החברה לישראל בע"מ
ISRAEL CORPORATION LTD

Corporation no: 520028010

To: Israel Securities Authority www.isa.gov.il | To: Tel Aviv Stock Exchange www.tase.co.il | 460ת (E460) (Public) | Reported via MAGNA: 01/06/2026 | Reference: 2026-01-051920

Immediate Report of a Meeting

Regulation 36B(a) and (d) and Regulation 36C of the Securities Regulations (Periodic and Immediate Reports) 5730-1970

Explanation: If one of the items on the meeting's agenda is approval of a transaction with a controlling owner or approval of an extraordinary offer, there is no need to report Form E138 concurrently.

Can voting be conducted on the electronic voting system? *Yes*

Explanation: This field is to be completed only by foreign corporations (that are not registered in Israel) and by corporations whose securities are not listed for trading. The voting system requires corporations to process all the votes received in this system.

Link to the voting system: VOTING SYSTEM LINK

Explanation: Individuals eligible to vote on the system will receive an access link from a stock exchange member.

The Corporation gives notice of: *Convene a meeting*

Note: For a change in the date of the meeting (advance or deferral), select "Postponement of a meeting" or "Postponement of a meeting by a court" or "Postponement of a meeting to an unspecified date."

Reference no. of the most recent notice of the meeting is _____ , which was called for _____

Reason for postponement or cancellation: _____ _____

Explanation: Refer to the most recent Reference no. of the notice of convention or postponement of the meeting.

1. Type of security *Shares*

   Name of the voting security: *Shares par value NIS 1 each*

   No. of security on the stock exchange, entitling the holder to participate in the meeting *576017*

   The effective date for determining entitlement to participate in the meeting: *08/06/2026*
   Explanation: If meetings are called for more than one security no., use Form E460 to file for each security separately. If your filing refers to multiple security numbers, you will be required to file an amended immediate report.

2. On *01/06/2026*

   A resolution was adopted to *Convene a meeting Extraordinary general meeting (EGM)* _____ ,

   that will convene on *Monday* , *13/07/2026* at *10:00*

   At: *Connect to the Meeting using the following number:+972-3-3765221*
   ID: 772389731#

3. Agenda of the meeting:
   Explanation: Numbering of the items on the agenda should correspond to the order of the items in the notice convening the meeting, if attached as a file.

   Items/resolutions on the agenda:

1

The items/resolution and details:

The appointment of Ms. Lily Ayalon as an outside director of the Company and approval of her terms of office.

The appointment of Ms. Lily Ayalon as an outside director of the Company for a period of three (3) years, commencing from the date of the Meeting, upon the expiration of the (third) term of office of the incumbent outside director, Mr. Joshua Rosensweig. Ms. Lily Ayalon shall be entitled to the customary terms of office for directors of the Company, and to the grant of Letters of Exemption and Indemnity. For details, see Section 3 of the Report Convening the Meeting.

Summary of the Proposed Resolution: "To appoint Ms. Lily Ayalon as an outside director of the Company for a term of office of three (3) years, commencing from the date of the Meeting; Ms. Lily Ayalon shall be entitled to the customary terms of office at the Company, and to the grant of Letters of Exemption and Indemnity, as stated in the Report Convening the Meeting."

Appointment/Extension of tenure of outside director, as in Section 239(b) or 245 of the Companies Law

Note: The values in this table determine the text of shareholders' declaration in the electronic voting system. For the conversion table, click Here.

Gender: *Female*

Please note: This field can be filled out only when appointing an outside director.

There is not obligation to specify gender.

Type and Identification Number:

Explanation: For resolutions relating to the tenure of a director, the director's identification number must be entered.

ID no. *059660043*

Does this item involve a transaction between the company and its controlling shareholder, as specified in Sections 275 and 320(f) of the Companies Law? *No*

Is the transaction a private offering _____

Regarding how to complete this section and the exemption granted to companies from concurrent reporting of an additional form, see the company announcement published on this matter at the following link: Link

Section in the Companies Law or the Securities Law or other law under which the resolution is being approved:

_____

Explanation: For a transaction with a controlling owner that does not fit any field in the table of the sections of the Law, select: "Declaration: No field is appropriate" and select "Yes" regarding a transaction with a controlling shareholder. Only in the event of a bondholders meeting or if the resolution does not concern a transaction with a controlling shareholder and no appropriate field exists, provide an explanation and specify the relevant section of the Law under which a resolution is required.

Does this issue require disclosure of any ties or other features of the voting shareholder? _____

Note: You may select these values only if you also selected "Declaration: No field is appropriate" in the previous table and if the resolution does not concern a transaction with a controlling shareholder.

_____

In the event of a bondholders meeting

It was decided that another interest exists: _____

Details of other interest:

_____

Note: The text you entered to describe these matters will appear in the electronic voting system. Formulate each matter as a yes/no question. This question that will appear in the voting system alongside the resolution on the meeting's agenda, allowing voters to select "yes" or "no," and add additional information if they select "yes."

Request for additional information from holders:

Request for additional information from holders: *No*

List of additional information required of holders or the manner in which meetings are convened (in the event of a meeting

convened under Section 350):

_____

Note: This field determines the text of the demand for additional information that will appear in the electronic voting system. Voters will enter the information in a free-text field.

- ☐ Amended disclosure
- ☐ Neglible change or change that is exclusively in the company's favor compared to the resolution described in the most recent filing
- ☐ Removed from the agenda
- ☐ Item was discussed in the previous meeting
- ☐ Item was modified or a new item was added to the agenda at the order of the court
- ☐ Item was modified or a new item was added to the agenda under Regulation 5B of the Companies Regulations (Notification and Publication of Notice of a General Meeting and Class Meeting in a Public Company and Addition of Items to the Agenda) 5760-2000
- ☐ New item was added to the agenda after the determining date due to the following technical error:

_____

Explanation: Resolutions may not be amended after the determining date other than amendments to the terms of a transaction in the company's favor or a negligible change. Furthermore, no new items may be added to the agenda after the determining date, other than by a court order or pursuant to Regulation 5B of the Notification and Publication Regulations

The resolution on the agenda is brought for *A vote*

Type of majority required to adopt the resolution: *Other than an ordinary majority*

The majority that is required at the Meeting, to approve the resolution proposed in Section 3.1 (the appointment of Ms. Lily Ayalon as an outside director of the Company) on the above agenda, is a majority of the shareholders who are present at the Meeting, in person or by proxy, provided that one of the following is satisfied: (1) the count of the votes of the majority at the general meeting will include a majority of all the votes of the shareholders who are not controlling shareholders of the Company or entities with a personal interest in the approval of the appointment, with the exception of a personal interest that does not arise as a result of his relations with the controlling shareholders, who are participating in the vote; the count of all the votes of the said shareholders will not take into account the votes of the abstaining shareholders; (2) the total of the votes against, from among the shareholders as stated in paragraph (1) above, will not exceed a rate of two percent (2%) of the total voting rights at the Company. Any entity with a personal interest will be subject to the provisions of Section 276 of the Companies Law, mutatis mutandis.

