

**Immediate report on the results of a meeting to approve a transaction with a controlling shareholder and/or to approve a private offering and/or to approve the dual role of chairman and CEO and/or the appointment of an external director**

Pursuant to Section 13 of the Securities Regulations (Transaction between a Company and a Controlling Shareholder Thereof), 5761-2001

Or Section 22 of the Securities Regulations (Private Offering of Securities in a Listed Company), 5760-2000

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

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

If there were other items on the meeting agenda, they should be listed in section 3.

1. In a meeting convened on *May 16, 2019*, for which notice of convening was published in form reference number *2019-01-032430*, and which had on its agenda the following issues:

Item No.	Type of transaction/voting item	Item summary
<b>1</b>	Appointment of an external director	Re-appointment of Ms. Rivka Granot for an additional three-year term as an external director of the Company
<b>2</b>	Terms of service and employment of a controlling shareholder	Approval of the employment agreements of Mr. Haim Shani and Ms. Bareket Shani for a period of three years
<b>3</b>	Other	Approval of the terms of service of Mr. Amit Harari, the Company's CEO
<b>4</b>	Other	Approval of the payment of compensation to the active co-chairman of the Company's board of directors, Mr. Amit Ben Zvi, for a period of three years
<b>5</b>	Other	Approval of revised compensation policy

The resolutions detailed below were adopted:

<p><b>1</b></p> <p>Type of transaction/voting item: <i>Appointment of an external director</i></p> <p>Item summary: <i>Re-appointment of Ms. Rivka Granot for an additional three-year term as an external director of the Company</i></p> <p>Summary of proposed resolution: <i>To re-appoint Ms. Rivka Granot as an external director of the Company for an additional three-year term, beginning on the date of approval of the meeting.</i></p> <p>The meeting resolved: To Approve</p> <p>Number of shares/securities participating in the vote: 11,379,366</p> <p>Number of shares/securities that voted in favor: 11,346,828</p> <p>Number of shares/securities participating in the vote that were not classified as shares held by parties with a personal interest/as shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 1,489,815, of which 1,457,277 voted in favor of approving the transaction and 32,538 voted against approval of the transaction.</p> <p>Number of shares participating in the vote that were not classified as shares held by controlling shareholders of the Company/as shares held by parties with a personal interest in the approval of the resolution: 1,489,815, of which 1,457,277 voted in favor of approval of the transaction.</p>
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Number of dissenting shares/securities: 32,538

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder 97.82%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders of the Company/are not parties with a personal interest in approving the resolution: 97.82%

Percentage of dissenting votes out of all voting rights in the Company: 0.237%

**2**

Type of transaction/voting item: *Terms of service and employment of a controlling shareholder*

Item summary: *Approval of the employment agreements of Mr. Haim Shani and Ms. Bareket Shani for a period of three years*

Summary of proposed resolution: *To approve the employment agreements of Mr. Shani and Ms. Shani for a period of three years, with effect from April 1, 2019.*

The meeting resolved: To Approve

Number of shares/securities participating in the vote: 11,379,366

Number of shares/securities that voted in favor: 10,984,077

Number of shares/securities participating in the vote that were not classified as shares held by parties with a personal interest/as shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 1,489,815, of which 1,094,526 voted in favor of approving the transaction and 395,289 voted against approval of the transaction.

Number of shares participating in the vote that were not classified as shares held by controlling shareholders of the Company/as shares held by parties with a personal interest in the approval of the resolution: 1,489,815, of which 1,094,526 voted in favor of approval of the transaction.

Number of dissenting shares/securities: 395,289

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 73.47%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders of the Company/are not parties with a personal interest in approving the resolution: 73.47%

Percentage of dissenting votes out of all voting rights in the Company: 2.87%

**3**

Type of transaction/voting item: *Other*

Item summary: *Approval of the terms of service of Mr. Amit Harari, the Company's CEO*

Summary of proposed resolution: *To approve the terms of service of Mr. Amit Harari, the Company's CEO, with effect from April 1, 2019.*

The meeting resolved: To Approve\_

Number of shares/securities participating in the vote: 11,379,366

Number of shares/securities that voted in favor: 11,135,154

Number of shares/securities participating in the vote that were not classified as shares held by parties with a personal interest/as shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 1,489,815, of which 1,245,603 voted in favor of approving the transaction and 244,251 voted against approval of the transaction.

Number of shares participating in the vote that were not classified as shares held by controlling shareholders of the Company/as shares held by parties with a personal interest in the approval of the resolution: 1,489,815, of which 1,245,603 voted in favor of approval of the transaction.

