



Immediate Report

Tel Aviv, August 15, 2018. Delek Group (TASE: DLEKG, US ADR: DGRLY) (“the Company”) announces that today, August 15, 2018, it was asked by April M. A. Real Estate Agency Ltd, controlled by Mr. Yitzhak (Sharon) Tshuva, indirectly the controlling shareholder of the Company (“the Offeror”), to inform the Company’s shareholders of the specification of a purchase offer, attached to this Immediate Report (“the Specification”), in which the Offeror offers to purchase part of the shares of the Company held by the public, in accordance with the terms stipulated in the Specification.

It is stipulated that in the light of the scale of the offer (detailed in the Specification), the Securities Regulations (Purchase Offer), 2000, do not apply to the purchase offer and the Specification.

It is clarified, for the avoidance of doubt, that the Company itself is not a party to the purchase offer in any way and is not responsible for what is stated in the Specification and/or for fulfillment of the Offeror’s undertakings therein, and responsibility in this matter will be solely that of the Offeror.

Offer for the Purchase of Shares of Delek Group Ltd (in this Specification “the Company” or “Delek Group”)

April M. A. Real Estate Agency Ltd, controlled by Mr. Yitzhak (Sharon) Tshuva, the controlling shareholder of the Company (“the Offeror” and “Controlling Shareholder of the Company”) hereby contacts all holders of ordinary shares with a nominal value of NIS 1 each of the Company, excluding companies through which the Controlling Shareholder of the Company holds an overall amount of 7,281,040 shares of the Company (among which is the Offeror itself)¹ (“The Offerees”, “the Shares” and “the Company”, respectively), with an offer to purchase from them up to 248,100 of the Company’s Shares, at a price of NIS 536 per one share of the Company (being higher by 5.9% of the closing of the Company’s share price on the Tel-Aviv Stock Exchange Ltd on the trading day prior to the date of publication of this Specification) for a maximum monetary amount of NIS 132,981,600, all in accordance with the terms of this Specification (“the Purchase Offer” and the “Specification”, respectively).

It is stipulated that in the light of the scale of the offer, the Securities Regulations (Purchase Offer), 2000, (“Purchase Offer Regulations”) do not apply to the Purchase Offer and the Specification.

It is emphasized that Last Acceptance Date of this Purchase Offer is 4 September 2018, which is after the final date for the publication of Delek Group’s financial results for the second quarter of 2018 which concluded on 30 June 2018.

The Specification can be reviewed on the website of the Israel Securities Authority at: www.magna.isa.gov.il, and on the website of the Tel-Aviv Stock Exchange Ltd (“TASE”) at: www.maya.tase.co.il, under the Company’s reports. It is clarified, for the avoidance of doubt, that the Company is not responsible for what is stated in this Specification and/or for fulfillment of the Offeror’s undertakings therein, and responsibility in this matter will be solely that of the Offeror.

1. Details about the Shares offered to be purchased and about the consideration

- 1.1 The Offeror offers to purchase according to the terms of this Specification up to 248,100 of the Company’s shares (“the Offerees’ Shares” or “the Purchased Shares”), representing, as of the date of the Specification 2.07% of the issued and paid up share capital of the Company and of the Company’s capital rights and 2.21% of the voting rights in it (not at full dilution) and 1.91% of the issued and paid up share capital of the Company and of the Company’s capital rights and 2.02% of the voting rights in it (at full dilution).
The Purchased Shares represent 5.28% of the Offerees’ holdings in the Company’s shares as of the date of publication of this Specification.
- 1.2 The Offeror offers to purchase the Offerees’ Shares for a consideration of NIS 536 per share (“the Consideration per Share” or “the Purchase Offer Price”),

¹ The said companies include the Offeror, Green Venture Capital Ltd, April Tshuva Debenture (2007) Ltd, Elad (GRP) Properties Ltd, Elad US Holdings Inc. and Elad Group Hungary Kft.

and in total for the Offerees' Shares that will be purchased under the Purchase Offer (if they are purchased) up to NIS 132,981,600. The consideration shall be paid to the Offerees in accordance with the provisions of section 5 of this Specification.

- 1.3 Below will be shown details of the highest share price² and the lowest share price of the share on the TASE, in New Israeli Shekels, in each of the twelve months preceding the Specification date, namely the period from August 1, 2017 to August 14, 2018³.

