

LETTER OF TRANSMITTAL
To Surrender Certificate(s) Formerly Representing
Ordinary Shares
of
B.S.D. Crown Ltd.

Deliver by post to:

Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH
Phone Number: +44 (0) 370 707 4040

DELIVERY OF THIS LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY.

The instructions in this Letter of Transmittal should be read carefully before this Letter of Transmittal is completed.

In order to receive the applicable consideration due to you pursuant to the Agreement and Plan of Merger, dated March 17, 2021 (the "Merger Agreement"), by and among Yossi Willi Management and Investments Ltd., a company organized under the laws of the State of Israel ("Purchaser 1"), Zvi v & Co. Company Ltd., a company organized under the laws of the State of Israel ("Purchaser 2"), and together with Purchaser 1, collectively and individually, "Purchaser"), Yoseph Zvi 2021 Management Ltd., a company organized under the laws of the State of Israel ("Merger Sub"), and B.S.D Crown Ltd., a company organized under the laws of the State of Israel (the "Company"), you must deliver the following to the address set forth above:

- (i) a properly completed and duly signed copy of this Letter of Transmittal;*
- (ii) the original certificate(s) representing your Company Shares (such Company Shares represented by certificates, "Certificated Shares", and the holders of Certificated Shares, "Certificated Holders");*
- (iii) an Israeli withholding tax declaration, as described below;*

ISRAELI TAX WITHHOLDING

You will be subject to withholding at source on account of Israeli tax in accordance with the rates prescribed by Israeli Law and the withholding procedures as further described in detail in the Merger Agreement, which procedures are attached hereto as Exhibit A.

Please consult your own tax advisor as to the specific tax implications of the cash payments (as described herein) that may be made to you under the Merger Agreement, including the applicability and effect of the tax laws of any jurisdiction.

Non-Residents of Israel

Qualified holders are strongly urged to complete and return the "Declaration of Status for Israeli Income Tax Purposes" (the "Tax Declaration"), which begins on the following page, such that you may receive your share of Merger Consideration WITHOUT WITHHOLDING for Israeli income tax.

Please note the following:

- **If you are an individual, you are required to attach a copy of your non-Israeli passport as part of the Tax Declaration.**
- **If the net worth of your shares is greater than \$100,000, you are required to attach a Tax Residency Certificate issued by your local tax authorities as part of the Tax Declaration.**

If you are NOT a resident of Israel for purposes of Israeli income tax, but nonetheless do not qualify to complete all of the certifications set forth on the Tax Declaration, or do not wish to complete all of the certifications set forth on the Tax Declaration, please complete only Part I of the Tax Declaration and check one of the following boxes.

WE STRONGLY URGE YOU TO CONSULT WITH A TAX ADVISOR BEFORE CHECKING EITHER OF THESE BOXES.

I AM NOT A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES BUT I NEVERTHELESS CANNOT, OR DO NOT WISH TO, COMPLETE THE TAX DECLARATION AND I WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX.

I AM NOT A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES BUT I NEVERTHELESS CANNOT, OR DO NOT WISH TO, COMPLETE THE TAX DECLARATION AND HAVE OBTAINED A VALID WITHHOLDING CERTIFICATE, ATTACHED; I WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX (IF ANY) PER THE ATTACHED CERTIFICATE.

Residents of Israel

If you are a resident of Israel for purposes of Israeli income tax, please complete only Part I of the Tax Declaration and check one of the following boxes.

I AM A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES AND WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX.

I AM A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES AND HAVE OBTAINED A VALID WITHHOLDING CERTIFICATE, ATTACHED; I WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX (IF ANY) PER THE ATTACHED CERTIFICATE.