Does the controlling shareholder's holding in the corporation's shares give the controlling shareholder the majority required to adopt the proposed resolution on this item? *No*

2

The items/resolution and details:

Share Capital Split and Amendment of the Company's Articles of Association and the Memorandum Accordingly. For details, see Section 1.2 of the Report Convening the Meeting.

Summary of the Proposed Resolution: To approve a share capital split on the terms set forth in the meeting convening report, such that each one (1) ordinary share on the record date will be split into ten (10) ordinary shares with no par value; and to approve the amendment of the Company's Articles of Association and the Memorandum accordingly."

Amendment to Articles of Association, as in Section 20 of the Companies Law

Note: The values in this table determine the text of shareholders' declaration in the electronic voting system. For the conversion table, click Here.

Gender: _____

Please note: This field can be filled out only when appointing an outside director.

There is not obligation to specify gender.

Type and Identification Number:

Explanation: For resolutions relating to the tenure of a director, the director's identification number must be entered.

_____ _____

Does this item involve a transaction between the company and its controlling shareholder, as specified in Sections 275 and 320(f) of the Companies Law? *No*

Is the transaction a private offering _____

Regarding how to complete this section and the exemption granted to companies from concurrent reporting of an additional form, see the company announcement published on this matter at the following link: Link

Section in the Companies Law or the Securities Law or other law under which the resolution is being approved:

_____

Explanation: For a transaction with a controlling owner that does not fit any field in the table of the sections of the Law, select: "Declaration: No field is appropriate" and select "Yes" regarding a transaction with a controlling shareholder. Only in the event of a bondholders meeting or if the resolution does not concern a transaction with a controlling shareholder and no appropriate field exists, provide an explanation and specify the relevant section of the Law under which a resolution is required.

Does this issue require disclosure of any ties or other features of the voting shareholder? _____

Note: You may select these values only if you also selected "Declaration: No field is appropriate" in the previous table and if the resolution does not concern a transaction with a controlling shareholder.

_____

In the event of a bondholders meeting

It was decided that another interest exists: _____

Details of other interest:

_____

Note: The text you entered to describe these matters will appear in the electronic voting system. Formulate each matter as a yes/no question. This question that will appear in the voting system alongside the resolution on the meeting's agenda, allowing voters to select "yes" or "no," and add additional information if they select "yes."

Request for additional information from holders:

Request for additional information from holders: *No*

List of additional information required of holders or the manner in which meetings are convened (in the event of a meeting convened under Section 350):

_____

Note: This field determines the text of the demand for additional information that will appear in the electronic voting system. Voters will enter the information in a free-text field.

- [ ] Amended disclosure
- [ ] Neglible change or change that is exclusively in the company's favor compared to the resolution described in the most recent filing
- [ ] Removed from the agenda
- [ ] Item was discussed in the previous meeting
- [ ] Item was modified or a new item was added to the agenda at the order of the court
- [ ] Item was modified or a new item was added to the agenda under Regulation 5B of the Companies Regulations (Notification and Publication of Notice of a General Meeting and Class Meeting in a Public Company and Addition of Items to the Agenda) 5760-2000
- [ ] New item was added to the agenda after the determining date due to the following technical error:

_____

Explanation: Resolutions may not be amended after the determining date other than amendments to the terms of a transaction in the company's favor or a negligible change. Furthermore, no new items may be added to the agenda after the determining date, other than by a court order or pursuant to Regulation 5B of the Notification and Publication Regulations

The resolution on the agenda is brought for *A vote*

Type of majority required to adopt the resolution: _____
Ordinary majority

Does the controlling shareholder's holding in the corporation's shares give the controlling shareholder the majority required to adopt the proposed resolution on this item? *Yes*

Notice of convention of the meeting is attached: ***Immediatereport1june26_isa.pdf***

4. Attachments

4.1 Text of the proxy/position notifications: ***votingform_isa.pdf***

Yes Proxy

No Position notifications

Explanation: If a voting letter and/or position notification is attached, confirm that they are drafted according to the Companies Regulations (Proxy Voting and Position Notifications) 5766-2005. The company must combine all the position notifications (as defined in Section 88 of the Companies Law) into a single file and specify the notification publication date, the sender, and reference to the relevant page in the combined file.

4.2 File that includes candidates' declarations and/or other documents: ***StatementLilyAyalon_isa.pdf***

Yes Declaration of candidate proposed to serve as a Director of the Corporation

Yes Declaration of an Independent Director

Yes Declaration of an External Director

_____ Declaration of appointment of a representative to a representation.

_____ Amended and restated bond indenture

_____ Request to approve a creditors' settlement under Section 350

_____ Other _____

5. The quorum for the meeting:

Pursuant to sections 59 and 60 of the Company's Articles, the quorum for the purpose of holding the Meeting will be constituted when five shareholders are present, whether in person or by proxy, who have at least twenty five percent of the voting rights. If there is no quorum at the general meeting at the expiration of half an hour from the time appointed for the commencement of the Meeting, the Meeting will stand adjourned by one week to the same day and to the same time and the same place, without it being necessary to give notice thereof to the shareholders, and if no quorum is constituted at the adjourned meeting at the expiration of half an hour from the time appointed for the Meeting, the shareholders present will constitute a quorum.

6. ◉ In the absence of a quorum, the adjourned meeting will take place on *20/07/2026* , at *10:00* ,

at: *Connect to the Meeting using the following number:+972-3-3765221*
ID: 772389731#

○ In the absence of a quorum, the meeting will not take place.

7. The place and time at which it is possible to peruse all proposed resolutions that in full in the above agenda:

at the Company's offices, at 20 Aranha St., Landmark Tower, Tel Aviv, on Sundays to Thursdays, from 09:00-16:00, by prior arrangement on Tel: 03-6844500.

Meeting Identification No. _____

Note: The meeting identification no. is the reference no. of the initial filing of the meeting. For the initial filing of a meeting, leave this field blank.

Details of the Company's authorized signatories:

	Name	Position
1	*Maya Alcheh-Kaplan, Adv*	*Other* *Executive Vice President, the General Counsel & Company Secretary*
2	*Sagi Kabla*	*CFO*

Explanation: According to Regulation 5 of Securities Regulations (Periodic and Immediate Statements) 5730-1970, any report filed according to these regulations must be signed by the corporation's authorized signatories. See ISA Staff Position on this issue on the ISA website: LINK .

