will occur, as aforesaid, in the management fees the General Partner will be entitled to receive from the Partnership for the management services provided thereby to the Partnership. Following a discussion on this issue, and based on the reasons specified in Section 2.4.6 below, the compensation committee, audit committee and board of directors have decided that these terms are reasonable and fair under the circumstances of the matter.

2.4.4. Approvals required for the approval of Resolution No. 3

- (a) This decision, to approve a change in Mr. Abu's Current Terms of Employment as the CEO of the General Partner, as specified above, requires approval by the compensation committee, the audit committee, the board of directors of the General Partner and the general meeting of the holders of Participation Units, which is called pursuant to this report, by special majority, as specified in Section 3.3.2 below.
- (b) In its meetings of March 7, 2018 and March 20, 2018, the compensation committee, also in its capacity as the audit committee, decided to approve the changes in the terms of office and employment of Mr. Abu as the CEO of the General Partner, as specified above, and recommended that the board of directors of the General Partner approve the same, based on the reasons specified in Section 2.4.6 below.

The directors who participated in the aforesaid meetings are Messrs. Ronnie Bar On, Amos Yaron (outside director), Jacob Zack (outside director) and Eytan Rozenman (outside director).

- (c) In its meetings of March 12, 2018 and March 20, 2018, the board of directors of the General Partner decided to

approve the said changes in the terms of office and employment of Mr. Abu as the CEO of the General Partner, based on the reasons specified in Section 2.4.6 below.

The directors who participated in the aforesaid board meetings are Messrs. Ronnie Bar On, Amos Yaron (outside director), Jacob Zack (outside director) and Eytan Rozenman (outside director). In accordance with Section 278 of the Companies Law, the directors who have a personal interest in the approval of the agreement, who are named in Section 2.4.7 below, did not participate in the discussion of the issue at the board meetings nor in the vote on the approval of the resolution.

2.4.5. **Specification of transactions of the transaction's type or similar transactions by the Partnership in which the control holder has a personal interest**

During the two years preceding the date of approval by the board of directors, the Partnership had not engaged in a transaction of the type of the transaction in question or in transactions similar thereto, and the Partnership is not a party to any such transaction which was in force on the date of approval by the board of directors as aforesaid.

2.4.6. **Reasons for the approval of Resolution No. 3 by the compensation committee, the audit committee and the board of directors**

The compensation committee, also in its capacity as the audit committee, in its meetings of March 7, 2018 and March 20, 2018, and the board of directors, in its meetings of March 12, 2018 and March 20, 2018, approved the resolution regarding the change in the terms of office and employment of Mr. Abu as the CEO of the Partnership, as specified above, based on the following reasons:

- (1) All of the compensation committee's and board of directors' reasons that underpinned the approval of the resolution to approve Mr. Abu's Current Terms of Employment, as specified in Section 4.2 of the Report of May 30, 2016, also apply to the present resolution.
- (2) In particular, it should be emphasized that Mr. Abu has gained incomparable vast and unique experience in recent years, thanks to which he has performed his duties as the CEO of the General Partner with great devotion and to great success.

- (3) In the opinion of the members of the compensation committee, audit committee and board of directors, it is extremely important that Mr. Abu continue to hold his current position as the CEO of the General Partner and continue to lead, promote and develop the Partnership's business.
- (4) The members of the compensation committee, audit committee and board of directors respect Mr. Abu's wishes to serve as the CEO of Delek Energy in a limited 20%-position, in a manner allowing him to continue to dedicate most of his time and energy to the promotion of the Partnership's business and affairs.
- (5) Mr. Abu will apprise the audit committee and the board of directors of any matter which raises concern of a conflict of interests between his office as the CEO of the General Partner and his office as the CEO of Delek Energy, and will follow their instructions on such matter.
- (6) The salary to be paid to Mr. Abu for his work as the CEO of the General Partner will reflect the reduction in the scope of his position from 100% to 80%, such that, no change will actually occur in his salary.
- (7) Since the cost of the services provided by the General Partner to the Partnership (including after the deduction of the cost of Mr. Abu's employment) considerably exceeds the management fees paid by the Partnership to the General Partner, which bears the full cost of Mr. Abu's employment at its own expense, the reduction of the scope of Mr. Abu's position as the CEO of the General Partner does not affect the amount of the management fees paid by the Partnership.
- (8) The audit committee has determined that, under the circumstances of the matter, there is no need to hold a competitive or other proceeding, considering the nature of the resolution.
- (9) The transaction contemplated in the resolution does not constitute a "distribution" within the meaning thereof in the Companies Law.

2.4.7. **Names of the directors who have a personal interest in the approval of Resolution No. 3 and the nature of their personal interest**

- (1) Assaf Bartfeld, Chairman of the Board, who serves as the CEO of Delek Group and as CEO and director of subsidiaries of Delek Group;
- (2) Gabriel Last, who serves as Chairman of the

Board of Delek Group and Delek Energy and as a director of subsidiaries of Delek Group; (3) Leora Pratt Levin, who serves as senior VP, Chief General Counsel and Company Secretary at Delek Group and as a director of Delek Energy and other subsidiaries of Delek Group; (4) Barak Mashraki, who serves as senior VP and CFO of Delek Group and as CEO and director of subsidiaries of Delek Group; and (5) Carmit Elroy, the daughter of Mr. Yitzhak Sharon (Tshuva), who serves as a director of Delek Group.