MONTH	HIGH PRICE	DATE	LOW PRICE	DATE
August 2017	663.9587	02-Aug-17	595.3679	10-Aug-17
September 2017	654.3591	19-Sep-17	603.0498	12-Sep-17
October 2017	628.4682	01-Oct-17	537.1887	29-Oct-17
November 2017	540.5904	01-Nov-17	481.9107	23-Nov-17
December 2017	548.0553	03-Dec-17	475.9055	19-Dec-17
January 2018	626.1914	15-Jan-18	567.4258	01-Jan-18
February 2018	613.1859	19-Feb-18	486.6953	13-Feb-18
March 2018	606.9240	11-Mar-18	551.0485	06-Mar-18
April 2018	572.6280	01-Apr-18	521.0876	30-Apr-18
May 2018	566.3428	22-May-18	517.3305	02-May-18
June 2018	540.0515	21-Jun-18	483.8391	27-Jun-18
July 2018	523.8000	16-Jul-18	495.0227	01-Jul-18
August 2018 ⁴	528.6000	5-Aug-18	506.1000	14-Aug-18

- 1.4 The average price of the shares, on trading days on TASE, in the six months preceding the Specification date, namely between February 15, 2018 and August 14, 2018⁵, was NIS 541.141 per share. The said average share price is 0.959% higher than the Purchase Offer Price.
- 1.5 The share price on TASE on August 14, 2018 (namely, the closing price of the share just before the Specification date, as published on the TASE) was NIS 506 per share. The Purchase Offer Price is 5.9% higher than this price.
- 1.6 The Company's shareholders' equity according to its financial statements to March 31, 2018, net of minority interests, was NIS 4,563 million, namely NIS 388.28 per share (assuming division of the shareholders' equity over all the Company's existing issued and paid up shares) ("Shareholders' Equity for Share 1") or NIS 417.08 per share (assuming division of the shareholders' equity over the number of shares taken into account in the Company's financial statements) ("Shareholders' Equity for Share 2"). The Purchase Offer Price is 38% higher than the Shareholders' Equity for Share 1 and 28.5% higher than the Shareholders' Equity for Share 2.

2. **Terms to which the Offeror's undertaking is conditional to purchase the Shares in the Purchase Offer.**

² It is stipulated that the price is adjusted for dividend distributions.

³ On certain occasions, the date was randomly chosen from a number of trading dates from which the closing price was arrived at.

⁴ Till August 14, 2018.

⁵ Inclusive.

- 2.1 The Purchase Offer is non-exclusive and the Offeror's undertaking is not conditional upon receiving approval, a license, permit or agreement from a competent authority or other approval in law.
- 2.2 The Offeror's undertaking to purchase the Offerees' Shares is not conditional on a very small response.
- 2.3 For details of the circumstances in which the Offeror can retract the Purchase Offer, see section 7.1 below.

3. **Details concerning the Offeror**

- 3.1 The Offeror is April M. A. Real Estate Agency Ltd, Company No. 51-230356-1, incorporated in Israel on March 25, 1996 as a private company under the Companies Order [New Text], 1983. The Offeror's head office is located at 19 Abba Eban Boulevard, Herzliya 4672537.

The Offeror is the full controlling shareholder (100%), indirectly, of the controlling shareholder of the Company which holds, indirectly, 7,281,040 of the Company's shares, representing 60.76% of the issued and paid up share capital of the Company and of the Company's capital rights and 64.81% of the voting rights in it (not at full dilution) and 55.99% of the issued and paid up share capital of the Company and of the Company's capital rights and 59.41% of the voting rights in it (at full dilution). It should be noted that Company's controlling shareholder also serves as a director of the Company.

Of the quantity of shares held indirectly by the Company's controlling shareholder, 2,398,383.92 shares are held by the Offeror itself. The said Shares represent 20.01% of the issued and paid up share capital of the Company and of the Company's capital rights and 21.35% of the voting rights in it (not at full dilution) and 18.44% of the issued and paid up share capital of the Company and of the Company's capital rights and 19.57% of the voting rights in it (at full dilution).

It is noted that 29,253 shares of Company's controlling shareholder were purchased by the Offeror in the framework of an purchase offer which was announced by the Company on July 24, 2018 and completed on 7 August, 2018. Said purchase offer took place at a share price of NIS 520 per share, 3% lower than the current Purchase Offer.