Name of report authorized signatory and name of authorized signatory electronic signatory: Maya Alcheh-Kaplan, Adv.
Position: Executive Vice President, the General Counsel & Company Secretary
Signing Date: June 1, 2026

The corporation's securities are listed for trade on the TASE
Short name: Israel Corporation
Address: Aranha 23, Millennium Tower, Tel Aviv 61204
Phone – 03-6844517/ 03-6844500 Fax: 03-6844587
E-mail address: mayaak@israelcorp.com

References of previous documents relating to this matter(the reference does not constitute incorporation by reference):

The corporation's securities are listed for trade on the TASE
Short name: חברה לישראל
Address: 61204 תל אביב , 20456 ת"ד
Tel: 03-6844517 , 03-6844500 Fax: 03-6844587
E-mail address: MAYAAK@ISRAELCORP.COM

Date of revision of form structure: 09/12/2025

Previous names of reporting entity: THE ISRAEL CORPORATION LTD.

Name of the Signatory: אלשיך קפלן מאיה Position of Signatory in the reporting corporation:
Name of Employer Company:
Address: 61204 תל-אביב , 23 ארניא
Telephone: 03-6844517 Fax: 03-6844587
E-mail: mayaak@israelcorp.com

1 June, 2026

To:
The Securities Authority
Through the MAGNA system

The Tel Aviv Stock Exchange Ltd.
Through the MAGNA system

Dear Sir/Madam,

Re: **Immediate Report of the Convening of a Special General Meeting of the Shareholders of Israel Corporation Ltd.**

An immediate report is hereby given in accordance with the Companies Law, 5759-1999 (hereinafter: the "**Companies Law**"), the Securities Regulations (Immediate and Periodic Reports) 5730-1970 (hereinafter: the "**Reporting Regulations**"), the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company and the Addition of an Item to the Agenda), 5760-2000, and the Companies Regulations (Voting in Writing and Position Statements), 5766-2005, (hereinafter: the "**Voting Regulations**"), with regard to the convening of a special general meeting of the shareholders of Israel Corporation Ltd. (hereinafter: the "**Company**"), which will be held **on Monday, July 13, 2026, at 10:00 a.m.** by using means of communications as stated in Section 4 of this Report (hereinafter: the "**Meeting**"), for the purpose of passing the resolutions on the agenda, as set forth below:

1. **The Items on the Meeting's Agenda and a Summary of the Resolutions:**

   1.1. **The appointment of Ms. Lily Ayalon as an outside director of the Company and approval of her terms of office**

   The appointment of Ms. Lily Ayalon as an outside director of the Company for a period of three (3) years, commencing from the date of the Meeting, upon the expiration of the (third) term of office of the incumbent outside director, Mr. Joshua Rosensweig. Ms. Lily Ayalon shall be entitled to the customary terms of office for directors of the Company, and to the grant of Letters of Exemption and Indemnity. For details, see Section 3 of the Report Convening the Meeting.

   Summary of the Proposed Resolution: "To appoint Ms. Lily Ayalon as an outside director of the Company for a term of office of three (3) years, commencing from the date of the Meeting; Ms. Lily Ayalon shall be entitled to the customary terms of office at the Company, and to the grant of Letters of Exemption and Indemnity, as stated in the Report Convening the Meeting."

Israel Corp. Ltd.
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P.O.B 20456, Tel Aviv 6120302, Israel
Tel: +972-3-6844500
Fax: +972-3-6844570
www.israelcorp.com

1.2. <u>Share Capital Split and Amendment of the Company's Articles of Association and the Memorandum Accordingly</u>

1.2.1. On 27 May 2026, the Company's Board of Directors resolved to recommend to the general meeting to carry out a share capital split of the Company and, for this purpose, to amend the Company's Articles of Association and the Memorandum.

1.2.2. Accordingly, it is proposed to carry out a share capital split at a ratio of 1:10, such that each one (1) share on the record date will be split into ten (10) ordinary shares with no par value.

1.2.3. For convenience, the table below presents the Company's registered share capital and issued and paid-up share capital, before and after the share split:

	Registered share capital	**Issued and paid-up share capital**
Prior to the share split	160,000,000 1 NIS value per share	7,705,107 1 NIS value per share
Following the share split	1,600,000,000 with no par value	77,051,070 with no par value

1.2.4. In addition, an adjustment will be made to all of the Company's existing convertible securities as of this date,[1] such that each one (1) convertible security (as applicable) will be adjusted on a 1:10 basis in accordance with the share split, so that the number of convertible securities will be increased by a factor of ten (10), and the exercise price of each security shall be adjusted accordingly.

1.2.5. **Non-Registered Shareholders** - The record date for the share capital split will be determined by the Company's management, in coordination with the Tel Aviv Stock Exchange Ltd. (the "**TASE**"), and will be specified in an immediate report to be published by the Company at the times required under the TASE rules and guidelines.

1.2.6. **Registered Shareholders** - As of the date specified in Section 1.2.5, the Company's register of shareholders shall be updated to reflect the share split with respect to the shares held by registered shareholders. Any registered shareholder who returns their share certificate to the Company's offices shall receive an updated share certificate reflecting a number of shares that is ten (10) times the number of shares held prior to the share capital split.

1.2.7. Within the framework of the share split, the Company's Articles of Association and the Memorandum will be amended in order to reflect the aforesaid changes, including an amendment to Section 11 of the Company's Articles of Association and Section 4 of the Memorandum, such that, instead of 160,000,000 ordinary shares of NIS 1.00 par value each, it will be stipulated that the registered share capital is divided into 1,600,000,000 ordinary shares with no par value.

[1] As of this date: 10,811 non-tradable options for shares 2024 (TASE security no. 1203868).

Summary of the Proposed Resolution: "To approve a share capital split on the terms set forth in the meeting convening report, such that each one (1) ordinary share on the record date will be split into ten (10) ordinary shares with no par value; and to approve the amendment of the Company's Articles of Association and the Memorandum accordingly."

2. **Further Details with Respect to the Resolution in Section 1.1 on the Agenda - the Appointment of Ms. Lily Ayalon as an Outside Director of the Company**

2.1. The appointment of Ms. Lily Ayalon as an outside director of the Company, for a first term of office of three (3) years, commencing from the date of the Meeting. Ms. Lily Ayalon's declaration, including in accordance with Sections 224B and 241 of the Companies Law, is attached herewith as **Appendix A** to this Report, and it is available for inspection at the Company's offices, as stated in Section 16 of this Report. The Board of Directors of the Company has determined, based, inter alia, on Ms. Lily Ayalon's declaration and on information provided by her, that she possesses accounting and financial expertise, as stated in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Qualifications), 5766-2005, and therefore she is an "Expert Outside Director" as this term is defined in the Companies Regulations (Rules Regarding Remuneration and Expenses for an Outside Director), 5760-2000.

