
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2015
Commission File Number: 001-35284

Ellomay Capital Ltd.

(Translation of registrant's name into English)

9 Rothschild Blvd., Tel Aviv 6688112, Israel
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- _____

THE TEXT OF THE EXHIBITS OF THIS FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM F-3 (NOS. 333-199696 AND 333-144171) AND FORM S-8 (NOS. 333-187533, 333-102288 AND 333-92491), AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS SUBMITTED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

This Report on Form 6-K of Ellomay Capital Ltd. consists of the following documents, which are attached hereto and incorporated by reference herein:

- 99.1 Press Release: "Ellomay Capital Ltd. Announces 2015 Annual General Meeting of Shareholders," dated May 14, 2015.
- 99.2 Notice of Annual General Meeting of Shareholders and Proxy Statement, dated May 14, 2015.
- 99.3 Proxy Card for Annual General Meeting of Shareholders.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Ellomay Capital Ltd.

By: /s/ Kalia Weintraub

Kalia Weintraub

Chief Financial Officer

Dated: May 14, 2015



Ellomay Capital Ltd. Announces 2015 Annual General Meeting of Shareholders

Tel-Aviv, Israel, May 14, 2015 – **Ellomay Capital Ltd.** (NYSE MKT: ELLO; TASE: ELOM) (“**Ellomay**” or the “**Company**”)), an emerging operator in the renewable energy and energy infrastructure sector, today announced that it will hold its annual general meeting of shareholders (the “**Meeting**”) on Thursday, June 18, 2015, at 1:00 p.m., Israel time, at Ellomay's offices located at 9 Rothschild Boulevard, 2nd Floor, Tel-Aviv 6688112, Israel.

The agenda of the Meeting will be as follows:

1. Reelection of Shlomo Nehama, Ran Fridrich, Hemi Raphael and Anita Leviant as directors;
2. Reelection of Barry Ben Zeev as external director for an additional three-year term;
3. Approval of terms of service of Barry Ben Zeev, the external director nominee;
4. Approval of renewal and grant of indemnification undertakings, which include an undertaking to provide liability insurance, to current and future office holders who are deemed to be controlling shareholders;
5. Approval of renewal and grant of exemption letters to current and future office holders who are deemed to be controlling shareholder;
6. Approval of an increase to the coverage of our D&O liability insurance policy, including with respect to our current and future office holders who are deemed to be controlling shareholders;
7. Reappointment of Somekh Chaikin, a member of KPMG International, as the independent auditors of the Company for the fiscal year ending December 31, 2015 and until the next annual general meeting of the Company's shareholders, and authorization of the Board of Directors to approve, following the approval of the Audit Committee, the remuneration of the independent auditors in accordance with the volume and nature of their services; and
8. Receipt and consideration of the Auditors' Report and the Financial Statements of the Company for the fiscal year ended December 31, 2014.

Shareholders of record as of the close of business on May 19, 2015 will be entitled to vote at the Meeting or any adjournments thereof. The Company plans to mail a proxy statement that describes the proposals to be considered at the Meeting and a proxy card on or about May 20, 2015. The proxy statement and proxy card will also be furnished to the Securities and Exchange Commission on Form 6-K on or about May 14, 2015.

Each of the resolutions to be presented at the Meeting requires the affirmative vote of holders of at least a majority of the ordinary shares voted in person or by proxy at the Meeting on the matter presented for passage. However, the approval of the proposals under Items 2, 4 and 5 and of a portion of the proposals under Items 3 and 6 are required to comply with additional special “disinterested” voting requirements as set forth in the proxy statement. Item 8 does not require a shareholder vote.

As more fully described in the proxy statement, a portion of the resolution set forth under Item 6 on the agenda is exempt from the shareholders' approval requirement under the Israeli Companies Regulations (Relief for Transactions with Interested Parties), 2000. However, one or more of the Company's shareholders holding at least 1% of the issued share capital or voting rights in the Company have the right to oppose such exemption in writing. *Any opposition must be received by the Company no later than 14 days following the publication of this notice.*

The Company knows of no other matters to be submitted at the Meeting other than as specified herein. If any other business is properly brought before the Meeting, it is the intention of the persons named as proxies to vote in respect thereof in accordance with his or her respective discretionary authority and best judgment. Shareholders wishing to express their position on an agenda item for the Meeting may do so by submitting a written statement to the Company's offices at the above address no later than May 29, 2015. Any position statement received will be furnished with the SEC on Form 6-K, which will be available to the public on the SEC's website at <http://www.sec.gov> and on the websites of the Israel Securities Authority and Tel Aviv Stock Exchange at <http://www.magna.isa.gov.il> or <http://www.maya.tase.co.il>, respectively.

About Ellomay Capital Ltd.

Ellomay is an Israeli based company whose shares are registered with the NYSE MKT, under the trading symbol "ELLO" and with the Tel Aviv Stock Exchange under the trading symbol "ELOM" and whose Series A Debentures are traded on the Tel Aviv Stock Exchange. Since 2009, Ellomay Capital focuses its business in the energy and infrastructure sectors worldwide. Ellomay (formerly Nur Macroprinters Ltd.) previously was a supplier of wide format and super-wide format digital printing systems and related products worldwide, and sold this business to Hewlett-Packard Company during 2008 for more than \$100 million.

To date, Ellomay has evaluated numerous opportunities and invested significant funds in the renewable, clean energy and natural resources industries in Israel, Italy and Spain, including:

- Approximately 22.6MW of photovoltaic power plants in Italy, approximately 5.6MW of photovoltaic power plants in Spain and 85% of approximately 2.3MW of photovoltaic power plant in Spain; and
- 7.5% indirect interest, with an option to increase its holdings to 9.375%, in Dorad Energy Ltd., which owns and operates Israel's largest private power plant with production capacity of approximately 850 MW, representing about 6%-8% of Israel's total current electricity consumption. In April 2015 Ellomay provided a notice of exercise of a portion of the option that will increase its indirect interest in Dorad Energy Ltd. to approximately 9.2%.

Ellomay Capital is controlled by Mr. Shlomo Nehama, Mr. Hemi Raphael and Mr. Ran Fridrich.

Mr. Nehama is one of Israel's prominent businessmen and the former Chairman of Israel's leading bank, Bank Hapoalim, and Messrs. Raphael and Fridrich both have vast experience in financial and industrial businesses. These controlling shareholders, along with Ellomay's dedicated professional management, accumulated extensive experience in recognizing suitable business opportunities worldwide. The expertise of Ellomay's controlling shareholders and management enables the company to access the capital markets, as well as assemble global institutional investors and other potential partners. As a result, we believe Ellomay is capable of considering significant and complex transactions, beyond its immediate financial resources.

For more information about Ellomay, visit <http://www.ellomay.com>.

Information Relating to Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties, including statements that are based on the current expectations and assumptions of the Company's management. All statements, other than statements of historical facts, included in this press release regarding the Company's plans and objectives, expectations and assumptions of management are forward-looking statements. The use of certain words, including the words "estimate," "project," "intend," "expect," "believe" and similar expressions are intended to identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The Company may not actually achieve the plans, intentions or expectations disclosed in the forward-looking statements and you should not place undue reliance on the Company's forward-looking statements. Various important factors could cause actual results or events to differ materially from those that may be expressed or implied by our forward-looking statements, such as regulatory changes and limitations. These and other risks and uncertainties associated with the Company's business are described in greater detail in the filings the Company makes from time to time with Securities and Exchange Commission, including its Annual Report on Form 20-F. The forward-looking statements are made as of this date and the Company does not undertake any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

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CFO

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ELLOMAY CAPITAL LTD.
9 Rothschild Boulevard, 2nd Floor
Tel Aviv 6688112
Israel

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on June 18, 2015

1:00 p.m.

To Our Shareholders:

Notice is hereby given that the annual general meeting of shareholders, or the Meeting, of Ellomay Capital Ltd. (also referred to hereinafter as "Ellomay" or the "Company") will be held at the Company's offices at 9 Rothschild Boulevard, 2nd Floor, Tel Aviv 6688112, Israel on Thursday, June 18, 2015, at 1:00 p.m., Israel time, and thereafter as it may be adjourned or postponed from time to time.

The agenda of the Meeting will be as follows:

1. Reelection of Shlomo Nehama, Ran Fridrich, Hemi Raphael and Anita Leviant as directors;
2. Reelection of Barry Ben Zeev as external director for an additional three-year term;
3. Approval of terms of service of Barry Ben Zeev, the external director nominee;
4. Approval of renewal and grant of indemnification undertakings, which include an undertaking to provide liability insurance, to current and future office holders who are deemed to be controlling shareholders;
5. Approval of renewal and grant of exemption letters to current and future office holders who are deemed to be controlling shareholders;
6. Approval of an increase to the coverage of our D&O liability insurance policy, including with respect to our current and future office holders who are deemed to be controlling shareholders;
7. Reappointment of Somekh Chaikin, a member of KPMG International, as the independent auditors of the Company for the fiscal year ending December 31, 2015 and until the next annual general meeting of the Company's shareholders, and authorization of the Board of Directors to approve, following the approval of the Audit Committee, the remuneration of the independent auditors in accordance with the volume and nature of their services; and
8. Receipt and consideration of the Auditors' Report and the Financial Statements of the Company for the fiscal year ended December 31, 2014.

The Company's Board of Directors recommends that you vote in favor of the foregoing proposals, all of which are more fully described in the accompanying Proxy Statement.

Only shareholders of record at the close of business on May 19, 2015, or the Record Date, are entitled to notice of, and to vote at, the Meeting or any adjournment(s) or postponement (s) thereof.

The Company expects that the Proxy Statement and the accompanying proxy card will be mailed to shareholders of record (as set forth above) on or about May 20, 2015.

Each of the resolutions to be presented at the Meeting requires the affirmative vote of holders of at least a majority of the ordinary shares voted in person or by proxy at the Meeting on the matter presented for passage. However, the approval of the proposals under Items 2, 4 and 5 and of a portion of the proposals under Items 3 and 6 are required to comply with additional special “disinterested” voting requirements as set forth in the Proxy Statement. Item 8 does not require a shareholder vote. In addition, as more fully explained in the Proxy Statement, an exemption is available under the Companies Regulations (Relief for Transactions with Interested Parties), 2000 for a portion of the proposal under Item 6.

