

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 and Special 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 December 14, 2017 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 and Special 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 AND SPECIAL GENERAL MEETING OF SHAREHOLDERS OF

ELBIT IMAGING LTD.

December 14, 2017

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 and Special General Meeting, the proxies named herein will vote upon such matters in accordance with their best judgment.

Proposal 1: To reappoint the following incumbent directors (the “**Nominees**”), each to hold office until the close of the next Annual General Meeting of Shareholders.

7.1. Alon Bachar	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
7.2. Ron Hadassi	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
7.3. Boaz Lifschitz	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
7.4. Nadav Livni	<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN

Proposal 2: To appoint Ms. Nitzan Gozlan (“**Ms. Gozlan**”) as a director on the Company’s Board of directors, until the close of the next Annual General Meeting of the Shareholders.

☐ FOR ☐ AGAINST ☐ ABSTAIN

Proposal 3: To approve compensation for the Nominees and for Ms. Gozlan, other than our Chairman of the Board, Mr. Ron Hadassi.

☐ FOR ☐ AGAINST ☐ ABSTAIN

Proposal 4: To approve the appointment of the company’s Chairman to serve also as the company’s CEO:

☐ FOR ☐ AGAINST ☐ ABSTAIN

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the approval of this proposal.
(Please note: if you do not mark either Yes or No, your shares will not be voted).

☐ YES ☐ NO

Proposal 5: 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.

☐ FOR ☐ AGAINST ☐ ABSTAIN

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the approval of this proposal.
(Please note: if you do not mark either Yes or No, your shares will not be voted).

☐ YES ☐ NO

Proposal 6: To approve an amendment to the compensation package for our current CEO, Mr. Doron Moshe.

☐ FOR ☐ AGAINST ☐ ABSTAIN

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the approval of this proposal.
(Please note: if you do not mark either Yes or No, your shares will not be voted).

☐ YES ☐ NO

Proposal 7: 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).

☐ FOR ☐ AGAINST ☐ ABSTAIN

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the approval of this proposal.
(Please note: if you do not mark either Yes or No, your shares will not be voted).

☐ YES ☐ NO

Proposal 8: To approve an amendment to the compensation of our CFO, Mrs. Yael Naftali.

☐ FOR ☐ AGAINST ☐ ABSTAIN

Please indicate if you are a controlling shareholder of the Company or have a personal interest in the approval of this proposal.
(Please note: if you do not mark either Yes or No, your shares will not be voted).

☐ YES ☐ NO

Proposal 9: To approve a Consultancy Agreement with our Director, Mr. Boaz Lifschitz.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

Proposal 10: To approve amendments to the Company's Articles of Association and letter of indemnification regarding the indemnity amount.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

Proposal 11: 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.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

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

Signature of Shareholder Date: _____, 2017

Signature of Shareholder Date: _____, 2017

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.