

DELEK GROUP LTD.

("the Company")

VOTING SLIP – PART ONE

Companies (Voting Slips and Position Notices) Regulations, 2005 ("the Regulations")

Type of meeting: Special General Meeting of the shareholders of the Company.

Date of meeting: Tuesday, August 25, 2015 at 12:30.

Venue: The Company's offices at 7 Giborei Israel Street, Netanya.

Items on the agenda on which a vote can be cast using the voting slip:

Mr. Gideon Tadmor, who is the Company's appointee for its oil and gas businesses, has provided the Company with services since 2012 under a services agreement made in that year (the "2012 Agreement"). The 2012 Agreement expired in November 2014 and since that date the parties have had a temporary arrangement. It is proposed to approve an agreement of the Company by in an extension to a services agreement with Mr. Tadmor on the terms of the 2012 Agreement, (without the capital bonus clause of the 2012 Agreement and other topics as noted below). The agreement will be through December 31, 2015, in force retroactively from November 1, 2014.

Text of the proposed resolution: "To approve the Company's agreement with Mr. Gideon Tadmor in an agreement to provide services, in force retroactively commencing November 1, 2014, on the terms set forth in section 2 of the Company's immediate report on convening the general meeting, including payment of a bonus for 2014 in the amount of NIS 1,400 thousand."

Review of documents

The immediate report, the text of the voting slip and the position notices (if submitted to the Company) can be reviewed on the distribution site of the Securities Authority at www.magna.isa.gov.il and on the Internet site of the Tel Aviv Stock Exchange Ltd. at www.maya.tase.co.il. In addition and subject to any law, any document relating to the agreements referred to in this report, including the documents that were presented to the Compensation Committee and the Board of Directors as part of the transaction discussion and approval proceedings, can be reviewed, subject to any law, at the Company's offices at 7 Giborei Yisrael Street, Netanya, Sunday through Thursday during normal working hours, by appointment (tel: 09-8638400), until the time set for convening the general meeting.

Majority required for passing the proposed resolution

The majority required for passing the resolution on the agenda is a majority according to section 267A(b) of the Companies Law, i.e. a simple majority of the shareholders who are present and who vote at the meeting in person or by proxy, provided that one of these obtains:

- (1) The count of the majority votes at the general meeting includes a majority of all the votes of the shareholders who are not the controlling shareholders in the company or who do not have a personal interest in approval of the resolution who participate in the vote; the

count of all the votes of those shareholders shall not take the abstentions into account; the provisions of section 276 of the Companies Law, mutatis mutandis, shall apply to whoever has a personal interest.

- (2) Votes against the proposed resolution by the shareholders referred to in sub-section (1) do not exceed 2% of all the voting rights in the Company.

Additional details

A written vote is cast using Part Two of this voting slip.

In Part Two of the voting slip, space is allotted to mark the existence or absence of interest, as required by section 275 of the Companies Law, and for a description of the nature of the relevant interest. It is hereby clarified that the vote of a shareholder who does not mark such an interest or does not describe the nature of the interest, will not be counted.

It should be noted that pursuant to section 276 of the Companies Law, a shareholder participating in a vote should notify the Company before the vote at the meeting or, if the vote is by means of voting slips, on the voting slip, whether or not he has a personal interest in approval of the transaction. If a shareholder does not provide that information, his vote will not be counted.

In addition, under the disclosure guidelines of November 30, 2011 concerning the manner of vote of an interested party, senior officers and institutional entities at meetings, space is allocated to mark the classification of the voter.

This voting slip shall be valid only if confirmation of ownership of a shareholder who holds shares through a member of the stock exchange is attached (pursuant to section 177(1) of the Companies Law) or if confirmation of ownership was set to the Company through the electronic voting system, or a photocopy of an ID card, passport or certificate of association if the shareholder is registered in the Company's books.

The deadline for submitting the voting slip for a registered shareholder is up to 6 hours prior to the time of the vote, i.e. Tuesday, August 25, 2015, by 06:30.

The deadline for submitting the voting slip for an unregistered shareholder is up to 4 hours prior to the time of the vote, i.e. Tuesday, August 20, 2015, by 08:30.

The electronic voting system will be closed 6 hours before the time of the meeting, i.e. on Tuesday, August 25, 2015 at 06:30. The voting slip must be submitted via the system by that time.

An unregistered shareholder may vote through the electronic voting system in accordance with the above.

Delivery of the voting slip and the position notice shall be by hand or by registered mail to the Company's offices at 7 Giborei Street, Netanya, if not delivered by means of the electronic voting system. Votes through the electronic voting system shall be cast by using that voting system.