החטיבה המקצועית
מחלקת מיסוי שוק ההון

נספח - ב'

DECLARATION OF STATUS FOR ISRAELI INCOME TAX PURPOSES

You are receiving this form "Declaration of Status for Israeli Income Tax Purposes" as a holder of Ordinary Shares, nominal value of 0.01 New Israeli Shekels per share (the "Shares") of B.S.D. Crown Ltd. (the "Company"), in connection with the merger of the Company with Yoseph Zvi 2021 Management Ltd., a company organized under the laws of Israel. By completing this form in a manner that would substantiate your eligibility for an exemption from Israeli withholding tax, you will allow the Israeli paying agent, ESOP Management and Trust Services Ltd., your broker or any other withholding agent, or their authorized representatives to exempt you from Israeli withholding tax.

PART I Identification and details of Shareholder (including Eligible Israeli Brokers)	
1. Name: (please print full name)	2. Type of Shareholder (more than one box may be applicable): <input type="checkbox"/> Corporation (or Limited Liability Company) <input type="checkbox"/> Individual <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Other: _____
	<input type="checkbox"/> Bank <input type="checkbox"/> Broker <input type="checkbox"/> Financial Institution
3. For individuals only: Date of birth: ____/____/____ month / day / year	4. For all other Shareholders Country of incorporation or organization:
Country of residence:	Registration number of corporation (if applicable):
Countries of citizenship (name all citizenships):	Country of residence:
Taxpayer Identification, Social Security No. (if applicable), or UK National Insurance Number:	
5. Permanent Address (state, city, zip or postal code, street, house number, apartment number):	
6. Mailing Address (if different from above):	7. Contact Details: Name: _____ Capacity: _____ Telephone Number _____ (country code, area code and number):
8. I hold the Shares of the Company (mark X in the appropriate place): <input type="checkbox"/> directly, as a Registered Holder <input type="checkbox"/> Through a Broker/Nominee, or otherwise through a Depositary Interest. If you marked this box with respect to a Broker or Nominee, please state the name of your Broker/Nominee: _____	
9. I am the beneficial owner (directly or indirectly) of less than 5% of the Company's issued shares. Yes <input type="checkbox"/> No <input type="checkbox"/>	



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PART II	Declaration by Non-Israeli Residents ► Eligible Israeli Brokers should not complete this Part II
A. To be completed only by Individuals.¹ I hereby declare that: (if the statement is correct, mark X in the following boxes)	
A.1 <input type="checkbox"/> I am NOT and at the date of purchase of my Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in <u>Appendix A</u> attached hereto) which means, among other things, that: The State of Israel is not my permanent place of residence, The State of Israel is neither my place of residence nor that of my family, My ordinary or permanent place of activity is NOT in the State of Israel and I do NOT have a permanent establishment in the State of Israel, I do NOT engage in an occupation in the State of Israel, I do NOT own a business or part of a business in the State of Israel, I am NOT insured by the Israeli National Insurance Institution, I was NOT present (nor am I planning to be present) in Israel for 183 days or more during this tax year (i.e., 1 January 2021 to 31 December 2021), I was NOT present (nor am I planning to be present) in Israel for 30 days or more during this tax year (i.e., 1 January 2021 to 31 December 2021),, and the total period of my presence in Israel during this tax year and the two previous tax years is less than 425 days in total;	
A.2 <input type="checkbox"/> I acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996). <input type="checkbox"/> My share's net worth is less than \$100,000. ²	
B. To be completed by Corporations (except Partnerships and Trusts). I hereby declare that: (if correct, mark X in the following boxes)	

¹ Each individual has to attach a copy of his foreign passport as part of this tax declaration.

² If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.



