



B.S.D CROWN LTD

26 April, 2017

Re: **Blank form of proxy and blank form of direction**

Further to the Company's announcement from today, attached hereto are a blank form of proxy and a blank form of direction relating to the upcoming general meeting (the "GM") of B.S.D Crown Ltd. (the "Company").

Forms of proxy and forms of direction validly submitted will remain valid for the GM. Shareholders or holders of depository interests of the Company who have already submitted their form of proxy or form of direction in respect of the GM and who wish to amend their votes, may do so by completing the attached applicable blank form and submitting these in accordance with the instructions printed thereon, subject only to the revised deadlines set out herein.

Forms of proxy must be received by Capita Asset Services by no later than **9.00 AM (London Time) on 3 May, 2017** or such later date as the Company may announce from time to time.

Form of direction must be received by the Company's registrars by no later than **9.00 AM (London Time) on 2 May, 2017** or such later date as the Company may announce from time to time.

Any queries in respect of how to complete these forms may be addressed to Capita Asset Services, as the Company's share registrar, on +44 371 664 0300.

B.S.D Crown Ltd.

B.S.D CROWN LTD. (THE “COMPANY”)

FORM OF PROXY

For use by shareholders holding shares in certificated form at the Extraordinary General Meeting to be held at Hilton London Tower Bridge, 5 More London Place, SE1 2BY London UK, at 9.00 AM (London time) on 29 March 2017.

BEFORE COMPLETING THIS FORM, PLEASE READ THE REVISED NOTICE ACCOMPANYING THIS FORM, INCLUDING THE EXPLANATORY NOTES THEREIN, AS WELL AS HEREIN BELOW AND SHOULD BE COMPLETED IRRESPECTIVE OF ANY PREVIOUS FORM OF PROXY RELATING TO THE RESOLUTIONS SET OUT BELOW

I/We (BLOCK CAPITALS)

appoint the chairman of the meeting or (see Note 2)

as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at Hilton London Tower Bridge, 5 More London Place, SE1 2BY London UK, at 9.00 AM (London time) on 29 March 2017 and at any adjournment of such meeting.

I/We instruct my/our proxy to vote on the resolutions to be proposed at the Extraordinary General Meeting as indicated below (unless otherwise instructed, the proxy may vote or abstain from voting as he or she sees fit in relation to any business to be considered at the Extraordinary General Meeting):

PART I RESOLUTIONS – as recommended by the Company

Resolution	For	Against	Abstain
1. To amend the Company’s articles of association in the manner set out in the notice of the Extraordinary General Meeting.			
2. To elect Mr. Gal Chet as a director of the Company, to serve as an external director for a three-year term commencing on the date his election is approved by Shareholders and to approve his remuneration.			
3. To elect Yair Shilhav as a director of the Company, to serve as an external director for a three-year term commencing on the date his election is approved by Shareholders and to approve his remuneration.			
4. To elect Shlomo Wertheim as a director of the Company, to serve as an external director for a three-year term commencing on the date his election is approved by Shareholders and to approve his remuneration.			
5. To approve the amendment to the Company’s Remuneration Policy in the manner and as attached as appendix 3 to the notice of the Extraordinary General Meeting.			
6. To appoint PWC Israel (Kesselman & Kesselman CPAs) as auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company (the “Board”), with the approval of the audit committee of the Board, to determine such auditor’s remuneration.			

PART II RESOLUTIONS – as requested and recommended by the Company

Resolution	For	Against	Abstain
7. To re-elect Mr. Gregory Gurtovoy as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			
8. To elect the incumbent director Mr. Eli Arad as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			
9. To elect the incumbent director Mr. Nir Netzer as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			
10. To elect the incumbent director Mr. Arik Safran as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			

PART III RESOLUTIONS – as requested by the Requisitionist and not recommended by the Company

Resolution	For	Against	Abstain
11. To elect Mr. Shmuel Messenberg as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			
12. To elect Mrs. Keren Marcus as a director of the Board until the conclusion of the next annual general meeting and to approve her remuneration.			
13. To elect Mr. Avi Zigelman as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			
14. To elect Mr. Joseph Williger as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			

PART IV – Personal Interest

1. Personal Interest	Resolution 2	Resolution 3	Resolution 4	Resolution 5
I/We have a personal interest (as set out in the notice convening the Extraordinary General Meeting):				
I/We do not have a personal interest (as set out in the notice convening the Extraordinary General Meeting):				

2017

Signature _____

Date _____

NOTES:

- In order to allow proper and effective process of the proxies, a completed and signed proxy must be delivered to Capita Asset Service PXS1, 34 Beckenham Road, Beckenham BR3 4ZF, England, together with any power of attorney or other authority under which it is signed, by no later than 9.00 a.m. (London time) on 27 March 2017 or forty eight hours before any adjournment thereof. Completion and return of this proxy will not preclude a shareholder from attending and voting at the meeting in person.
- If you wish to appoint a proxy other than the chairman of the meeting, please delete the words “the chairman of the meeting or” and insert in block letters in the space provided the name of your proxy and initial the alteration. Please note that such appointed proxy shall have to attend the Meeting in person in order to vote your shares.
- A member who is entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll vote on his or her behalf, provided that only one proxy may be appointed by a member in respect of a particular share held by him/her. A proxy need not be a member of the Company. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
- In the case of a corporation, this proxy must be given under its seal or signed on its behalf by an attorney or duly authorised officer.
- In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes, of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names appear in the Company’s Registrars’ records in respect of the joint holding.
- If this form is signed and returned without any indication as to how the proxy shall vote, the proxy will exercise his discretion both as to how he votes and as to whether or not he abstains from voting.
- The “Abstain” option is provided to enable you to abstain on any particular resolution. However it should be noted that a “vote abstain” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
- All alterations to this proxy must be initialled.
- This card should not be used for change of address or other queries.
- If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- All enquiries and notifications concerning this form should be directed to Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, England. Calls from the UK: 0871 664 0300 from the United Kingdom or +44 371 664 0300 from outside the United Kingdom. Calls cost 12p per minute plus your phone company’s access charge. Calls from outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00 – 17.30, Monday to Friday excluding public holidays in England and Wales.

B.S.D CROWN LTD. (THE “COMPANY”)

REVISED FORM OF DIRECTION

For use by Depository Interest holders at the Company’s Extraordinary General Meeting to be held at Hilton London Tower Bridge, 5 More London Place, SE1 2BY London UK, at 9.00 AM (London time) on 29 March 2017.

BEFORE COMPLETING THIS FORM, PLEASE READ THE REVISED NOTICE ACCOMPANYING THIS FORM, INCLUDING THE EXPLANATORY NOTES THEREIN, AS WELL AS HEREIN BELOW AND SHOULD BE COMPLETED IRRESPECTIVE OF ANY PREVIOUS FORM OF DIRECTION RELATING TO THE RESOLUTIONS SET OUT BELOW

I/We
Please insert full name(s) in BLOCK CAPITALS

being a holder of Depository Interests representing shares on a 1 for 1 basis in the above-named Company, hereby instruct Capita IRG Trustees Limited (the “**Depository**”) to vote for me/us on my/our behalf at the Extraordinary General Meeting and at any adjournment thereof, as indicated below.

Please indicate with an “X” in the spaces below how you wish your vote to be cast. If no indication is given, you will be deemed as instructing the Depository to abstain from voting

PART I RESOLUTIONS – as recommended by the Company

Resolution	For	Against	Abstain
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2. To elect Mr. Gal Chet as a director of the Company, to serve as an external director for a three-year term commencing on the date his election is approved by Shareholders and to approve his remuneration.			
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4. To elect Shlomo Wertheim as a director of the Company, to serve as an external director for a three-year term commencing on the date his election is approved by Shareholders and to approve his remuneration.			
5. To approve the amendment to the Company's Remuneration Policy in the manner and as attached as appendix 3 to the notice of the Extraordinary General Meeting.			
6. To appoint PWC Israel (Kesselman & Kesselman CPAs) as auditor of the Company until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company (the “ Board ”), with the approval of the audit committee of the Board, to determine such auditor’s remuneration.			

PART II RESOLUTIONS – as requested and recommended by the Company

Resolution	For	Against	Abstain
7. To re-elect Mr. Gregory Gurtovoy as a director of the Board until the conclusion of the next annual general meeting and to approve his remuneration.			
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PART IV – Personal Interest

1. Personal Interest	Resolution 2	Resolution 3	Resolution 4	Resolution 5
I/We have a personal interest (as set out in the notice convening the Extraordinary General Meeting):				
I/We do not have a personal interest (as set out in the notice convening the Extraordinary General Meeting):				

2017

Signature _____

Date _____

NOTES:

- Please indicate how you wish your votes to be cast by placing “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote as instructed by you.
- To be effective, a completed and signed Form of Direction must be delivered to Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, United Kingdom, together with any power of attorney or other authority under which it is signed, by no later than 9.00 a.m. (London time) on 26 March 2017 or seventy two hours before any adjourned meeting. Holders of Depository Interests cannot vote in person at the meeting.
- In the case of an individual, this Form of Direction shall be signed by the appointer or by his duly authorised agent or attorney duly authorised in writing. In the case of a corporation, this Form of Direction must be given under its seal or signed on its behalf by an attorney or duly authorised officer. Any alterations made to this Form of Direction should be initialled.
- If this form is signed and returned without any indication as to how the Depository should vote, the Depository will abstain from voting on the specified resolution.
- The Depository will appoint the Chairman of the Meeting as its proxy to cast your votes. The Chairman of the Meeting may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
- The “Abstain” option is provided to enable you to abstain on any particular resolution. However, it should be noted that a “vote abstain” is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution.
- This card should not be used for change of address or other queries.
- Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom or by email to custodymgt@capita.co.uk in order to request a Letter of Representation by no later than 9.00 a.m. (London time) on 26 March 2017. However, Depository Interest holders will not be able to vote at the Meeting.