- 3.2 **Details of non-trivial commercial or family connections with any of the Company's securities holders**

To the best of the Offeror's knowledge, the Offeror and/or its interested parties (to the best of their knowledge) have no material commercial or family connections, that are not trivial, with any of the Company's shareholders (the Offerees of the Purchase Offer), except as stated below:

- A. **Delek Financial Investments 2012 Limited Partnership**, wholly owned by the Company, holds 749,027 of the Company's shares, which in accordance with the provisions of the Companies Law, 1999, give it only rights in the capital (as against voting rights). The said Shares represent 6.25% of the issued and paid up share capital of the Company and of the Company's capital rights and 0% of the voting rights in it (not at full dilution) and 5.76% of the issued and paid up share capital of the

Company and of the Company's capital rights and 0% of the voting rights in it (at full dilution).

- B. **Excellence Investments Ltd**, an indirectly held subsidiary of the Company⁶ ("Excellence") which holds (through its ETFs and its Mutual Funds) a total amount of 70,071 of the Company's shares⁷, representing 0.585% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.624% of the voting rights in it (not at full dilution) and 0.539% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.572% of the voting rights in it (at full dilution)⁸.

In addition, Excellence holds, through its Mutual Funds, 6,859,500 of the Company's debentures (Series B32) and 100,000 debentures (Series B33). The debentures of both series are convertible to shares of the Company at a conversion ratio as of this date of NIS 1,092.12784 of debenture (Series B32 or B33, as applicable) per share. If the debentures held by the Excellence mutual funds were converted to shares, they would represent 0.0531% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.057% of the voting rights in it (assuming conversion of the debentures held only by the Excellence mutual funds) and 0.049% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.052% of the voting rights in it (at full dilution, assuming conversion of the Company's debentures Series B32 and B33).

- C. **The Phoenix Insurance Company Ltd**, an indirectly held subsidiary of the Company⁹ ("The Phoenix") which holds (through its provident and pension funds and through partnership in share indices) a total amount of 25,165 of the Company's shares, representing 0.21% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.22% of the voting rights in it (not at full dilution) and 0.19% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.21% of the voting rights in it (at full dilution)¹⁰.

- D. **Mrs. Orly Daniel (Chachmon)**, daughter of the Company's controlling shareholder (who is also indirectly the controlling shareholder of the Offeror), and her husband¹¹, are considered to hold 19,500 of the Company's shares, representing 0.16% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.17% of the voting rights in it (not at full dilution) and 0.15% of the issued and paid

⁶ To the best of the Offeror's knowledge, Excellence controls (100%) The Phoenix Insurance Company Ltd., which is controlled (100%) by The Phoenix Holdings Ltd (a public company whose shares are traded on TASE), controlled (46.23%) by the Company.

⁷ To the best of the Offeror's knowledge, Excellence's ETFs hold 49,641 of the Company's shares while the Excellence Mutual Funds hold 20,430 of the Company's shares.

⁸ For further details concerning the Company's debentures of various series and other securities of companies controlled by the Company held by Excellence, through its ETFs and Mutual Funds, see the List of Interested Parties (in its meaning above).

⁹ To the best of the Offeror's knowledge, the Company holds the control block (46.23%) of The Phoenix Holdings Ltd (a public company whose shares are traded on TASE) and it holds all (100%) of the share capital of The Phoenix Insurance Company Ltd.

¹⁰ For further details concerning the Company's debentures of various series and other securities of companies controlled by the Company held by The Phoenix, through its provident and pension funds and through partnerships in indices, see the List of Interested Parties (in its meaning above).

¹¹ It is clarified that to the best of the Offeror's knowledge, the shares are in practice held by Mr. Issachar Daniel, husband of Mrs. Orly Daniel (Chachmon).

up share capital of the Company and of the Company's capital rights and 0.16% of the voting rights in it (at full dilution).