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- B.1 The corporation is NOT and at the date of purchase of its Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in Appendix A attached hereto) which means, among other things, that:
The corporation is NOT registered with the Registrar of Companies in Israel,
The corporation is NOT registered with the Registrar of “Amutot” (non-profit organizations) in Israel,
The control of the corporation is NOT located in Israel,
The management of the corporation is NOT located in Israel,
The corporation does NOT have a permanent establishment in Israel, and
No Israeli resident holds, directly or indirectly through shares or through a trust or in any other manner or with another who is an Israeli resident, 25% or more of any “means of control” in the corporation as specified below:
- The right to participate in profits;
 - The right to appoint a director;
 - The right to vote;
 - The right to share in the assets of the corporation at the time of its liquidation; and
 - The right to direct the manner of exercising one of the rights specified above;
- B.2 The corporation acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996).
 My share's net worth is less than \$100,000.³

C. To be completed by Partnerships. I hereby declare that: (if correct, mark X in the following boxes)

- C.1 The partnership is NOT and at the date of purchase of its Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in Appendix A attached hereto) which means, among other things, that:
The partnership is NOT registered with the Registrar of Partnerships in Israel,
The control of the partnership is NOT located in Israel,
The management of the partnership is NOT located in Israel,
The partnership does NOT have a permanent establishment in Israel,
NO Israeli resident holds, directly or indirectly via shares or through a trust or in any other manner or with another who is an Israeli resident, 25% or more of the rights in the partnership, and
NO partner in the partnership is an Israeli resident;
- C.2 The partnership acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996).
 My share's net worth is less than \$100,000.⁴

D. To be completed by Trusts. I hereby declare that: (if correct, mark X in the following boxes)

³ If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.

⁴ If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.



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- D.1 The trust is NOT and at the date of purchase of its Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in Appendix A attached hereto) which means, among other things, that:
The trust is NOT registered in Israel,
The settlor of the trust is NOT an Israeli resident,
The beneficiaries of the trust are NOT Israeli residents, and
The trustee of the trust is NOT an Israeli resident;
- D.2 The trust acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996).
 My share's net worth is less than \$100,000.⁵

PART III Declaration by Israeli Bank, Broker or Financial Institution (► Non-Israeli Residents should not complete this Part III)

I hereby declare that: (if correct, mark X in the following box)

- I am a bank, broker or financial institution that is a “resident of Israel” within the meaning of that term in Section 1 of the Ordinance as provided in Appendix A, I am holding the Shares solely on behalf of beneficial shareholder(s) and I am subject to the provisions of the Ordinance and the regulations promulgated thereunder relating to the withholding of Israeli tax, including with respect to the cash payment (if any) made by me to such beneficial shareholder(s) with respect to Shares in connection with the Merger.

PART IV Certification. By signing this form, I also declare that:

- I understand this form and have completed it correctly.
I have provided accurate, full and complete details in this form.
I am aware that providing false details constitutes a criminal offense.
I am aware that this form may be provided to the Israeli Tax Authority, in case the Israeli Tax Authority so requests, for purposes of audit or otherwise.

Number of Shares: _____

SIGN HERE ► _____

Signature of Shareholder

_____ Date

_____ Capacity in which acting (or individual authorized to sign on your behalf)

⁵ If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.

APPENDIX A OF DECLARATION FOR FOREIGN RESIDENTS

Definitions for Declaration for Foreign Residents

“Resident of Israel for Israeli Tax Purposes”

Section 1 of the Israeli Income Tax Ordinance [New Version], 1961 (“Israeli Income Tax Ordinance”) defines a “resident of Israel” or a “resident” as follows:

- (A) **with respect to an individual** – a person whose center of vital interests is in Israel; for this purpose the following provision will apply:
- (1) in order to determine the center of vital interests of an individual, account will be taken of the individual’s family, economic and social connections, including:
 - (a) place of permanent home;
 - (b) place of residential dwelling of the individual and the individual’s immediate family;
 - (c) place of the individual’s regular or permanent occupation or the place of his permanent employment;
 - (d) place of the individual’s active and substantial economic interests;
 - (e) place of the individual’s activities in organizations, associations and other institutions;
 - (2) the center of vital interests of an individual will be presumed to be in Israel if:
 - (a) the individual was present in Israel for 183 days or more in the tax year; or
 - (b) the individual was present in Israel for 30 days or more in the tax year, and the total period of the individual’s presence in Israel that tax year and the two previous tax years is 425 days or more;
 - (c) for the purposes of this provision, “day” includes a part of a day.
 - (3) the presumption in subparagraph (2) may be rebutted either by the individual or by the assessing officer.
- (B) **with respect to a body of persons** – a body of persons which meets one of the following:
- (1) it was incorporated in Israel;
 - (2) the control and management of its business are exercised in Israel.”