Joint holders of ordinary shares should note that, pursuant to Article 27.6 of the Company’s Second Amended and Restated Articles of Association, the right to vote at the Meeting will be conferred exclusively upon the senior owner among the joint owners attending the Meeting, in person or by proxy, and for this purpose, seniority will be determined by the order in which the names appear in our register of shareholders.

The Company knows of no other matters to be submitted at the Meeting other than as specified in this Notice of Annual General Meeting of Shareholders. If any other business is properly brought before the Meeting, it is the intention of the persons named as proxies to vote in respect thereof in accordance with his or her respective discretionary authority and best judgment.

Shareholders wishing to express their position on an agenda item for the Meeting may do so by submitting a written statement to the Company’s offices at the above address no later than May 29, 2015. Any position statement received will be furnished to the SEC on Form 6-K, which will be available to the public on the SEC’s website at <http://www.sec.gov> and on the websites of the Israel Securities Authority and Tel Aviv Stock Exchange at <http://www.magna.isa.gov.il> or <http://www.maya.tase.co.il>, respectively.

If your ordinary shares are held through a member of the Tel Aviv Stock Exchange Clearinghouse, and you intend to vote your shares at the Meeting in person or by proxy you must deliver to us, via messenger or registered mail, a confirmation of ownership (*ishur baalut*) issued by the applicable bank or broker, confirming your ownership of our ordinary shares as of the Record Date, as required by the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting), 5760-2000. You are entitled to receive confirmation of ownership in the branch of the exchange member or by mail to your address (in consideration of mailing fees only), if you so requested in advance for a particular securities account. In the event you wish to vote your ordinary shares by means of a deed of vote, please deliver, along with the confirmation of ownership, the completed and executed second part of the Hebrew form of the deed of vote, filed with the Israel Securities Authority and Tel Aviv Stock Exchange and available at the websites noted above, **which must be received by the Company by 1:00 p.m., Israel time, on June 16, 2015 (48 hours prior to the Meeting), to be counted for the Meeting.** You will receive from the exchange member who holds the shares on your behalf, by e-mail, for no charge, a link to the text of the deed of vote and to the position notices, if any, unless you notified that you are not interested in receiving such links (provided that such notice was provided with respect to a particular securities account and prior to the Record Date). A shareholder is entitled to contact the Company directly and receive the text of the Hebrew deed of vote and position notices, if any.

You are cordially invited to attend the Meeting. **Whether or not you plan to be present at the Meeting and regardless of the number of ordinary shares you own, you are requested to complete and return the enclosed proxy, which is solicited by the Company’s Board of Directors, and mail it promptly in the accompanying envelope, so that your vote may be recorded. Under the Company’s Second Amended and Restated Articles of Association, your proxy must be received by 1:00 p.m., Israel time, on June 16, 2015 (two days prior to the Meeting), to be counted for the Meeting.** If you are a record shareholder present at the Meeting and desire to vote in person, you may revoke your appointment of proxy up to one hour prior to the Meeting so that you may vote your shares personally.

By Order of the Board of Directors,

/s/ Shlomo Nehama
Shlomo Nehama
Chairman of the Board of Directors

May 14, 2015

**ELLOMAY CAPITAL LTD.
9 Rothschild Boulevard, 2nd Floor
Tel Aviv 6688112
Israel**

**PROXY STATEMENT FOR AN ANNUAL GENERAL MEETING OF SHAREHOLDERS
To be held on June 18, 2015
1:00 p.m.**

The annual general meeting of shareholders, or the Meeting, of Ellomay Capital Ltd. (also referred to hereinafter as “Ellomay,” the “Company,” “us,” “we” or “our”) will be held at our offices at 9 Rothschild Boulevard, 2nd Floor, Tel Aviv 6688112, Israel on Thursday, June 18, 2015, at 1:00 p.m., Israel time, and thereafter as it may be adjourned or postponed from time to time.

SOLICITATION OF PROXIES

It is proposed that at the Meeting, resolutions be adopted as follows:

1. Reelection of Shlomo Nehama, Ran Fridrich, Hemi Raphael and Anita Leviant as directors;
2. Reelection of Barry Ben Zeev as external director for an additional three-year term;
3. Approval of terms of service of Barry Ben Zeev, the external director nominee;
4. Approval of renewal and grant of indemnification undertakings, which include an undertaking to provide liability insurance, to current and future office holders who are deemed to be controlling shareholders;
5. Approval of renewal and grant of exemption letters to current and future office holders who are deemed to be controlling shareholders;
6. Approval of an increase to the coverage of our D&O liability insurance policy, including with respect to our current and future office holders who are deemed to be controlling shareholders;
7. Reappointment of Somekh Chaikin, a member of KPMG International, as the independent auditors of the Company for the fiscal year ending December 31, 2015 and until the next annual general meeting of the Company's shareholders, and authorization of the Board of Directors to approve, following the approval of the Audit Committee, the remuneration of the independent auditors in accordance with the volume and nature of their services; and
8. Receipt and consideration of the Auditors' Report and the Financial Statements of the Company for the fiscal year ended December 31, 2014.

The proxy materials are being mailed to our shareholders as of May 19, 2015, or the Record Date, on or about May 20, 2015.

A form of proxy for use at the Meeting and a return envelope for the proxy are enclosed. Upon the receipt of a properly signed and dated proxy in the form enclosed, which is received in time and not revoked prior to the Meeting, Ms. Kalia Weintraub, our Chief Financial Officer, and Mr. Ori Rosenzweig, our Chief Investment Officer, or either one of them, with full power of substitution, will vote, as proxy, the ordinary shares represented thereby at the Meeting in accordance with the instructions indicated on the proxy, or, if no direction is indicated, in accordance with the recommendation of our Board of Directors. **In accordance with our Second Amended and Restated Articles of Association, as amended from time to time, or the Articles, your proxy must be received by us by 1:00 p.m., Israel time, on June 16, 2015 (two days prior to the date of the Meeting) in order to be counted at the Meeting.**

The enclosed form of proxy is solicited by our Board of Directors for use at the Meeting and at any adjournments or postponements of the Meeting. All expenses of this solicitation will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers, and employees of the Company, without receiving additional compensation, may solicit proxies by telephone, in person, or by other means. Brokerage firms, nominees, fiduciaries, and other custodians have been requested to forward proxy solicitation materials to the beneficial owners of ordinary shares of the Company held of record by such persons, and the Company will reimburse such brokerage, nominees, fiduciaries, and other custodians for reasonable out-of-pocket expenses incurred by them in connection therewith.

The proxy may be revoked at any time prior to its exercise by notice in writing of the shareholder to us, delivered at our address above up to one hour prior to the Meeting and indicating that its/his/her proxy is revoked, or by timely submitting another proxy with a later date. If you hold your ordinary shares in "street name," meaning in the name of a bank, broker or other record holder, you must either direct the record holder of your ordinary shares on how to vote your ordinary shares or obtain a legal proxy from the record holder to vote such ordinary shares at the Meeting on behalf of the record holder as well as a statement from such record holder that it did not vote such ordinary shares.

If your ordinary shares are held through a member of the Tel Aviv Stock Exchange Clearinghouse, and you intend to vote your shares at the Meeting in person or by proxy you must deliver to us, via messenger or registered mail, a confirmation of ownership (*ishur baalut*) issued by the applicable bank or broker, confirming your ownership of our ordinary shares as of the Record Date, as required by the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting), 5760-2000. You are entitled to receive confirmation of ownership in the branch of the exchange member or by mail to your address (in consideration of mailing fees only), if you so requested in advance for a particular securities account. In the event you wish to vote your ordinary shares by means of a deed of vote, please deliver, along with the confirmation of ownership, the completed and executed second part of the Hebrew form of the deed of vote, filed with the Israel Securities Authority and Tel Aviv Stock Exchange and available at the websites noted above, **which must be received by the Company by 1:00 p.m., Israel time, on June 16, 2015 (48 hours prior to the Meeting), to be counted for the Meeting.** You will receive from the exchange member who holds the shares on your behalf, by e-mail, for no charge, a link to the text of the deed of vote and to the position notices, if any, unless you notified that you are not interested in receiving such links (provided that such notice was provided with respect to a particular securities account and prior to the Record Date).

RECORD DATE; QUORUM

Only shareholders of record at the close of business on May 19, 2015 are entitled to notice of, and to vote at, the Meeting or any adjournment(s) or postponement(s) thereof. As of May 14, 2015, we had 10,692,371 issued and outstanding ordinary shares (this number does not include 85,655 ordinary shares all of which were repurchased by us, that were held by us at that date by us as treasury shares under Israeli law). Each ordinary share, other than ordinary shares held by us as treasury shares, is entitled to be counted for purposes of a quorum and to one vote on each matter to be voted on at the Meeting. Our Articles do not provide for cumulative voting for the election of directors or for any other purpose.

The presence at the Meeting, in person or by proxy, of two or more shareholders holding more than 25% of the voting rights of the Company, will constitute a quorum. All ordinary shares represented in person or by proxy (including broker non-votes and shares that abstain or do not vote with respect to one or more of the matters to be voted upon) will be counted for purposes of determining whether a quorum exists. If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting shall stand adjourned on the same day, in the next week, at the same time and place. The requisite quorum at an adjourned meeting shall be any two or more shareholders, present in person or by proxy at the meeting.

VOTING RIGHTS; REQUIRED VOTES

The votes of all shareholders voting on a proposal are counted. Abstentions and broker non-votes will not be treated as either a vote "for" or "against" a proposal. "Broker non-votes" are shares held by brokers or other nominees which are present in person or represented by proxy, but which are not voted on a particular matter because instructions have not been received from the beneficial owner of the shares. Brokers and other nominees have discretionary voting authority under the applicable rules of the New York Stock Exchange to vote on "routine" matters. Please note that the uncontested election of directors is not considered a "routine" matter under such rules. This means that if a brokerage firm holds your shares on your behalf, those shares will not be voted in the election of directors, or with respect to the other non-routine matters on the agenda of the Meeting, unless you provide voting instructions to your brokerage firm or obtain a proxy from your brokerage firm and vote the shares yourself, in person or by proxy.