- E. **Mr. Gabriel Last**, who holds 5,678 of the Company's shares, representing 0.05% of the issued and paid up share capital of the Company, of the Company's capital rights and of the voting rights in it (not at full dilution) and 0.04% of the issued and paid up share capital of the Company and of the Company's capital rights and 0.05% of the voting rights in it (at full dilution), serves as Chairman of the Board of Directors of the Company, (which is under the control of the Company's controlling shareholder, who is also indirectly the controlling shareholder of the Offeror)¹².
- F. **Mr. Asaf Bartfeld**, who holds 2,783 of the Company's shares, representing 0.02% of the issued and paid up share capital of the Company, of the Company's capital rights and of the voting rights in it (both not at full dilution and at full dilution), serves as the CEO of the Company, (which is under the control of the Company's controlling shareholder, who is also indirectly the controlling shareholder of the Offeror)¹³.
- G. **Mr. Shir Erlau**, who holds 117 of the Company's shares, representing 0% of the issued and paid up share capital of the Company, of the Company's capital rights and of the voting rights in it (both not at full dilution and at full dilution), is the grandson of the Company's controlling shareholder, who is also indirectly the controlling shareholder of the Offeror.
- H. **Mr. Rami Naor**, who holds 156 of the Company's shares, representing 0% of the issued and paid up share capital of the Company, of the Company's capital rights and of the voting rights in it (both not at full dilution and at full dilution), is the son-in-law of the Company's controlling shareholder, who is also indirectly the controlling shareholder of the Offeror.
- I. **Mrs. Leora Pratt Levin**, who holds 1,017 of the Company's shares, representing 0.01% of the issued and paid up share capital of the Company, of the Company's capital rights and of the voting rights in it (both not at full dilution and at full dilution), serves as the Chief Legal Counsel and Corporate Secretary of the Company, (which is under the control of the Company's controlling shareholder, who is also indirectly the controlling shareholder of the Offeror)¹⁴.

4. **Offer coordinator, guarantee, and undertakings of stock exchange member**

- 4.1 The Purchase Offer will be carried out by a member of the stock exchange, Bank Mizrahi Tefahot Ltd, of 7A Jabotinsky Street, Ramat-Gan ("Offer Coordinator" and "Offices of the Offer Coordinator", respectively).
- 4.2 The Offer Coordinator has guaranteed implementation of the Offeror's undertakings to pay the stipulated consideration under this Specification. The Offeror has guaranteed payment of the stipulated consideration in this

¹² For further details concerning other securities of companies controlled by the Company held by Mr. Last, see the List of Interested Parties (in its meaning above).

¹³ For further details concerning other securities of companies controlled by the Company held by Mr. Bartfeld, see the List of Interested Parties (in its meaning above).

¹⁴ For further details concerning other securities of companies controlled by the Company held by Mrs. Pratt Levin, see the List of Interested Parties (in its meaning above).

Specification with a guarantee that the Offeror has deposited with the Offer Coordinator to its satisfaction.

5. **Response to the Purchase Offer - Last Acceptance Date and manner of submitting acceptance notices**

- 5.1 Acceptance notices can be submitted from the Specification date until Tuesday, September 4, 2018 (“the Acceptance Period”). The last acceptance date will be on September 4, 2018 at 2:00pm (“Last Acceptance Date”) and acceptance notices provided to the Offer Coordinator after the Last Acceptance Date will not be accepted.

An offeree who is an unregistered holder, in its meaning in section 5.2.1 below, will issue an acceptance notice to the stock exchange member that manages his securities deposit until not later than the Last Acceptance Date in accordance with the provisions of section 5.2 below.

An offeree who is a registered holder, in its meaning in section 5.3.1 below, will issue an acceptance notice to the Offer Coordinator until not later than the Last Acceptance Date in accordance with the provisions of section 5.3 below.

It is emphasized that the Last Acceptance Date occurs after the date of publication of Delek Group’s financial statements for the second quarter of 2018, which concluded on 30 June 2018.

5.2 **Response of unregistered holder**

5.2.1 Every shareholder holding through a stock exchange member (“Unregistered Holder”) will inform the Offeror through the stock exchange member that manages his securities deposit (“Stock Exchange Member”) of his response to the Purchase Offer by sending an Acceptance Notice to the Stock Exchange Member, lawfully signed by the Unregistered Holder or by lawful proxy. The above Acceptance Notice will be in the wording attached to this Specification as Appendix A (“Acceptance Notice of Unregistered Holder”).

5.2.2 In the Unregistered Holder’s Acceptance Notice will be the declaration of the Unregistered Holder in the wording stipulated in the Acceptance Notice of the Unregistered Holder, that his shares are free of a mortgage, attachment, debt, lien or any right in favor of any third party at the date of provision of the Acceptance Notice and thereafter until their transfer to the Offeror.

