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If you sell or transfer or have sold or transferred all of your Ordinary Shares or Depository Interests, please forward this document, but not the personalized form of proxy or form of direction enclosed with it (the “**Form of Proxy**” and “**Form of Direction**”), as soon as possible, to the purchaser or the transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or transfer or have sold or transferred only part of your holding of Ordinary Shares or Depository Interests, you should retain this document. If you receive this document from another shareholder or holder of Depository Interests, or transferee, please contact the Company’s Registrar for a Form of Proxy or Form of Direction.

Any person (including without limitation custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom should seek appropriate advice before taking any action. The distribution of this document and any accompanying documents into jurisdictions other than the United Kingdom may be restricted by law. Any person not in the United Kingdom into whose possession this document and any accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document comprises a notice of annual general meeting and extraordinary general meeting relating to the appointment of various officers of the Company, in accordance with the requirements of the Israeli Companies Law.

B.S.D Crown Ltd.

(incorporated and registered in Israel with registered number 52-004292-0, the “Company”)

Notice of Annual General Meeting and Extraordinary General Meeting

A notice convening an Annual General Meeting and Extraordinary General Meeting of the Company (together, the “Meeting”) to be held at 9:30 AM (British Summer Time, “BST”) on 5 July 2016 at Hilton London Tower Bridge, 5 More London Place, Tooley Street, London SE1 2BY, United Kingdom, is set out at the end of this document.

Your attention is drawn to the letter to shareholders of the Company (the “Shareholders”) from the Chairman of the Company, in which the board of directors of the Company (the “Board”) unanimously recommends that you vote in favour of the resolutions proposed in Part I of the notice of the Meeting (the “Part I resolutions”). Please read the whole of this document and consider whether to vote in favour of the Part I resolutions in light of the information contained in this document.

Enclosed with this document is a Form of Proxy for Shareholders or a Form of Direction for holders of Depository Interests.

If you hold your Ordinary Shares in certificated form, whether or not you intend to be present in person at the Meeting, please complete, sign and return the accompanying Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Company’s Registrar by 9:30 AM (BST) on 3 July 2016.

If, however, you are a holder of Depository Interests, please complete, sign and return the Form of Direction in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by the Company’s Registrar by 9:30 AM (BST) on 2 July 2016.

IMPORTANT NOTICE

No person has been authorised to give any information or to make any representations other than as may be contained in this document and, if given or made, such information or representations must not be relied on as having been authorised by the Company.

The statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and the publication of this document shall not give rise to any implication that there has been no change in the facts set out herein since such date. Nothing contained in this document shall be deemed to be a forecast, projection or estimate of the future financial performance of the Company, except where otherwise stated.

Publication on website

A copy of this document will be available on the Company's website at www.bsd-c.com and from the National Storage Mechanism at www.morningstar.co.uk/uk/NSM from 1 June 2016.

Date of publication

This document is published on 1 June 2016.

LETTER FROM THE CHAIRMAN

B.S.D CROWN LTD.

(INCORPORATED AND REGISTERED IN THE STATE OF ISRAEL UNDER THE ISRAELI COMPANIES LAW WITH REGISTERED NUMBER 52-004292-0, THE “COMPANY”)

Registered Office

7 Menachem Begin Road
Gibor Sport Tower
8th Floor
Ramat-Gan 5268102
Israel

1 June 2016

Dear Shareholder,

Notice of an Annual General Meeting and Extraordinary General Meeting

This letter contains notice of an annual general meeting and an extraordinary general meeting (the “**Meeting**”) to be held on 5 July 2016. With this letter, we would like to provide you with some additional information regarding the resolutions to be proposed at the Meeting as follows:

Part I of this letter provides for resolutions proposed by the Company as follows: the appointment of directors, including independent statutory directors, the appointment and remuneration of auditors, indemnification of directors and directors’ and officers’ insurance policy.

Part II of this letter details resolutions which are proposed by a group of Shareholders who have requisitioned an extraordinary general meeting of the Company. Such Shareholders are attempting to take over the control and management of the Company by replacing its board of directors. This shareholder group seeks the appointment of several individuals and the removal from office of all existing directors (apart from the Company’s external director who have a statutory role under Israeli law).

For the reasons set out herein, the current board of directors of the Company (the “**Board**”) considers the adoption of the resolutions proposed in Part I of the notice of the Meeting (the “**Part I resolutions**”) to be in the best interests of the Company and its Shareholders as a whole. The Board further considers that the resolutions proposed in Part II of the notice of the Meeting (the “**Part II resolutions**”), on behalf of the shareholder group seeking to take over control and management of the Company, are not in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Part I resolutions, and against the Part II resolutions, and the Board intends to do in respect of their own beneficial shareholdings.