To be completed in BLOCK CAPITALS

1 Please complete details below including Shareholder Reference Number, Name/s (for all joint holders) and Address:

Shareholder Reference Number:

Name and Address:

Please tick this box if your address details are different to the current registered details

Please enter here a daytime telephone number (including STD Code) where you can be contacted in the event of any query arising from completion of this Letter of Transmittal.

☎:

Please enter here an email address where you can be contacted in the event of any query arising from completion of this Letter of Transmittal.

2 **TO SURRENDER YOUR SHARES**
Complete Boxes 2, 3 and, if appropriate Boxes 4 and /or 5

Number of **Ordinary Shares** you are surrendering:

3 **ALL SHAREHOLDERS ARE TO SIGN HERE TO. NB ALL SHAREHOLDER SIGNATURE(S) MUST BE WITNESSED.**
Execution by individuals Signed and delivered as a deed by:

		Name of Witness	
1	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	<input type="text"/>	<input type="text"/>	<input type="text"/>

NOTE: The witness must be a person who is over 18 years of age who is not another joint holder and the same witness may witness on behalf of all or any registered holders

Execution by a Company: The common seal was affixed/executed as a deed on behalf of the Company named above in the presence of:



Signature

Name of Director

Signature

Name of *Director/Secretary/Witness

*Delete as appropriate

4 **RESTRICTED OVERSEAS PERSONS ONLY**
Only complete this box by inserting "NO" if you are a Restricted Overseas person (i.e. you reside in Australia, South Africa, Canada, Japan, or the USA).

5 **ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION**
Address outside Australia, South Africa, Canada, Japan and USA to which consideration is to be sent, if not as specified above.

Name.....
Address.....
.....Postcode.....

PLEASE REMEMBER TO SEND US YOUR VALID ORDINARY SHARE CERTIFICATE(S).

If you have lost your certificate(s) and have already applied for a Letter of Indemnity, place a cross in this box

ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS LETTER OF TRANSMITTAL

Capitalized terms used but not defined in these Additional Notes Regarding the Completion of this Letter of Transmittal and the accompanying Exhibit A have the meanings ascribed to them in the Merger Agreement pursuant to which this Letter of Transmittal was issued.

EACH CERTIFICATED HOLDER HEREBY:

(I) ACKNOWLEDGES THAT THE PAYING AGENT WILL NOT DELIVER A PAYMENT TO HIM/HER/IT UNLESS THE TRANSACTION IS COMPLETED AND ONLY AFTER HE/SHE/IT DELIVERS TO THE PAYING AGENT CERTIFICATES REPRESENTING ANY COMPANY SHARES COVERED BY THIS LETTER OF TRANSMITTAL, IF ANY, THIS LETTER OF TRANSMITTAL EXECUTED BY HIM/HER/IT, THE COMPLETED FORM OF ISRAELI TAX WITHHOLDING; AND

(II) AGREES AND ACKNOWLEDGES THAT ALL INFORMATION PROVIDED, OR TO BE PROVIDED, BY OR ON HIS/HER/ITS BEHALF, TO THE PURCHASER, THE PAYING AGENT OR THE WITHHOLDING AGENT FOR PURPOSES OF ENABLING THE PURCHASER, THE PAYING AGENT OR THE WITHHOLDING AGENT TO DETERMINE THE AMOUNT OF TAX TO BE DEDUCTED AND WITHHELD, IF ANY, FROM THE PORTION OF THE CONSIDERATION TO BE DELIVERED PURSUANT TO THE MERGER AGREEMENT AND FOR THE ISRAELI TAX AUTHORITY TO ISSUE A VALID CERTIFICATE IS AND WILL BE FULL, ACCURATE AND COMPLETE WHEN PROVIDED, AND HEREBY ACKNOWLEDGES THAT THE PURCHASER, THE WITHHOLDING AGENT, THE PAYING AGENT AND THEIR RESPECTIVE AFFILIATES WILL RELY ON THE INFORMATION PROVIDED BY YOU TO DETERMINE ANY ISRAELI WITHHOLDING REQUIREMENTS.