Number of dissenting shares/securities: 244,212.

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 83.61%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders of the Company/are not parties with a personal interest in approving the resolution: 83.61%

Percentage of dissenting votes out of all voting rights in the Company: 1.78%

**4**

Type of transaction/voting item: *Other*

Item summary: *Approval of the payment of compensation to the active co-chairman of the Company's board of directors, Mr. Amit Ben Zvi, for a period of three years*

Summary of proposed resolution: *To approve the payment of compensation to the active co-chairman of the Company's board of directors, Mr. Amit Ben Zvi, for a period of three years, beginning on April 1, 2019.*

The meeting resolved: To approve

Number of shares/securities participating in the vote: \_11,379,366

Number of shares/securities that voted in favor: 10,984,077

Number of shares/securities participating in the vote that were not classified as shares held by parties with a personal interest/as shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 1,489,815, of which 1,094,526 voted in favor of approving the transaction and 395,289 voted against approval of the transaction.

Number of shares participating in the vote that were not classified as shares held by controlling shareholders of the Company/as shares held by parties with a personal interest in the approval of the resolution: 1,489,815, of which 1,094,526 voted in favor of approval of the transaction.

Number of dissenting shares/securities: 395,289.

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 73.47%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders of the Company/are not parties with a personal interest in approving the resolution: 73.47%

Percentage of dissenting votes out of all voting rights in the Company: 2.87%

**5**

Type of transaction/voting item: *Other*

Item summary: *Approval of revised compensation policy*

Summary of proposed resolution: *To approve the revised compensation policy for a period of three years, beginning on the date of its approval by the general meeting of the Company's shareholders.*

The meeting resolved: To Approve

Number of shares/securities participating in the vote: 11,379,366

Number of shares/securities that voted in favor: 10,984,077

Number of shares/securities participating in the vote that were not classified as shares held by parties with a personal interest/as shares not held by controlling shareholders or by parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 1,489,815, of which 1,094,526 voted in favor of approving the transaction and 395,289 voted against approval of the transaction.

Number of shares participating in the vote that were not classified as shares held by controlling shareholders of the Company/as shares held by parties with a personal interest in the approval of the resolution: 1,489,815, of which 1,094,526 voted in favor of approval of the transaction.

Number of dissenting shares/securities: 395,289

Percentage of the vote in favor of approving the transaction, out of all voters who are not parties with a personal interest in the transaction/are not controlling shareholders or parties with a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with a controlling shareholder: 73.47%

Percentage of the vote in favor of approving the transaction, out of all voters who are not controlling shareholders of the Company/are not parties with a personal interest in approving the resolution: 73.47%

Percentage of dissenting votes out of all voting rights in the Company: 2.87%

2. Resolutions of the meeting on other items that were on its agenda:

**1: Presentation of the Company's financial statements**

Resolved by a unanimous vote of all the participants in the vote to confirm that the Company's audited financial statements, the board of directors' report on the state of the Company's affairs, including the fee of the Company's independent auditors for audit actions and fee for other actions, and the periodic annual report (in the Barnea Committee format) for the year ended December 31, 2018 were presented to the general meeting of the Company's shareholders.

**2: Re-appointment of BDO Ziv Haft, CPA, as the Company's independent auditors**

Resolved, by a majority of 99.99% of the participants in the vote, to approve the appointment of BDO Ziv Haft, CPA, as the Company's independent auditors up to the next annual general meeting of the Company's shareholders, and to authorize the board of directors to set their fee.

**3: Re-appointment of Mr. Zvi Livne for an additional term as a director of the Company**

Resolved, by a majority of 94.67% of the participants in the vote, to re-appoint Mr. Zvi Livne as a director of the Company for an additional term up to the date of the next annual general meeting of the Company's shareholders, in accordance with the Company's articles.

**4: Re-appointment of Mr. Gillon Beck for an additional term as a director of the Company**

Resolved, by a majority of 94.67% of the participants in the vote, to re-appoint Mr. Gillon Beck as a director of the Company for an additional term up to the date of the next annual general meeting of the Company's shareholders, in accordance with the Company's articles.

**5: Re-appointment of Mr. Yariv Avisar for an additional term as a director of the Company**

Resolved, by a majority of 94.67% of the participants in the vote, to re-appoint Mr. Yariv Avisar as a director of the Company for an additional term up to the date of the next annual general meeting of the Company's shareholders, in accordance with the Company's articles.