5.2.3 An Unregistered Holder’s Acceptance Notice can be submitted by the Unregistered Holder to the Stock Exchange Member who manages the securities deposit of the Unregistered Holder from the publication date of the Specification until the Last Acceptance Date (in its meaning above).

5.2.4 The Stock Exchange Member will transfer to the Offer Coordinator, at its office, not later than the Last Acceptance Date, one Acceptance Notice for all the Acceptance Notices provided to it by its clients who

are Unregistered Holders. In the wording attached to this Specification as Appendix B (“Acceptance Notice of Stock Exchange Member”).

The Acceptance Notice that the Stock Exchange Member provides to the Offer Coordinator will include the declaration of the Stock Exchange Member that these are the Offerees’ shares as stated in the Acceptance Notice free of a mortgage, attachment, debt, lien or any right in favor of any third party at the date of signature of his Notice until their transfer to the Offeror’s deposit account.

5.2.5 The Offer Coordinator will provide the Offeror not later than Wednesday, September 5, 2018 at 10:00am a combined Acceptance Notice for all the Acceptance Notices of Unregistered Holders it has received.

5.2.6 An Unregistered Holder who gave an Acceptance Notice to a Stock Exchange Member is entitled to retract the Acceptance Notice up until the Last Acceptance Date (“Retraction of Acceptance”). Retraction of Acceptance will be by writing the words “Acceptance Notice cancelled” with the date, time and holder’s or his lawful proxy’s signature at the Stock Exchange Member to whom he gave the Acceptance Notice, on the Acceptance Notice given by the Unregistered Holder.

5.2.7 The payment to which the Unregistered Holder is entitled from the Offeror for the shares for which he gave an Acceptance Notice and which was accepted by the Offeror in accordance this Purchase Offer and as stated in section 6.3 below, will be made by the second trading day following the Last Acceptance Date (“the Date of Record”) through the Offer Coordinator, by crediting the account of the Unregistered Holder through the clearing house of the TASE and Stock Exchange Members.

5.2.8 On the Date of Record the Offer Coordinator will credit the Offeror, using the TASE clearing house, in the deposit account of which the Offeror will inform the Offer Coordinator, with the Shares for which Acceptance Notices were given of Unregistered Holders and which will be purchased by the Offeror under this Purchase Offer and as detailed in section 6.3 below.

5.3 Response of registered holder

5.3.1 Response of a registered holder in the shareholders’ register managed by the Company (“Registered Holder”) to the Purchase Offer shall be by transfer of a share certificate or certificates for his shares together with an Acceptance Notice signed by him in the wording attached to the Specification as Appendix C (“Acceptance Notice of Registered Holder”) and a share transfer deed in the wording attached to the Specification as Appendix D, lawfully signed by him in the presence of a witness to the signature, at the Offices of the Offer Coordinator. Handover of the above documents to the Offer Coordinator will be in return for the Offer Coordinator’s confirmation of receipt.

Acceptance Notices of a Registered Holder can be submitted during the Acceptance Period up until not later than the Last Acceptance Date, at the Offices of the Offer Coordinator as stated above.

- 5.1.2 The Offer Coordinator will hold the documents mentioned in section 5.3.1 above as trustee until the Date of Record.
- 5.3.3 The Offer Coordinator will provide the Offeror by the Date of Record a combined Acceptance Notice for all the Acceptance Notices of Registered Holders it has received.
- 5.3.4 A Registered Holder who gave an Acceptance Notice is entitled to retract the Acceptance Notice up until the Last Acceptance Date. Retraction of Acceptance by a Registered Holder shall be by writing the words "Acceptance Notice cancelled", with the signature of the Registered Holder with date and time of signature on the Acceptance Notice given by the Registered Holder and return of the confirmation of receipt referred to in section 5.3.1 above by the Offer Coordinator. On that occasion the Offer Coordinator will return to the holder the share certificates and share transfer deeds that were handed to the Offer Coordinator by the Registered Holder. Share transfer deeds will be returned to the Registered Holder stamped "Cancelled". It is stipulated that Retraction of Acceptance by the Registered Holder can only take place at the Offices of the Offer Coordinator at the address stated in section 4.1 above.
- 5.3.5 The payment to which the Registered Holder is entitled from the Offeror for the shares for which he gave an Acceptance Notice and which was accepted by the Offeror in accordance this Purchase Offer and as stipulated in section 6.3 below, the object of the documents referred to in section 5.3.1 above, will be made by the Offer Coordinator as noted in the Acceptance Notice of the Registered Holder.
- 5.3.6 On the Date of Record the Offer Coordinator will transfer the documents referred to in section 5.3.1 above to the Offeror, in order that the Offeror can be registered as the owner of the shares for the shares that are the object of the aforementioned documents, which it will purchase as part of the Purchase Offer, in the shareholders' register that is handled at the Company.
- 5.3.7 For the avoidance of doubt, it is clarified that if the full quantity of shares that the Registered Holder stated in the Registered Holder's Acceptance Notice and in the share transfer deed will not be purchased from the Registered Holder as part of the Purchase Offer, after completion of the Purchase Offer the Offeror will contact the Company to issue the Registered Holder a share certificate for the quantity of shares representing the difference between the quantity of shares stated on the Registered Holder's Acceptance Notice and in the share transfer deed and the quantity of shares that will actually be purchased by the Offeror from him as part of the Purchase Offer.