In order to be effective, this Letter of Transmittal must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney. A body corporate incorporated in England and Wales may execute this Letter of Transmittal under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Letter of Transmittal by (i) a director and the company secretary; or (ii) by two directors; or (iii) by a director in the presence of a witness who attests the signature, in each case signing this Letter of Transmittal and inserting the name of the company above their signatures. Each such person signing this Letter of Transmittal should state the office which he/she holds in the relevant company.

In order to avoid inconvenience and delay, the following points may assist you:

1. If the sole holder has died:

A grant of probate or letters of administration must be obtained in respect of the relevant Ordinary Shares. If the grant of probate or letters of administration has/have been registered with the registrar, this Letter of Transmittal must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Letter of Transmittal. This Letter of Transmittal should then be lodged with Computershare Investor Services PLC at either of the addresses given on the cover page of this Letter of Transmittal, together with the relevant share certificate(s) and/or other document(s) of title. If the grant of probate or letters of administration has/have not been registered with the registrar, the personal representative(s) or the prospective personal representative(s) should sign this Letter of Transmittal and forward it to Computershare Investor Services PLC at either of the addresses given on the cover page of this Letter of Transmittal, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, the grant of probate or letters of administration must be lodged before the consideration due under the Merger can be forwarded to the personal representative(s).

2. If one of the joint holders has died:

This Letter of Transmittal is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and, if the Ordinary Shares are held in certificated form, lodged with the share certificate(s) and/or other document(s) of title and, in all cases, death certificate(s), and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.

3. If your Ordinary Shares are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent:

(a) If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Letter of Transmittal and, if the certificate(s) is/are readily available, arrange for this Letter of Transmittal to be lodged by such agent with Computershare Investor Services PLC at the address given on the cover page of this Letter of Transmittal, accompanied by the share certificate(s) and/or other document(s) of title.

(b) If the certificate(s) is/are not readily available, lodge this Letter of Transmittal with Computershare Investor Services PLC at either of the addresses given on the cover page of this Letter of Transmittal, duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) to be forwarded as soon as possible

4. If your Ordinary Shares are in certificated form and you have lost any of your share certificate(s) and/or other document(s) of title:

Complete and execute this Letter of Transmittal and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Computershare Investor Services PLC at the address given on the cover page of this Letter of Transmittal. At the same time you should write to the registrar requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Computershare Investor Services PLC at the address given on the cover page of this Letter of Transmittal.

5. If the Letter of Transmittal is signed under a power of attorney:

The completed Letter of Transmittal, together with any share certificate(s) and/or other document(s) of title, should be lodged with Computershare Investor Services PLC at either of the addresses set out on the cover page of this Letter of Transmittal, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Computershare Investor Services PLC and returned as directed.

6. If your full name or other particulars differ from those appearing on your share certificate:

(a) Incorrect name e.g.:
Name on the certificate(s)..... John Smith
Correct name..... Jon Smyth

Complete this Letter of Transmittal with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Letter of Transmittal are one and the same.

(b) Incorrect address: insert the correct address in Box 3 of this Letter of Transmittal.

(c) Change of name: lodge your marriage certificate or the deed poll with this Letter of Transmittal for noting. These documents will be returned as directed.

7. Restricted Overseas persons:

Please contact Computershare Investor Services PLC at the address given on the cover page of this Letter of Transmittal if you are a resident of the United States, Canada, Australia, Japan, or the Republic of South Africa (a "Restricted Overseas person").