Each of the resolutions to be presented at the Meeting requires the affirmative vote of holders of at least a majority of the ordinary shares voted in person or by proxy at the Meeting on the matter presented for passage. However, the approval of the proposals under Items 2, 4 and 5 and of a portion of the proposals under Items 3 and 6 are required to comply with additional special “disinterested” voting requirements as set forth herein. Item 8 does not require a shareholder vote.

While the portion of the proposal under Item 6 concerning the provision of liability insurance for our current and future office holders (as defined below) who are also deemed to be controlling shareholders (currently Messrs. Nehama, Fridrich and Raphael) is ordinarily subject to shareholder approval with a special “disinterested” majority, it is exempt from such approval under the Companies Regulations (Relief for Transactions with Interested Parties), 2000, or the Relief Regulations, and pursuant to the determination of the Compensation Committee and Board of Directors of the Company described more fully in Item 6 below. Nevertheless, pursuant to Regulation 1[3](a) of the Relief Regulations, one or more of our shareholders holding at least 1% of our issued share capital or our voting rights have the right to oppose such exemption in writing. ANY OPPOSITION MUST BE RECEIVED BY US NO LATER THAN 14 DAYS FOLLOWING THE PUBLICATION OF THIS PROXY STATEMENT. In the event of such opposition, the provision of liability insurance for our current and future office holders who are also deemed to be controlling shareholders will require the approval of our shareholders by the special majority described in Item 6.

TERMS OF SERVICE AND EMPLOYMENT OF EXECUTIVE OFFICERS AND DIRECTORS

For information concerning the terms of service and employment of our five most highly compensated office holders during or with respect to the year ended December 31, 2014 see “Item 6.B: Directors, Senior Management and Employees; Compensation” of our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the Securities and Exchange Commission, or the SEC, on April 30, 2015. An “office holder” is defined under the Israeli Companies Law, 1999, or, as amended from time to time, the Companies Law, as a general manager, chief business manager, vice general manager, any other person assuming the responsibilities of any of the foregoing positions without regard to such person’s title, and a director, or manager directly subordinate to the general manager.

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding the beneficial ownership of our ordinary shares by each person known by us, to the best of our knowledge, to be the beneficial owner of more than 5.0% of our ordinary shares as of May 1, 2015 (except as otherwise indicated below). Each of our shareholders has identical voting rights with respect to each of its shares.

To our knowledge, except as otherwise indicated in the footnotes to this table, each shareholder in the table has sole voting and investment power for the ordinary shares shown as beneficially owned by them.

	Ordinary Shares Beneficially Owned ⁽¹⁾	Percentage of Ordinary Shares Beneficially Owned
Shlomo Nehama ⁽²⁾⁽⁵⁾	4,016,842	37.6%
Kanir Joint Investments (2005) Limited Partnership ⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	2,786,397	26.1%

- (1) As used in this table, “beneficial ownership” means the sole or shared power to vote or direct the voting or to dispose or direct the disposition of any security as determined pursuant to Rule 13d-3 promulgated under the U.S. Securities Exchange Act of 1934, as amended. For purposes of this table, a person is deemed to be the beneficial owner of securities that can be acquired within 60 days from May 1, 2015 through the exercise of any option or warrant. Ordinary shares subject to options or warrants that are currently exercisable or exercisable within 60 days are deemed outstanding for computing the ownership percentage of the person holding such options or warrants, but are not deemed outstanding for computing the ownership percentage of any other person. The amounts and percentages are based on a total of 10,692,371 ordinary shares outstanding as of May 1, 2015. This number of outstanding ordinary shares does not include a total of 85,655 ordinary shares held at that date as treasury shares under Israeli law, all of which were repurchased by us. For so long as such treasury shares are owned by us they have no rights and, accordingly, are neither eligible to participate in or receive any future dividends which may be paid to our shareholders nor are they entitled to participate in, be voted at or be counted as part of the quorum for, any meetings of our shareholders.
- (2) Based upon a Schedule 13D/A filed with the SEC on September 3, 2013 and on previous Schedule 13D filings by the persons referenced herein. The 4,016,842 ordinary shares beneficially owned by Mr. Nehama consist of: (i) 3,551,869 ordinary shares held by S. Nechama Investments (2008) Ltd., or Nechama Investments, which constitute approximately 33.2% of our outstanding ordinary shares and (ii) 464,973 ordinary shares and held directly by Mr. Nehama, which constitute approximately 4.4% of our outstanding ordinary shares. Mr. Nehama, as the sole officer, director and shareholder of Nechama Investments, may be deemed to indirectly beneficially own any ordinary shares owned by Nechama Investments, which constitute (together with his shares) approximately 37.6% of our outstanding ordinary shares.
- (3) Based upon a Schedule 13D/A filed with the SEC on September 3, 2013 and on previous Schedule 13D filings by the persons referenced herein. Kanir Joint Investments (2005) Limited Partnership, or Kanir, is an Israeli limited partnership. Kanir Investments Ltd., or Kanir Ltd., in its capacity as the general partner of Kanir, has the voting and dispositive power over the ordinary shares directly beneficially owned by Kanir. As a result, Kanir Ltd. may be deemed to indirectly beneficially own the ordinary shares beneficially owned by Kanir. Messrs. Hemi Raphael and Ran Fridrich, who are members of our Board of Directors, are the sole directors of Kanir Ltd. and Mr. Raphael is a majority shareholder of Kanir Ltd. As a result, Messrs. Raphael and Fridrich may be deemed to indirectly beneficially own the ordinary shares beneficially owned by Kanir, which constitute, together with their holdings as set forth in footnote (4), 30.3% and 27.2%, respectively, of our outstanding ordinary shares. Kanir Ltd. and Messrs. Raphael and Fridrich disclaim beneficial ownership of such ordinary shares except to the extent of their respective pecuniary interest therein, if any.
- (4) Based upon a Schedule 13D/A filed with the SEC on September 3, 2013 and on previous Schedule 13D filings by the persons referenced herein. Mr. Raphael beneficially owns 454,524 ordinary shares, consisting of: (i) 314,514 ordinary shares held by a BVI private company wholly-owned by Mr. Raphael, which constitute approximately 2.9% of our outstanding shares and (ii) 140,010 ordinary shares held directly by Mr. Raphael, which constitute approximately 1.3% of our outstanding shares. Mr. Raphael, as the sole shareholder of such private company, may be deemed to indirectly beneficially own any ordinary shares beneficially owned by such private company, which constitute (together with the shares held directly by him) approximately 4.3% of our outstanding ordinary shares. Mr. Fridrich directly owns 116,787 ordinary shares, which constitute approximately 1.1% of our outstanding shares.

- (5) Based upon a Schedule 13D/A filed with the SEC on September 3, 2013 and on previous Schedule 13D filings by the persons referenced herein. On March 24, 2008, Kanir and Nechama Investments entered into a shareholders agreement, or the 2008 Shareholders Agreement. By virtue of the 2008 Shareholders Agreement, Mr. Nehama, Nechama Investments, Kanir, Kanir Ltd., and Messrs. Raphael and Fridrich may be deemed to be members of a group that holds shared voting power with respect to 6,338,266 ordinary shares, which constitute approximately 59.3% of our outstanding ordinary shares, and holds shared dispositive power with respect to 5,356,878 ordinary shares, which constitute 50.1% of the outstanding ordinary shares. Accordingly, taking into account the shares directly held by Messrs. Nehama, Raphael (taking into account also shares held by the private company wholly-owned by him) and Fridrich, they may be deemed to beneficially own approximately 63.6%, 63.5% and 60.4%, respectively, of our outstanding ordinary shares. Each of Mr. Nehama and Nechama Investments disclaims beneficial ownership of the ordinary shares beneficially owned by Kanir. Each of Kanir, Kanir Ltd. and Messrs. Raphael and Fridrich disclaims beneficial ownership of the ordinary shares beneficially owned by Nechama Investments. A copy of the 2008 Shareholders Agreement was filed with the SEC on March 31, 2008 as Exhibit 14 to an amendment to a Schedule 13D and is not incorporated by reference herein.
- (6) Based upon a Schedule 13D/A filed with the SEC on September 3, 2013 and on previous Schedule 13D filings by the persons referenced herein. Bonstar, an Israeli company, currently holds 233,258 ordinary shares, which constitute approximately 2.2% of the outstanding ordinary shares. Bonstar is a limited partner of Kanir and assisted Kanir in the financing of the purchase of some of its ordinary shares. Accordingly, Bonstar may be deemed to be a member of a group with Kanir and its affiliates, although there are no agreements between Bonstar and either of such persons and entities with respect to the ordinary shares beneficially owned by each of them. Mr. Joseph Mor and Mr. Ishay Mor are the sole shareholders of Bonstar and Mr. Joseph Mor serves as the sole director of Bonstar. Messrs. Joseph Mor and Ishay Mor also hold, through a company jointly held by them, 175,000 ordinary shares, which constitute approximately 1.6% of the outstanding ordinary shares. By virtue of their control over Bonstar and the other company, Messrs. Joseph Mor and Ishay Mor may be deemed to indirectly beneficially own the 408,258 ordinary shares beneficially owned by Bonstar and by the other company, which constitute approximately 3.8% of the ordinary shares. Each of Bonstar and Messrs. Joseph Mor and Ishay Mor disclaims beneficial ownership of the ordinary shares beneficially owned by Kanir and Nechama Investments, except to the extent of their respective pecuniary interest therein, if any.

MATTERS SUBMITTED TO SHAREHOLDERS

ITEM 1

REELECTION OF DIRECTORS

Background

At the Meeting, the shareholders will elect directors to serve on our Board of Directors. Our Articles provide that, unless otherwise prescribed by a resolution adopted at a meeting of our shareholders, the Board shall consist of not less than four (4) nor more than eight (8) directors (including the external directors appointed as required under the Companies Law). The directors (other than the external directors) are elected annually at our annual general meeting of shareholders and remain in office until the next annual general meeting, unless a director has previously resigned, vacated his/her office, or was removed in accordance with our Articles. Our Board of Directors may elect additional directors to the Board of Directors.

Our Board of Directors is currently composed of the following six directors: Shlomo Nehama, Ran Fridrich, Hemi Raphael, Anita Leviant, Barry Ben Zeev and Mordechai Bignitz. Shlomo Nehama, Ran Fridrich, Hemi Raphael and Anita Leviant are standing for reelection. Barry Ben Zeev, one of our external directors, is standing for reelection for a third three-year term (see Item 2 below) and the current service term of Mordechai Bignitz, our other external director, expires in December 2017.