- 5.4 A holder, whether registered or unregistered, will not be entitled to retract the Acceptance Notice after the Last Date of Acceptance.

6. **Purchase of Shares under the Purchase Offer and payment for them**

- 6.1 Not later than the first business day following the Last Date of Acceptance the Offeror will provide the Company with a report on the results of the Purchase Offer (“Final Report on Results of the Offer”) and this will be published by the Company, in the name of the Offeror, to the Israel Securities Authority and the TASE.
- 6.2 Purchase of the Shares under this Specification will be done, subject to the provisions of section 6.3 below, according to the contents of the Final Report on Results of the Offer.
- 6.3 If the number of Shares for which Acceptance Notices were received by the Last Date of Acceptance exceed the number of Shares the Offeror undertook to purchase as stated above (248,100 Shares), the Offeror shall purchase Shares from each Offeree that gave an Acceptance Notice in an amount equal to all the Shares for which that Offeree gave the said Notice, multiplied by the ratio between the number of Shares the Offeror undertook to purchase as stated above and the total number of shares for which Acceptance Notices were received under this Specification by the last Date of Acceptance.
- 6.4 All Shares purchased under this Specification will be transferred to the Offeror in accordance with the provisions of section 5.8 and 5.36 above and payment for them will be made in accordance with the provisions of section 5.2.7 and 5.3.5 above.

7. **Cancellation of the Purchase Offer**

- 7.1 The Offeror shall be entitled to retract the Purchase Offer during the Acceptance Period, as defined in section 5.1 above if circumstances occurred of which the Offeror was not aware and had no reason to know of them, or had not seen and had no reason to have seen them in advance, and the terms of the Purchase Offer in such circumstances would have been materially different from the terms that a reasonable offeror would have offered if he had known of those circumstances at the Specification date, all subject to notice of retraction from the Purchase Offer being sent to the Stock Exchange Member, the Offer Coordinator, prior to the Last date of Acceptance. If the Offeror retracts as stated, the Offeror will report on retraction of the Purchase Offer to the Company (which will report to the Securities Authority and the TASE, in the name of the Offeror, concerning retraction of the Purchase Offer of the Offeror).
The notice will include details of the special circumstances because of which the Offeror retracted the Purchase Offer.
- 7.2 If the Purchase Offer has been cancelled as stated in section 7.1 above, the Offer Coordinator will act as follows:
- 7.2.1 Will return to the Stock Exchange Members via the TASE clearing house the Acceptance Notices received from them in respect of the Unregistered Holders.

7.2.2 Return to the Registered Holders, in person or by registered mail, the share transfer deeds, share certificates and other documents attached to the Acceptance Notices provided by them.

7.3 In the event of the cancellation of the Purchase Offer, the Offeror and/or its controlling shareholders are entitled to publish a further Purchase Offer at any time, without them being committed to the terms of this Purchase Offer.

8. **Details concerning agreements of the Offeror**

As of the Specification date, neither the Offeror and/or its controlling shareholder (who is also the controlling shareholder of the Company) have agreements or understandings with another in respect of the Company's securities, except for the fact that one must look at all the companies controlled by the Company's controlling shareholder, whose names are shown in Note 1 above and which hold directly the Company's shares (including the Offeror), as though they operate in practical terms together in respect of their holdings in the Company's shares. It is clarified a second time that all the companies whose names are shown in Note 1 above are not included among the offerees of this Purchase Offer. It is also clarified that the Company's shares held by those companies are pledged to bodies that provided them with finance.

