

GAZIT-GLOBE LTD.
COMPENSATION COMMITTEE CHARTER

Adopted: December 4, 2011

The Board of Directors (the “**Board**”) of Gazit-Globe Ltd. (the “**Company**”) has constituted and established a Compensation Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Compensation Committee Charter (this “**Charter**”).

A. Purpose

The purpose of the Committee is to oversee the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans. The purpose and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a company.

B. Membership

The membership of the Committee shall be comprised of three or more members of the Board, all of whom shall qualify as “independent directors” (or be subject to an exception) under applicable rules of the SEC and the New York Stock Exchange (the “**NYSE Rules**”). Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. All “external directors” of the Company appointed under the Israeli Companies Law 5759-1999 (the “**Israeli Companies Law**” and “**External Director**” respectively), shall be members of the Committee, and a majority of the members of the Committee shall be “unaffiliated directors” as defined in the Israeli Companies Law.

The Chairman of the Board of the Company, any member of the Board employed by the Company or who regularly provides services to the Company (other than as a Board member), a controlling shareholder or any relative of a controlling shareholder, as each term is defined in the Israeli Companies Law (“**Controlling Shareholder**”) may each not serve as a member of the Committee. In addition, any member of the Board employed by the Company’s Controlling Shareholder or by a company controlled by such Controlling Shareholder, or who provides services to the Company’s Controlling Shareholder or a company controlled by such Controlling Shareholder, on a regular basis, or a member of the Board whose main income is dependent on the Controlling Shareholder, may each not serve as a member of the Committee.

The Committee’s members shall be appointed by, and serve at the discretion of, the Board. Members shall serve until their successors are duly designated and qualified. Any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board. Subject to applicable law, any vacancy in the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

The Committee’s chairperson shall be designated by the Committee, unless decided otherwise by the Board. A quorum at a meeting of the Committee shall consist of a majority of

the members of the Committee, provided however, a majority of the members present be Unaffiliated Directors, at least one of whom is also an External Director.

C. Meetings

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The chairperson of the Committee may ask members of management or others to attend the meeting and provide pertinent information, as necessary.

The Committee shall have the power to retain, without Board approval and at the Company's expense, and terminate the services of, as it deems appropriate, outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

D. Responsibilities

Executive Compensation:

1. The Committee shall review at least annually the goals and objectives of the Company's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
2. The Committee shall review at least annually the Company's executive compensation plans in light of the Company's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend to the Board the adoption of, new, or the amendment of existing, executive compensation plans.
3. The Committee shall evaluate annually the performance of each of the executive officers of the Company in light of the goals and objectives of the Company's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the compensation level of the executive officers based on this evaluation. In determining the incentive component of the compensation of the executive officers, the Committee shall consider all relevant factors, including the Company's performance and relative shareholder return, the value of similar awards to executive officers of comparable companies, and the awards given to the executive officers of the Company in past years.
4. The Committee shall perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.
5. The Committee shall review perquisites or other personal benefits to the Company's executive officers and recommend any changes to the Board.

General Compensation and Employee Benefit Plans

1. The Committee shall review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
2. The Committee shall review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.

3. Unless the Company opts-out of such requirement, the Company shall review all equity-compensation plans to be submitted for shareholder approval under the NYSE listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such shareholder approval requirement, in each case, subject to any other required approvals.

4. To perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

Other Responsibilities:

1. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for consideration and approval.

2. The Committee shall conduct an annual self-performance evaluation of the Committee.

E. Reporting

The Committee will apprise the Board regularly of significant developments in the course of performing the above responsibilities and duties.