General

We are unaware of any reason why any of the nominees, if elected, should be unable to serve as a member of our Board of Directors. If any of the nominees are unable to serve, the persons named as proxies, or either one of them, will vote the shares represented thereby “**FOR**” the election of other nominees proposed by our Board of Directors. All nominees listed below have advised the Board of Directors that they intend to serve as members of the Board of Directors if elected.

As a controlled company, within the meaning set forth in the NYSE MKT Company Guide, we are exempt from the requirement that a majority of a company’s board of directors qualify as independent directors within the meaning set forth in the NYSE MKT Company Guide and from the NYSE MKT Company Guide requirement regarding the process for the nomination of directors; instead, we follow Israeli law and practice in connection with board composition and nominations.

Pursuant to the requirements of Section 224B(a) of the Companies Law, each of the director nominees provided us with a “Declaration of Competence” prior to the publication of the notice of annual general meeting of shareholders. These declarations are available for review at our offices, at the address set forth above, during regular business hours.

The following information is supplied with respect to each person nominated and recommended to be elected by our Board of Directors and is based upon our records and information furnished to the Board of Directors by the nominees.

The nominees for directors are:

<u>Name</u>	<u>Age</u>	<u>Position with the Company</u>
Shlomo Nehama	60	Chairman of the Board
Ran Fridrich ⁽¹⁾	62	Director and Chief Executive Officer
Hemi Raphael	63	Director
Anita Leviant ⁽¹⁾⁽²⁾⁽³⁾	60	Director

(1) Member of the Company’s Advisory Committee.

(2) Member of the Company’s Audit Committee.

(3) Member of the Company’s Compensation Committee.

Shlomo Nehama has served as a director and Chairman of the Board of Ellomay since March 2008. From 1998 to 2007, Mr. Nehama served as the Chairman of the Board of Bank Hapoalim B.M., one of the largest Israeli banks. In 1997, together with the late Ted Arison, he organized a group of American and Israeli investors who purchased Bank Hapoalim from the State of Israel. From 1992 to 2006, Mr. Nehama served as the Chief Executive Officer of Arison Investments. From 1982 to 1992, Mr. Nehama was a partner and joint managing director of Eshed Engineers, a management consulting firm. He also serves as a director in several philanthropic academic institutions, on a voluntary basis. Mr. Nehama is a graduate of the Technion - Institute of Technology in Haifa, Israel, where he earned a degree in Industrial Management and Engineering. Mr. Nehama received an honorary doctorate from the Technion for his contribution to the strengthening of the Israeli economy.

Ran Fridrich has served as a director of Ellomay since March 2008, as our interim chief executive officer since January 2009, and as our chief executive officer since December 2009. Mr. Fridrich is the co-founder and executive director of Oristan, Investment Manager, an investment manager of CDO Equity and Mezzanine Funds and a Distress Fund, established in June 2004. In January 2001 Mr. Fridrich founded the Proprietary Investment Advisory, an entity focused on fixed income securities, CDO investments and credit default swap transactions, and served as its investment advisor through January 2004. Prior to that, Mr. Fridrich served as the chief executive officer of two packaging and printing Israeli companies, Lito Ziv, a public company, from 1999 until 2001 and Mirkam Packaging Ltd. from 1983 until 1999. Mr. Fridrich also serves as a director of Cargal Ltd. since September 2002 and since 2007 as a director in Plastosac. Mr. Fridrich is a graduate of the Senior Executive Program of Tel Aviv University.

Hemi Raphael has served as a director of Ellomay since June 2006. Mr. Raphael is an entrepreneur and a businessman involved in various real estate and financial investments. Mr. Raphael also serves as a director of Cargal Ltd. since May 2004 and of Dorad Energy Ltd. Prior thereto, from 1984 to 1994, Mr. Raphael was an active lawyer and later partner at the law firm of Goldberg Raphael & Co. Mr. Raphael holds an LLB degree from the School of Law at the Hebrew University of Jerusalem and he is a member of the Israeli Bar Association and the California Bar Association.

Anita Leviant has served as a director of Ellomay since March 2008. Ms. Leviant heads LA Global Consulting, a practice specializing in representing and consulting global oriented companies in the public offering process. LAGC represents and consults investors and corporations on business and regulatory issues, in cross border and financial transactions, banking and capital markets. For a period of twenty years, until 2006, Ms. Leviant held several senior positions with Hapoalim Banking group including EVP Deputy Head of Hapoalim Europe and Global Private Banking and EVP General Global Counsel of the group, and served as a director in the overseas subsidiaries of Bank Hapoalim. Prior to that, Ms. Leviant was an associate in GAFNI & CO. Law Offices in Tel Aviv where she specialized in Liquidation, Receivership and Commercial Law and was also a Research Assistant to the Law School Dean in the Tel Aviv University specialized in Private International Law. Ms. Leviant holds a LL.B degree from Tel Aviv University Law School and is a member of both the Israeli and the New York State Bars. Ms. Leviant currently also serves as President of the Israel-British Chamber of Commerce, Council Member of the UK- Israel Tech Council, Board Member of the Federation of Bi-Lateral Chambers of Commerce and a Co-Founder of the Center for Arbitration and Dispute Resolutions Ltd. Ms. Leviant is a certified mediator.

Information about Mordechai Bignitz, our external director (whose current service term expires in December 2017):

Mordechai Bignitz has served as an external director of Ellomay since December 20, 2011. Mr. Bignitz is involved in economic and financial consulting and investment management and currently serves as the chairman of the investment committee of Migdal Capital Markets, one of Israel's largest investment houses. From 2009 to 2011, Mr. Bignitz served as CEO of Geffen Green Energy Ltd., an Israeli private company. From 2006 to 2010, Mr. Bignitz served as a director of Leader Capital Markets Ltd. (TASE: LDRC) and from 2007 to 2010 he served as a director of Leader Holdings & Investments Ltd. (TASE: LDER). From 2004 to 2007, Mr. Bignitz served as CEO of Advanced Paradigm Technology. From 1992 to 2004, Mr. Bignitz served as director and CFO of DS Capital Markets. From 1994 to 1996, Mr. Bignitz served as Managing Director of Dovrat, Shrem & Co. Trading Ltd. From 1991 to 1994 Mr. Bignitz served as Vice President and CFO of Dovrat Shrem & Co. and prior to that he served as Vice President of Clal Retail Chains (a subsidiary of the Clal Group) and Vice President & CFO of Clal Real Estate Ltd. Mr. Bignitz serves as a director of Israel Financial Levers (IFL) Ltd. (TASE: LVR) and of ARAD Investment and Industrial Development Ltd. (TASE: ARD). Mr. Bignitz is a CPA, holds a BA in Accounting and Economics from Tel-Aviv University and completed the Executive Program in Management and Strategy in Retail at Babson College in Boston. Mr. Bignitz qualifies as an external director according to the Companies Law.

As previously approved by our shareholders, we pay our non-executive directors (Anita Leviant, Barry Ben Zeev and Mordechai Bignitz) remuneration for their services as directors based on the minimum fees permitted by the Companies Regulations (Rules for Compensation and Expenses of External Directors), 5760-2000, or the Compensation Regulations. The current minimum cash amounts applicable to us pursuant to the Compensation Regulations are an annual fee of NIS 52,585 (equivalent to approximately \$13,595) and an attendance fee of NIS 1,860 (equivalent to approximately \$481) per meeting (board or committee). These amounts are updated twice a year based on increases in the Israeli Consumer Price Index as compared to the base index set forth in the Compensation Regulations. According to the Compensation Regulations, which we apply to all our non-executive directors, the directors are entitled to 60% of the meeting fee if they participated at the meeting by teleconference and not in person, and to 50% of the meeting fee if resolutions were approved in writing, without convening a meeting. In addition, each of these non-executive directors receives an annual grant of options to purchase 1,000 ordinary shares under the terms and conditions set forth in our 1998 Share Option Plan for Non-Employee Directors, or the 1998 Option Plan.

Messrs. Nehama, Fridrich and Raphael waived their right to receive the aforementioned director fees and options in connection with the execution of a management services agreement, or the Management Services Agreement, among us, Kanir and Meisaf Blue & White Holdings Ltd., or Meisaf. Based on the terms of the Management Services Agreement, as amended at our 2013 annual general meeting, in consideration of the performance of the management services and the board services, we agreed to pay Kanir and Meisaf an aggregate annual services fee in the amount of \$400,000 plus value added tax pursuant to applicable law, in equal parts and quarterly payments. The current term of the Management Services Agreement is until the earlier of: (i) June 17, 2016, (ii) the termination of service of either of the Kanir and Nechama Investments affiliates on our Board of Directors, or (iii) a date that is six (6) months following the delivery of a written termination notice by Meisaf and Kanir to the Company or by the Company to Meisaf and Kanir.

Each of our directors also received an indemnification undertaking and an exemption letter, forms of which were attached as exhibits to our annual report on Form 20-F for the year ended December 31, 2012, or our 2012 Annual Report, and each of them is also included in our directors and officers' liability insurance policy. For more information concerning these indemnification undertakings, exemption letters and directors and officers' liability insurance policy, see Items 4, 5 and 6, respectively.

Required Vote

The adoption of this proposal requires the affirmative vote of a majority of the ordinary shares of the Company voted in person or by proxy at the Meeting.

Proposal

At the Meeting, our Board of Directors will propose that the following resolution be adopted:

"RESOLVED, to reelect each of Shlomo Nehama, Ran Fridrich, Hemi Raphael and Anita Leviant, as directors of the Company to hold office until the next annual general meeting of the Company's shareholders and until their respective successors are duly elected and qualified."

Shareholders may vote on the appointment of each director nominee separately on the attached proxy card. Upon the receipt of a properly signed and dated proxy and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby **"FOR"** the above-mentioned proposal.

ITEM 2

REELECTION OF EXTERNAL DIRECTOR

Background

Companies incorporated under the laws of Israel whose shares have been offered to the public, such as our company, are required by the Companies Law to have at least two external directors. Each external director may serve for up to three terms of three years. Thereafter, an external director may be reelected by our shareholders for additional periods of up to three years each only if our Audit Committee and our Board of Directors confirm that, in light of the external director's expertise and special contribution to the work of the Board of Directors and its committees, the reelection for such additional period is beneficial to us and the reasons for such proposed reelection are presented to our shareholders. Our other directors are elected annually.