3. **Details with respect to the convening of the meeting**

3.1. **Location and time of the meeting**

The general meeting will convene on Monday, May 7, 2018 at 16:00, at Herods Herzliya Hotel, on 11 HaOggen St., Herzliya

3.2. **Quorum and adjourned meeting**

No discussion will be opened at the general meeting, unless a quorum is present when the meeting turns to do so, and no resolution will be adopted, unless a quorum is present when the resolution is voted upon.

A quorum will be formed when two Unit holders, who together hold Units that represent no less than 50% of the Units issued by the Trustee until the business day preceding the meeting, are present in person or by proxy.

If a quorum is not present 30 minutes after the time scheduled for the meeting, the meeting will be adjourned to the same day the following week at the same time and place, i.e., May 14, 2018 at 16:00, without there being an obligation to inform the Unit holders thereof, or to any other day or a different time or another place as the Trustee, with the Supervisor's consent, shall determine in a notice to the Unit holders.

If a quorum is not present at such adjourned meeting 30 minutes after the scheduled time, two Unit holders present in person or by proxy shall then constitute a quorum, and the meeting will be at liberty to address the issues for which it was called. If no such quorum is present at an adjourned meeting – the meeting will be cancelled.

For quorum purposes, two proxies of one registered Unit holder which is a nominee company (i.e., a company the sole business of which is holding securities on behalf of others), who participate in the meeting by virtue of powers of attorney granted to them, in respect of different Units, by the same registered Unit holder, shall also be deemed "two Unit Holders".

3.3. **The majority required for the adoption of resolutions on the issues on the agenda**

- 3.3.1. The majority required for the adoption of Resolutions No. 1 and 2 is a simple majority.
- 3.3.2. The majority required for the adoption of Resolution No. 3 is a simple majority, provided that one of the following is fulfilled:
- (a) The count of the majority votes at the general meeting shall include a majority of the total of votes of participation unit holders participating in the vote other than the General Partner or the controlling shareholder thereof or holders of a personal interest in the approval of the resolution; the count of all of the votes of such participation unit holders shall exclude the abstaining votes;
 - (b) The total of dissenting votes in the vote from among the participation unit holders mentioned in Subparagraph (a) shall not exceed a rate of two percent of all of the participation unit holders' voting rights.

3.4. **Record date and proof of ownership**

- 3.4.1. The record date for establishing the right to vote in accordance with Section 182 of the Companies Law and Section 3 of the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 is April 9, 2018, at the close of the trading day on TASE (hereinafter in this Section 3.4.1 only: the "**Record Date**")
- 3.4.2. In accordance with the Companies Regulations (Proof of Shareholding for the purpose of Voting at a General Meeting), 5760-2000, a Unit holder, to whose credit a Participation Unit is registered with a TASE member, and such Unit is included in the Units listed in the name of the nominee company in the participation units register (an "**Unregistered Unit Holder**"), shall furnish the Partnership with confirmation by the TASE member with which the Unit is registered to his credit of his ownership of the Unit on the Record Date, in accordance with the provisions of the aforesaid Regulations and the form in the Schedule of the aforesaid Regulations.
- 3.4.3. In addition, an Unregistered Unit Holder may instruct that his ownership confirmation be transferred to the Partnership by means of the electronic voting system operating under Title B of Chapter G2 of the Securities Law (the "**E-Voting System**").

3.5. **Voting**

- 3.5.1. With respect to the resolutions on the agenda of the meeting, a Unit holder may vote in person, by a proxy for the vote holding a document of appointment as a proxy for the vote, via voting

card and also via an electronic voting card transferred to the Partnership by means of the E-Voting System.

- 3.5.2. It is required that a document of appointment of a proxy for the vote, or a copy thereof, certified by a notary, be deposited with the Trustee's offices on 19 Aba Eban Street, Herzliya Pituach, at least 48 hours before the time of the meeting, i.e., no later than May 5, 2018, failing which such appointment document shall have no force and effect at the meeting and at an adjourned meeting.
- 3.5.3. If the meeting is adjourned as stated in Section 3.2 above, and a Unit holder shall have deposited a document of appointment of a proxy for the vote, in the manner and on the conditions stipulated above, at least 48 hours prior to the time of the adjourned meeting, the Unit holder that deposited the power of attorney vote by proxy at the adjourned meeting, regardless of whether he was present in the original meeting, in person or by proxy, or was not present in the original meeting, in person or by proxy. For the avoidance of doubt, a Unit holder who was present in the original meeting by proxy will not be required to re-deposit a power of attorney for the purpose of voting at an adjourned meeting only if such adjourned meeting is convened within ten (10) days as of the date of the original meeting.
- 3.5.4. Voting via voting card

In addition, a Unit holder may vote at the meeting also by means of the voting card attached hereto as an annex. For this purpose, the vote of a Unit holder voting via the voting card will be deemed as his presence and participation in the meeting.