It is noted that the Offeror contracted with a financing party who will provide the finance required to carry out this Purchase Offer. As part of this contractual relationship the Offeror undertook inter alia to pledge to the financing body all the Company's Shares that it will purchase as part of this Purchase Offer.

9. **Details concerning the undertakings and intentions of the Offeror**

The Offeror and its controlling shareholder (who is also the controlling shareholder of the Company) reserve the right to purchase additional shares of the Company in the future, by way of a further Purchase Offer and/or in trading on TASE and/or as part of a transaction outside of the TASE, and the Offeror may sell the purchased Shares (if they are sold to it as part of this Purchase Offer), in whole or in part, in trading on TASE, as part of a transaction outside of the TASE or by a public offering, all in accordance with the provisions of the law.

10. **Taxation**

It is recommended that the offerees receive specific advice on the taxation aspects related to the Purchase Offer, in accordance with their personal and specific circumstances.

11. **Representatives of the Offeror**

The Offeror's representative for handling the Specification are Adv. Israel Shimonov and Oren Alkabetz of the Shimonov & Co. Law Offices, 30 Ha'Arbaa Street, Tel-Aviv (South Tower, Floor 34).
Tel: 03-6111000; Fax: 03-6133355.

12. **Offeror's signature**

**April M.A. Real Estate
Agency Ltd**
Through its authorized
signatories :

Bareket Tzirin (Director)

Benjamin Broder

Date and signature

Specification date: August 15, 2018

Acceptance Notice

Attn.

April M. A. Real Estate Agency Ltd ("the Offeror")

Through Stock Exchange Member Bank Mizrahi Tefahot Ltd

Re: Shares of Delek Group Ltd ("the Company")

Whereas according to the Specification dated August 15, 2018 that the Offeror published and every amendment to it, if there shall so be ("the Specification"), the Offeror has proposed a Purchase Offer for the purchase of 248,100 of the Company's ordinary shares with a nominal value of NIS 1 each ("the Shares");

And whereas I am the owner and hold through your good offices, in deposit no. _____ held at branch no. _____, in Shares, and I wish to accept the Offeror's Purchase Offer included in the Specification;

I hereby inform you that I wish to accept the Purchase Offer program of the Offeror included in the Specification in respect of _____ shares ("the Transferred Shares")¹⁵.

This notice of mine should be deemed an Acceptance Notice in its meaning in section 5.2.1 of the Specification and an undertaking to transfer the Transferred Shares.

I hereby declare and undertake that the Transferred Shares are clean of any mortgage, attachment, debt, lien or any right in favor of any third party at the date of provision of this Acceptance Notice and that the Transferred Shares will be in this condition at their date of transfer into the Offeror's name.

I am aware that the correctness of my declaration is a precondition for the purchase of the Transferred Shares I hold to the Offeror and payment of the consideration for them under the Purchase Offer.

Kindly transfer the consideration for the Shares to my aforementioned deposit account.

(Date)

(Name)

(ID No. / Company No.)

Signature / company stamp:

(Address)

¹⁵ Fill in the number of shares.

Appendix B - Notice of Stock Exchange Member

Acceptance Notice

Attn.

April M. A. Real Estate Agency Ltd (“the Offeror”)

c/o Bank Mizrahi Tefahot Ltd, 7A Jabotinsky Street, Ramat-Gan (“Offer Coordinator”)

Dear Sir or Madam,

Re: Shares of Delek Group Ltd (“the Company”)

Whereas according to the Specification dated August 15, 2018 that the Offeror published and every amendment to it, if there shall so be (“the Specification”), the Offeror has proposed a Purchase Offer for the purchase of 248,100 ordinary shares with a nominal value of NIS 1 of the Company (“Shares”);

And whereas we have received Acceptance Notices from the holders and owners of _____ Shares (“the Transferred Shares”)¹⁶.

This our Notice should be deemed an Acceptance Notice of a Stock Exchange Member, in its meaning in section 5.2.4 of the Specification, and the undertaking to transfer the Transferred Shares, and that the Transferred Shares are clean of any mortgage, attachment, debt, lien or any right in favor of any third party at the date of provision of this Acceptance Notice and that the Transferred Shares will be in this condition at their date of transfer into the Offeror’s name.