8. Payment of Consideration:

The consideration payable under the transaction cannot be sent to you until all relevant documents have been properly completed and sent to Computershare Investor Services PLC at the address set out on the cover page of this Letter of Transmittal.

9. Incomplete Forms:

The Company and/or its agents reserve the right to treat as valid any request which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In either event, no consideration due under the Merger will be sent until after the relevant share certificate(s) and/or other required document(s) of title or indemnities have been received.

10. Additional Copies:

Additional copies of this Letter of Transmittal may be obtained from the website: <http://www.bsd-c.com/general-meetings>.

11. No Conditional Surrender:

No alternative, conditional, modified, irregular or contingent transmittal of this Letter of Transmittal or surrender of Certificate(s) will be accepted.

12. Israeli Withholding Tax:

You will be subject to withholding at source of Israeli Tax in accordance with the rate prescribed by Israeli law from the payment of your part in the consideration according to the Merger Agreement in respect of any payment made to you, unless you provide the Paying Agent (at the address specified above), with a valid Israeli tax withholding certificate (or "Valid Certificate" as such term is defined by Exhibit A), in form and substance reasonably acceptable to the Withholding Agent, exempting you from Israeli withholding Tax on the payment of your consideration pursuant to the Merger Agreement, if applicable, in respect of any payment made to you or entitling you to a reduced rate of Israeli withholding Tax on such payment. The approval of a Valid Israeli Tax Withholding Certificate is subject to the reasonable discretion of the Withholding Agent in accordance with the terms and conditions of the Merger Agreement and the tax ruling issued by the Israeli tax authority.

IMPORTANT U.K. TAX INFORMATION

The following statements are only intended as a general guide to certain UK tax considerations and do not purport to be a complete analysis of all potential UK tax consequences of the Merger. They are based on current UK legislation and what is understood to be current Her Majesty's Revenue and Customs practice as at the date of this document, both of which are subject to change, possibly with retrospective effect. They apply only to Selling Shareholders who (a) are resident (and, in the case of individuals, domiciled) in (and only in) the UK for UK tax purposes (except in so far as express reference is made to the treatment of non-UK residents); (b) hold their Company Shares as an investment (other than under a self-invested personal pension plan or an individual savings account); and (c) are the absolute beneficial owners of their Company Shares. The tax positions of certain types of Selling Shareholders (such as charities, persons holding their Company Shares in the course of a trade, persons who have or could be treated for tax purposes as having acquired their Company Shares by reason of their employment, persons who are exempt from tax, collective investment schemes and insurance companies) are not considered. **This discussion is not intended to be and should not be construed to be legal or taxation advice. If you are in any doubt as to your taxation position or if you are subject to tax in any jurisdiction other than the UK, you should consult an appropriate independent professional adviser without delay.**

(a) ***UK taxation of chargeable gains***

The transfer of Company Shares by a shareholder pursuant to the Merger will constitute a disposal for the purposes of UK taxation of chargeable gains ("**UK CGT**") which may, depending on the shareholder's particular circumstances (including the shareholder's base cost in his holding of Company Shares) give rise to a chargeable gain or an allowable loss for UK CGT purposes.

(b) ***Individual Selling Shareholders***

Subject to the availability of reliefs, exemptions or allowable losses, a gain arising on a disposal of Company Shares by a shareholder who is an individual will be taxed at a rate of 10 per cent. to 20 per cent., depending on the shareholder's individual circumstances.

No indexation allowance will be available to a shareholder who is an individual in respect of a disposal of Company Shares. However, the capital gains tax annual exemption (which is £12,300 for individuals in the 2021/22 tax year) will be available to offset any chargeable gain, to the extent that it has not already been utilised.

Where a shareholder is an individual who has ceased to be resident for tax purposes in the UK or is treated as resident outside the UK for the purposes of a double tax treaty ("**Treaty non-resident**") for a period of five years or less and the disposal of his Company Shares pursuant to the Merger takes place during that period that shareholder may be liable to capital gains tax on his return to the UK, subject to any available exemptions or reliefs.