PART I

RESOLUTIONS RECOMMENDED FOR ADOPTION BY THE COMPANY

RESOLUTION 1: Election of an External Director

Under the Israeli Companies Law, 5759-1999 and regulations promulgated thereunder (collectively, the “**Israeli Companies Law**”), companies incorporated under the laws of Israel whose shares have been offered to the public in or outside of Israel, are required to appoint at least two statutory independent directors (the “**external directors**”) who meet certain Israeli statutory criteria of independence; such criteria are generally in line with the independence requirement, under the UK Corporate Governance Code (the “**Code**”).

If an external directorship becomes vacant and, as a result, there are fewer than two external directors on the board of directors at that point in time, the board of directors is required under the Israeli Companies Law to call a shareholders' meeting as soon as practicable to appoint a replacement external director. Currently, the board of directors of B.S.D Crown Ltd includes one director designated as an external director, Mr. Zvi Shur, who was elected at the Company's annual general meeting in April 2013 for a third three-year term as an external director commencing 24 November 2013, such directorship hence expiring on 24 November 2016.

The Board is therefore seeking Shareholders' authority to appoint a second external director.

The directors propose to elect Mrs. Iris Even-Tov as an external director of the Company. The Board believes that the appointment of Mrs. Even-Tov as an external director of the Company complies with the provisions and requirements under the Israeli Companies Law and that her skills and capabilities would contribute to the Company's on-going business. The Board has also determined that Mrs. Even-Tov satisfies the requirements under the Code to serve on the Board as an independent director and hence, her appointment will increase the level of independence of the Board.

As required by the Israeli Companies Law, it is proposed that Mrs. Even-Tov be elected to serve the office as external director for an initial fixed term of three years commencing on the date her election is approved by Shareholders. If the election is approved by Shareholders, Mrs. Even-Tov will be appointed by the Board to serve as a member of each of the audit committee, compensation committee and remuneration committee.

Information regarding the background and experience of Mrs. Even-Tov is available in Appendix 1 to this document.

The terms and conditions for the election of external directors, as required under the Israeli Companies Law, are set out in Appendix 2 to this document.

RESOLUTION 2 to 4: Election of Directors

It is proposed to appoint Mrs. Naomi Enoch, Mr. Gil Leidner and Mrs. Iris Even-Tov (in the event that her appointment as an external director of the Company has not been approved), as members of the Board. In accordance with the Articles and the provisions of the Israeli Companies Law, each such director will hold office until the next annual general meeting of the Company.

Brief biographical details for the proposed appointments are set out in Appendix 1 to this document.

Pursuant to the provisions set forth in sections 224(a) and 224(b) of the Israeli Companies Law, each of the proposed directors signed a declaration stating that he/she holds the necessary skills and has the ability to devote the appropriate time to carry out his/her duties as a director of the Company, as well as details of their respective qualifications. Each of the proposed directors stated that he/she is not subject to any of the restrictions set forth in sections 226 and 227 of the Israeli Companies Law.

The election of directors, who are not designated as external directors, requires the affirmative vote of Shareholders present in person or by proxy and holding ordinary shares representing a majority of the votes cast with respect to the resolution.

RESOLUTION 5 to 6: Re-election of Directors

Pursuant to the Company's articles of association and the provisions of the Israeli Companies Law, at each annual general meeting the directors of the Company (other than statutory external directors appointed in accordance with the Israeli Companies Law) shall retire from office and may be nominated for re-election. The directors will hold office until the next annual general meeting of the Company in accordance with the articles of association of the Company.

It is proposed to re-appoint Mr. Gregory Gurtovoi and Mr. Oleksandr Avdyeyev as members of the Board, each to hold office until the next annual general meeting of the Company.

Brief biographical details of the directors proposed for re-election are available from the Company's website at www.bsd-c.com and are set out in Appendix 1 to this document.

The re-election of directors requires the affirmative vote of Shareholders present in person or by proxy and holding ordinary shares representing a majority of the votes cast with respect to the resolution.

RESOLUTION 7: Directors' Remuneration and Indemnification

The Company intends to pay the proposed external director an annual fee of £20,000, to be paid quarterly in arrears and subject to any limitations on total compensation amounts payable to external directors that may apply from time to time under the Israeli Companies Law. This fee shall survive the three-year term of appointment and is in line with the Company's remuneration policy as approved by its Shareholders on 8 September 2014.

Pursuant to the Israeli Companies Law, the remuneration of external directors is subject to the approval of the Company's remuneration committee, followed by the approval of the Board.