Kindly transfer the consideration for the Transferred Shares to our account at the TASE clearing house.

We are aware that the correctness of our declaration is a precondition for the purchase of the Transferred Shares held by me to the Offeror and payment of the consideration for them under the Purchase Offer.

(Date)

Name of Stock Exchange Member

No. of Stock Exchange Member

(Stamp and signature)

¹⁶ Fill in the number of shares.

Acceptance Notice

Attn.

April M. A. Real Estate Agency Ltd (“the Offeror”)
c/o Bank Mizrahi Tefahot Ltd, 7A Jabotinsky Street, Ramat-Gan (“Offer
Coordinator”)

Dear Sir or Madam,

Re: Shares of Delek Group Ltd (“the Company”)

Whereas according to the Specification dated August 15, 2018 that the Offeror published and every amendment to it, if there shall so be (“the Specification”), the Offeror has proposed a Purchase Offer for the purchase of 248,100 of the Company’s ordinary shares with a nominal value of NIS 1 each (“Shares”);

Whereas I am the owner of /proxy⁽¹⁾ to act on _____ ordinary shares of the Company with a nominal value of NIS 1 each, numbered from no. _____ to no. _____ inclusive (“the Shares”) registered in the name of _____, and I wish to accept the Offeror’s Purchase Offer included in the Specification;

An Acceptance Notice of a Registered Holder in its meaning in section 5.3.1 of the Specification is hereby given, and the undertaking to transfer the aforementioned Shares according to the attached share transfer deed, all in accordance with the terms of the aforementioned Purchase Offer.

The Shares are held by me / by a notarial proxy ⁽¹⁾ from _____. Owner of the Share, which was presented to the Offer Coordinator, a copy of which, confirmed by the notary, is attached to this Acceptance Notice.

I hereby declare and undertake that the Shares are clean of any mortgage, attachment, debt, lien or any right in favor of any third party at the date of provision of this Acceptance Notice and that the Shares will be in this condition at their date of transfer into the Offeror’s name.

Kindly transfer the consideration for the aforementioned Shares to bank account no. _____ in the name of _____ at Bank _____, Branch _____, Branch no. _____ / ⁽¹⁾ by bank check that will be sent to the following address: _____.

I am aware that the correctness of my declaration is a precondition for the purchase of the Shares by me to the Offeror and payment of the consideration for them under the Purchase Offer.

Attached:

1. Share transfer deed in respect of the Shares;
2. Share certificate/s no. _____.
3. Notarized power of attorney (if applicable)

(Date)

(Name)

¹ Delete what is inapplicable.

(ID No. / Company No.)

Signature / company stamp:

(Address)

Share transfer deed

I/We the undersigned _____, ID No. / Company No. _____ (“the Transferor”), in consideration of NIS _____ that will be paid to me/us by _____ (“Recipient of the Transfer”), I/we hereby transfer to the Recipient of the Transfer the transfer of _____ ordinary shares of NIS 1 nominal value each of Delek Group Ltd, and they will be held by the Recipient of the Transfer, his legal representatives and the Recipients of the Transfer from him, according to all the terms whereby I/we held them at the time of signature of the deed.

And I, the Recipient of the Transfer, agree to receive the aforementioned Shares according to the aforementioned terms.

In proof thereof we append our signatures, today _____, 2018;

The Transferor

Recipient of the Transfer

Witness to the signature
of the Transferor:

Witness to the signature
of the Recipient of the Transfer

Name: _____

Name: _____

Signature: _____

Signature: _____

This is a convenience translation of the original HEBREW immediate report issued to the Tel Aviv Stock Exchange by the Company on August 15, 2018.

About The Delek Group

Delek Group is an independent E&P and the pioneering visionary behind the development of the East Med. With major finds in the Levant Basin, including the Leviathan (21.4 TCF) and Tamar (11.2 TCF) reservoirs and others, Delek is leading the region's development into a major natural gas export hub. In addition, Delek has embarked on an international expansion with a focus on high-potential opportunities in the North Sea and North America. Delek Group is one of Israel's largest and most prominent companies with a consistent track record of growth. Its shares are traded on the Tel Aviv Stock Exchange (TASE:DLEKG) and are part of the TA 35 Index.

For more information on Delek Group please visit www.delek-group.com

Contact

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