Our currently serving external directors are Mordechai Bignitz, whose service term is due to end on December 19, 2017 and Barry Ben Zeev, whose service term is due to end on December 29, 2015. Mr. Ben Zeev was elected for his first three-year term in the general meeting of our shareholders held on December 30, 2009 and for his second three-year term in the general meeting of our shareholders held on June 20, 2012, or the 2012 Shareholders Meeting, and is standing for reelection for an additional three-year term, commencing December 30, 2015.

The Companies Law prescribes the requirements and qualifications of an external director. Among other requirements and limitations, in order to qualify as an external director an individual may not be a relative of a controlling shareholder and she or he, or her or his relative, partner, employer, direct or indirect supervisor or an entity she or he controls, may not have, and may not have had at any time during the previous two years, any affiliation to the company, the controlling shareholder of the company or a relative of the controlling shareholder of the company or to an entity that, on the date of appointment of during the preceding two years, is or was controlled by the company or by the company's controlling shareholder. The term affiliation includes: an employment relationship, a business or professional relationship maintained on a regular basis, control, and service as an office holder. In addition, no individual may serve as an external director if the individual's position or other activities create or may create a conflict of interest with his or her role as an external director or if she or he, or her or his relative, partner, employer, direct or indirect supervisor, or an entity she or he controls, has other than negligible business or professional relations with any of the persons with which the external director himself may not be affiliated, even if such relations are not routine. In addition, at least one of the external directors must have "accounting and financial expertise" and any other external director must have "accounting and financial expertise" or "professional qualification," as such terms are defined by regulations promulgated under the Companies Law.

For a period of two years following the termination of services as an external director, the company, its controlling shareholder and any entity the controlling shareholder controls may not provide any benefit to such former external director, directly or indirectly. The prohibited benefits include the appointment as an office holder in the company or the controlled entity, employment of, or receipt of professional services from, the former external director for compensation, including through an entity such former external director controls. The same prohibition applies to the former external director's spouse and child for the same two-year period and to other relatives of the external director for a period of one year following the termination of services as an external director.

All of the external directors of a company must be members of its audit committee and compensation committee and at least one external director is required to serve on every committee authorized to exercise any of the powers of the board of directors. Mr. Ben Zeev serves as the chairman of our Audit Committee and Compensation Committee.

General

At the Meeting, our shareholders will be asked to reelect Barry Ben Zeev as an external director for an additional term of three years, commencing December 30, 2015. We are unaware of any reason why Mr. Ben Zeev, if elected, should be unable to serve as a member of our Board of Directors. If Mr. Ben Zeev is unable to serve, the persons named in the proxy, or either one of them, will vote the shares represented thereby **"FOR"** the election of another nominee proposed by our Board of Directors. Mr. Ben Zeev advised the Board of Directors that he intends to serve as a member of the Board of Directors if elected.

Pursuant to the requirements of Section 241 of the Companies Law, Mr. Ben Zeev provided us with a "Declaration of Competence" prior to the publication of the notice of annual general meeting of shareholders, declaring that he fulfills all the qualifications of an external director under the Companies Law and that he has the requisite accounting and financial expertise. Such declaration also includes a confirmation of fulfillment of the qualifications of an independent director and member of an audit committee under the applicable SEC rules and regulations and the NYSE MKT Company Guide. Such declarations are available for review at our offices, at the address set forth above, during regular business hours.

The following information is supplied with respect to Mr. Ben Zeev , who is nominated for the position of external director and recommended to be elected by our Board of Directors and is based upon our records and information furnished to the Board of Directors by the nominee:

Barry Ben Zeev has served as an external director of Ellomay since December 30, 2009. Mr. Ben Zeev is a business strategic consultant. From 1978 to 2008, Mr. Ben Zeev served in various positions with Bank Hapoalim. During 2008, he served as the bank's Deputy CEO and as its CFO, in charge of the financial division. From 2001 to 2007, he served as the bank's Deputy CEO in charge first of the private international banking division and then of the client asset management division. Mr. Ben Zeev has served on the board of many companies, including as a director on the board of the Israeli Stock Exchange in 2006-2007. He currently serves as a director of Partner Communications Ltd. (NASDAQ and TASE: PTNR), Kali Equity Markets, Hiron-Trade Investments & Industries Buildings Ltd. (TASE: HRON) and Poalim Asset Management (UK) Ltd., a subsidiary of Bank Hapoalim B.M. and on the advisory board of the Bereishit Fund. Mr. Ben Zeev also serves as an independent director and Head of Investment Committee at Altshuler Shaham Pension & Gemel B.M. and as Chairman of Hapoel Tel Aviv Football Club. Mr. Ben Zeev holds an MBA from Tel-Aviv University specializing in financing, and a BA in Economics from Tel-Aviv University.

Required Vote

Pursuant to the Companies Law, the reelection of an external director nominated by a company's board of directors (as is the case with Mr. Ben Zeev's nomination) requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either (i) at least a majority of the shares of non-controlling shareholders and shareholders who do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) are voted in favor of the election of the external director or (ii) the total number of shares of non-controlling shareholders and of shareholders who do not have a personal interest in the resolution (excluding a personal interest that is not related to a relationship with the controlling shareholders) voted against the election of the external director does not exceed two percent of the outstanding voting power in the company. The Companies Law sets forth different majority requirements in the event the external director nominates himself for reelection or is nominated for reelection by one of the company's shareholders.

Mr. Shlomo Nehama, our Chairman of the Board and a director nominee, Nechama Investments and Kanir, and Mr. Ran Fridrich, our Chief Executive Officer, and Mr. Hemi Raphael, who are both members of our Board of Directors and director nominees, are each deemed to be our "controlling shareholders" for purposes of Section 268 of the Companies Law due to their holdings as set forth above, their respective positions with such entities and the 2008 Shareholders Agreement.

The Companies Law requires that each shareholder voting on the proposal indicate whether or not the shareholder has a personal interest in the proposal (excluding, as mentioned above, a personal interest that is not related to a relationship with the controlling shareholders). Otherwise, the shareholder is not eligible to vote on this proposal. Under the Companies Law, a "personal interest" of a shareholder (i) includes a personal interest of any member of the shareholder's family or of the shareholder's spouse's family (or a spouse thereof) or a personal interest of a company with respect to which the shareholder (or any of the aforementioned family members) serves as a director or chief executive officer, owns at least 5% of the shares or has the right to appoint a director or chief executive officer, and (ii) excludes an interest arising solely from the ownership of our ordinary shares. Under the Companies Law, in the case of a person voting by proxy for another person, "personal interest" includes a personal interest of either the proxy holder or the shareholder granting the proxy, whether or not the proxy holder has discretion how to vote. Shareholders who hold their shares through banks, brokers or other nominees that are members of the TASE should indicate whether or not they have a personal interest as explained above on the form of the deed of vote that we will file on MAGNA, the website of the Israel Securities Authority.

Proposal

At the Meeting, our Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to reelect Barry Ben Zeev as an external director for an additional term of three years, commencing December 30, 2015.”

Upon the receipt of a properly signed and dated proxy, which includes an indication as to whether or not the shareholder is a controlling shareholder or has a “personal interest” as explained above, and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby **“FOR”** the above-mentioned proposal.

ITEM 3

TERMS OF SERVICE OF EXTERNAL DIRECTOR

Background

At the Meeting, our shareholders will be asked to approve the terms of service of the reelected external director. The compensation of an external director is governed by the Compensation Regulations, and cannot generally be revised during the external director's term in office (a period of three years).

General

Mr. Barry Ben Zeev previously received an indemnification undertaking (which includes an undertaking to provide liability insurance) and an exemption letter, both in the form attached as exhibits to our 2012 Annual Report, and is included in our directors and officers' liability insurance policy (for a discussion concerning the proposed increase to the coverage of our directors and officers' liability insurance policy, which, if approved, will also apply to Mr. Ben Zeev, see Item 6). In addition, Mr. Ben Zeev will be entitled to receive compensation as set forth below during his service term.

Directors' Fees

The Compensation Regulations set forth a range of fees that may be paid by Israeli public companies to their external directors, depending upon each company's equity based on the most recent financial statements. If reelected, Mr. Ben Zeev will be entitled to receive annual and attendance fees equal to the minimum cash amounts permitted to be paid to our external directors pursuant to the Compensation Regulations based on our current category and equity. The current minimum cash amounts permitted to be paid to our external directors pursuant to the Compensation Regulations are an annual fee of NIS 52,585 (equivalent to approximately \$13,595) and an attendance fee of NIS 1,860 (equivalent to approximately \$481) per board or committee meeting. According to the Compensation Regulations, an external director is entitled to 60% of the meeting fee if he participated in the meeting by means of communication and not in person, and to 50% of the meeting fee if resolutions were approved in writing, without convening a meeting.

All cash amounts set forth above are updated twice a year based on increases in the Israeli consumer price index as compared to the base index set forth in the Compensation Regulations, and are subject to changes in the amounts payable pursuant to Israeli law from time to time.

Directors' Options

As previously approved by our shareholders, each of our current and future non-employee directors are entitled to receive an annual grant of options to purchase 1,000 ordinary shares, currently representing less than 0.01% of our outstanding ordinary shares, under the terms and conditions set forth in our 1998 Option Plan. These options are valid for a period of 10 years (subject to certain exceptions detailed in the 1998 Option Plan) and have an exercise price equal to the average closing bid and sale prices of the ordinary shares on the grant date, on the market on which the shares are traded.

At our 2013 annual general meeting, our shareholders approved the compensation policy applicable to our office holders, or the Compensation Policy, and approved a change in the vesting schedule of options granted to our non-employee directors under the 1998 Option Plan. Pursuant to such approvals, the options granted to non-employee directors under the 1998 Option Plan are no longer exercisable upon issuance but rather vest in one installment on the first anniversary of the grant date of the options, provided that the option holder still serves as a member of our Board of Directors on such date (otherwise, the unvested options will immediately expire on the date of Termination of Service, as such term is defined in the 1998 Option Plan). As noted above, the terms of service of external directors cannot generally be revised during their term in office and therefore the change in the vesting schedule did not apply to our external directors. We propose that the options granted to Mr. Ben Zeev during his third term as external director vest in one installment on the first anniversary of the grant date of the options, provided that Mr. Ben Zeev still serves as a member of our Board of Directors on such date (otherwise, the unvested options will immediately expire on the date of Termination of Service, as such term is defined in the 1998 Option Plan).