Pursuant to the Israeli Companies Law, the remuneration of directors proposed for re-election is subject to the approval of the Company's remuneration committee, followed by the approval of the Board. The Company intends to pay each of the re-elected directors an annual fee of £20,000, to be paid quarterly in arrears and subject to any limitations on total compensation amounts payable to directors that may apply from time to time under the Israeli Companies Law.

Subject to the approvals required by law, all of the directors of the Company shall be entitled to indemnification and a directors' and officers' insurance policy covering actions and omissions. In December 2009, the Shareholders authorised the Company to enter into an indemnification agreement with the Company's then serving and future directors. In addition, the Shareholders have authorised the Company to procure, renew, extend and/or replace from time to time an insurance policy covering actions and omissions of the then serving and future directors of the Company at an annual premium not to exceed \$500,000.

The Israeli Companies Law provides that with respect to a controlling shareholder, such as in the case of Mr. Gregory Gurtovoi, the provision by the Company of indemnification and a directors' and officers' insurance policy covering actions and omissions must be approved by a majority vote of the shares present and voting at a shareholders' meeting, provided that either:

- i. the majority voting in favour of the election includes a majority of the shares held by shareholders who do not have a personal interest in the proposed resolution, excluding abstentions referred to as a "disinterested majority"; or
- ii. the total number of shares held by shareholders who do not have a personal interest in the proposed resolution (as described above) that are voted against the election of the director does not exceed two per cent (2%) of the aggregate voting rights in the company.

The term "controlling shareholder" is defined under the Israeli Companies Law (by reference to the Israeli Securities Law) as a shareholder with the ability to direct the activities of the company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50 per cent (50%) or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its general manager.

RESOLUTION 8: Re-appointment and Remuneration of Auditors

According to the provisions of the Israeli Companies Law, the term of a company's independent auditor shall expire at each annual general meeting of a company. However, the independent auditor may be nominated for re-appointment. Under the Israeli Companies Law, shareholders may also authorise the board of directors of the company to determine the independent auditor's remuneration.

It is proposed to re-appoint Brightman Almagor Zohar, a registered public accounting firm and a member of Deloitte, to serve as the Company's auditors for the year ending 31 December 2016 and until the next annual general meeting, and to authorise the Board to determine the remuneration of the Company's auditors.

RESOLUTION 9: Retired Directors' Insurance Policy

In accordance with the Company's articles of association and the provisions of the Israeli Companies Law, it is proposed to grant each of the directors who will be retiring from the Board with effect from the conclusion of the Meeting, namely Messrs. Israel Yossef Schneerson, Yosef Schvinger and Chanoch Winderboim, a "Run-Off" insurance coverage, effective for a period of seven (7) years.

PART II

RESOLUTIONS PROPOSED BY A GROUP OF SHAREHOLDERS OF THE COMPANY

The following resolutions are proposed by a group of Shareholders who have requisitioned an extraordinary general meeting of the Company. Such Shareholders are attempting, as mentioned above, to take over the control and management of the Company by replacing its board of directors. This shareholder group seeks the appointment of several individuals and the removal from office of all existing directors (apart from the Company's external director who have a statutory role under Israeli law).

On 9 May 2016, the board of directors of the Company received a letter from Yossi Willi Management and Y.M. Dekel Holdings and Investments Ltd (together, "**Y.M. Holdings**"), requisitioning an extraordinary general meeting of the Company to propose the replacement of the Company's directors (other than the required statutory external director).

Pursuant to the Israeli Companies Law, a shareholder holding 5 per cent. or more of a company's issued and outstanding issued shares or voting rights, may requisition an extraordinary general meeting of the company's shareholders. As stated above, such demand was served upon the Board on 9 May 2016 by Y.M. Holdings which holds, according to its own representation to the Company, an aggregate of 19,253,032 ordinary shares of the Company, representing approximately 17.5 per cent. of the Company's issued and outstanding share capital.

Y.M. Holdings is proposing that the Shareholders of the Company vote on the following resolutions:

To remove from office all the existing directors (other than the external director) and to elect as directors Mr. Shmuel Messenberg and Mrs. Keren Marcus as external directors for an initial fixed term of three years commencing on the date of approval by the Shareholders; and Mr. Yoseph Williger, Mr. Zwi Williger and Mr. David Dorin as directors until the conclusion of the next annual general meeting (the "**Alternative Candidates**")

Biographical details of the Alternative Candidates, as provided by Y.M. Holdings, are set out in Appendix 3 to this document.