2.2. Ms. Lily Ayalon shall be entitled to the current terms and conditions of office, as per standard practice at the Company,[2] including annual remuneration and remuneration for participation, in the maximum amount as set forth in the Companies Regulations (Rules Regarding Remuneration and Expenses for an Outside Director), 5760-2000, taking into consideration the rank of the Company and the classification of a director as an "expert director", who is entitled to an "expertise supplement," reimbursement of expenses, inclusion in the Company's directors' and officers' liability insurance arrangements, and a letter of exemption and indemnification, all in accordance with the resolutions approved by the Company's competent organs, as may be approved from time to time, and in accordance with the Company's customary terms.

2.3. **Below are details of Ms. Lily Ayalon in accordance with Regulations 26 and 36B(10) of the Reporting Regulations**:

(1) **Name: Lily Ayalon** (1A**) ID No.:** 059660043;

(2) **Date of Birth**: June 17, 1965;

(3) **Address for Service of Court Process:** 58 Sderot Haperahim, Modiin-Maccabim-Reut, 7179902;

(4) **Citizenship**: Israeli;

(5) **Membership of committees of the Board of Directors:** Audit and Compensation Committee; Finance and Balance Sheet Committee;

[2] For details regarding the terms of office of directors of the Company, see the Company's Compensation Policy. In addition, for details regarding the arrangements in connection with the exemption, indemnity and insurance for directors of the Company, see also Regulations 22 and 29A of Part D (Further Details) of the Periodic Report for 2025 published on March 25, 2026 (Ref. No.: 2026-01-027364) incorporated herein by reference. the Letter of Indemnity to be granted to Ms. Lily Ayalon shall be granted in accordance with the updating text as approved by the shareholders Meeting for details see the immediate reports published on August 13, 2025 (Ref. No.: 2025-01-060353) and on September 18, 2025 (Ref. No.: 2025-01-070647).

(6) **Outside director**: Yes;

Independent director: Yes;

Possesses financial and accounting expertise: Yes;

Possesses professional qualifications: Yes;

Is an "Expert Outside Director": Taking into consideration the director's declarations, the Board of Directors of the Company has determined that the director is an "Expert Director", as the term "Expert Outside Director" is defined in the Companies Regulations (Rules Regarding Remuneration and Expenses for an Outside Director), 5760-2000;

(7) **Is an employee of the corporation, a subsidiary, related company or of an interested party**: No;

(8) **Date of commencement of office**: July 13, 2026;

(9) **Her education**:

Bachelor's degree in accounting and economics, Hebrew University; master's degree in business administration (MBA), with a specialization in Finance, Hebrew University;

Her employment in the last five years:

Head of Corporate Department, Ayalon Project Control and Consulting Ltd; Director in Israeli and foreign companies;

Member of the Israeli Institution for Accounting Standardization.

Corporations at which she serves as a director:

Caesarstone Ltd., Westdale America Limited, Meitav Investment House Ltd., and Rekah Pharmaceutical Industries Ltd.

(10) **Is she a relative of another interested party in the corporation**: No.

3. **Notice of the Convening of a Special General Meeting**

Notice is hereby given that a special general meeting of the Company's shareholders will be held on Monday, July 13, 2026, at 10:00 a.m. by using means of communications, whose agenda comprises the passing of the resolutions as set forth above. **Connect to the Meeting using the following number:**
+972-3-3765221 / ID : 772389731#

4. **The Majority Required to Pass the Resolutions on the Meeting's Agenda**[3]

4.1. The majority that is required at the Meeting, to approve the resolution proposed in Section 1.1 (the appointment of Ms. Lily Ayalon as an outside director of the Company) on the above agenda, is a majority of the shareholders who are present at the Meeting, in person or by proxy, provided that one of the following is satisfied: (1) the count of the votes of the majority at the general meeting will include a majority of all the votes of the shareholders who are not controlling shareholders of the Company or entities with a personal interest in the approval of the appointment, with the exception of a personal interest that does not arise as a result of his relations with the controlling shareholders, who are participating in the vote; the count of all the votes of the said shareholders will not take into account the votes of the abstaining shareholders; (2) the total of the votes against, from among the shareholders as stated in paragraph (1) above, will not exceed a rate of two percent (2%) of the total voting rights at the Company. Any entity with a personal interest will be subject to the provisions of Section 276 of the Companies Law, mutatis mutandis.

4.2. The majority that is required at the Meeting, to approve the resolution proposed in Section 1.2 on the above agenda, in accordance with Section 24 of the Companies Law, and Section 5 of the Memorandum, is a simple majority of the shareholders who are entitled to participate in the vote, who are present at the Meeting, in person or by proxy, without taking into account the votes of the abstaining shareholders.

5. **Quorum and Adjourned Meeting**

Pursuant to sections 59 and 60 of the Company's Articles, the quorum for the purpose of holding the Meeting will be constituted when five shareholders are present, whether in person or by proxy, who have at least twenty five percent of the voting rights. If there is no quorum at the general meeting at the expiration of half an hour from the time appointed for the commencement of the Meeting, the Meeting will stand adjourned by one week to the same day and to the same time and the same place, without it being necessary to give notice thereof to the shareholders, and if no quorum is constituted at the adjourned meeting at the expiration of half an hour from the time appointed for the Meeting, the shareholders present will constitute a quorum.

6. **The Record Date and Proof of Ownership of a Share**

The record date for determining the eligibility of a shareholder of the Company to vote at the general meeting, as stated in Section 182 of the Companies Law and Section 3 of the Voting Regulations, is at the end of the Stock Exchange trading day of Monday, June 8, 2026, and if no trading is conducted on the record date, then on the first trading day prior thereto (hereinafter: the "**Record Date**").

In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at the General Meeting), 5760-2000, any shareholder in whose favor a share is registered with a member of the Tel Aviv Stock Exchange Ltd. and which share is included amongst the shares of the Company which are registered in the Register of Shareholders, in the name of a nominee company, and who wishes to vote at the general meeting, will submit to the Company confirmation from the said member of the Stock Exchange, with whom his title to the share is registered, with regard to his ownership of the share, on the Record Date, in accordance with the form

[3] To the best of the Company's knowledge, the controlling shareholders of the Company do not hold shares at a rate that would confer on them the majority that is required to pass the resolutions on the Meeting's agenda.

in the Schedule of the aforesaid Regulations (hereinafter: "**Confirmation of Ownership**").

Such a shareholder is entitled to receive the Confirmation of Ownership from the member of the Stock Exchange through whom he holds his shares, at the branch of the Stock Exchange member or by dispatch by mail to his address, in consideration of mailing costs only, if he so requested. A request in this matter will be given in advance, for a particular securities account.

7. Manner of Voting

7.1. Voting By Proxy

A shareholder who is entitled to participate in and vote at the Meeting may vote, in person or by proxy, in accordance with that stated in the Company's Articles. A shareholder who wishes to vote by proxy, as set forth above, will deposit the Power of Attorney at the Company's registered office at least 48 hours prior to the time appointed for the Meeting or for the adjourned meeting, as the case may be.

7.2. Voting by Voting Form and Sending Position Statements

In accordance with the Voting Regulations, a shareholder who is entitled to participate in and vote at the Meeting may vote on a resolution submitted for the Meeting's approval, by using a voting form. For this purpose, the vote of a shareholder who voted using a voting form will be counted, as if he had been present at and participated in the Meeting. The vote using a voting form, with regard to a shareholder who wishes to vote using a voting form instead of his participation at the Meeting in person and/or by proxy, will be done using the Second Part of the Voting Form, which is attached herewith as **Appendix B** to this Report.

The Voting Form and the documents that need to be attached thereto as specified in the Voting Form will be submitted to the Company's offices up to 4 hours prior to the time for the convening of the Meeting. For this purpose, the time of submission is the time when the Voting Form and the documents that need to be attached thereto arrived at the Company's offices. A member of the Stock Exchange will send, by email, without consideration, the link to the text of the Voting Form and the voting forms on the Distribution Site, to any shareholder who is not registered in the Register of Shareholders, and whose shares are registered with the said Stock Exchange member, unless the shareholder notified the Stock Exchange member that he does not wish to receive such link or unless he gave notice that he wishes to receive voting forms by post, in consideration of mailing costs only.

The addresses of the websites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd., where the text of the Voting Form, the position statements (if submitted to the Company) and the updated agenda (if published) are available, are as set forth below – the distribution site of the Israel Securities Authority is: http://www.magna.isa.gov.il (hereinafter: the "**Distribution Site**"); and the website of the Tel Aviv Stock Exchange Ltd. is: https://maya.tase.co.il. A shareholder may also apply directly to the Company

and receive from it the text of the Voting Form and the position statement, if submitted.

One or more shareholders who hold, on the Record Date, shares at a rate constituting five percent or more out of the total voting rights at the Company and also a shareholder who holds such a rate out of all the voting rights which are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, may review the voting forms, as set forth in Regulation 10 of the Voting Regulations.

As of the present date, the number of shares which constitute 5% of the total voting rights at the Company is: 375,027 ordinary shares having a par value of NIS 1.00 each of the Company (excluding treasury shares and rounding up fractions of shares).

As of the present date, the number of shares which constitute 5% of the total voting rights of the Company that are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, is: 194,329 ordinary shares having a par value of NIS 1.00 each of the Company (excluding treasury shares and rounding up fractions of shares).
The last date for the submission of position statements is up to ten days prior to the date of the Meeting, and the last date for the submission of the Board of Directors' response to a position statement is up to five days prior to the date of the Meeting.

8. **Voting Through the Electronic Voting System**

A non-registered shareholder, as defined in Section 177(1) of the Companies Law, may vote using a voting form that will be transmitted to the Company through the Electronic Voting System (as defined below), all in accordance with and subject to the terms and conditions set forth in the Voting Regulations.

After the Record Date, upon receipt of an identification number and an access code from the member of the Stock Exchange, and after a process of identification, a non-registered shareholder may vote through the electronic system, which operates pursuant to Article B of Chapter G2 of the Securities Law, 5728-1968 (hereinafter and hereinabove: the "**Electronic Voting System**" and the "**Securities Law**," as applicable). The address of the Electronic Voting System, as construed in Section 44K2 of the Securities Law, is: https://votes.isa.gov.il.

In accordance with and subject to the terms and conditions set forth in the Voting Regulations and the instructions of the Israel Securities Authority in this matter, voting through the Electronic Voting System will be possible for up to six (6) hours prior to the time for the convening of the Meeting or at an earlier time as will be determined by the Israel Securities Authority, provided that it will not exceed 12 hours prior to the time for the convening of the Meeting (hereinafter: the "**System Closing Time**"). It should be clarified that a vote cast through the Electronic Voting System may be modified or cancelled up until the System Closing Time, and it may not be modified through the Electronic Voting System after this time.

If a shareholder voted in more than one of the aforesaid ways, his later vote will be counted, and the vote of a shareholder in person at the Meeting or by proxy will be deemed to be later than a vote using a voting form or a vote using the Electronic Voting System.

9. **Request by a Shareholder to Include an Item on the Agenda**

The last date for the submission of a request by a shareholder, pursuant to Section 66(B) of the Companies Law, to include an item on the agenda of the Meeting, is up to seven (7) days after the date of the convening of the Meeting. It should be stated that should a request be submitted pursuant to this section above – there may be changes to the Meeting's agenda, including the addition of an item to the agenda, and the up-to-date agenda may be reviewed in the Company's reports on the Distribution Site.

10. **Review of Documents**

The Company's shareholders may review the text of the proposed resolutions, at the Company's offices, at 20 Aranha St., Landmark Tower, Tel Aviv, on Sundays to Thursdays, from 09:00-16:00, by prior arrangement on Tel: 03-6844500.

Sincerely yours,

Israel Corporation Ltd.

The name of the authorized signatory to the report and the name of the authorized electronic signatory: Maya Alcheh-Kaplan
Position: Executive Vice President, the General Counsel & Company Secretary
Date of signature: 1 June, 2026.

APPENDIX B – VOTING FORM

ISRAEL CORPORATION LTD.

VOTING FORM

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (hereinafter: the "Voting Regulations")

FIRST PART

1. **Name of the Company**

   Israel Corporation Ltd. (hereinafter: the "**Company**").

2. **Type of the Meeting, the Date and the Venue**

   A special general meeting of the Company's shareholders will be held on Monday, July 13, 2026**,** at 10:00 a.m., by using means of communications, whose agenda comprises the passing of the resolutions as set forth below. **Connect to the Meeting using the following number:**
   +972-3-3765221 / ID : 772389731#

3. **Details of the Items on the Agenda in respect of which Shareholders can Vote Using a Voting Form**

   3.1 **The appointment of Ms. Lily Ayalon as an outside director of the Company and approval of her terms of office**

   The appointment of Ms. Lily Ayalon as an outside director of the Company for a period of three (3) years, commencing from the date of the Meeting, upon the expiration of the (third) term of office of the incumbent outside director, Mr. Joshua Rosensweig. Ms. Lily Ayalon shall be entitled to the customary terms of office for directors of the Company, and to the grant of Letters of Exemption and Indemnity. For details, see Section 3 of the Report Convening the Meeting.

   Summary of the Proposed Resolution: "To appoint Ms. Lily Ayalon as an outside director of the Company for a term of office of three (3) years, commencing from the date of the Meeting; Ms. Lily Ayalon shall be entitled to the customary terms of office at the Company, and to the grant of Letters of Exemption and Indemnity, as stated in the Report Convening the Meeting."

