

**B.S.D CROWN LTD (LSE:BSD)**  
(the "Company")

**RESULTS OF ANNUAL GENERAL MEETING AND  
EXTRAORDINARY GENERAL MEETING**  
(the "Meeting")

Ramat Gan, Israel, 5 July 2016

**Results of the Meeting**

The Company announces the summary of the votes cast at the Meeting held earlier today:-

<b>No</b>	<b>Resolution</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>	<b>Votes Withheld</b>
1*	Election of Mrs. Iris Even-Tov as an external director	4,942,807	11.99%	36,293,857	88.01%	754,377
2	Election of Mrs. Neomi Enoch as a director	49,441,498	59.36%	33,852,084	40.64%	764,242
3	Election of Mr. Gil Leidner as a director	49,444,020	59.36%	33,850,277	40.64%	763,527
4	Election of Mrs. Iris Even-Tov as a director	49,479,641	59.40%	33,822,586	40.60%	755,597
5A	Re-election of Mr. Gregory Gurtovoi as a director	46,993,655	56.42%	36,295,576	43.58%	765,593
5B*	Provision by the Company to Mr. Gregory Gurtovoi of an indemnification and directors' and officers' insurance policy	4,916,125	11.93%	36,299,175	88.07%	775,559
8	Granting of "Run-Off" insurance coverage to retired directors	46,483,570	56.15%	36,302,612	43.85%	1,271,642
9	Election of Mr. Joseph Williger as a director	36,332,383	43.61%	46,971,481	56.39%	753,960
10	Election of Mr. Zwi Williger as a director	33,885,144	40.68%	49,418,720	59.32%	753,960
11	Election of Mr. David Dorin as a director	33,901,225	40.70%	49,402,581	59.30%	754,018
12*	Election of Ms. Keren Marcus as an external director	36,302,183	43.59%	46,983,094	56.41%	753,631
13*	Election of Mr. Shmuel Messenberg as an external director	36,291,423	43.58%	46,989,648	56.42%	753,494

\* the votes cast on these resolutions reflect any personal interests declared.

Accordingly, resolutions 2, 3, 4, 5A and 8 have been passed.

Resolution 6 was withdrawn and not proposed to the Meeting in accordance with the decision of the Financial Department of the Israeli District Court in Tel Aviv published yesterday and as announced by the Company this morning.

Resolution 7 was adjourned with the consent of the Meeting; in this regard, it is noted that the Company is considering changing its auditors so as to avoid any further delay in the audit of its financial statements for the year ended 31 December 2015. Once its financial statements have been audited, the Company will apply for its listing to be restored and trading in its shares to be recommenced.

The Company's issued share capital as at 5 July 2016 (excluding treasury shares) was 109,990,252 ordinary shares of NIS0.01 each.

### **Further ruling of the Financial Department of the Israeli District Court in Tel Aviv (the "Court")**

Further to the Company's previous announcements regarding the Meeting, the motion against the Company and its Directors (the "**Motion**") filed with the Court by a shareholder of the Company, Zvi V & Co Ltd. (the "**Petitioner**"), the hearing held on 27 June 2016 (the "**Hearing**") and the agreement reached between the parties at such time (the "**Agreement**") and the decision of the Court published on 4 July 2016, the Court has today confirmed the Company's understanding of its ruling on the Agreement and declared (the "**Further Ruling**") that the Agreement has been confirmed by the Court as valid and, as such, is not capable of being unilaterally cancelled. If the petitioners wish to withdraw from the Agreement or to seek changes to it, they shall be required to submit a request to the Court and such request shall be heard by the Court as soon as possible (at the beginning of next week).

Consequently, the Company has agreed to implement the Agreement as follows:

- (1) a further resolution will be required to be proposed to shareholders concerning the re-appointment of Mr. Gregory Gurtovoi as a director of the Company by not later than 15 January 2017;
- (2) the retired judge Mr. Avi Zamir shall be appointed as a director of the Company on behalf of the Court to oversee any decisions made by the board of the Company and its committees. In doing so, the Court authorises Mr. Zamir to attend all meetings and to prepare and submit an update to the Court and the Company's shareholders every two months. For the time being, the remuneration of Mr. Zamir shall be borne by the Company; and
- (3) the appointment of Mr. Oleksandr Avdyeyev as a director of the Company was withdrawn from the Meeting.

The Agreement, confirmed by the Further Ruling, provides that Mr. Gregory Gurtovoi and the other directors proposed by the Company to be appointed at the Meeting shall be approved by the Petitioner, the effect of which is that the Company shall treat all votes cast against resolutions 1 to 5A at the Meeting by the Petitioner as being cast in favour of such resolutions.

Furthermore, the Company is seeking clarification from the Court as to whether the Further Ruling is also binding on Yossi Williger and any companies controlled by him. If the Court confirms this to be the case, the effect would be to require the Company to treat any votes cast against resolutions 1 to 5A at the Meeting by Yossi Williger and any companies controlled by him as being cast in favour of such resolutions. In these circumstances, the resolution to elect Mrs. Iris Even-Tov as an external director of the Company would be passed. If the Court decides that the Further Ruling is not binding on Yossi Williger and any companies controlled by him, the Company will be required to convene a further general meeting to seek to appoint a new external director.

The Company will provide a further update in due course.

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