To the best of the Company's knowledge, Y.M. Dekel Holding and Investments Ltd. is managed and controlled by Messrs. Zwi Williger and Joseph Williger. On 2 March 2014, the Company entered into an agreement to acquire from Messrs. Zwi Williger and Joseph Williger a controlling stake in the share capital of Willi-Food Investments Ltd. ("**WFI**"), a company listed on the Tel Aviv Stock Exchange, which in turn controls G Willi-Food International Ltd ("**WFINT**" and together with WFI, "**Willi-Food**"), a company listed on NASDAQ. Under the agreement, the Company acquired Messrs. Zwi Williger's and Joseph Williger's entire shareholdings in WFI. Following such agreement and a tender offer made to all shareholders of WFI, the Company acquired in aggregate 61.65% of the issued share capital of WFI (62.21% of its voting rights), for an aggregate consideration of NIS284.7 million (U.S. \$82.3 million), of which approximately U.S. \$77.4 million was paid to Messrs. Zwi Williger and Joseph Williger.

For further details on this transaction, please refer to the Company's announcements dated 3 March 2014, 7 April 2014, 28 April 2014, 1 May 2014 and 7 May 2014 and the Company's prospectus published on 29 July 2014.

In November 2015, WFINT, WFI and the Company agreed with Messrs. Zwi Williger and Joseph Williger on certain termination conditions and mutual waiver and release undertakings (for further information see the Company's announcement dated 16 November 2015). As part of these agreements, Messrs. Zwi Williger and Joseph Williger have entered into certain non-compete arrangements, both directly or indirectly, for a period of 12 months from the date which is 180 days after the execution of the termination agreement (being 12 November 2015). The termination agreement also provides for certain payments that were made to Messrs. Zwi Williger and Joseph Williger (through companies managed by them), including the payment of performance bonuses of NIS 2 million and retirement bonuses of NIS 1.67 million to each of their management companies, which is in addition to the payment of a management fee of NIS 1.67 million during the year following the notice period to each of their management companies.

For further information with respect to the termination agreement, please refer to the Company's announcement dated 16 November 2015.

It is the Company's view that the proposed resolutions put forward by Messrs. Zwi Williger and Joseph Williger, through Y.M. Dekel Holding and Investments Ltd., to remove from office all the existing directors (other than the external director) and to elect the Alternative Candidates in their place, is a clear attempt to regain management and control of Willi-Food, which they had sold to the Company two years ago.

RECOMMENDATION

The Board considers that the election of Mrs. Iris Even-Tov as an external director of the Company is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the relevant Resolution set out in Part I of the notice of the Meeting.

The Board considers that the election of Mrs. Neomi Enoch, Mr. Gil Leidner and Mrs. Iris Even-Tov (in the event that her appointment as an external director has not been approved) as directors of the Company is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the relevant Resolutions set out in Part I of the notice of the Meeting.

The Board considers that the election of Mr. Joseph Williger and Mr. Zvi Williger is not in the best interests of the Company and its Shareholders as a whole. Mr. Joseph Williger and Mr. Zvi Williger sold their stake in the Company in 2014, and in spite of that, they remained in their positions at the Company until 2015. During that period, and while they were holding office, the Company's share price decreased. Accordingly, the Board recommends that Shareholders vote against the relevant Resolutions set out in Part II of the notice of the Meeting.

The Board considers that the election of Mr. David Dorin, Mr. Shmuel Messenberg and Mrs. Keren Marcus is not in the best interests of the Company and its Shareholders as a whole. These candidates, proposed by Mr. Joseph Williger and Mr. Zwi Williger are not, in the opinion of the Board, suitable for such appointment given their connections to Mr. Joseph Williger and Mr. Zwi Williger. Accordingly, the Board recommends that Shareholders vote against the relevant Resolutions set out in Part II of the notice of the Meeting.

Yours faithfully

Gregory Gurtovoi
Chairman

NOTES:

1 Notice of the Meeting

A notice convening the Meeting to be held at 9:30 AM on 5 July 2016 at Hilton London Tower Bridge, 5 More London Place, Tooley Street, London SE1 2BY, United Kingdom, is set out at the end of this document. A Form of Proxy or (as appropriate) a Form of Direction to be used in connection with the Meeting is enclosed.

The Meeting will not include a discussion with respect to the Company's annual reports for the year ending 31 December 2015 and Q1 of 2016. Please refer to the Company's announcement dated 29 April 2016 for further information.

2 Action to be taken

You will find enclosed with this document a Form of Proxy or (as appropriate) a Form of Direction for use in connection with the Meeting or at any adjournment thereof. Please review the notes available at the end of the Form of Proxy or (as appropriate) the Form of Direction for further instructions.

It is important to us that our Shareholders and holders of Depository Interests have the opportunity to vote.