(c) ***Corporate shareholders***

For shareholders within the charge to UK corporation tax, indexation allowance may be available to reduce any chargeable gain arising on the disposal of Company Shares, but not to create or increase any allowable loss. Indexation allowance will not apply to any shares acquired on or after 1 January 2018.

Depending on the shareholder's circumstances, corporation tax may be chargeable at the standard rate of 19 per cent. (as at March 2021).

(d) ***UK stamp duty and stamp duty reserve tax ("SDRT")***

No stamp duty or SDRT will be payable by shareholders as a result of a transfer of the Company Shares pursuant to the Merger.

Exhibit A

WITHHOLDING PROVISIONS

(a) Notwithstanding anything to the contrary hereunder but, subject to subsection (b) below, each of Purchaser, Merger Sub, the Company, the Withholding Agent, the Paying Agent and any of their respective agents (each a "Payor") shall be entitled to deduct and withhold or cause to be deducted and withheld from any consideration, or other amounts, payable or otherwise deliverable to the Selling Shareholders pursuant to, or in connection with, this Letter of Transmittal or the Merger Agreement (including the Merger Consideration and payments set forth in Section 2.3 of the Merger Agreement) such amounts as required to be deducted or withheld therefrom under the Ordinance, the Withholding Tax Ruling or under any provision of applicable state, local, Israeli, United Kingdom, or other foreign Tax Law and if any amount is required to be withheld from Merger Consideration pursuant to this Letter of Transmittal or the Merger Agreement, Withholding Agent shall pay such amount to the applicable tax authority in cash and such withheld amount will be reduced from the Merger Consideration payable to the applicable Selling Shareholder. To the extent any amounts were so deducted or withheld and remitted by each Payor to the applicable Governmental Entity in accordance with applicable Law, such amounts shall be treated for all purposes under this Letter of Transmittal or the Merger Agreement as having been paid to the Person to whom such amounts would otherwise have been paid and Payor shall provide as soon as reasonably possible to each Person with respect of whom the deduction and withholding was made, a document evidencing the amount so withheld and remitted to the applicable Governmental Entity with respect to the payment made to such Person.

(b) Notwithstanding the foregoing, and subject to any other provision to the contrary in the Withholding Tax Ruling with respect to any Israeli Taxes, and in accordance with the Withholding Agent's undertaking provided to Purchaser prior to the Closing Date pursuant to Section 6.2.4.3 of the Income Tax Circular 19/2018 (Transaction for Sale of Rights in a Corporation that includes Consideration that will be transferred to the Seller at Future Dates), the Merger Consideration payable or otherwise deliverable under this Letter of Transmittal or the Merger Agreement at the Closing to each Selling Shareholder shall be transferred, free of any withholding or deduction of any taxes imposed under Israeli law, to, and retained by, the Withholding Agent for the benefit of each such Selling Shareholder for a period of up to 180 days from Closing or an earlier date required in writing by such Selling Shareholder or as otherwise directed by the ITA (the "Withholding Drop Date"), during which time the Withholding Agent shall make no payments to any such Selling Shareholder with respect to such Purchased Shares and not withhold any amounts for Israeli Taxes from the consideration pursuant to this Letter of Transmittal and the Merger Agreement, except as provided below, and during which time each such Selling Shareholder may obtain (or, if one already exists, present to the Withholding Agent (through the Paying Agent)) a valid certificate, ruling or other written instructions issued by the ITA regarding the withholding (or exemption from withholding) of Israeli Tax that is applicable to the payments or other consideration payable in respect thereof in accordance with Article II of the Merger Agreement or providing other instructions regarding such payments or withholding, to the Withholding Agent's reasonable satisfaction (the "Valid Certificate").