Voting via the voting card by a Unit holder interested in voting via voting card *in lieu* of his participation in the meeting in person and/or by proxy and/or electronic voting card, will be carried out on the second part of the voting card.

The deadline for the provision of voting cards is up to six (6) hours before the time of convening of the meeting, i.e., May 7, 2018, by 10:00 for Unit holders listed in the unit holders register, and up to four (4) hours before the time of convening of the meeting, i.e., May 7, 2018, by 12:00 for unregistered Unit holders.

The deadline for the provision of position statements by Unit holders is up to ten (10) days before the time of convening of the meeting, i.e., April 27, 2018. The Partnership will publish such position statements no later than one business day after receipt thereof. A position statement that includes the response of the Company's board of directors may be submitted no later than 5

days before the time of convening of the meeting, i.e., May 2, 2018.

A Unit holder may directly contact the Partnership to receive therefrom the language of the voting card and position statements (insofar as given).

A TASE member shall send by email, free of charge, a link to the language of the voting card on the distribution site, to any Unit holder not registered in the unit holders register who holds Units thereby, unless the Unit holder shall have notified the TASE member that he does not wish to receive such link or shall have notified that he wishes to receive a voting card by post for a charge of postage only.

A Unit holder whose Units are registered with a TASE member is entitled to receive the ownership confirmation from the TASE member by which he holds his Units, at a branch of the TASE member or by post to his address for a charge of postage only, if so requested by him, and a request on this matter shall be given in advance for a specific securities account.

The Partnership shall send the Unit holders registered in the unit holders register, free of charge, a voting card on the date of release of this notice.

3.5.5. Voting via the electronic system

After the record date, upon the receipt of an identifying number and an access code from the TASE member and after an identification process, an unregistered unit holder will be able to vote via the electronic system. The last date for voting on the electronic system is up to 6 hours before the time of convening of the meeting, i.e., May 7, 2018 by 10:00.

If a unit holder votes by more than one means, his later vote shall be counted, with the vote of a unit holder in person at the meeting or by proxy being deemed later to a vote via voting card.

4. **Changes in the agenda**

After the release hereof, there may be changes in the agenda, including the addition of issues to the agenda, and the up-to-date agenda will be available for inspection in the Partnership's reports posted on the TASE website at: www.maya.tase.co.il and on distribution website of the Israel Securities Authority (ISA) at: www.magna.isa.gov.il.

A request by one or more Participation Unit holders, holding at least 0.5% of all of the Participation Units of the Partnership, to include an issue in the agenda of the general meeting, shall be delivered to the Partnership up to seven (7) days after the calling of the meeting. The issue will possibly be added to the agenda

and the details thereof will appear on the distribution website. In such a case, the Trustee shall publish an amended notice report no later than seven (7) days after the deadline for the delivery of a request by a Participation Unit holder for the inclusion of an issue in the agenda, as aforesaid.

5. **Notice of the existence of a personal interest and additional required information**

5.1. A Participation Unit holder who participates in the vote shall notify the Partnership before voting at the meeting, or, if the vote is via voting card – on the voting card, or if the vote is by power of attorney and/or by electronic voting card – in the space designated therefor in the second part of the electronic voting card, whether he has or does not have a personal interest in the approval of the engagement.

5.2. A Participation Unit holder who fails to notify the Partnership of the existence or of the absence of a personal interest in the approval of the resolution shall not vote and his vote shall not be counted.

6. **Issuance of an order by the ISA**

Under Section 10 of the Controlling Shareholders Regulations, the ISA or an employee authorized thereby for this purpose may, within twenty one (21) days of the date of submission of the transaction report, order the Partnership to provide, within a time set thereby, explanations, details, information and documents related to the engagement contemplated herein, and order the Partnership to amend the report in such manner and at such time as determined thereby.

If an order to amend the report is issued as aforesaid, the ISA may order the postponement of the date of the general meeting to a date occurring no earlier than the lapse of three (3) business days and no later than thirty five (35) days as of the date of release of the amendment to the transaction report.

If an order regarding the postponement of the convening of the general meeting is issued, the Partnership shall give notice of such order by an immediate report.

7. **The Partnership's representatives for the purpose of the transaction report**

The Partnership's representatives for the purposes of this report are Advs. Ran Shalom, Eliran Uziel and Yaniv Cohen of Agmon & Co., Rosenberg HaCohen & Co., of Electra Tower, 98 Yigal Allon St., Tel Aviv 6789141; Telephone: 03-6078607; Facsimile: 03-6078666.

8. **Inspection of documents**

The language of the immediate report, position statements and voting card are available for inspection on the TASE website at: www.maya.tase.co.il and on the ISA website at: www.magna.isa.gov.il. Furthermore, the notice to the Unit holders and a copy of any document pertaining to the aforesaid resolutions are available for inspection at the offices of the Trustee on 19 Aba Eban Street,

Herzliya Pituach, after prior coordination with Adv. Sari Singer Kaufman (09-9712424), until the convening of the unit holders meeting.