1. If you are a Shareholder of the Company, whether or not you intend to be present at the Meeting, please complete and return the Form of Proxy (in accordance with the instructions set out in that document) to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England, as soon as possible and in any event so as to be received by the Company's registrars by no later than 9:30 AM (BST) on 3 July 2016. Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting in person, if you so wish.
2. If you are a holder of Depository Interests, please complete and return the Form of Direction (in accordance with the instructions set out in that document) to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England, as soon as possible and in any event so as to be received by Capita Asset Services by no later than 9:30 AM (BST) on 2 July 2016. Holders of Depository Interests cannot vote in person at the Meeting; therefore, please make sure that your vote is received by the Company's registrars no later than 9:30 AM (BST) on 2 July 2016.
3. In the case of joint Shareholders, the vote of the senior of such Shareholders who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
4. **According to the Israeli Companies Law, for your vote on the Resolution regarding the appointment of external directors to be considered, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in either (i) the election of each of the candidates as external directors or (ii) the approval of the terms of their compensation. An interest arising solely from the ownership of shares is not a personal interest.**

According to the Israeli Companies Law, for your vote on the Resolution regarding the insurance policy to be considered, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in the approval of the insurance policy.

According to the Israeli Companies Law, for your vote on the Resolution regarding remuneration and indemnification of the directors, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in the approval of such remuneration and indemnification.

Please check the relevant box provided in the forms. If you do not provide such indication, your shares will not be voted on the Resolution.

NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING

B.S.D CROWN LTD.

(Incorporated and registered in Israel under company number 52-004292-0)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given of an Annual General Meeting and Extraordinary General Meeting of B.S.D Crown Ltd. (the “**Company**”) to be held at 9:30 AM on 5 July 2016 at Hilton London Tower Bridge, 5 More London Place, Tooley Street, London SE1 2BY, United Kingdom (the “**Meeting**”) to consider, and if thought fit to approve, the following resolutions:

PART I RESOLUTIONS – as recommended by the Company

1. to elect Mrs. Iris Even-Tov as an external director of the Company for a three-year term commencing on the date of her election, to approve the terms and conditions of her appointment and to approve her remuneration and indemnification as set forth in the letter to shareholders of the Company accompanying the notice of this Meeting
2. to elect Mrs. Neomi Enoch as a director of the Company until the conclusion of the next annual general meeting, to approve the terms and conditions of her appointment and to approve her remuneration and indemnification as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting
3. to elect Mr. Gil Leidner as a director of the Company until the conclusion of the next annual general meeting, to approve the terms and conditions of his appointment and to approve his remuneration and indemnification as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting
4. in the event that her appointment as an external director of the Company has not been approved, to elect Mrs. Iris Even-Tov as a director of the Company until the conclusion of the next annual general meeting, to approve the terms and conditions of her appointment and to approve her remuneration and indemnification as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting
5.
 - A. to re-elect Mr. Gregory Gurtovoi as a director of the Company until the conclusion of the next annual general meeting
 - B. to approve the provision by the Company to Mr. Gregory Gurtovoi of an indemnification and directors’ and officers’ insurance policy covering actions and omissions, in line with the terms of the indemnification and directors’ and officers’ insurance policy provided to other directors of the Company, and to approve his remuneration as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting
6. to re-elect Mr. Oleksandr Avdyeyev as a director of the Company until the conclusion of the next annual general meeting and to approve his remuneration and indemnification as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting
7. to re-appoint Brightman Almagor Zohar, a registered public accounting firm and a member of Deloitte, as auditor of the Company until the conclusion of the next annual general meeting and to authorise the Company’s board of directors, with the approval of the audit committee of the board, to determine the remuneration of the Company’s auditors
8. to approve the “Run-Off” insurance coverage to be granted to the retired directors, namely Messrs. Israel Yossef Schneorson, Yosef Schvinger and Chanoch Winderboim, for a period of seven years

PART II RESOLUTIONS – as proposed by a group of Shareholders of the Company

9. to elect Mr. Joseph Williger as a director of the Company until the conclusion of the next annual general meeting and to approve the terms and conditions of his appointment
10. to elect Mr. Zwi Williger as a director of the Company until the conclusion of the next annual general meeting and to approve the terms and conditions of his appointment
11. to elect Mr. David Dorin as a director of the Company until the conclusion of the next annual general meeting and to approve the terms and conditions of his appointment
12. to elect Ms. Keren Marcus as an external director of the Company for a three-year term commencing on the date her election is approved by the shareholders of the Company and to approve the terms and conditions of her appointment
13. to elect Mr. Shmuel Messenberg as an external director of the Company for a three-year term commencing on the date his election is approved by the shareholders of the Company, and to approve the terms and conditions of his appointment

By order of the Board

Gregory Gurtovoi
Chairman

Registered Office

7 Menachem Begin Road
Gibor Sport Tower 8th Floor
Ramat-Gan 5268102
Israel

1 June 2016

Incorporated and registered in Israel under company number 52-004292-0

Notes:

