

## Delek Drilling – Limited Partnership

Number with Registrar: 550013098

To: Israel Securities Authority  
[www.isa.gov.il](http://www.isa.gov.il)

To: Tel Aviv Stock  
Exchange Ltd.  
[www.tase.co.il](http://www.tase.co.il)

T049  
(public)

Broadcast on Magna: December 27, 2018  
Reference: 2018-01-119824

### **Immediate report on the results of a meeting for approval of a transaction with a control holder and/or a private placement and/or a dual Chairman-CEO office and/or the appointment of an outside director**

**Pursuant to Regulation 13 of the Securities Regulations (Transaction between a Company and its Controlling Shareholder), 5761-2001  
or Regulation 22 of the Securities Regulations (Private Placement of Securities in a Registered Company), 5760-2000**

**Regulation 36D(b) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970**

**Regulation 36D(d) of the Securities Regulations (Periodic and Immediate Reports), 5730-1970**

Specify in Section 3 any additional issues on the agenda of the meeting

1. At the meeting that was convened on *December 27, 2018*, notice which was released on the form whose reference is *2018-01-119173* and the issues on whose agenda were:

<b>Serial number</b>	<b>Transaction type/Voted issue</b>	<b>Issue summary</b>
<b>1</b>	Other	<i>The update of Section 13 of the compensation policy on insurance and indemnification of directors and officers, as specified in the notice of meeting report.</i>
<b>2</b>	Indemnification, exemption and/or insurance	<i>Approval of framework terms and conditions for a group insurance policy, as specified in the notice of meeting report.</i>

the following resolutions were adopted:

<b>1</b> Transaction type/voted issue:	<i>Other</i>
Issue summary:	<i>The update of Section 13 of the compensation policy on insurance and indemnification of</i>

	<i>directors and officers, as specified in the notice of meeting report.</i>
Summary of proposed resolution:	<i>To update Section 13 of the compensation policy for officers in the Partnership and in the General Partner, as approved by the unit holders' meeting of June 5, 2016, on insurance and indemnification of directors and officers in accordance with the language attached as Annex A to the notice of meeting report.</i>
The meeting resolved:	<i>To approve</i>
The number of shares/securities that participated in the vote:	958,552,562
The number of shares/securities which voted in favor:	948,644,395
The number of shares/securities that participated in the vote and were not classified as shares whose holders have a personal interest/as shares having no control or personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the control holder: 228,431,208 of which 218,523,040 voted in favor of approval of the transaction and 9,908,168 voted against approval of the transaction.	
The number of shares that participated in the vote and were not classified as shares whose holders are controlling shareholders of the Company/as shares of holders of a personal interest in approval of the resolution 228,431,208 of which 218,523,040 voted in favor of approval of the transaction.	
The number of shares/securities that voted against: 9,908,168	
The voting percentage in favor of approval of the transaction out of the total number of voters who do not have a personal interest in the transaction/who are not control holders or holders of a personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the control holder: 95.66%	
The voting percentage in favor of approval of the transaction out of the total number of voters who are not controlling shareholders of the Company/who do not have a personal interest in the approval of the resolution 95.66%	
Percentage of those voting against out of the total number of voting rights in the Company: 0.84%	
<b>2</b> Transaction type/voted issue:	<i>Indemnification, exemption and/or insurance.</i>
Issue summary:	<i>Approval of framework terms and conditions for a group insurance policy, as specified in the notice of meeting report.</i>
Summary of proposed resolution:	<i>To approve framework terms and conditions for a period of three years for future engagements of the General</i>

*Partner and/or the Partnership, from time to time and without requiring further approval therefor by the unit holders' general meeting, in a D&O liability insurance policy in the Partnership and in the General Partner, as part of a group insurance policy that is taken out by Delek Group Ltd. for itself and for subsidiaries and affiliates, in whole or in part, including the Partnership and the General Partner, with The Phoenix or with another insurer, in Israel or overseas, including insurance for the liability of control holders or their relatives as part of their duties from time to time as officers of the Partnership and/or the General Partner, for such premium and under such terms and conditions as are specified in Section 3.2 of the notice of meeting report.*

The meeting resolved: *To approve*

The number of shares/securities that participated in the vote: 958,552,562

The number of shares/securities which voted in favor: 949,496,684

The number of shares/securities that participated in the vote and were not classified as shares whose holders have a personal interest/as shares having no control or personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the control holder: 228,431,208 of which 219,375,329 voted in favor of approval of the transaction and 9,055,879 voted against approval of the transaction.

