

# **B.S.D Crown Ltd.**

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

## **Amendment to the Company's Notice (the "Notice") of Annual General Meeting and Extraordinary General Meeting (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**

*Registered Office:  
7 Menachem Begin Road  
Gibor Sport Tower  
8th Floor  
Ramat-Gan 5268102  
Israel*

10 June 2016

### **Dear Shareholder,**

It has come to the Company's attention that there is an error regarding the document (the "**Circular**") containing the Notice which was sent to Shareholders on 1 June 2016. Terms used in this letter and not defined are as defined in the Circular.

### **Remuneration and Indemnification**

On page 5 of the Circular, details are included relating to the proposed remuneration and indemnification of certain directors proposed to be elected or re-elected (as the case may be) at the Meeting, with the suggestion that such arrangements will be proposed as Resolution 7.

In fact, no such individual resolution in relation to the remuneration and indemnification of such directors and, in fact, such matters are contemplated on an individual basis for each director proposed to be appointed at the Meeting. It is hereby clarified as follows:

The Company intends to pay all external directors appointed at the Meeting (including any director appointed pursuant to Resolutions 12-13), 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 election or 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 all other directors appointed at the Meeting (including any director appointed pursuant to Resolutions 9-11) 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.

As stated in the Circular, subject to the approvals required by law, all directors of the Company shall also be entitled to indemnification and 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.

## **Clarification**

In addition it is further clarified that references to Resolution 8 (Re-appointment and Remuneration of Auditors) and Resolution 9 (Retired Directors' Insurance Policy) are to Resolutions 7 and 8 respectively as set out in the Notice.

## **Action to be taken**

**Shareholders should note that no amendments are required to be made to the Form of Proxy or Form of Direction enclosed with the Circular and these remain valid for the purposes of the meeting.**

**As such, 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.**

## **Position Statement**

On 7 June 2016, the Company received a position statement sent on behalf of Y.M. Holdings in connection with the Meeting. A copy of such statement has today been uploaded to the Company's website ([www.bsd-c.com](http://www.bsd-c.com)) and is available for download at <http://bsd-c.com/images/Shareholder%20Position%20Statement.pdf>. Hard copies of the position statement are available from the Company on request.

The Company objects to some of the facts and to the conclusions which are included in Y.M Holdings' position statement and will publish its own position statement by the end of the month. A copy of such position statement will be uploaded to the Company's website and will be announced via a regulatory information service of London Stock Exchange plc.

Yours faithfully

**Gregory Gurtovoi**

*Chairman*