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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 personalised Form of Proxy or Form of Instruction enclosed with it, 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 Instruction.

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This document comprises a notice of the annual general meeting relating to, amongst other things, the appointment of new independent auditors of the Company, and the election of the directors of the Company, pursuant to the requirements of the Israeli Companies Law, 5759-1999 and any regulations promulgated thereunder (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

A notice convening an Annual General Meeting of the Company to be held at 11.00 AM (Israel time) on 23 July 2018 at 7 Menachem Begin Road, Gibor Sport Tower, 8th floor, Ramat Gan, Israel , is set out at the end of this document.

Your attention is drawn to the letter to the shareholders from the chairman of the Company, in which the board recommends that you vote in favour of the resolution to be proposed at the Annual General Meeting. Please read the whole of this document and consider whether to vote in favour of the resolution in light of the information contained in this document.

Enclosed with this document is a Form of Proxy for Shareholders or a Form of Instruction 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 Annual General 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 11.00AM (GMT) on 20 July 2018.

If, however, you are a holder of depository interests, please complete, sign and return the Form of Instruction 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 11.00 AM (GMT) on 19 July 2018.

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 including Form of Proxy and Form of Instruction 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 19 June 2018.

Date of publication

This document is published on 19 June 2018.

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

19 June, 2018

Dear Shareholder,

Notice of an Annual General Meeting

This letter contains notice of an annual general meeting (the "**Meeting**") to be held on 23 July 2018. This letter provides for resolutions proposed by the Company as follows: the appointment of independent auditors of the Company and the determination of their remuneration, the election of the directors of the Company and the determination of their remuneration, approval of indemnification of the directors, approval of the amendment of the form of the Company's indemnification and exemption agreement and approval of the use of electronic communications to shareholders.

On 17 June 2018, the board of directors of the Company (the "**Board**"), in accordance with the approval and recommendation of the compensation committee of the Board, adopted a compensation policy, which, in accordance with the Israeli Companies Regulations (Relief Regulations Regarding the Duty to Set a Compensation Policy), 5739 - 2100, is exempt from the general requirement to receive the approval of the shareholders of the Company. In connection with the adoption of the compensation policy, it was determined that the total cost to the Company of the terms of office and employment of directors and officers of the Company, including the Chairman of the Board, shall not exceed the cost of the terms of employment of a general manager of a governmental ministry. Also, in connection with the adoption of the compensation policy, it was determined that the remuneration of directors of the Company, including the Chairman of the Board, shall not exceed the maximum amount prescribed in the Israeli Companies Regulations (Rules Regarding Remuneration and Expenses of an External Director), 5760 - 2001. In addition, the compensation policy does not include equity compensation for directors and officers of the Company.

The Board considers the adoption of the resolutions proposed to be 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 resolutions.

RESOLUTION 1: APPOINTMENT AND REMUNERATION OF AUDITORS

Pursuant to the resignation of the Company's current independent auditors, Brightman Almagor Zohar & Co. (a member of Deloitte Touche Tohmatsu Limited) (the "**Current Auditors**"), who were appointed at the Company's general meeting of shareholders held on 25 September 2017, for the year ending December 31, 2017, it is proposed to appoint BDO Israel, a registered public accounting firm, to serve as the Company's auditors for the year ending 31 December 2018 and until the appointment of independent auditors at the next annual general meeting of the Company, and to authorise the Board, with the approval of the audit committee of the Board, to determine the remuneration of the auditors.

On 5 June 2018, the Current Auditors of the Company submitted to the Company a letter of resignation. This resignation was in response to the Company's announcement on 28 May 2018, pursuant to which the Board has resolved to submit a motion of claims against the Current Auditors as part of the Derivative Claim that was filed

by Company's shareholder on July 2016.

The appointment of the Company's independent auditors and the authorisation of the Board to determine the remuneration of the auditors, 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 2 - 5: ELECTION OF DIRECTORS

Pursuant to the Company's articles of association (the "**Articles**") 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), cease to hold office and may be nominated for re-election. In accordance with the Articles and the provisions of the Israeli Companies Law, the elected directors will hold office until the next annual general meeting of the Company.

