

DELEK GROUP LTD.

("the Company")

Voting Slip – Part One

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

1. **Type of meeting:** Special Annual General Meeting of the shareholders of the Company.
2. **Date of meeting:** Wednesday, July 31, 2013 at 10:00.
3. **Place of meeting:** The Company's offices in Beit Adar, 7 Giborei Yisrael Street, Netanya.
4. **Items on the agenda on which a vote can be cast using a voting slip:**

A. **Approval of compensation for director Mr. Moshe Amit**

In accordance with section 273 of the Companies Law and following the approval of the Compensation Committee of the Company on June 19, 2013 and of the Board of Directors of the Company on the same date, payment of annual compensation and attendance compensation for director Moshe Amit is brought for approval, in the maximum amount stated in the Second and Third Schedule to the Companies (Rules for compensation and expenses for an external director) Regulations, 2000, as may be from time to time and according to the rating of the Company as may be from time to time, commencing March 2013. It is noted that Mr. Amit has been serving as a director in the Company since 2005 and as chairman of the board of Excellence Investments Ltd. since March 2013.

Text of the proposed resolution ("Resolution No. 3"): To approve payment of compensation to director Mr. Moshe Amit in the maximum amount of annual compensation and the attendance compensation stated in the Second and Third Schedule to the Companies (Rules for compensation and expenses for an external director) Regulations, 2000, as may be from time to time and according to the rating of the Company as may be from time to time, commencing March 2013.

B. **Approval of payment of a bonus to the Chairman of the Board of the Company, Mr. Gaby Last, in respect of 2012**

In accordance with section 273 of the Companies Law and following the approval of the Compensation Committee of the Company on June 19, 2013 and of the Board of Directors of the Company on the same date, payment of a bonus in the amount of NIS 400,000 to the Chairman of the Board, Mr. Gaby Last, in respect of 2012 is brought for approval.

Text of the proposed resolution ("Resolution No. 4"): To approve payment of a bonus of NIS 400,000 in respect of 2012 to the Chairman of the Board, Mr. Gaby Last.

5. **Where and when the full text of the proposed resolutions can be reviewed**

The immediate report and the text of the voting slip can be seen on the web 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. In addition, the notice to the shareholders and a copy of every document relating to the above subjects can be reviewed at the Company's offices at 7 Giborei Yisrael Street, Netanya, subject to any law, during

normal working hours and subject to appointment (tel: 09-8638444), until the time set for convening the meeting.

6. **Majority required for passing the proposed resolution**

The majority required for passing Resolutions Nos. 3 and 4 on the agenda (approval of compensation for a director and payment of a bonus to the Chairman of the Company) is a majority as defined in 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 in the general meeting includes a majority of all the votes of the shareholders participating in the vote who do not have a controlling interest in the Company or a personal interest in the approval of grant of the bonus; the provisions of section 276 of the Companies Law, mutatis mutandis, shall apply to whoever has a personal interest.
- (2) Votes against the proposed resolutions by the shareholders referred to in sub-section (1) above do not exceed 2% of all the voting rights in the Company.

7. **Additional details**

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

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 (according to section 177(1) of the Companies Law), or a photocopy of an ID card, passport or certificate of association if the shareholder is registered in the Company's books.

The last date for submitting the voting slip is 72 hours prior to the time of the vote, i.e. Sunday, July 28, 2013, by 10:00.

Delivery of the voting slip and the position notice shall be by hand or by registered mail to the Company's offices in Beit Adar, 7 Giborei Street, Netanya.

The last date for submission of a position notice to the Company by a shareholder of the Company is by 10 days after the date of record, i.e. Thursday, July 11, 2013.

The last date for submission of the response of the Board of Directors to the position notice is no later than 5 days after the last date for submission of the position notice to the Company, i.e. Tuesday, July 16, 2013.

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

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 a request for this matter must be made in advance to a specific securities account.

