## ELBIT SYSTEMS LTD.

(the "Company")

# NOTICE OF THE COMPANY'S ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Company hereby announces that the Company's Annual General Meeting of Shareholders will be held on **Thursday, November 30, 2017, at 2:00 p.m.** (**local time**), at the Company's offices at the Advanced Technology Center, Haifa 31053, Israel (the "**Meeting**").

# Matters on the Meeting's Agenda

- 1. Re-election of the following directors to the Company's Board of Directors (the "**Board**") until the close of the next Shareholders' Annual General Meeting: Mr. Michael Federmann, Mrs. Rina Baum, Mr. Yoram Ben-Zeev, Mr. David Federmann, Mr. Dov Ninveh, Prof. Ehood (Udi) Nisan and Prof. Yuli Tamir;
- 2. Approval of Directors' compensation fees to be paid to the Directors;
- 3. Framework Resolution for the purchase by the Company from time to time during a three-year period of a directors and officers liability insurance;
- 4. Re-granting of the Indemnification Letters granted in December 2014 to Mr. M. Federmann and Mr. D. Federmann, who serve as directors of the company and may be considered direct or indirect controlling shareholders of the Company, for a period of three additional years, commencing as of December 1, 2017; and
- 5. Re-appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the Company's independent auditor for the fiscal year 2017 and until the close of the next Shareholders' Annual General Meeting.

In addition, the Company will present the Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2016 and will report on the dividend distributed to shareholders, the compensation paid to the Company's directors and the compensation arrangements with the Company's independent auditor, with respect to fiscal year 2016.

#### **Record Date**

The record date for determining the eligibility of shareholders to participate and vote at the Meeting as specified in clause 182 of the Companies Law will be at the close of business (local time) on **Tuesday. October 31, 2017** (the "**Record Date**").

## <u>Voting by Means of a Proxy, a Proxy Card or an Electronic Vote and Position</u> Statements

A shareholder may attend the Meeting and vote in person or appoint a proxy to participate and vote on his or her behalf at the Meeting (subject to the provisions of the Company's Articles of Association). Appointment of a proxy must be in writing, signed by the shareholder and delivered to the Company's registered office at least four (4) hours before the Meeting. In addition, shareholders may vote with respect to each of the resolutions on the Meeting's agenda by means of a proxy card (the "**Proxy Card**") that is attached to the proxy statement published by the Company on Wednesday, October 25, 2017, with respect with the Meeting ("**Proxy Statement**"), and send it to the Company's offices. Only the Proxy Cards received by the Company at least four (4) hours before the Meeting, i.e., by **Thursday, November 30, 2017 at 10:00 a.m. local** 

time, will be taken into account in the voting process. A shareholder whose shares are registered with a member of the Tel Aviv Stock Exchange ("TASE") is entitled, in addition to the methods of voting mentioned above, to vote by means of an electronic vote through the electronic voting system of the Israel Securities Authority (www.votes.isa.gov.il), subject to proof of ownership of the shares on the record date, as required by law. Voting through the electronic voting system will be allowed until six (6) hours before the Meeting, that is until Thursday, November 30, 2017 at 08:00 a.m. local time.

In addition, a shareholder is permitted to express his or her position on the resolutions on the agenda of this Meeting by submitting to the Company a written statement (the "**Position Statement**"), through the Company. Position Statements should be submitted to the Company's offices, to the attention of the Corporate Secretary, Mrs. Ronit Zmiri, no later than **Monday, November 20, 2017.** 

The form of the Proxy Card and a copy of each Position Statement (if submitted) will be available to the public on the Israeli Securities Authority website at www.magna.isa.gov.il on the TASE website at www.tase.co.il and on the U.S. Securities and Exchange Commission website at www.sec.gov.

### **Review of Documents**

For further details with respect to the issues on the agenda of the Meeting and the full version of the resolutions for approval see the Proxy Statement, which may be reviewed on the Israeli Securities Authority website at <a href="www.magna.isa.gov.il">www.magna.isa.gov.il</a> on the TASE web at <a href="www.tase.co.il">www.tase.co.il</a> on the U.S. Securities and Exchange Commission website at <a href="www.sec.gov">www.sec.gov</a> and on the Company's website at <a href="www.elbitsystems.com">www.elbitsystems.com</a>.

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