3.2 **Share Capital Split and Amendment of the Company's Articles of Association and the Memorandum Accordingly**

3.2.1. On 27 May 2026, the Company's Board of Directors resolved to recommend to the general meeting to carry out a share capital split of the Company and, for this purpose, to amend the Company's Articles of Association and the Memorandum.

3.2.2. Accordingly, it is proposed to carry out a share capital split at a ratio of 1:10, such that each one (1) share on the record date will be split into ten (10) ordinary shares with no par value.

3.2.3. Within the framework of the share split, the Company's Articles of Association and the Memorandum will be amended in order to reflect the aforesaid actions, including an amendment to Section 11 of the Company's Articles of Association and Section 4 of the Memorandum, such that, instead of 160,000,000 ordinary shares of NIS 1.00 par value each, it will be stipulated that the registered share capital is divided into 1,600,000,000 ordinary shares with no par value each.

3.2.4. For additional details, see Section 1.2 of the Report Convening the Meeting.

Summary of the Proposed Resolution: "To approve a share capital split on the terms set forth in the meeting convening report, such that each one (1) ordinary share on the record date will be split into ten (10) ordinary shares with no par value; and to approve the amendment of the Company's Articles of Association and the Memorandum accordingly."

4. **Review of the Text of the Proposed Resolutions**

The Company's shareholders may review the text of the proposed resolutions at the Company's offices, at 20 Aranha St., Landmark Tower, Tel Aviv, by prior arrangement, on Sundays to Thursdays, from 09:00-16:00, on Tel: 03-6844500, and also on the websites of the Israel Securities Authority and the Tel Aviv Stock Exchange Ltd. (hereinafter: the "**Stock Exchange**"), whose addresses are specified in Section 11 below.

5. **The Majority Required to Pass the Resolutions on the Meeting's Agenda**[1]

5.1. The majority that is required at the Meeting, to approve the resolution proposed in Section 3.1 (the appointment of Ms. Lily Ayalon as an outside director of the Company) on the above agenda, is a majority of the shareholders who are present at the Meeting, in person or by proxy, provided that one of the following

[1] To the best of the Company's knowledge, the controlling shareholders of the Company do not hold shares at a rate that would confer on them the majority that is required to pass the resolution number 3.1 on the Meeting's agenda..

is satisfied: (1) the count of the votes of the majority at the general meeting will include a majority of all the votes of the shareholders who are not controlling shareholders of the Company or entities with a personal interest in the approval of the appointment, with the exception of a personal interest that does not arise as a result of his relations with the controlling shareholders, who are participating in the vote; the count of all the votes of the said shareholders will not take into account the votes of the abstaining shareholders; (2) the total of the votes against, from among the shareholders as stated in paragraph (1) above, will not exceed a rate of two percent (2%) of the total voting rights at the Company. Any entity with a personal interest will be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*.

5.2. The majority that is required at the Meeting, to approve the resolution proposed in Section 3.2 on the above agenda, in accordance with Section 24 of the Companies Law, and Section 5 of the Memorandum, is a simple majority of the shareholders who are entitled to participate in the vote, who are present at the Meeting, in person or by proxy, without taking into account the votes of the abstaining shareholders.

6. Shareholder with a Personal Interest

In the Second Part of the Voting Form, space is allocated for marking whether the shareholder does or does not have a personal interest, and for a description of the nature of the personal interest. **It should be clarified that if a shareholder fails to mark such a space or if he marks "Yes" but fails to describe the nature of his personal interest in the said resolution, his vote will not be included in the count of the votes.** In addition, as regards the vote of interested parties, senior officers and institutional investors (as these are defined in the Second Part of the Voting Form), space is allocated in the Second Part of the Voting Form for the relevant marking.

7. Validity of the Voting Form

7.1 The Voting Form will be valid only if "Confirmation of Ownership" (a power of attorney from the nominee company proving the ownership of the share; hereinafter: "**Confirmation of Ownership**") of the non-registered shareholder (i.e., a shareholder in whose favor shares are registered with a Stock Exchange member and which shares are included amongst the shares registered in the Register of Shareholders, in the name of the nominee company; hereinafter: "**Non-Registered Shareholder**") is attached thereto, or if Confirmation of Ownership was sent to the Company through the Electronic Voting System, as defined below, or a photocopy of an ID card, passport or certificate of incorporation, if the shareholder is registered in the Company's books.

In the alternative, a Non-Registered Shareholder may transfer Confirmation of Ownership to the Company through the Electronic Voting System up until the time of the closing of the Electronic Voting System (i.e., up to six (6) hours prior to the time for the convening of the Meeting).

7.2 The last time for the submission of the voting forms is up to four (4) hours prior to the time of the general meeting. For this purpose, the time of the submission is the time at which the Voting Form and the documents that need to be attached thereto arrived at the Company's offices, whose address is specified in Section 9 below.

8. **Voting Through the Electronic Voting System**

A Non-Registered Shareholder may vote using a voting form that is transmitted to the Company through the Electronic Voting System (as defined below), all in accordance with and subject to the terms and conditions set forth in the Voting Regulations.

After the Record Date (as this term is defined below), upon receipt of an identification number and an access code from the member of the Stock Exchange, and after a process of identification, a Non-Registered Shareholder may vote through the electronic system, which operates pursuant to Article B of Chapter G2 of the Securities Law, 5728-1968 (hereinafter: the "**Electronic Voting System**" and the "**Securities Law,**" respectively). The address of the Electronic Voting System, as construed in Section 44K2 of the Securities Law, is: https://votes.isa.gov.il.

In accordance with and subject to the terms and conditions set forth in the Voting Regulations and the instructions of the Israel Securities Authority in this matter, voting through the Electronic Voting System will be possible for up to six (6) hours prior to the time for the convening of the Meeting or at an earlier time as will be determined by the Israel Securities Authority, provided that it will not exceed 12 hours prior to the time for the convening of the Meeting (hereinafter: the "**System Closing Time**"). It should be clarified that a vote cast through the Electronic Voting System may be modified or cancelled up until the System Closing Time, and it may not be modified through the Electronic Voting System after this time.

If a shareholder voted in more than one of the aforesaid ways, his later vote will be counted, and the vote of a shareholder in person at the Meeting or by proxy will be deemed to be later than a vote using a voting form or a vote using the Electronic Voting System.

9. **The Company's Address for Delivering Voting Forms and Position Statements**

At the Company's offices, at 23 Aranha St., Millennium Tower, Tel Aviv.

10. **The Last Date for Delivering Position Statements, the Last Date for Delivering the Board of Directors' Response to Position Statements and the Record Date for Determining a Shareholder's Eligibility to Participate in and Vote at the Meeting**

10.1 The last date for the submission of position statements is up to ten (10) days prior to the date of the Meeting, and the last date for the submission of the Board of Directors' response to a position statement is up to five (5) days prior to the date of the Meeting.

