

ELBIT IMAGING LTD.

(THE "COMPANY")

PROXY

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS

The undersigned hereby appoints Doron Moshe, CEO of the Company, and Yael Naftali, the CFO of the Company, and each of them, attorneys, agents and proxies of the undersigned, with full power of substitution to each of them (The "**Proxies**"), to represent and to vote on behalf of the undersigned all the Ordinary Shares in the Company which the undersigned is entitled to vote at the Annual General Meeting of Shareholders (the "**Meeting**") to be held at the offices of the Company, located at 7 Mota Gur Street, Petach Tikva, Israel, on October 13, 2016 at 11:00 a.m. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual General Meeting of Shareholders and Proxy Statement relating to the Meeting.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

The proxies are authorized to vote in their discretion on such other matters as may properly come before the meeting.

(Continued and to be signed on the reverse side)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

ELBIT IMAGING LTD.

October 13, 2016

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE MANNER DETAILED IN THE PROXY STATEMENT. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE .

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If any other business properly comes before the Annual General Meeting, the proxies named herein will vote upon such matters in accordance with their best judgment.

Proposal 1: To approve an amendment to the Company's compensation policy for directors and officers:

FOR AGAINST ABSTAIN

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the approval of the amendment to the Company's compensation policy for directors and officers.

(Please note: if you do not mark either Yes or No, your shares will not be voted).

YES NO

Proposal 2: To approve the terms of office and employment of Mr. Ron Hadassi as the Company's Chairman of the Board of Directors:

FOR AGAINST ABSTAIN

Proposal 3: To approve a Consultancy Agreement with a Company's Director, Mr. Boaz Lifschitz:

FOR AGAINST ABSTAIN

Proposal 2: To elect up to five (5) of the following nominees to the Company's Board of Directors:

1.1. Alon Bachar	<input type="checkbox"/>	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN
1.2. Ron Hadassi	<input type="checkbox"/>	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN
1.3. Boaz Lifschitz	<input type="checkbox"/>	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN
1.4. Nadav Livni	<input type="checkbox"/>	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN
1.5. Zvi Tropp	<input type="checkbox"/>	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN

Proposal 5: To approve the compensation for the Company's directors, other than the Company's Chairman of the Board:

FOR AGAINST ABSTAIN

Proposal 6: To re-appoint Brightman Almagor Zohar & Co., a member of Deloitte, as our independent auditors until the next annual general meeting of shareholders and authorizing the Company's Board of Directors to determine their fees:

FOR AGAINST ABSTAIN

The undersigned acknowledges receipt of the Notice and Proxy Statement of the Company relating to the Annual General Meeting.

Signature of Shareholder Date: _____, 2016

Signature of Shareholder Date: _____, 2016

When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.