It is proposed to re-elect Mr. Joseph Williger, as a member of the Board, to hold office until the next annual general meeting of the Company.

It is proposed to re-elect Mr. Avi Zigelman as a member of the Board, to hold office until the next annual general meeting of the Company.

It is proposed to elect Mr. Zwi Williger, as a member of the Board, to hold office until the next annual general meeting of the Company.

It is proposed to elect Mr. Gil Hochboim as a member of the Board, to hold office until the next annual general meeting of the Company.

Brief biographical details of the directors proposed for election and re-election are available from the Company's website at www.bsd-c.com and 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 holds the necessary skills and has the ability to devote the appropriate time to carry out his duties as a director of the Company, as well as details of their respective qualifications. Each of the proposed directors stated that he is not subject to any of the restrictions set forth in sections 226 and 227 of the Israeli Companies Law.

The election and 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 6 - 9: DIRECTORS' INDEMNIFICATION AND EXEMPTION

It is proposed to approve that all of the directors of the Company enter into indemnification and exemption agreements with the company. In December 2009, the Shareholders authorised the Company to enter into an indemnification agreement with the Company's then serving and future directors.

The approval of the indemnification and exemption agreements with respect to Messrs. Gil Hochboim and Avi Zigelman 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.

The Israeli Companies Law provides that with respect to a controlling shareholder, as such term is defined therein, the provision by the Company of indemnification and exemption 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", as defined under the Israeli Companies Law, includes a shareholder

holding 25 per cent (25%) or more of the voting rights of a company, if no other person holds more than fifty percent (50%) of the voting rights of the company; with respect to determining the “holding” of such shareholder, two or more shareholders of the Company, each of whom has a personal interest in approving the transaction brought for the shareholders' approval, shall be considered as holding together (for this matter). Therefore, and solely with respect to the approval of the indemnification and exemption of Messrs. Joseph Williger and Zvi Williger (since each of them has a personal interest in approving such indemnification and exemption), they may be deemed “controlling shareholder”, and as a result, approval of such transaction is subject to the special majority as set forth herein.

RESOLUTION 10: AMENDMENT OF FORM OF COMPANY INDEMNIFICATION AND EXEMPTION AGREEMENT

It is proposed to approve the amendment of the form of the Company's indemnification and exemption agreement, previously approved by the Shareholders of the Company in December 2009 (the "**Indemnification Agreement Form**"), by amending and restating Section 6 of the Indemnification Agreement Form to read as follows:

"The indemnification which the Company undertakes towards all persons whom it has resolved to indemnify for the matters and in the circumstances described herein shall not exceed an amount greater than twenty five per cent (25%) of the Company's shareholders equity, in accordance with the most recent financial statements of the Company issued prior to the date of such indemnification payment, which amount shall be reduced by any insurance payments received by such indemnitor for the same matter".

RESOLUTION 11: APPROVAL OF THE USE OF ELECTRONIC COMMUNICATIONS TO SHAREHOLDERS

Pursuant to the Disclosure Guidance and Transparency Rules, and in accordance with the Israeli Companies Law, the Company wishes to authorise the use of electronic means to convey information to its shareholders and to send or supply documents or information to its shareholders by making them available on its website.

The company may not send to its shareholders material by electronic means unless the shareholder in general meeting have agreed to this, and the individual shareholder have either specifically consented to this, or raised no objection within a prescribed period. Each shareholder who has been invited to accept this form of delivery and has not objected within a reasonable time (which customarily is 28 days) is deemed to have agreed to it. If Resolution 11 is passed, the Company will be able to send shareholders electronic means to convey information to its shareholders, and may deem the shareholder to have agreed unless the shareholder objects within such 28 days. If a shareholder declines the use of electronic means, that shareholder will continue to receive documents by regular post. Those shareholders who do not object to such use of electronic means will no longer receive documents by regular post. In addition, shareholders will still have the right, once they have received information electronically, to require the Company to send a hard copy of that information, and they may also opt for all information to be sent in hard copy form. Those shareholders who have consented to electronic communication, or deemed to have done so by raising no objection to the same will.