(i) If any such Selling Shareholder delivers, no later than three (3) Business Days prior to the Withholding Drop Date (A) a Valid Certificate to the Withholding Agent (through the Paying Agent), then the deduction and withholding of any Israeli Taxes shall be made in accordance with the provisions of such Valid Certificate; or (B) a Tax Declaration identifying such Selling Shareholder as an Israeli resident, then the Withholding Agent shall deduct and withhold such amounts required to be deducted or withheld therefrom under the Ordinance. In each case, any amount withheld shall be delivered or caused to be delivered to the ITA by the Withholding Agent and the amount not so withheld shall be transferred by the Withholding Agent to the Paying Agent, for distribution to such Selling Shareholder. Any currency conversion commissions in respect of the remittance of such withheld amounts, will be borne by the applicable Selling Shareholder and deducted from payments to be made to such Selling Shareholder.

(ii) If any Selling Shareholder delivers, no later than three (3) Business Days prior to the Withholding Drop Date, to the Withholding Agent (through the Paying Agent) a Tax Declaration identifying such Selling Shareholder as a non-Israeli resident, all to the reasonable satisfaction of the Withholding Agent and subject to the terms of the Withholding Tax Ruling, then the Withholding Agent shall transfer to the Paying Agent, for distribution to such Selling Shareholder, the portion of the Merger Consideration to which such Selling Shareholder is entitled pursuant to Section 2.3, free of any withholding or deduction of any taxes imposed under Israeli law.

(iii) If any Selling Shareholder (A) does not provide the Withholding Agent (through the Paying Agent) with a Valid Certificate or Tax Declaration, by no later than three (3) Business Days before the Withholding Drop Date, or (B) otherwise fails to submit the Letter of Transmittal (as defined in the Merger Agreement) in the case of a Selling Shareholder who is a beneficial owner of Certificates, and/or any such other documents as may reasonably be required by the Withholding Agent and/or Paying Agent (in each case, a "Non-Responsive Shareholder"), then the respective Merger Consideration allocable to such Selling Shareholder shall be transferred to the Company, and the Selling Shareholder shall be required to seek payment from the Company. As of the date hereof, it has not been finally determined with the ITA whether such Merger Consideration shall be transferred to the Company with or without withholding for Israeli tax.

(iv) If any Selling Shareholder submits a written request with the Withholding Agent (through the Paying Agent) to release such Selling Shareholder's applicable consideration relevant thereto prior to the Withholding Drop Date but fails to submit a Valid Certificate or Tax Declaration at or before such time, then the Withholding Agent shall deduct and withhold such amounts required to be deducted or withheld therefrom under the Ordinance, and in accordance with the provisions of the Ruling. In each case, any amount withheld shall be delivered or caused to be delivered to the ITA by the Sub Paying Agent and the amount not so withheld shall be transferred by the Sub Paying Agent to the Paying Agent, for distribution to such Selling Shareholder. Any currency conversion commissions in respect of the remittance of such withheld amounts, will be borne by the applicable Selling Shareholder and deducted from payments to be made to such Selling Shareholder.

(c) In the event that the Withholding Agent receives a demand from the ITA to withhold any amount in respect of any recipient and transfer it to the ITA prior to the Withholding Drop Date, the Withholding Agent (i) shall notify such recipient of such matter promptly after receipt of such demand, and provide such recipient with reasonable time (but in no event less than thirty (30) days, unless otherwise explicitly required by the ITA) to attempt to delay such requirement or extend the period for complying with such requirement as evidenced by a written certificate, ruling or confirmation from the ITA, in which time the Merger Consideration deliverable shall not be released to such Selling Shareholder, and (ii) to the extent that any such certificate, ruling or confirmation is not timely provided by such recipient to the Withholding Agent, the Withholding Agent shall transfer to the ITA any amount so demanded, including any interest, indexation and fines required by the ITA in respect thereof, and such amounts shall be treated for all purposes of this Letter of Transmittal and the Merger Agreement as having been delivered and paid to such recipient.