10.2 The record date for determining the eligibility of a shareholder of the Company to vote at the general meeting, as stated in Section 182(c) of the Companies Law and Section 3 of the Voting Regulations, is at the end of the Stock Exchange trading day of Monday, June 8, 2026, and if no trading is conducted on the Record Date, then on the first trading day prior thereto (hereinafter: the "**Record Date**").

11. **Addresses of the Distribution Site and the Website of the Stock Exchange, Where the Voting Forms and Position Statements are Available**

11.1 The address of the Distribution Site of the Israel Securities Authority is: http://www.magna.isa.gov.il.

11.2 The address of the website of the Tel Aviv Stock Exchange Ltd. is: https://maya.tase.co.il.

12. **Additional Comments, as Required Pursuant to the Voting Regulations**

12.1 A Non-Registered Shareholder may receive the Confirmation of Ownership, as defined in Section 71 of the Companies Law, and as stated in Section 7.1 above, at the branch of the Stock Exchange member or by dispatch by mail, if he so requested, in consideration of mailing costs only. A request in this matter will be given in advance, for a particular securities account. In addition, a Non-Registered Shareholder may instruct that his Confirmation of Ownership be sent to the Company through the Electronic Voting System.

12.2 A Non-Registered Shareholder may receive by email, without charge, a link to the text of the Voting Form and the position statements (if any) on the Distribution Site, from the Stock Exchange member through which he holds his shares, unless he informed the Stock Exchange member that he does not wish to receive such a link or that he wishes to receive voting forms by mail, in consideration of payment. The Non-Registered Shareholder's notice with respect to the voting forms will also apply with respect to the receipt of position statements (if any).

In addition, any shareholder may contact the Company directly to receive from it, without charge, the text of the Voting Form, or, with his consent, a link to the text of the Voting Form on the Distribution Site, and also the position statements that have reached the Company, if any.

12.3 One or more shareholders who hold shares at a rate constituting five percent (5%) or more out of the total voting rights at the Company and also a shareholder who holds such a rate out of all the voting rights which are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, may, himself or through a representative on his behalf, after the convening of the general meeting, review the voting forms and the voting records through the Electronic Voting System, which have reached the Company, as set forth in Regulation 10 of the Voting Regulations.

12.3.1 As of the present date, the number of shares which constitute 5% of the total voting rights at the Company is: 375,027 ordinary shares having a par value of NIS 1.00 each of the Company (excluding treasury shares and rounding up fractions of shares).

12.3.2 As of the present date, the number of shares which constitute 5% of the total voting rights of the Company that are not held by the controlling shareholder of the Company, as defined in Section 268 of the Companies Law, is: 194,329 ordinary shares having a par value of NIS 1.00 each of the Company (excluding treasury shares and rounding up fractions of shares).

12.4 After the date of publication of this Voting Form, there may be changes to the agenda of the Meeting which is the subject of this Voting Form (including the addition of an item to the agenda), and position statements may be published in matters pertaining to this voting form. It will be possible to review the up-to-date agenda of the Meeting, as aforesaid, and the position statement, if submitted, in the Company's reports on the Distribution Site.

12.5 An amended voting form, insofar as required, as a consequence of changes to the resolutions on the agenda, will be published by the Company on the Distribution Site concurrently with the publication of the changes to the resolutions, as aforesaid, not later than the dates set forth in Regulation 5B of the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting at a Public Company), 5760-2000.

12.6 The shareholder will specify the manner of his voting with respect to the item on the agenda and in respect of which he can vote using this Voting Form, in the Second Part of this Voting Form.

13. **Cancellation of the Voting Form**

A shareholder may, up to twenty four (24) hours prior to the time of the convening of the general meeting, contact the address for the submission of voting forms, as stated in Section 9 above and, after proving his identity to the satisfaction of the Company's Secretary or another employee who has been appointed for this purpose, he may withdraw the Voting Form and his Confirmation of Ownership.

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APPENDIX B – VOTING FORM

ISRAEL CORPORATION LTD.

VOTING FORM

In accordance with the Companies Regulations (Voting in Writing and Position Statements), 5766-2005 (hereinafter: the "Voting Regulations")

SECOND PART

Part A:

1. **Name of the Company**: Israel Corporation Ltd. (hereinafter: the "**Company**").

2. **Company's Address (for delivering and sending voting forms)**: 20 Aranha St., Landmark Tower, Tel Aviv.

3. **Company No.**: 52-002801-0.

4. **Date of the Meeting**: Monday, July 13, 2026, at 10:00 a.m., and any adjourned meeting.

5. **Type of the Meeting**: A special general meeting.

6. **Record Date:** At the end of the Stock Exchange trading day of Monday, June 8, 2026, and if no trading is conducted on the Record Date, then on the first trading day prior thereto.

Part B (to be completed by the shareholders):

1. **Details of the Shareholder**
   - 1.1 Name of the Shareholder: _____.
   - 1.2 ID No.: _____.
   - 1.3 Passport No. (if the shareholder does not possess an Israeli ID card): _____.
   - 1.4 The country in which the passport was issued (if the shareholder does not possess an Israeli ID card): _____.
   - 1.5 The passport is valid until the date of (if the shareholder does not possess an Israeli ID card): _____.
   - 1.6 Corporation No. (if the shareholder is a corporation): _____.
   - 1.7 Country of incorporation (if the shareholder is a corporation): _____.

2. **Manner of Voting**

The Items on the Agenda	Manner of Voting[1]			Are you a controlling shareholder of the Company/ do you have a personal interest in the approval of the resolution? [2]	
	For	Against	Abstain	No	Yes*
2.1 To appoint Ms. Lily Ayalon as an outside director of the Company for a term of office of three (3) years, commencing from the date of the Meeting; Ms. Lily Ayalon shall be entitled to the customary terms of office at the Company, and to the grant of Letters of Exemption and Indemnity, as stated in the Report Convening the Meeting					
2.2 To approve a share capital split on the terms set forth in the meeting convening report, such that each one (1) ordinary share on the record date will be split into ten (10) ordinary shares with no par value; and to approve the amendment of the Company's Articles of Association and the Memorandum accordingly.					

*** Please specify the nature of the relevant connection, as the case may be:**

_____
_____
_____

An interested party, a senior officer or an institutional investor

Are you an interested party, a senior officer or an institutional investor? [Mark]

Are you an interested party[3] in the Company?	Yes	No
Are you a senior officer[4] of the Company?	Yes	No
Are you an institutional investor[5]?	Yes	No

3. **Comments in Accordance with the Voting Regulations**:

a. With respect to shareholders holding shares through a Stock Exchange member (pursuant to Section 177(1) of the Companies Law) – this Voting Form is valid solely upon the attachment of Confirmation of Ownership, except in cases in which the vote is through the Electronic Voting System.