The approval to authorise the Company to use of electronic means to convey information to the shareholders 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.

ANNUAL ACCOUNTS

The Board has submitted to the shareholders' review the directors' report and independent auditors' report for the year ended 31 December 2015-2017. A copy of the 2015-2017 Annual Report and Accounts are available from the Company's website at www.bsd-c.com. Members of our management will be available at the Meeting to review and discuss our auditor's report and consolidated financial statements for the year ended 31 December 2015-2017.

Directors' Recommendation

The directors believe the adoption of the resolutions that will be proposed at the Meeting to be in the best interests of the Company and its shareholders as a whole. Accordingly the directors recommend that you vote in favour of each resolution as they intend to do in respect of their own beneficial holdings.

Action To Be Taken

You will find enclosed with this document a Form of Proxy or (as appropriate) a Form of Instruction for use in connection with the Annual General 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 Instruction 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 Annual General Meeting, please complete and return the Form of Proxy (in accordance with the instructions set out in that document) to Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgewater Road, Bristol, BS13 8AE, England, as soon as possible and in any event so as to be received by the Company's registrars by no later than 11.00 AM (GMT) on 20 July 2018. Completion and return of a signed Form of Proxy will not prevent you from attending the AGM and voting in person, if you so wish.
2. If you are a holder of Depository Interests, please complete and return the Form of Instruction (in accordance with the instructions set out in that document) to Computershare Investor Services Limited, The Pavilions, Bridgewater Road, Bristol, BS13 8AE, England, as soon as possible and in any event so as to be received by Computershare Investor Services Limited by no later than 11.00 AM (GMT) on 19 July 2018. Holders of Depository Interests cannot vote in person at the Annual General Meeting; therefore, please make sure that your vote is received by the Company's registrars no later than 11.00 AM (GMT) on 19 July 2018.
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 Resolution 6-7 regarding indemnification and exemption of the directors Messrs. Joseph Williger and Zvi Williger, you must state if you have a personal interest (in each case, as defined in the Israeli Companies Law) in the approval of such indemnification.**

Yours faithfully

Joseph Williger

Executive Chairman of the Board

NOTICE OF ANNUAL GENERAL MEETING

B.S.D CROWN LTD.

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of B.S.D Crown Ltd. (the “**Company**”) is to be held at 11.00 AM (Israel time) on 23 July 2018 at 7 Menachem Begin Road, Gibor Sport Tower, 8th floor, Ramat Gan, Israel (the “**Meeting**”), for the following purpose:

RESOLUTION:

1.	To appoint BDO Israel, as auditor of the Company for the year ending December 31, 2018 and until the appointment of independent auditors at the next annual general meeting of the Company and to authorise the Board, with the approval of the audit committee of the Board, to determine the remuneration of the auditors.
2.	To re-elect Mr. Joseph Williger as a director of the Board until the conclusion of the next annual general meeting.
3.	To re-elect Mr. Avi Zigelman as a director of the Board until the conclusion of the next annual general meeting.
4.	To elect Mr. Zwi Williger as a director of the Board until the conclusion of the next annual general meeting.
5.	To elect Mr. Gil Hochboim as a director of the Board until the conclusion of the next annual general meeting.
6.	To approve Mr. Joseph Williger's indemnification and exemption agreement as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting.
7.	To approve Mr. Zvi Williger's indemnification and exemption agreement as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting.
8.	To approve Mr. Avi Zigelman's indemnification and exemption agreement as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting.
9.	To approve Mr. Gil Hochboim's indemnification and exemption agreement as set forth in the letter to the shareholders of the Company accompanying the notice of this Meeting.
10.	To approve the amendment of the Company's Indemnification Agreement Form
11.	To authorise the Company to use electronic means to convey information to the shareholders and to send or supply documents or information to its shareholders by making them available on its website.