- 1 The Board has set 6.00 p.m. (BST) on 13 June 2016 as the record date for Shareholders and Depository Interest holders to be entitled to vote. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at such Meeting.
- 2 Enclosed with this document is a Form of Proxy for Shareholders (the “**Form of Proxy**”) or a Form of Direction for Depository Interests holders (the “**Form of Direction**”).
- 3 If you are a Shareholder of the Company, whether or not you intend to be present at the Meeting, please complete and return the Form of Proxy (in accordance with the instructions set out in that document) to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England, as soon as possible and in any event so as to be received by Capita Asset Services by no later than 9:30 AM (BST) on 3 July 2016 or forty eight hours before any adjourned meeting. Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting in person, if you so wish.
- 4 If you are a holder of Depository Interests representing ordinary shares of the Company, please complete and return the Form of Direction (in accordance with the instructions set out in that document) to Capita Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, England, as soon as possible and in any event so as to be received by the Company’s registrars by no later than 9:30 AM (BST) on 2 July 2016 or seventy two hours before any adjourned meeting. Holders of Depository Interests cannot vote in person at the Meeting; therefore, please make sure that your vote is received by Capita Asset Services no later than 9:30 AM (BST) on 2 July 2016 or seventy two hours before any adjourned meeting.
- 5 In the case of joint Shareholders, the vote of the senior of such Shareholders who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- 6 According to the Israeli Companies Law, for your vote on the Resolution regarding external directors appointment, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in either (i) the election of each of the candidates as external directors or (ii) the approval of the terms of their compensation. An interest arising solely from the ownership of shares is not a personal interest.

For your vote on the Resolution regarding insurance policy, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in the approval of the insurance policy.

According to the Israeli Companies Law, for your vote on the Resolution regarding remuneration and indemnification of the directors, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in the approval of such remuneration and indemnification.

Please check the relevant box provided in the forms. If you do not provide such indication, your shares will not be voted on the Resolution.

Issued share capital and total voting rights

- 7 As at 31 May 2016 (being the last practicable date prior to the publication of this Notice) the Company’s issued share capital is 140,578,154. There are 30,587,902 treasury shares. Therefore, the total voting rights in the Company as at 31 May 2016 are 109,990,252.

Members’ rights to ask questions

- 8 Members attending the meeting have the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 9 Depository Interest holders wishing to attend the meeting should contact Capita IRG Trustees Limited at the Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by email to custodymgt@capita.co.uk in order to request a letter of representation by no later than 9:30 AM (BST) on 2 July 2016. However, Depository Interest Holders will not be able to vote at the Meeting.

Website

- 10 A copy of this notice can be found at www.bsd-c.com.

Voting results

- 11 The results of the voting at the Extraordinary General Meeting will be announced through a Regulatory Information Service and will appear on our website, www.bsd-c.com, on 5 July 2016.

APPENDIX 1

A. BIOGRAPHIES OF THE DIRECTORS PROPOSED FOR ELECTION

Mrs. Iris Even-Tov is a certified public accountant in Israel and the Chief Executive Officer and Founder of Business Growth, a company providing financial services and CFO solutions to start-up companies in the gaming, medical devices and other industries. Mrs. Even-Tov served as Financial Controller at Pilat Technologies International Ltd and PMS Group Ltd (2006-2008). She was also the financial controller at Star Night Technologies Ltd. (2010-2011). Mrs. Even-Tov has previously served as a board member of PMS Group Ltd, Alonei Meitar Ltd. and ABE Trans Ltd. She is currently a director at RSL Electronics Ltd, an Israeli public company traded on the Tel Aviv Stock Exchange. Mrs. Even-Tov holds a Bachelor's degree in Business Management majoring in accounting from The College of Management and Academic Studies.

Mrs. Neomi Enoch is a director of Kalil Industries Ltd and Keter Publishing House Ltd, both public companies, and a director of Synel MLL Payway Ltd. Mrs. Enoch holds a Bachelor of Arts in accounting and economics from Tel-Aviv University and an MBA with distinction from Bradford University. She is a certified CPA since 1982. She was CFO and chief risks manager in Mehuhedet health services organisation, CFO of Supersal Ltd, Partner Communications Company Ltd and Mul-T-Lock Ltd. Mrs. Enoch has broad experience in all aspects of organisation, infrastructure, finance, retail and mergers and acquisitions. Mrs. Enoch also has experience as a director of public companies such as Marine Trust Ltd, Blue Square Real Estate Ltd, Ritalix Ltd., Solbar Industries Ltd and Arim Urban Infrastructures Ltd. She was a member of the Estates Committee, a public committee appointed by Ministry of Justice and a member of the Advisory Committee and Council to the Bank of Israel. Mrs. Enoch has extensive experience in capital markets.

