

ELBIT IMAGING LTD.
("The Company")
Notice of Annual and Special General Meeting of Shareholders

Notice is hereby given that the 2018 Annual and Special General Meeting of Shareholders (the "**Meeting**") of Elbit Imaging Ltd. will be held at 11:00 a.m. (Israel time) on October 4, 2018, at the Company's offices at 3 Shimshon Street, Petach Tikva, Israel.

The agenda of the Meeting will be as follows:

1. To discuss our financial statements for the year ended December 31, 2017.
2. To appoint Kost Forer Gabbay & Kasierer (A Member of EY Global) ("EY Israel"), as our independent auditors until the next annual general meeting of shareholders and to authorize the Company's Board of Directors to determine their fees.
3. To approve the re-election as directors of Mr. Alon Bachar, Ms. Nitzan Gozlan, Mr. Ron Hadassi, Mr. Boaz Lifschitz and Mr. Nadav Livni, each to hold office until the close of the next Annual General Meeting of Shareholders.
4. To approve an amendment to the Company's Articles of Association increasing the authorized share capital of the Company from 11,666,667 Ordinary Shares, no par value, to 50,000,000 Ordinary Shares, no par value.
5. To approve a Consultancy Agreement with our Director, Mr. Boaz Lifschitz.
6. To approve an amendment to the compensation policy for the Company's directors and officers.
7. To approve an amendment to the compensation package of our CEO and Chairman, Mr. Ron Hadassi.

Only shareholders of record at the close of business on September 5, 2018 are entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof, in accordance with section 182 to the Israeli Company Law 1999.

Any shareholder of the Company may submit to the Company a position statement on its behalf, expressing its position on an agenda item for the Meeting no later than September 24, 2018. The Board will respond to the agenda items for the Meeting no later than September 29, 2018.

Shareholders may vote on the topics above using ballots. Ballots will be received at the Company's offices no later than 7:00 am (Israel Time) on October 4, 2018.

Voting through an electronic voting system:

Shareholders who are not registered may vote through an electronic voting system for shareholder meetings of publicly-listed Israeli companies via its MAGNA online platform no later than 5:00 am (Israel time) on October 4, 2018.

Additional information about the Meeting, including the proposed agenda is open to review at the company's public immediate report dated August 27, 2018, whom may be located at the Israeli Securities authority website on the following link: www.magna.isa.gov.il as well at the TASA official website: www.maya.tase.co.il.

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