By order of the Board

Joseph Williger

Executive Chairman of the Board

Registered Office

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

19 June, 2018

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

Notes:

- 1 The Board has set close of business on 1 July 2018 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 instruction for Depository Interests holders (the “**Form of Instruction**”).
- 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 Computershare Investor Services (Jersey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS13 8AE, England, as soon as possible and in any event so as to be received by Computershare Investor Services (Jersey) Limited by no later than 11.00 AM (GMT) on 20 July 2018 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 Instruction (in accordance with the instructions set out in that document) to Computershare Investor Services Limited, The Pavilions, Bridgwater Road, Bristol, BS13 8AE, England, as soon as possible and in any event so as to be received by the Company’s registrars by no later than 11.00 AM (GMT) on 19 July 2018 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 Computershare Investor Services Limited no later than 11.00 AM (GMT) on 19 July 2018 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 **With respect to resolutions 6-7: According to the Israeli Companies Law, for your vote in resolution 6 and 7 to be considered, you must state if you have a Personal Interest (as defined in the Israeli Companies Law) in such resolution or not. Please check the relevant box provided in the forms per each resolution. If you do not provide such indication, your shares will not be voted on the respective proposal. An interest arising solely from the ownership of shares is not a Personal Interest.**

Issued share capital and total voting rights

- 7 As at 15 June, 2018 (being the last practicable date prior to the publication of this Notice) the Company’s issued share capital is 140,578,154. There are 11,237,902 treasury shares. Therefore, the total voting rights in the Company as at 15 June, 2018 are 129,340,252.

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 Computershare Investor Services Limited at The Pavilions, Bridgwater Road, Bristol, BS13 8AE, England or by email to Jonathan.sterling@computershare.co.uk in order to request a letter of representation by no later than 11.00 AM (GMT) on 19 July 2018. 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 Annual General Meeting will be announced through a Regulatory Information Service and will appear on our website, www.bsd-c.com, on 23 July 2018.

APPENDIX 1

BIOGRAPHIES OF THE DIRECTORS PROPOSED FOR ELECTION

Mr. Joseph 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 is a board member at Willi-Food Investments Ltd, and Co-Chairman at G. Willi-food International Ltd.

Mr. Zvi Williger serves as a director in Zvi. V & Co. Ltd. and Titanic Ltd. , both private companies. Mr. Williger is one of the founders of Willi Food group and serves as the Chairman of Willi-Food Investments Ltd. and as Co-Chairman in G. Willi-Food International Ltd. and its subsidiaries. Mr. Williger attended Business Administration studies in Fresno California University, for two years and advance management program in Harvard University, for two months.

Messrs. Joseph Williger and Zvi Williger are brothers.

Mr. Gil Hochboim is the CFO of S.R. Accord Ltd., a public Israeli company traded in TASE which active in the finance market. Mr. Hochboim served more than 15 years as the CEO and CFO in Willi Food Investments Ltd. and G. Willi Food International Ltd. Mr. Hochboim is a certified public accountant (Israel) and holds a Bachelor's degree in Business Management and Accounting from The Academic College of Management, Israel.

Mr. Avi Zigelman, CPA is a member of the board of Exalenz Bioscience Ltd. (inactive company), shareholder, CEO and board member of Trust Deposit Ltd and was a member of the boards of Mizrahi Tefahot Bank Ltd., Ultra Equity Investments, Clal Biotechnology Industries Ltd., Tefron Ltd., Ormat Industries Ltd., Gindi Investments Ltd, and has many years' experience serving as Chairman of Audit Committees, Chairman of Financial Statement Review Committees and additional executive positions. Mr. Zigelman, holds a B.A. in Accounting and Economics (with honors), and a M.A. in Business Economics, (with honors), both from Tel-Aviv University. Mr. Zigelman is a Certified Public Accountant.