In accordance with our Compensation Policy, our Compensation Committee and Board of Directors approved, and recommend that our shareholders approve, the terms of service of Mr. Barry Ben Zeev as set forth hereinabove.

Required Vote

Pursuant to Section 273 of the Companies Law, the terms of service of members of our Board of Directors that are in accordance with our Compensation Policy generally require the approval of our Compensation Committee, Board of Directors and the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and voting on the matter. The Compensation Regulations require, among other things, that the payment of minimum permitted annual fee and attendance fee and the grant of options to external directors be approved at the shareholders' meeting in which such external director is appointed.

In addition, pursuant to the Compensation Regulations, the grant of options to an external director requires the same "special majority" that is required for the election of the external director (or reelection in the event the external director is nominated by the board of directors), including the requirement to mark whether or not the shareholder as a "personal interest" in the adoption of the resolution, which are more fully described under "Item 2 – Reelection of External Director; Required Vote."

Proposal

At the Meeting, our Board of Directors will propose that the following resolution be adopted:

"RESOLVED, to approve the terms of service of Mr. Barry Ben Zeev for his third term as external director, all as described in the Proxy Statement relating to the Meeting, and to determine that this resolution is in the best interest of the Company."

Upon the receipt of a properly signed and dated proxy, which, with respect to the applicable portion of this resolution, includes an indication as to whether or not the shareholder has a "personal interest" as explained above, and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby "**FOR**" the above-mentioned proposal.

ITEM 4

GRANT AND RENEWAL OF INDEMNIFICATION UNDERTAKINGS TO CURRENT AND FUTURE OFFICE HOLDERS DEEMED TO BE CONTROLLING SHAREHOLDERS

Background

The Companies Law permits an Israeli company to undertake to indemnify its office holders in advance and to provide liability insurance covering its office holders against and with respect to certain liabilities, subject to limitations that appear in the Companies Law and provided that such company's articles permit such indemnification and insurance. Our Articles permit us to provide such indemnification undertakings and to provide such insurance, subject to the limitations imposed by the Companies Law.

The Companies Law combined with the Israeli Securities Law (1968), or the Securities Law, and our Articles authorize us to indemnify our office holders for:

- (i) monetary liability imposed on them in favor of a third party by a judgment, including a settlement or a decision of an arbitrator which is given the force of a judgment by court order; provided that in the event an indemnification undertaking is granted in advance, such undertaking is limited to the classes of events which in the opinion of our Board can be anticipated in light of our activities at the time of giving the indemnification undertaking, and for an amount and/or criteria which our Board has determined are reasonable in the circumstances and, the events and the amounts or criteria that our Board deem reasonable in the circumstances at the time of giving of the undertaking are stated in the undertaking;
- (ii) reasonable litigation expenses, including legal fees, incurred by the office holder as a result of an investigation or proceeding instituted against such office holder by a competent authority, which investigation or proceeding has ended without the filing of an indictment or in the imposition of financial liability in lieu of a criminal proceeding, or has ended in the imposition of a financial obligation in lieu of a criminal proceeding for an offence that does not require proof of criminal intent (the phrases "proceeding that has ended without the filing of an indictment" and "financial obligation in lieu of a criminal proceeding" shall have the meanings ascribed to such phrases in Section 260(a)(1a) of the Companies Law) or in connection with an administrative enforcement proceeding or a financial sanction. Without derogating from the generality of the foregoing, such expenses will include a payment imposed on the office holder in favor of an injured party as set forth in Section 52[54](a)(1)(a) of the Securities Law, and expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees; and
- (iii) reasonable litigation expenses, including legal fees, which the office holder has incurred or is obliged to pay by the court in proceedings commenced against him by the Company or in its name or by any other person, or pursuant to criminal charges of which he is acquitted or criminal charges pursuant to which he is convicted of an offence which does not require proof of criminal intent.

The Companies Law provides that a company may undertake to indemnify its office holders in advance if permitted by its articles of association and subject to certain conditions and limitations. Our Articles permit us to undertake to indemnify our office holders in advance subject to the restrictions set forth in the Companies Law.

In addition, the Companies Law provides that a company may not exempt or indemnify an office holder nor enter into an insurance contract which would provide coverage for liability incurred as a result of any of the following: (a) a breach by the office holder of his or her duty of loyalty (however, a company may insure and indemnify against such breach if the office acted in good faith and had reasonable cause to assume that his act would not prejudice the company's interests); (b) a breach by the office holder of his or her duty of care if the breach was done intentionally or recklessly, unless made in negligence only; (c) any act of omission done with the intent to derive an illegal personal benefit; or (d) any fine, civil fine, monetary sanction or penalty levied against the office holder. According to the Securities Law, a company cannot insure or indemnify an office holder for an Administrative Enforcement procedure, regarding payments to victims of the infringement or for expenses expended by the office holder with respect to certain proceedings held concerning him or her, including reasonable litigation expenses and legal fees.

General

Pursuant to the Companies Law, the terms of service of controlling shareholders, which include the provision of indemnification undertakings and the provision of liability insurance, cannot continue for more than three consecutive years unless re-approved by the compensation committee, board of directors and shareholders every three years. Our office holders who are also deemed to be controlling shareholders received indemnification undertakings from us, which as noted above include an undertaking to provide liability insurance, in connection with our 2012 Shareholders Meeting. Therefore, we are proposing to approve the grant and renewal of indemnification undertakings to current and future office holders deemed to be controlling shareholders in the form identical to the form of indemnification undertaking previously approved by our shareholders for grant to all of our current and future office holders, including those who are not deemed to be controlling shareholders. The form of indemnification undertaking is attached as Exhibit 4.3 to our 2012 Annual Report.

As permitted by our Articles, the indemnification undertaking is limited to certain categories of events and the aggregate indemnification amount that we shall pay (in addition to sums payable by insurance companies) for monetary liabilities imposed on, or incurred by, the director or officer pursuant to all the indemnification undertakings issued by us to our directors and officers, may not exceed an amount equal to the higher of: (i) fifty percent (50%) of our net equity at the time of indemnification, as reflected on our most recent financial statements at such time, or (ii) our annual revenue in the year prior to the time of indemnification.

In such indemnification undertakings, we also, among other things, undertake to (i) produce collateral, security, bond or any other guarantee that the director or officer may be required to produce as a result of any interim legal procedure (other than criminal procedures involving the proof of criminal thought), all up to the maximum indemnification amount set forth above; and (ii) maintain a liability insurance policy with a reputable insurer to the extent permitted by the Companies Law, for all of our directors and officers, in a total amount of not less than \$10 million during the period the recipient of the indemnity undertaking serves as a member of our board of directors or as an officer and for a period of seven years thereafter. For more information on our proposal to increase the coverage of our D&O liability insurance policy see Item 6 below.

In accordance with our Compensation Policy, our Compensation Committee and Board of Directors approved, and recommend that our shareholders approve, the grant and renewal of our form of indemnification undertaking, including the provision of liability insurance as set forth therein, to current and future office holders who are deemed to be controlling shareholders. In addition, in connection with such approval, our Audit Committee reviewed and confirmed that the indemnification undertaking proposed to be granted and renewed herein is the same as the form of indemnification undertaking previously and currently granted to our office holders who are not deemed to be controlling shareholders.

For the avoidance of doubt, if the proposal under this Item 4 is not approved, the validity of the provision of liability insurance to our current and future office holders who are deemed to be controlling shareholders as proposed under Item 6 herein will not be affected.

Required Vote

As noted under Item 2 of this Proxy Statement, Messrs. Nehama, Raphael and Fridrich are all deemed to be our “controlling shareholders” for purposes of Section 268 of the Companies Law. Pursuant to Sections 270(4) and 275 of the Companies Law, the approval of the terms of service of controlling shareholders, including the approval of indemnification undertakings and provision of liability insurance, requires the approval of our Compensation Committee, Board of Directors and the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and voting on the matter provided that at least one of the following conditions is met: (i) the shares voting in favor of the matter include at least a majority of the shares voted by shareholders who do not have a personal interest in the approval of the transaction or (ii) the total number of shares voted against the transaction by shareholders referenced under (i) does not exceed 2% of our outstanding voting rights.

Pursuant to Section 276 of the Companies Law, all shareholders are asked to indicate on the enclosed proxy card whether or not they have a personal interest in the approval of this proposal, otherwise, the shareholder is not eligible to vote on this proposal. For a discussion of the provisions of the Companies Law regarding personal interests, please see “Item 2 – Reelection of External Director; Required Vote.”

Proposal

At the Shareholders Meeting, the Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to approve the grant and renewal of the Company’s form of indemnification undertaking, which includes an undertaking to provide liability insurance, to current and future office holders who are deemed to be controlling shareholders, and to determine that this resolution is in the best interest of the Company.”

Upon the receipt of a properly signed and dated proxy, which includes an indication as to whether or not the shareholder has a “personal interest” in the approval of this proposal, and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby **“FOR”** the above-mentioned proposal.

ITEM 5

GRANT AND RENEWAL OF EXEMPTION LETTERS TO CURRENT AND FUTURE OFFICE HOLDERS DEEMED TO BE CONTROLLING SHAREHOLDERS

Background

Under the Companies Law, an Israeli company may not exempt an office holder from liability for a breach of his duty of loyalty, but may exempt in advance an office holder from his liability to the company, in whole or in part, for a breach of his duty of care, provided that in no event shall a director be exempt from any liability for damages caused as a result of a breach of his duty of care to the company in the event of a “distribution” (as defined in the Companies Law). Our Articles authorize us to, subject to the provisions of the Companies Law, exempt an office holder from all or part of such office holder’s responsibility or liability for damages caused to us due to any breach of such office holder’s duty of care towards us.

At the 2012 Shareholders Meeting, our shareholders approved, among other things, the renewal of exemption letters previously granted to our current and future office holders who are all deemed to be controlling shareholders, including to Messrs. Nehama, Fridrich and Raphael commencing December 30, 2012.