The deadline for submission of position notices to the Company by the shareholders of the Company is by ten days before the date of the meeting, i.e. Saturday, August 15, 2015 (the Company will accept position notices that each it by Sunday, August 16, 2015 at 12:00)..

The deadline for submission of the response of the Board of Directors to the position notices is no later than 5 days before the date of the meeting, i.e. Thursday, August 20, 2015.

The voting slip and the position notices can be found on the Internet site of the Tel Aviv Stock Exchange Ltd. – www.maya.tase.co.il, and on the distribution site of the Securities Authority – www.magna.isa.gov.il.

A shareholder is entitled to receive the confirmation of ownership at the branch of the stock exchange member, or by mail if he so requests, and such a request must be made in advance for a specific securities account. An unregistered shareholder may instruct that his confirmation of ownership be transferred to the Company through the electronic voting system.

An unregistered shareholder is entitled to receive by email, free of charge, from the stock exchange member through which he holds his shares, a link to the text of the voting slip and the position notices on the distribution site, unless he notifies the stock exchange member that he does not wish to receive such a link or that he wishes to receive voting slips and position notices by mail for payment. Notice concerning a voting slip applies also to receipt of position notices.

One or more shareholders holding shares constituting five percent or more of all the voting rights in the Company, and whoever holds such percentage of all the voting rights not held by the controlling shareholder in the Company, as defined in Section 268 of the Law, is/are entitled, in person or by proxy, after the special general meeting has convened, to view the voting slips which have arrived at the registered office of the Company during normal business hours and by appointment.

The number of shares constituting 5% of all the voting rights in the Company is 576,610 ordinary shares. The number of shares constituting 5% of all the voting rights in the Company not held by a controlling shareholder is 213,042 ordinary shares.

A shareholder should use Part Two of this voting slip to cast his vote on the item on the agenda.

Changes can be made to the agenda after publication of the voting slip, including the addition of a topic to the agenda, and position notices can be published, and the up-to-date agenda and position notices published can be reviewed in the Company's reports on the distribution site.

If any changes are made to the agenda, including the addition of a topic to the agenda, the Company will submit the text of and amended voting slip on the day of publication of the notice of the revised agenda.

VOTING SLIP – PART TWO

Companies (Voting Slips and Position Notices) Regulations, 2005 ("the Regulations")

Company name: Delek Group Ltd.

Company address (for delivery and mailing of voting slips): 7 Giborei Yisrael Street, Netanya

Company No: 520044322

Date of general meeting: Tuesday, August 25, 2015 at 12:30

Type of meeting: Special General Meeting

Date of record: July 23, 2015, at the close of trading on the Tel Aviv Stock Exchange Ltd.

The shareholder

Name - _____ ID No.- _____

If the shareholder does not have an Israeli ID card –

Passport No. - _____ Country of issue - _____

Valid through _____

If the shareholders is a company –

Company number - _____ Country of incorporation - _____

Classification of meeting participant

In accordance with the disclosure guidelines of November 30, 2011 concerning the manner of vote of interested parties, senior officers and institutional bodies at general meetings, please state if you are –

- An "**Interested Party**" as defined in section 1 of the Securities Law, 1968.
- An "**Institutional Investor**" as defined in article 1 of the Supervision of Financial Services (Provident Funds) (Participation of management company in general meetings) Regulations, 2009, and manager of a mutual fund as defined in the Mutual Fund Investment Law, 1994.
- A "**Senior Officer**" as defined in section 37(d) of the Securities Law, 1968.
- None of the above.

Manner of vote on the resolutions on the agenda

Resolution on the agenda	Manner of vote ¹			For approval of a transaction pursuant to sections 255 and 272 -275 of the Companies Law, for which the required majority is not a simple majority, or compensation policy pursuant to section 267A – are you a controlling shareholder, do you have a personal interest in the resolution, are you a senior officer or an institutional investor? ²	
				Yes*	No
	For	Against	Abstain		
Resolution No. 1					

* Details of the interest: _____

Date: _____

Signature of shareholder: _____

For shareholders who hold shares through a member of the stock exchange (according to section 177(1)), this voting slip is valid only if confirmation of ownership is attached, except in cases where the vote is cast via the electronic voting system.

For shareholders who are registered in the Company's Register of Shareholders – the voting slip is valid together with a photocopy of the ID card / passport / certificate of association.

* Give details.

1. Failure to specify the manner of vote will be seen as an abstention on this topic.
2. The vote of a shareholder who does not fill in this column or who marks "Yes" but provides no details, will not be counted. There is no need to describe a personal interest in approval of an appointment that is not the result of relations with the controlling shareholder.