The number of shares that participated in the vote and were not classified as shares whose holders are controlling shareholders of the Company/as shares of holders of a personal interest in approval of the resolution 228,431,208 of which 219,375,329 voted in favor of approval of the transaction.

The number of shares/securities that voted against: 9,055,879

The voting percentage in favor of approval of the transaction out of the total number of voters who do not have a personal interest in the transaction/who are not control holders or holders of a personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the control holder: 96.04%

The voting percentage in favor of approval of the transaction out of the total number of voters who are not controlling shareholders of the Company/who do not have a personal interest in the approval of the resolution *96.04%*

Percentage of those voting against out of the total number of voting rights in the Company: *0.77%*

2. Resolutions of the meeting on other issues on its agenda:

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3. Breakdown of the voters at the meeting who are institutional, interest holders or senior officers:

The form can contain up to 40 lines (each line with information regarding one holder of securities who voted at the meeting). In the event that the list of voters is larger than 40, continue filling out the data for the additional voters in another form.

*Link to ISA voting table pdf file* The file shall include, for each voter, the data required in this form.

Description of the vote in accordance with the numbering of the issues specified in Section 1 above:

Serial number	Number of issue on the agenda	Surname of shareholder or securities holder/Corporation name (Hebrew) (1)	First name of shareholder or securities holder	Number of securities	Personal interest (2)	Method of voting	Voting card/Power of Attorney
<i>I</i>	Issue _____	_____	_____	_____	_____	_____	_____

Explanations:

- (1) Write the full name as registered in the Registrar of Companies or in the Identification card.  
 (2) Either personal interest of the shareholder or securities holder, or personal interest of the proxy.

In this column of the table, fill out the data in accordance with the specification below:

- In the case of approval for dual Chairman-CEO office (pursuant to Section 121(c) of the Companies Law) – State “Yes” for a voter who is a control holder or has personal interest in the approval of the resolution;
- In the case of appointment of an outside director (pursuant to Section 239(b) of the Companies Law) – State “Yes” for a voter who is a control holder or holder of a personal interest in the approval of the appointment, other than a personal interest which does not derive from a connection to the control holder;
- In the case of an irregular transaction with a control holder or in which the control holder has a personal interest (pursuant to Section 275 of the Companies

Law) – State “Yes” for a voter who is a holder of a personal interest in the approval of the transaction;

- In the case of a resolution pursuant to Section 350 of the Companies Law, or a resolution to modify an indenture at a meeting of holders of bond certificates – State “Yes” for a voter who is a holder of a personal interest, in accordance with the resolution.

<b>1</b>	Surname of shareholder or securities holder (Hebrew)/Name of corporation (Hebrew):	_____
	First name of shareholder or securities holder (Hebrew):	_____
	Surname of shareholder or securities holder/ Name of corporation (English):	_____
	First name of shareholder or securities holder (English):	_____
	Type of identification number	_____
	Identification number	_____
	Participation in the meeting is pursuant to the holding of Security number:	_____
	Place of incorporation of the shareholder or the securities holder/State of passport:	_____
	Name of proxy	_____
	Type of identification number of proxy	_____
	State of passport:	_____
	If the Company is aware of any connection between the voter (who is not a holder of personal interest) and the Company or any of its controlling shareholders, including employment relations, business ties, etc. – describe their nature:	_____

4. This report is filed further to the report/s specified below:

Report	Release date	Reference number
_____	_____	_____

Reference numbers of previous documents on the matter (the citation does not constitute an incorporation by reference):

Date of update of the structure of the form: December 18, 2018

The corporation's securities are listed on the Tel Aviv Stock Exchange

Abbreviated name: Delek Drilling PU

Address: 19 Abba Eban, Herzliya Pituach 4612001 Tel: 09-9712424, Fax: 09-9712425

Email: [saris@delekng.co.il](mailto:saris@delekng.co.il) Company's website: [www.delekdrilling.co.il](http://www.delekdrilling.co.il)

Former names of reporting entity:

Name of Electronic Reporter: Abu Yossef Title: CEO of General Partner Name of Employing Company:

Address: 19 Abba Eban, Herzliya Pituach 4672537 Tel: 09-9712424, Fax: 09-9717629 Email:

[abu\\_y@delekng.co.il](mailto:abu_y@delekng.co.il)