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 notice on the distribution site, unless he notifies the stock exchange member that he does not wish to receive such a link or he wishes to receive voting slips and position notices by mail for payment. Notice concerning a voting slip shall apply also to receipt of a position notice.

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

The number of shares representing 5% of the voting rights in the Company (net of Treasury shares) is 574,830 ordinary shares. The number of shares constituting 5% of the voting rights in the Company (net of Treasury shares) not held by a controlling shareholder in the Company is 206,940 ordinary shares.

A shareholder will indicate the method of casting his vote on the items on the agenda, in the second part of this voting slip.

VOTING SLIP – PART TWO

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

Company name: Delek Group Ltd.

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

Company No: 520044322

Date of general meeting: Wednesday, July 31, 2013 at 10:00

Type of meeting: Special Annual General Meeting

Date of record: Monday, July 1, 2013, at the close of trading on the Tel Aviv Stock Exchange Ltd.

The shareholder:

Name of shareholder: _____

ID No. _____

If the shareholders does not have an Israeli ID card –

Passport No. _____

Country of issue: _____

Valid through: _____

If the shareholders is a company –

Company name: _____

Country of incorporation: _____

Manner of vote

| Resolution on the agenda | Manner of vote ¹ | | | Do you have a personal interest in the resolution? ² | |
|---|-----------------------------|---------|---------|---|----|
| | For | Against | Abstain | Yes* | No |
| Approval of compensation for director Mr. Moshe Amit | | | | | |
| Approval of payment of a bonus to the Chairman of the Board of the Company, Mr. Gaby Last, in respect of 2012 | | | | | |

* Details concerning the interest: _____

Date: _____

Signature of shareholder: _____

¹ Failure to mark this column will be considered an abstention for this item.

² The vote of a shareholder who fails to mark this column or who marks "Yes" but fails to provide details, will not be counted.

For shareholders who hold shares through a member of the stock exchange (according to section 177(1) of the Companies Law, 1999 ("the Companies Law") – this voting slip is valid only if confirmation of ownership is attached, except in cases where the vote is via the Internet. 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.

Other items and proposed resolutions (in brief) on the agenda of the Special Annual General Meeting of the Company:

Discussion of the financial statements as of December 31, 2012

Discussion of the Company's financial statements and Directors' Report for the year ended December 31, 2012.

Appointment of auditor

To re-appoint the Company's auditor, Kost Forer Gabbay & Kasierer, CPA, to the end of the next Annual General Meeting of the Company, and to authorize the Board of Directors of the Company to set their fees.

Text of proposed resolution ("Resolution No. 1"): To re-appoint the firm of Kost Forer Gabbay & Kasierer, CPA, as the Company's auditor until the end of the next Annual General Meeting of the Company, and to authorize the Board of Directors of the Company to set their fees.

Re-appointment of Ms. Carmit Alroy as a director in the Company

Re-appointment of Ms. Carmit Alroy as a director in the Company. Mrs. Alroy was appointed as a director in the Company by the Board of Directors on November 28, 2012 (see the immediate report dated November 29, 2012, Ref. 2012-01-294237), in accordance with article 72 of the Company's Articles of Association, and the appointment is valid to the end of this Annual General Meeting.

For information about Ms. Alroy, pursuant to article 26 of the Securities (Periodic and Immediate Reports) Regulations, 1970, see Chapter D of the Periodic Report of the Company for 2012, which was published on March 24, 2013 (Ref. 2013-01-016789). For details of Board's approval of her compensation, see the immediate report dated November 20, 2012 (Ref. 2012-01-294312).

Ms. Alroy's declaration pursuant to section 224B of the Companies Law is attached as Appendix A to this voting slip.

Text of proposed resolution ("Resolution No. 2"): To re-appoint Ms. Carmit Alroy as a director in the Company, commencing the date of this General Meeting.

The majority required for Resolutions 1 and 2 on the agenda is a simple majority of the shareholders who are present and who may and do vote at the meeting, in person or by proxy, without taking abstentions into account.