**6: Re-appointment of Mr. Amit Ben Zvi for an additional term as a director of the Company**

Resolved, by a majority of 94.67% of the participants in the vote, to re-appoint Mr. Amit Ben Zvi as a director of the Company for an additional term up to the date of the next annual general meeting of the Company's shareholders, in accordance with the Company's articles.

**7: Re-appointment of Mr. Haim Shani for an additional term as a director of the Company**

Resolved, by a majority of 94.67% of the participants in the vote, to re-appoint Mr. Haim Shani as a director of the Company for an additional term up to the date of the next annual general meeting of the Company's shareholders, in accordance with the Company's articles.

**8: Re-appointment of Ms. Bareket Shani for an additional term as a director of the Company**

Resolved, by a majority of 94.67% of the participants in the vote, to re-appoint Ms. Bareket Shani as a director of the Company for an additional term up to the date of the next annual general meeting of the Company's shareholders, in accordance with the Company's articles.

3. Details of the voters at the meeting that are institutions, have a personal interest or are senior officers:

*The form contains up to 40 rows (each single row for the data of one holder of securities that voted in the meeting). In the event that the number of voters is higher than 40, continue to enter the data for the additional voters in an additional form.*

\_\_\_\_\_ file. File to include, for each voter, the data required in this form.

The voting details are in accordance with the item numbers listed in section 1 above:

Serial No.	Item Number on the Agenda	Last Name of Holder of Shares or Securities/ Name of Corporation (Hebrew) (1)	First Name of Holder of Shares or Securities	Number of Securities	Personal Interest (2)	Manner of Voting	Voting Instrument/ Power of Attorney
1	Item _____	_____	_____	_____	_____	_____	_____

**Explanations:**

(1) Enter the full name as registered with the Registrar of Companies or written in the ID card.

(2) Whether the personal interest is that of the shareholder or holder of securities or that of the holder of the power of attorney.

The data in this column of the table should be entered according to the following details:

- \* Regarding approval of the dual role of chairman and CEO (pursuant to section 121(c) of the Companies Law) – a voter who is a controlling shareholder or has a personal interest in the approval of the resolutions should enter “Yes.”
- \* Regarding the appointment of an external director (pursuant to section 239(b) of the Companies Law) – a voter who is a controlling shareholder or has a personal interest in the approval of the appointment, other than a personal interest which is not a result of ties with the controlling shareholder, should enter “Yes.”
- \* Regarding an extraordinary transaction with a controlling shareholder or in which the controlling shareholder has a personal interest (pursuant to section 275 of the Companies Law) – a voter who has a personal interest in the approval of the transaction should enter “Yes.”
- \* Regarding a resolution pursuant to section 350 of the Companies Law, or a resolution to amend a deed of trust at a meeting of holders of bonds – a voter who has a personal interest in accordance with the resolution should enter “Yes.”

**1**

Last name of shareholder or holder of securities (Hebrew) / corporation name (Hebrew): \_\_\_\_\_

First name of shareholder or holder of securities (Hebrew): \_\_\_\_\_

Last name of shareholder or holder of securities / corporation name (English): \_\_\_\_\_

First name of shareholder or holder of securities (English): \_\_\_\_\_

ID number type: \_\_\_\_\_

ID number: \_\_\_\_\_

Participation in the meeting is by virtue of holding a security the number of which is:  
\_\_\_\_\_

Place of incorporation of the shareholder or holder of securities / country of passport:  
\_\_\_\_\_

Name of attorney-in-fact: \_\_\_\_\_

Type of identifying number of attorney-in-fact: \_\_\_\_\_

Identifying number of attorney-in-fact: \_\_\_\_\_

Country of passport: \_\_\_\_\_

If the company has knowledge of any connection between the voter (who does not have a personal interest) and the company or any of its controlling shareholders, including employee-employer relationship, business relationship, etc. – provide details of their nature: \_\_\_\_\_

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

Report	Date of Publication	Reference No.
_____	_____	_____

Signatory's name: Eitan Alon

Signatory's position in the Company: CFO

Report signed on: May 16, 2019

Reference numbers of previous documents in this regard (does not constitute incorporation by reference)

The corporation's securities are not listed on the Tel Aviv Stock Exchange.

Form structure revised on: February 19, 2019

Abbreviated name: Pre-Filing Site

Address: , Telephone: , Fax:

Email:

Former names of the reporting entity:

Name of electronic reporter: Pre-Filing Site Israeli Corporate

Position: Director

Name of employing company:

Address: , Telephone: , Fax: , Email: