

## **Resolutions of the Annual General Meeting on May 3, 2009**

Below are the resolutions of the Annual General Meeting of shareholders of the Company on May 3, 2009:

1. **Appointment of Accountants Somekh Chaikin for the year 2009 and until the next Annual General Meeting is convened and delegation of authority to the Company's Board of Directors to set their fee**

To approve the appointment of the accounting firm, Somekh Chaikin, as the Company's accountants for 2009 and until the next Annual General Meeting is convened and delegation of the authority for setting their fee to the Company's Board of Directors.

2. **Election of Directors**

To re-elect the following incumbent Directors as Directors of the Company: Shlomo Rodav, Ran Gottfried, David Gilboa, Michael Grabiner, Stephen Grabiner, Zehavit Cohen, Rami Nomkin (Director Representing the Employees), Arie Saban, Menachem Inbar, Yehuda Porat (Director Representing the Employees), Adam Chesnoff, Kihara R. Kiarie, Yoav Rubinstein and Eilon Shalev.

3. **Approval of the Commitment for Advance Indemnification for Officials of the Company**

To approve for granting a commitment for indemnification to the Company's General Counsel Mr. Amir Nachlieli and to the Company's Spokesperson Mr. Guy Hadas, in accordance with the Commitment for Advance Indemnification that was formulated by the Board of Directors on November 27, 2006 and by the General Meeting of the shareholders on January 17, 2007 ("Letter of Indemnification") and that is given to all officials in the Company for any liability or expense that they might incur as a result of their position as an official of the Company (including their activities in subsidiaries), subject to the limitations of the Companies Law. The total amount of Indemnification is subject to a ceiling of 25% of the shareholders' equity of the Company at the time the Indemnification is actually paid (as regards all officials of the Company). The Letter of Indemnification will apply to the types of events attached to the appendix to the Letter. A Letter of Indemnification is attached to this report.

4. **Approval of the Distribution of a Dividend**

Further to the recommendation of the Board of Directors on March 23, 2009 to approve the distribution of a cash dividend totaling NIS 792 million, representing as of today NIS 0.3013092 per share and 30.13092% of the issued and paid capital of the Company. The amount of dividend that will actually be paid will be determined in accordance with the issued and paid share capital of the Company at the end of the business day on May 11, 2009 ("the determining day"). The dividend will be paid to the shareholders in the Company who are listed in the register of the shareholders in the Company at the end of the determining day. The "X" day will be May 12, 2009 and the day of payment will be May 24, 2009. Taxes will be withheld at the source from the dividend, in accordance with the law.

5. **Approval of a Bonus for the Chairman of the Board of Directors for 2008**

Further to the publication of an immediate report on March 24, 2009, it was resolved to pay the maximum bonus permitted under the terms of his contract, as approved by the general meeting on June 1, 2008, the equivalent of 18 monthly salaries, amounting to NIS 3,244,935.

6. **Approval of Employment Conditions and Bonus for the Head of the Company's Safety and Security Department (Director Representing the Employees Mr. Yehuda Porat)**

To approve the employment conditions of Mr. Yehuda Porat as Head of the Company's Safety and Security Department, beginning on October 29, 2007 at a monthly salary of NIS 33,000 (NIS 30,000 until March 31, 2008) and also a grant of NIS 85,000 for the year 2008, according to targets met and his manager's opinion.

7. **Allocation of Options (and the Shares that will Result from their Exercise) to a Director Representing the Employees, Mr. Yehuda Porat.**

Approval for the allocation of options to the Director Representing the Employees, Yehuda Porat, in accordance with the private offering published on January 27, 2009, as follows:

The allocation of 100,000 options redeemable for 100,000 ordinary shares of NIS 1.00 n.v.  
The exercise price for exercising the options is NIS 5.9703 ("exercise price").