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[1] Failure to mark a response will be deemed to be abstaining in the vote on the said matter.

[2] The vote of a shareholder who does not fill in this column, or who marks "Yes" but fails to provide details, will not be included in the count of the votes.

[3] As defined in Section 1 of the Securities Law, 5728-1968.

[4] As defined in Section 37(d) of the Securities Law, 5728-1968.

[5] As defined in Regulation 1 of the Control of Financial Services Regulations (Provident Funds) (Participation by a Management Company in a General Meeting), 5769-2009, and also a Mutual Fund Manager, within the meaning of that term in the Joint Investment Trust Law, 5754-1994.

b. With respect to shareholders registered in the Company's Register of Shareholders – the Voting Form is valid upon the attachment of a photocopy of the ID card/ passport/ certificate of incorporation.

c. This Voting Form shall be delivered to the Company, or it shall be sent by registered mail, so that this Voting Form and the aforesaid documents will be received at the Company's registered office by not later than four hours prior to the time of the convening of the general meeting. A Voting Form that arrives later will not be deemed to be presence at the meeting for the purpose of the constitution of a quorum for voting, and it will not be counted in the vote.

Date: _____

_____
Shareholder's Signature

Appendix A

External Director Declaration

Date: 1.6.2026

To:

Israel Corporation Ltd.

Re: Declaration regarding eligibility to serve as an External Director

I, the undersigned, Lily Ayalon, ID No. 059660043, hereby agree to serve as an External Director of Israel Corporation Ltd. (the "**Company**") and hereby confirm that I satisfy the eligibility conditions prescribed by the Companies Law, 5759-1999 (the "**Companies law**"), for my service as an External Director of the Company, as set forth in my declaration below:

1. This declaration is given pursuant to Sections 224B and 241 of the Companies Law and in accordance with the terms and definitions set forth therein.

2. During the five years preceding the date of this declaration, I have not been convicted:

2.1. of offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law, 5728-1968 (the "**Securities Law**");

2.2. in a court outside Israel, of bribery, fraud, offenses involving corporate officers, or insider trading offenses;

2.3. of any other offense in respect of which the court determined that, due to its nature, severity or circumstances, I am unfit to serve as a director in a public company.

3. No enforcement measure prohibiting me from serving as a director in a company has been imposed on me by the Administrative Enforcement Committee.

4. I am an adult resident of Israel, I have not been declared by a court to be legally incompetent under the Legal Capacity and Guardianship Law, 5772-1962, nor have I been declared bankrupt under the Bankruptcy Ordinance [New Version], 5740-1980, and to the best of my knowledge there is no restriction whatsoever on my appointment as an External Director of the Company.

5. I am not a relative of the controlling shareholder of the Company, and neither I, nor my relatives, partners, employer, any person to whom I am directly or indirectly subordinate, nor any corporation under my control, has, at the date of appointment or during the two years preceding the date of appointment, any affiliation with the Company, with the controlling shareholder of the Company or with a relative of the controlling shareholder, at the date of appointment, or with another corporation.

6. Neither I, nor my relatives, partners, employer, any person to whom I am directly or indirectly subordinate, nor any corporation under my control, has business or professional ties with the Company, with the controlling shareholder of the Company or with a relative of the controlling shareholder, or with another corporation, even if such ties are not ordinarily maintained, and I have not received, nor am I aware that I am entitled to receive, remuneration contrary to the provisions of Section 244(b)[1] of the Companies Law.

7. My other roles or occupations do not create, and are not likely to create, a conflict of interest with my role as a director of the Company, and do not limit and/or impair my ability to serve as a director of the Company and/or as a member of the board committee(s).

8. I do not serve as a director in another company in which one of the members of the Company's board of directors serves as an external director.

9. I am not an employee of the Israel Securities Authority or of any stock exchange in Israel.

10. I possess the required qualifications and the ability to devote the appropriate time for the performance of the role of director in the Company, taking into account, inter alia, the special needs of the Company and its size, including on the basis of my education, experience and occupation.

11. In light of my education, experience, past and present occupation, and qualifications, and based on the foregoing:

(X) *I possess professional competence.*

( ) *I possess accounting and financial expertise.*[2]

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[1] Remuneration contrary to the provisions of Section 244(b) of the Companies Law means that, in addition to the compensation to which a director is entitled and reimbursement of expenses, no other remuneration, directly or indirectly, shall be received by reason of his or her service as a director in the company; for the purposes of this section, the granting of an exemption, an undertaking to indemnify, or insurance pursuant to the provisions of Part C of Chapter Three of the Law shall not be deemed remuneration.

[2] Pursuant to the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and for a Director with Professional Competence), 5765-2005: a director with "**accounting and financial expertise**" is a director who, by virtue of his or her education, experience and qualifications, possesses a high level of proficiency and understanding in business-accounting matters and financial statements, enabling him or her to gain

12. I am familiar with the Companies Regulations (Rules Regarding Remuneration and Expenses of an External Director), 5760-2000 (the "Regulations"), and I was informed of the annual remuneration and participation remuneration payable to an External Director prior to giving my consent to serve in such capacity.

13. I hereby declare and undertake to the Company that, should any change occur in any of my declarations set forth above and/or should any impediment of any kind or nature arise that would prevent the continuation of my classification as an External Director of the Company (including with respect to any of the conditions prescribed by any law, including the Companies Law and/or the Companies Regulations and/or the Securities Law, as may be enacted from time to time), I shall notify the Company thereof immediately and without delay, so that my classification as an External Director shall lapse as of the date of such notice.

14. I understand that the Company relies on this declaration for the purpose of my appointment as a member of the board of directors of the Company and of the board committees of the Company (including service on committees for which my classification as an External Director is a condition of my service thereon).

15. Having read and understood all the above, I hereby declare that all the above is true and that all data and details included in this declaration are accurate and complete. I further declare that I am not aware of any detail not included in this declaration that may affect my service as an External Director and my classification as such.

16. I confirm that this declaration shall be kept at the Company's registered office and shall be published as part of the Company's public reports.

Lily Ayalon

[NAME]

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an in-depth understanding of the company's financial statements and to initiate a discussion regarding the manner in which the financial data is presented. The assessment of a director's accounting and financial proficiency shall be made by the board of directors, taking into account, among the overall considerations, his or her education, experience, and knowledge in the following matters: (1) accounting issues and accounting control issues characteristic of the industry in which the company operates and of companies of the size and complexity of the company; (2) the functions of the independent auditor and the duties imposed upon him or her; (3) the preparation and approval of financial statements under the Companies Law, 5759-1999, and under the Securities Law, 5728-1968.