General

As explained under Item 4 above, the Companies Law requires that the terms of service of controlling shareholders, such as an exemption letter, be approved by the compensation committee, board of directors and shareholders every three years. Therefore, we are proposing to approve the grant and renewal of exemption letters to current and future office holders deemed to be controlling shareholders in the form identical to the form of exemption letter previously approved by our shareholders for grant to all of our current and future office holders, including those who are not deemed to be controlling shareholders. The form of exemption letter is attached as Exhibit 4.4 to our 2012 Annual Report.

In accordance with our Compensation Policy, our Compensation Committee and Board of Directors approved, and recommend that our shareholders approve, the grant and renewal of exemption letters to our office holders who are deemed to be controlling shareholders (currently Messrs. Nehama, Fridrich and Raphael), commencing December 30, 2015. For the avoidance of doubt, if the following proposal is not approved, the exemption letters previously provided to Messrs. Nehama, Fridrich and Raphael will remain in force until such date. In addition, in connection with such approval, our Audit Committee reviewed and confirmed that the exemption letter proposed to be granted and renewed herein is the same as the form of exemption letter previously and currently granted to our office holders who are not deemed to be controlling shareholders.

Required Vote

As noted under Item 2 of this Proxy Statement, Messrs. Nehama, Raphael and Fridrich are all deemed to be our “controlling shareholders” for purposes of Section 268 of the Companies Law and as noted under Item 4 of this Proxy Statement, the approval of the terms of service of controlling shareholders, including the provision of exemption letters, requires the approval of our Compensation Committee, Board of Directors and the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and voting on the matter provided that at least one of the following conditions is met: (i) the shares voting in favor of the matter include at least a majority of the shares voted by shareholders who do not have a personal interest in the approval of the transaction or (ii) the total number of shares voted against the transaction by shareholders referenced under (i) does not exceed 2% of our outstanding voting rights.

Pursuant to Section 276 of the Companies Law, all shareholders are asked to indicate on the enclosed proxy card whether or not they have a personal interest in the approval of this proposal, otherwise, the shareholder is not eligible to vote on such proposal. For a discussion of the provisions of the Companies Law regarding personal interests, please see “Item 2 – Reelection of External Director; Required Vote.”

Proposal

At the Shareholders Meeting, the Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to approve the grant and renewal of the Company’s form of exemption letters to our current and future office holders who are deemed to be controlling shareholders commencing December 30, 2015, and to determine that this resolution is in the best interest of the Company.”

Upon the receipt of a properly signed and dated proxy, which includes an indication as to whether or not the shareholder has a “personal interest” in the approval of this proposal, and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby **“FOR”** the above-mentioned proposal.

ITEM 6

INCREASE TO THE COVERAGE OF OUR D&O LIABILITY INSURANCE POLICY

Background

The Companies Law permits an Israeli company to procure a liability insurance policy covering its office holders, subject to limitations that appear in the Companies Law and provided that such company's articles permit such liability insurance. Our Articles permit us to enter into an agreement for the insurance of the liability of our office holders, in whole or in part, for any of the following:

- (i) A breach of a cautionary duty toward the Company or toward another person;
- (ii) A breach of a fiduciary duty toward the Company, provided the office holder acted in good faith and has had reasonable ground to assume that the act would not be detrimental to the Company;
- (iii) A monetary liability imposed upon an office holder toward another;
- (iv) Reasonable litigation expenses, including attorney fees, incurred by the office holder as a result of an administrative enforcement proceeding instituted against him. Without derogating from the generality of the foregoing, such expenses will include a payment imposed on the office holder in favor of an injured party as set forth in Section 52[54](a) (1)(a) of the Securities Law and expenses that the office holder incurred in connection with a proceeding under Chapters H'3, H'4 or I'1 of the Securities Law, including reasonable legal expenses, which term includes attorney fees;
- (v) Any other matter in respect of which it is permitted or will be permitted under applicable law to insure the liability of an office holder in the Company.

The current coverage of our directors and officers' liability insurance policy is \$10 million, for which we currently pay an annual premium of approximately \$41,000. This coverage was previously approved by our shareholders, most recently at the 2012 Shareholders Meeting.

General

In recent years, our activities and operations have developed and evolved, increasing dramatically since we entered into the renewable energy field in March 2010. We now have international operations, in Italy, Spain and Israel and our securities are traded both on the NYSE MKT and on the TASE. Due to these developments and in order for us to enable our office holders to make and implement decisions that are in the best interest of our company and our shareholders, our Compensation Committee and Board of Directors discussed an increase of the coverage of our directors and officers' liability insurance policy to \$15 million, or the Updated Policy. The annual premium for the year 2015 in connection with the Updated Policy is currently expected to be approximately \$59,000.

Based on the recommendation of our insurance adviser, who confirmed that the Updated Policy is customary and appropriate for companies of our company's size and characteristics and that the premium is on market terms, and in accordance with our Compensation Policy, our Compensation Committee and Board of Directors approved, and recommend that our shareholders approve, the acquisition of the Updated Policy for our current and future office holders, including office holders who are deemed to be controlling shareholders.

At the Meeting, the shareholders will also be asked to approve any renewal and/or extension of the Updated Policy, and the purchase of any other D&O insurance policy upon the expiration of the Updated Policy from the same or a different insurance company with the same coverage. The approval will apply to current and future directors who may serve from time to time and to current and future office holders who are deemed to be "controlling shareholders" under the Companies Law.

For the avoidance of doubt, if this proposal is not approved, the validity of the current directors and officers' liability policy and prior approvals of our shareholders will not be affected. In addition, as our current undertaking to provide liability insurance to Messrs. Nehama, Raphael and Fridrich will expire on December 29, 2015, in the event this proposal is not approved with the requisite special "disinterested" majority (to the extent required), the current policy will continue to apply to Messrs. Nehama, Raphael and Fridrich until its expiration date. In addition, the increase of coverage as it applies to our officers who are not our CEO or controlling shareholders does not require shareholders' approval.

Required Vote

Pursuant to Section 273 of the Companies Law, the terms of service of members of our Board of Directors that are in accordance with our Compensation Policy generally require the approval of our Compensation Committee, Board of Directors and the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and voting on the matter.

In addition, as noted under Item 2 of this Proxy Statement, Messrs. Nehama, Raphael and Fridrich are all deemed to be our “controlling shareholders” for purposes of Section 268 of the Companies Law and as noted under Item 4 of this Proxy Statement, the approval of the terms of service of controlling shareholders, including the provision of liability insurance, requires the approval of our Compensation Committee, Board of Directors and the affirmative vote of the holders of a majority of the shares present, in person or by proxy, and voting on the matter provided that at least one of the following conditions is met: (i) the shares voting in favor of the matter include at least a majority of the shares voted by shareholders who do not have a personal interest in the approval of the transaction or (ii) the total number of shares voted against the transaction by shareholders referenced under (i) does not exceed 2% of our outstanding voting rights.

Pursuant to Section 276 of the Companies Law, all shareholders are asked to indicate on the enclosed proxy card whether or not they have a personal interest in the approval of this proposal with respect to our office holders who are deemed to be controlling shareholders, otherwise, the shareholder is not eligible to vote on such proposal. For a discussion of the provisions of the Companies Law regarding personal interest, please see “Item 2 – Reelection of External Director; Required Vote.”

In connection with the undertaking to provide liability insurance to our current and future office holders who are deemed to be controlling shareholders (currently Messrs. Nehama, Fridrich and Raphael) that is part of the proposed resolution, we intend to utilize an exemption that is available under the Relief Regulations. Regulation 1[2](5) of the Relief Regulations provides that in the event a company’s compensation committee and board of directors determine that the insurance provided to the controlling shareholder is: (i) upon terms identical to those provided to the company’s other officers and directors, (ii) on market conditions, and (iii) not likely to materially affect the company’s profitability, assets or liabilities, the approval of the company’s shareholders for the provision of liability insurance to controlling shareholders will not be required. In connection with the provision of liability insurance discussed herein, our Compensation Committee and Board of Directors approved and confirmed the conditions set forth in the Relief Regulations. Nevertheless, pursuant to Regulation 1[3](a) of the Relief Regulations, one or more of our shareholders holding at least 1% of our issued share capital or voting rights have the right to oppose such exemption in writing. ANY OPPOSITION MUST BE RECEIVED BY US NO LATER THAN 14 DAYS FOLLOWING THE PUBLICATION OF THIS PROXY STATEMENT. In the event of such opposition, the provision of liability insurance for our office holders who are deemed to be controlling shareholders will require shareholders’ approval by the special majority detailed above. Accordingly, the approval of the provision of liability insurance for our office holders who are deemed to be controlling shareholders will only be presented for shareholder approval at the Shareholders Meeting if so required by one or more shareholders as explained above. If shareholders’ approval is not required under the Relief Regulations, then any votes and abstentions submitted on a proxy for Proposal 6 will only be taken into account with respect to such portion of this proposal that is not subject to the exemptions available under the Relief Regulations.

Proposal

At the Shareholders Meeting, the Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to approve the purchase of the Updated Policy and any renewals, extensions or substitutions thereof, at the Company’s expense, for the benefit of the Company’s current and future office holders, including current and future office holders who are deemed to be controlling shareholders, and to determine that this resolution is in the best interest of the Company.”

Upon the receipt of a properly signed and dated proxy, which with respect to the applicable portion of this resolution, includes an indication as to whether or not the shareholder has a “personal interest” in the approval of this proposal, and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby “FOR” the above-mentioned proposal.

ITEM 7

REAPPOINTMENT OF INDEPENDENT AUDITORS

Background

Shareholders will be asked to reappoint Somekh Chaikin, a member of KPMG International, as our independent auditors for the year ending December 31, 2015 and until the next annual general meeting of our shareholders and to authorize our Board of Directors to approve their fees, following the approval of our Audit Committee, in accordance with the volume and nature of their services. Somekh Chaikin have been our independent auditors since December 2011.

The following table sets forth the fees paid by us and our subsidiaries to our principal independent registered public accounting firms during 2013 and 2014, respectively:

	2014	2013
	(in thousands)	
Audit Fees ⁽¹⁾	\$ 98	\$ 184
Audit-Related Fees ⁽²⁾	\$ 49	\$ 23
Tax Fees ⁽³⁾	\$ 18	\$ 32
All Other Fees	-	-
Total	\$ 165	\$ 239

(1) Professional services rendered by our independent registered public accounting firm for the audit of our annual financial statements or services that are normally provided by the accountants in connection with statutory and regulatory filings or engagements.

(2) Professional services related to due diligence investigations.

(3) Professional services rendered by our independent registered public accounting firm for international and local tax compliance, tax advice services and tax planning.

Required Vote

The adoption of this proposal requires the affirmative vote of a majority of the ordinary shares of the Company voted in person or by proxy at the Meeting.

Proposal

At the Meeting, our Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to reappoint Somekh Chaikin, a member of KPMG International, as the independent auditors of the Company for the fiscal year ending December 31, 2015, and until the next annual general meeting of shareholders, and that the Board of Directors, following the approval of the Audit Committee, be, and it hereby is, authorized to approve the payment of fees of said independent auditors, considering the volume and nature of their services.”

Upon the receipt of a properly signed and dated proxy and unless otherwise instructed in the proxy, either of the persons named in the enclosed proxy will vote the shares represented thereby **“FOR”** the above-mentioned proposal.

ITEM 8

CONSIDERATION OF THE ANNUAL FINANCIAL STATEMENTS

Background

As required by the Companies Law, our independent auditors' report and audited consolidated financial statements for the fiscal year ended December 31, 2014, will be presented for discussion at the Meeting.

Our audited financial statements for the year ended December 31, 2014 are included in our 2014 Annual Report on Form 20-F, which was filed with the SEC on April 30, 2015. You may receive a hard copy of the complete audited financial statements for the fiscal year ended December 31, 2014, free of charge, upon request. You may review a copy of our filings with the SEC, including exhibits and schedules, and obtain copies of such materials at the SEC's public reference room at Room 1580, 100 F Street, N.E, Washington, D.C. 20549. You may call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC maintains an Internet site (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding registrants that we file electronically with the SEC. These SEC filings are also available to the public from commercial document retrieval services.

This item will not involve a vote of the shareholders.

PROPOSALS OF SHAREHOLDERS

Any of our shareholders who intend to present a proposal at a shareholders' meeting must satisfy the requirements of the Companies Law. Under the Companies Law, only shareholders who severally or jointly hold at least one percent (1%) of our outstanding voting rights are entitled to request that our Board of Directors include a proposal, in a future shareholders' meeting, provided that such proposal is appropriate to be discussed in such meeting. Any shareholders of the Company who intend to present proposals at the Meeting must submit their proposals in writing to us at the address set forth above, attention: CFO, by no later than May 21, 2015. If our Board of Directors determines that a shareholder proposal is appropriate for inclusion in the agenda in the Meeting, we will publish a revised agenda for the Meeting no later than May 28, 2015 by way of issuing a press release and submitting a Current Report on Form 6-K to the SEC and the ISA.

OTHER BUSINESS

The Board of Directors is not aware of any other matters that may be presented at the Meeting other than those mentioned in the attached Company's Notice of Annual General Meeting of Shareholders. If any other business is properly brought before the Meeting, it is intended that Kalia Weintraub and Ori Rosenzweig, the persons named as proxies, or either one of them, will vote the shares in accordance with his or her respective discretionary authority and best judgment.

By Order of the Board of Directors,

/s/ Shlomo Nehama

Shlomo Nehama

Chairman of the Board of Directors

Tel Aviv, Israel
May 14, 2015

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**ELLOMAY CAPITAL LTD.****2015 Annual Meeting of Shareholders****June 18, 2015,
1:00 p.m., Israel time****This Proxy is Solicited On Behalf
Of The Board Of Directors**Please mark
your votes like this

- | | | NOMINEES: | | | | | | | | |
|--|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------|--------------------------|--------------------------|--------------------------|--|
| | | FOR | AGAINST | ABSTAIN | | FOR | AGAINST | ABSTAIN | | |
| 1. | To reelect four members of the Board of Directors to hold office until the next annual general meeting of shareholders and until their respective successors are duly elected and qualified. The nominees are: | (01) Shlomo Nehama | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (03) Hemi Raphael | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| | | (02) Ran Fridrich | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | (04) Anita Leviant | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | |
| 2A. | To reelect Barry Ben Zeev as an external director for an additional term of three years, commencing December 30, 2015. | FOR | AGAINST | ABSTAIN | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |
| 2B. | In connection with Proposal 2A, please indicate whether you are a controlling shareholder or have a personal interest in the Proposal (excluding a personal interest that is not related to a relationship with the controlling shareholders) and, if you indicate YES, please provide details. | YES | NO | | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | |
| ▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲ | | | | | | | | | | |
| 3A. | To approve the terms of service of the external director, all as described in the Proxy Statement related to the Meeting, and to determine that this resolution is in the best interest of the Company. | FOR | AGAINST | ABSTAIN | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |
| 3B. | In connection with Proposal 3A, please indicate whether you are a controlling shareholder or have a personal interest in the Proposal (excluding a personal interest that is not related to a relationship with the controlling shareholders) and, if you indicate YES, please provide details. | YES | NO | | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | |
| 4A. | To approve the grant and renewal of the Company's form of indemnification undertaking, which includes an undertaking to provide liability insurance, to current and future office holders who are deemed to be controlling shareholders, and to determine that this resolution is in the best interest of the Company. | FOR | AGAINST | ABSTAIN | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |
| 4B. | In connection with Proposal 4A, please indicate whether you have a "personal interest" in the approval of the Proposal and, if you indicate YES, please provide details. | YES | NO | | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | |
| 5A. | To approve the grant and renewal of the Company's form of exemption letters to our current and future office holders who are deemed to be controlling shareholders commencing December 30, 2015, and to determine that this resolution is in the best interest of the Company. | FOR | AGAINST | ABSTAIN | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |
| 5B. | In connection with Proposal 5A, please indicate whether you have a "personal interest" in the approval of the Proposal and, if you indicate YES, please provide details. | YES | NO | | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | |
| 6A. | To approve the purchase of the Updated Policy and any renewals, extensions or substitutions thereof, at the Company's expense, for the benefit of the Company's current and future office holders, including current and future office holders who are deemed to be controlling shareholders, and to determine that this resolution is in the best interest of the Company. | FOR | AGAINST | ABSTAIN | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |
| 6B. | In connection with Proposal 6A, please indicate whether you have a "personal interest" in the approval of the Proposal with respect to our office holders who are deemed to be controlling shareholders and, if you indicate YES, please provide details. | YES | NO | | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | | |
| 7. | To reappoint Somekh Chaikin, a member of KPMG International, as the independent auditors of the Company for the fiscal year ending December 31, 2015, and until the next annual general meeting of shareholders, and that the Board of Directors, following the approval of the Audit Committee, be, and it hereby is, authorized to approve the payment of fees of said independent auditors, considering the volume and nature of their services. | FOR | AGAINST | ABSTAIN | | | | | | |
| | | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | | | |

Signature _____ Signature _____ Date _____, 2015.

NOTE: Your signature should appear the same as your name appears hereon. In signing as attorney, administrator, executor, trustee or guardian, please indicate the capacity in which signing. If two or more persons are joint owners of a share, this instrument must be executed by the person who is registered first in the Company's Register of Members. When a proxy is given by a corporation, it should be signed by an authorized officer using the corporation's full name and the corporate seal, if any, affixed. When a proxy is given by a partnership, it should be signed by an authorized person using the partnership's full name. PLEASE MARK, DATE, SIGN AND RETURN THE PROXY CARD PROMPTLY USING THE SELF-ADDRESSED ENVELOPE ENCLOSED.

2015 Annual General Meeting of Shareholders

ELLOMAY CAPITAL LTD.

9 Rothschild Boulevard, 2nd Floor

Tel-Aviv 6688112, Israel

June 18, 2015,

1:00 p.m., Israel time

**Please Be Sure To Mark, Sign, Date and Return Your Proxy Card
in the Envelope Provided**

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ▲

PROXY CARD

ELLOMAY CAPITAL LTD.

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 18, 2015**

The undersigned, a shareholder of Ellomay Capital Ltd., an Israeli company (the “**Company**”), revoking any previous proxies, does hereby appoint Kalia Weintraub and Ori Rosenzweig (each of them, or any substitute, hereinafter, the “**Proxy**”), or either one of them, with the full power of substitution, and hereby authorizes the Proxy to represent and to vote, as designated on the reverse side, all ordinary shares, NIS 10.00 nominal value per share, of the Company which the undersigned is entitled to vote at the Annual General Meeting of Shareholders of the Company to be held at the offices of the Company at 9 Rothschild Boulevard, 2nd Floor, Tel-Aviv 6688112, Israel, on Thursday, June 18, 2015, at 1:00 p.m., Israel time (the “**Meeting**”), and any adjournment(s) or postponement(s) thereof.

WHEN PROPERLY MARKED AND EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED “FOR” THE PROPOSALS SET FORTH HEREIN. PLEASE NOTE THAT YOU ARE REQUIRED TO INDICATE WHETHER OR NOT YOU ARE A CONTROLLING SHAREHOLDER OR HAVE A PERSONAL INTEREST, AS THE CASE MAY BE, IN CONNECTION WITH THE APPROVAL OF PROPOSALS 2A, 4A AND 5A AND A PORTION OF PROPOSALS 3A AND 6A BY MARKING ITEMS 2B, 3B, 4B, 5B AND 6B, WHETHER YOU VOTE FOR OR AGAINST SUCH PROPOSALS. IF YOU FAIL TO MARK ITEMS 2B, 3B, 4B, 5B OR 6B, YOUR VOTE WILL NOT BE COUNTED WITH RESPECT TO THE RELEVANT PORTION OF PROPOSALS 2A, 3A, 4A, 5A AND 6A, AS APPLICABLE, WHETHER OR NOT A VOTE WITH RESPECT TO SUCH PROPOSALS IS MARKED. IF YOU PROPERLY MARK ITEMS 2B, 3B, 4B, 5B OR 6B AND NO DIRECTION IS MADE UNDER THE RELEVANT PROPOSALS, THIS PROXY WILL BE VOTED “FOR” THE RELEVANT UNDIRECTED PROPOSALS.

With respect to any additional matters as may properly come before the Meeting and any adjournment or postponement thereof, said Proxy will vote in accordance with her or his discretionary authority and best judgment.

(Continued, and to be marked, dated and signed, on the other side)
