



**Elbit Imaging Ltd.**

**Whistleblower Procedures**

### **Reports regarding Specific Complaints**

- The Audit Committee (the “Committee”) of the Board of Directors of Elbit Imaging Ltd. (the “Company”) shall receive, retain, investigate and act on complaints and concerns (“Reports”) regarding:
  - Violations or a potential violations of the Company’s Code of Ethics and Business Conduct (the “Code”), or a law, rule or regulation, including questionable activities, fraud practices or policies relating accounting matters, audits of financial statements or internal control over financial reporting, including those regarding the circumvention or attempted circumvention of internal control over financial reporting or that would otherwise constitute a violation of the Company’s accounting policies (each, an “Accounting Complaint”);
  - compliance with legal and regulatory requirements, including without limitation, a report of the Company’s attorney regarding a “material violation” pursuant to the regulations under the Sarbanes-Oxley Act of 2002 (each, a “Legal Complaint” and together with an Accounting Complaint, “Complaints”); and
  - retaliation against employees who make Complaints.
- In the discretion of the Committee and its Chairman, any responsibilities of the Committee created by these procedures may be delegated to any member of the Committee.

### **Review of Reports and Assignment of Investigator**

- Each Report received by the Committee, whether forwarded to the Ombudsman, by management or made directly to the Committee, whether openly, confidentially or anonymously, shall be reviewed by the Committee, who may, in its discretion, consult with any member of management, the Company's advisers and/or advisers engaged for this purpose. The Committee shall then determine whether or not an investigation is warranted and, if so, whether the Committee itself or management should investigate the Report, taking into account the specific circumstances and nature of the Report.
- In determining whether management or the Committee should investigate a Report, the Committee shall consider, among any other factors that are appropriate under the circumstances, the following:
  - Who is the alleged wrongdoer? If an executive officer, senior financial officer or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Committee conducting the investigation.
  - How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company, that factor alone may militate in favor of the Committee conducting the investigation.
  - How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Committee should undertake the investigation. In assessing credibility, the Committee should consider all facts surrounding the allegation, including but not limited to whether similar allegations have been made in the press or by analysts.

### **Investigation and Records**

- If the Committee determines that management should investigate the Report, the Committee will notify the Company's General Counsel and CEO of that conclusion. Such notification shall be made in writing and shall consist of all details required for a conduct of such investigation including a suggested time table when the Committee shall be updated as to progress or results of the investigation.
- Management shall thereafter promptly investigate the Report and shall report the results of its investigation to the Committee. Management may engage the Company's external counsel and/or auditors and/or special counsels, accountants and/or other experts to assist in the investigation and in the analysis of results. The engagement of the Company's regular independent auditor for such purpose shall be approved in accordance with the Company's approval of transactions with External Auditors policy or in accordance with applicable law.
- If the Committee determines that it should investigate the Report itself, the Committee shall determine what professional assistance, if any, it needs in order to conduct the investigation. The Committee may engage the Company's external counsel and/or auditors and/or special counsels, accountants and/or other experts to assist in the investigation and in the analysis of results.
- The Committee shall maintain a log of all Reports, tracking all details of such Report, including dates, investigations, results, conclusions, resolutions and follow ups. Any documents and other records relating to a Report shall be attached to such log.
- The Committee shall retain for a period of seven years all records relating to any Report and to any investigation of any such Report.

### Addresses and Communication Methods

<b>President:</b>	<b>Mr. Mordechay Zisser</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel. Tel: +972-3-6086001; fax: +972-3-6086054
<b>Chairman of the Board:</b>	<b>Mr. Shimon Yitzhaki</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel, Tel: +972-3-6086001; fax: +972-3-6086054
<b>Ombudsman - Chairman of the Audit Committee:</b>	<b>Mr. Zvi Tropp</b> who can be reached at: Address: 22/73 Hen Boulevard St. Rehovot 76469, Israel; Email: troppdz@zahav.net.il; Tel: +972-52-4774600;
<b>Co-CEO:</b>	<b>Mr. Dudi Machluf</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel Tel: +972-3-6086001; fax: +972-3-6086054
<b>Co-CEO:</b>	<b>Mr. Ran Shtarkman</b> , who can be reached at: Keizersgracht 241, Amsterdam, Holland. Tel: +31-203449560; fax: +31-203449561.
<b>CFO:</b>	<b>Mr. Doron Moshe</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel Tel: +972-3-6086024; fax: +972-3-6086012
<b>General Counsel:</b>	<b>Adv. Zvi Maayan</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel Tel: +972-3-6086063; fax: +972-3-6086050
<b>Corporate HR Manager:</b>	<b>Mrs. Ora Rachamim</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel Tel: +972-3-6086041; fax: +972-3-6086040.
<b>Corporate IT Manager:</b>	<b>Mr. David Perets</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel. Email: davidp@elbitimaging.com. Tel: +972-52-6032033 fax: +972-9-9567948.
<b>Corporate Secretary:</b>	<b>Adv. Tal Shani (Nachmanovich)</b> , who can be reached at: 2 Weitzman St. Tel Aviv. Israel, Tel: +972-3-6086056; fax: +972-3-6086050