Mr. Gil Leidner is a Managing Partner of GLRM Consultants, an investment banking and financial advisory firm established in 2001. GLRM specialise in debt and equity financing for infrastructure projects and industrial ventures and companies both in Israel and abroad. Mr. Leidner is a director at Frutarom Industries Ltd., member of the Managing Committee, Tel Aviv Sourasky Medical Center, and member of the Investments Committee, Technion. Mr. Leidner holds an LLB Law degree from Tel Aviv University. Mr. Leidner has extensive experience in capital markets. Mr. Leidner was also Deputy Accountant General at the Ministry of Finance, the Government of Israel and President of M.I. Holdings, the Government of Israel agency in charge of the privatization of the Israeli banking system.

B. BIOGRAPHIES OF THE DIRECTORS PROPOSED FOR RE-ELECTION

Mr Gregory Gurtovoi is the Company's ultimate controlling shareholder. Mr. Gurtovoi is an experienced investment banker who held a number of management and board positions with a variety of leading international, Ukrainian and Russian corporations and financial institutions and currently serves as Chairman of the Supervisory Board of Platinum Bank in Ukraine and is also a Managing Partner of GHP Group Investment Bank in Ukraine. He holds a degree of M.Eng from Moscow Roads & Vehicles State Technical University, an MBA from the Moscow University of National Economy, an MBA from the St. Petersburg Civil Aviation Academy and a Ph.D in Economics from National Civil Aviation University in Kiev.

Mr Oleksander Avdyeyev is an experienced legal adviser specialising in international transactions, investments and development. He is a graduate of Odessa National University. During the past 10 years, Mr. Avdyeyev was involved as a legal adviser in many cross border transactions.

APPENDIX 2

TERMS AND CONDITIONS FOR ELECTION OF EXTERNAL DIRECTORS

The Israeli Companies Law provides that external directors must be elected by a majority vote of the shares present and voting at a shareholders' meeting, provided that either:

- i. the majority voting in favour of the election includes a majority of the shares held by non-controlling shareholders who do not have a personal interest in the election of the external director (other than a personal interest not deriving from a relationship with a controlling shareholder), excluding abstentions referred to as a "disinterested majority"; or
- ii. the total number of shares held by non-controlling, disinterested shareholders (as described in the previous bullet-point) that are voted against the election of the director does not exceed two per cent. (2%) of the aggregate voting rights in the company.

The term "controlling shareholder" is defined under the Israeli Companies Law (by reference to the Israeli Securities Law) as a shareholder with the ability to direct the activities of the company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50 per cent. or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its general manager.

The initial term of an external director is fixed for three years. After an initial term of three years, an external director may be re-elected to serve in that capacity for up to two additional three-year terms, provided that either (i) his or her service for each such additional term is recommended by one or more shareholders holding at least one per cent. (1%) of the company's voting rights and is approved at a shareholders' meeting by a disinterested majority, where the total number of shares held by non-controlling, disinterested shareholders voting for such re-election exceeds two per cent. (2%) of the aggregate voting rights in the company; or (ii) his or her service for each such additional term is recommended by the board of directors and is approved at a shareholders meeting by the same disinterested majority required for the initial election of an external director (as described above).

Under the Israeli Companies Law, external directors of a company are prohibited from receiving, directly or indirectly, any compensation from the company other than for their services as external directors pursuant to applicable Israeli regulations. Compensation of an external director is determined prior to his or her appointment and may not be changed during his or her term, subject to certain exceptions.

The Israeli Companies Law provides that a person is not qualified to serve as an external director if (i) the person is a relative of the controlling shareholder of the company, or (ii) that person or his or her relative, partner, employer, another person to whom he or she was directly or indirectly subject, or any entity under the person's control, has or had, during the two years preceding the date of appointment as an external director: (a) any affiliation or other prohibited relationship with the company, with any person or entity controlling the company or a relative of such person, or with any entity controlled by or under common control with the company; or (b) in the case of a company with no controlling shareholder, any affiliation or other prohibited relationship with a person serving as chairman of the board, chief executive officer, a substantial shareholder or the most senior office holder in the company's finance department.

The term "relative" is defined as a spouse, sibling, parent, grandparent or descendant; spouse's sibling, parent or descendant; and the spouse of each of the foregoing persons. The term affiliation and the similar types of prohibited relationships include (subject to certain exemptions):

- an employment relationship;
- a business or professional relationship even if not maintained on a regular basis (excluding insignificant relationships);

- control; and
- service as an office holder, excluding service as a director in a private company prior to the first offering of its shares to the public if such director was appointed as a director of the private company in order to serve as an external director following the public offering.

