

ELBIT IMAGING LTD.

("The Company")

Notice of annual and special general meeting of shareholders

Notice is hereby given that the 2017 Annual General Meeting of Shareholders (the "**Meeting**") of Elbit Imaging Ltd. will be held at 11:00 a.m. (Israel time) on December 14, 2017, at the Company's offices at 7 Mota Gur Street, Petach Tikva, Israel.

The agenda of the Meeting will be as follows:

1. To approve the appointment of the company's Chairman to serve also as the company's CEO.
2. To approve an amendment to the compensation package of our Chairman, Mr. Ron Hadassi for his services as both the Chairman and the CEO of the Company for a period of three years as of January 1, 2018.
3. To approve an amendment to the compensation package for our current CEO, Mr. Doron Moshe.
4. To approve the consulting fees for Mr. Doron Moshe (our current CEO) in respect of consulting services he will provide to the Company as of January 1, 2018 (i.e, after termination of his services as CEO).
5. To approve an amendment to the compensation of our CFO, Mrs. Yael Naftali.
6. To approve a Consultancy Agreement with our Director, Mr. Boaz Lifschitz.
7. To reappoint of the following incumbent directors: Alon Bachar, Ron Hadassi, Boaz Lifschitz, Nadav Livni and (the "Nominees"), each to hold office until the close of the next Annual General Meeting of Shareholders.
8. To appoint Ms. Nitzan Gozlan as a director on the Company's Board of directors, until the close of the next Annual General Meeting of the Shareholders.
9. To approve compensation for the Nominees and for Ms. Nitzan Gozlan, other than our Chairman of the Board, Mr. Ron Hadassi.
10. To approve amendments to the Company Articles of Association and letter of indemnification regarding the indemnity amount.
11. To appoint Kost Forer Gabbay & Kasierer (A Member of EY Global), 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.
12. To discuss our financial statements for the year ended December 31, 2016.

Only shareholders of record at the close of business on November 14, 2017 are entitled to notice of, and to vote at, the Meeting and any adjournment or postponement thereof, in accordance to section 182 to the Israeli Company Law.

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 December 4, 2017. The board will respond to the agenda items for the Meeting no later than December 9, 2017.

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 December 14, 2017.

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 December 14, 2017.

Additional information about the meeting, including the proposed agenda is open to review at the company's public immediate report dated November 7, 2017, which 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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