The term “office holder” is defined under the Israeli Companies Law as a director, general manager, chief business manager, deputy general manager, vice general manager, other manager directly subordinate to the general manager or any other person assuming the responsibilities of any of these positions regardless of that person’s title.

In addition, no person may serve as an external director if that person’s position or professional or other activities create, or may create, a conflict of interest with that person’s responsibilities as a director or otherwise interfere with that person’s ability to serve as an external director, or if the person is an employee of the Israel Securities Authority or of an Israeli stock exchange. A person may furthermore not continue to serve as an external director if he or she received direct or indirect compensation from the company for his or her role as a director. This prohibition does not apply to compensation paid or given in accordance with the Israeli Companies Law regulations or amounts paid pursuant to indemnification and/or exculpation contracts or commitments and insurance coverage. Following the termination of an external director’s service on a board of directors, such former external director and his or her spouse and children may not be provided a direct or indirect benefit by the company, its controlling shareholder or any entity under its controlling shareholder’s control. This includes engagement as an executive officer or director of the company or a company controlled by its controlling shareholder or employment by, or provision of services to, any such company for consideration, either directly or indirectly, including through a corporation controlled by the former external director. This restriction extends for a period of two years with regard to the former external director and his or her spouse or child, and for one year with respect to other relatives of the former external director.

A director of one company may not be appointed as an external director of another company if a director of the other company is acting as an external director of the first company at such time.

According to regulations promulgated under the Israeli Companies Law, a person may be appointed as an external director only if he or she has professional qualifications or if he or she has accounting and financial expertise (each, as defined below). A director with accounting and financial expertise is a director who, due to his or her education, experience and skills, possesses an expertise in, and an understanding of, financial and accounting matters and financial statements, in such a manner which allows him or her to understand the financial statements of the company and initiate a discussion about the presentation of financial data. A director is deemed to have professional qualifications if he or she has any of (i) an academic degree in economics, business management, accounting, law or public service, (ii) an academic or other degree or has completed other higher education, all in the field of business of the company or relevant for his/her position, or (iii) at least five years of experience as either a senior managing officer in the company’s line of business with a significant volume of business, a public office or a senior position in the company’s main line of business.

If at the time at which an external director is appointed, all members of the board of directors (excluding a controlling shareholder or a relative thereof) are of the same gender, the external director must be of the other gender.

Under the Israeli Companies Law, each committee of the board of directors that exercises the powers of the board of directors must include at least one external director, except that the audit committee and the compensation committee must include all external directors then serving on the board of directors.

APPENDIX 3

BIOGRAPHIES OF THE ALTERNATIVE CANDIDATES

The following information was provided to the Company on behalf of the Alternative Candidates. The Company has not verified the information set forth below.

Ms. Keren Marcus is Vice President, General Counsel and covers business development at Carnie Capital Ltd., a private company. Ms. Marcus is a director at various private companies (Xfone 018 Ltd. and Sapira Marcus Greenberg Engineers Ltd.). Ms. Marcus holds a law bachelor degree from College of Management, Israel and a law master degree in commercial law from Tel-Aviv University.

Mr. Shmuel Messenberg is a member of the board of Nafta-Israel Petroleum Company Ltd., I.E.S Holdings Ltd., Mimun Yashir Ltd and Naaman (N.V) Ltd. He is a managing partner at Sigma City Fund, and consults in mergers and acquisitions and investment banking. Mr. Messenberg is a member of the board of Norstar Holdings Ltd., Mercantile Discount Bank Ltd., Keren Midan Investments Ltd., Arad Investment and Industry Ltd., Psagot Securities Ltd and Willi-Food Investments Ltd. Mr. Messenberg holds a bachelor of arts in economics and an MBA, both from Tel-Aviv University.

Mr. Yoseph Williger is a member of the board of Y.M Dekel Holdings and Investments Ltd and Yossi Willi Management and Investments Ltd, both private companies. Mr. Williger attended Business Administration studies in California State University, Los Angeles for two years, and Business Administration studies in Bar-Ilan University, Israel, for one year. Mr. Williger has held positions as a chairman at Willi-Food Investments Ltd, and as Chief Executive Officer, president and director at G. Willi-food International Ltd.

Mr. Zwi Williger is a member of the board of Zvi V. & Co., a private company. Mr. Williger attended Food Technology studies in Fresno University, California for two years. Mr. Williger has held positions as Chief Executive Officer and director at Willi-Food Investments Ltd, and chairman, director, manager of marketing development and Chief Operating Officer at G. Willi-food International Ltd.

Mr. David Dorin is Founder and CEO of Biconix international Ltd., a private company. Mr. Dorin holds a bachelor of arts in economics and accounting from Bar Ilan University and an MBA, magna cum laude, from Pace University, New York.

