



**MirLand Development Corporation Plc.**  
(the "Company")

25 June 2019

Dear Shareholder/Depository Interest holder

Re: **Notice of the Recommencement of the Annual General Meeting of the Shareholders of the Company**

Notice is hereby given that the Annual General Meeting (the "**Meeting**") of the Company on 25th June 2019 was adjourned and will be recommenced on Thursday, 4th July 2019 at 12:00hrs at the Company's offices in Cyprus – Office 606 (6th floor) Nicolaou Pentadromos Centre, Thessalonikis St., Limassol, Cyprus with the following Agenda:

1.1 Discussion on the Company's 2018 Annual Report

Presentation and discussion on the Company's consolidated audited financial statements (including the attached auditor's report) and the board report for the year ending 31 December 2018, as approved by the Company's board and published by the company on 28 March 2019 (ref. no.: 2019-01-028624) (the "**2018 Periodic Report**").

1.2 Reappointment of the Company's Auditor and determination of their fees

Proposed Resolution: To reappoint the Company's Auditors in Israel and Cyprus – Kost, Forer, Gabbay & Kasierer (Ernst & Young), as the company's auditors until the Company's next annual general meeting and to empower the Company's board to set the terms of their fees in accordance with the nature and scope of services to be provided to the Company.

1.3 Approving the Appointment of a Director (Not an External Director) to the Company's Board of Directors

Proposed Resolution: To approve the appointment of Mr. Glenn Scott Kolleeny ("Mr. Kolleeny") to serve as a director in the Company for a fixed period, commencing as of January 21, 2019, the date his service was approved by the Company's board of directors and until the date of the next annual general meeting of the Company.



**MirLand Development Corporation Plc.**  
(the "Company")

Voting Ballot per Israel Company Regulations (Written Votes and Position Statements),  
5766-2005 (the "Regulations")

**Section A**

1. Company Name:

MirLand Development Corporation Plc.

2. Nature, Time and Location of General Meeting:

Annual General Meeting of the Shareholders of the Company ("the Meeting" or the General Meeting) to be held on Thursday, July 4<sup>th</sup>, 2019, 12:00pm at the Company's offices in Cyprus, Office 606 (6<sup>th</sup> floor), Nicolaou Pentadromos Centre, Thessalonikis St. 3025 Limassol, Cyprus.

3. Agenda Items and List of Proposed Resolutions:

1.1 Discussion on the Company's 2018 Annual Report

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Proposed Resolution: To approve the appointment of Mr. Glenn Scott Kolleeny ("Mr. Kolleeny") to serve as a director in the Company for a fixed period, commencing as of January 21, 2019, the date his service was approved by the Company's board of directors and until the date of the next annual general meeting of the Company.



Mr. Kolleeny provided the Company with a declaration as a candidate to serve as a Company director in accordance with Section 224B of the Companies Law and Article 10.2 of the Company's Articles of Association, attached as **Annex A** to the report on the invitation to the general meeting. For further details regarding Mr. Kolleeny, pursuant to Regulation 26 of the Securities Regulations (Periodic and Immediate Reports), 5730-1970 see Section 1.3.1 of the report on the invitation to the general meeting.

For his service as a director of the Company, Mr. Kolleeny shall be entitled to director fees at the "maximum amount" possible for directors as detailed in the Companies Law Regulations (Rules Regarding Compensation and Expenses for External Directors), 5760-2000 (the "**Remuneration Regulations**"), as they may be from time to time and in accordance with the rank on which the Company is classified at the relevant time. Similarly, Mr. Kolleeny shall be entitled to be included in the directors' and officers' liability insurance and indemnity arrangement as customary in the Company, this like the other officers in the Company.

4. Majority Vote for approval of the Proposed resolutions

For the approval of the proposed resolutions detailed in Sections 1.2 and 1.3 above, a regular majority of the participating and voting shareholders at the General Meeting is required.

5. Voting shall be done by way of Voting Ballot – on the Voting Ballot as detailed and attached to this report below. The Voting Ballot shall be deemed valid only if appended with the unregistered shareholder's confirmation of ownership (namely, shareholders with shares registered via the TASE member, provided these shares are included in the nominee company's registered shares list) and with a power of attorney from the nominee company or with a duplicate of the shareholder's identity card, passport or certificate of incorporation, provided the shareholders are registered as such in the Company's registries. Voting Ballots shall be provided to the Company together with necessary documents attached.

6. The Company must be provided with the Voting Ballot (appendices included), as detailed above, up to four (4) hours prior to the General Meeting. For this purpose, "Time of Delivery " is the time when the Voting Ballot and its appended documentation arrive at the Company Offices.

7. Time and Location at which the Full Versions of Proposed Resolutions Are Available:

The Invitation to the General Meeting, as well as any document pertaining to the General Meeting Notice as referenced therein, are available for review at the offices of the Company's legal representatives, Steinmetz, Haring, Gurman & Co. of 20 Lincoln Rd (Rubinstein Tower – 12<sup>th</sup> Floor) Tel Aviv, 6713412, per appointment on Sun-Thu, 9:00-16:00 (Tel: 03-5670100; Fax: 03-5670101), until the day of the General Meeting.

8. Validity of the Voting Ballot and Obtaining Proof of Ownership and a Power of Attorney

Due to the fact that the provisions of Section 132 of the Israel Companies Law regarding nominee companies do not apply with respect to Cypriot companies, shareholders that are interested in participating and voting at the General Meeting, are required to request such from the relevant TASE member by whom the Company's shares are being held, by indicating the number by which he wishes to vote, in order to receive the power of attorney from the nominee company of Israel Discount Bank Ltd. (the "**Nominee Company**") to participate and vote in the General Meeting, pursuant to the provisions of Section 12A(d)(3) of Chapter I, Part B, of the TASE Clearance Rules. A TASE member receiving such request, as stated, shall approach the TASE clearance house with a request to approve to the Nominee Company that as of the Determining Date, such shares are registered in favor of the shareholders of the TASE clearance house. It should be clarified that pursuant to the provisions of Section 12A(d)(3) of Chapter I, Part B, of the TASE Clearance Rules, the TASE clearance house is not obligated to process requests served less than 72 hours prior to the General Meeting.

**In light of the above, as of the date of this report, the Company's shareholders will not be able to vote at the General Meeting by way of electronic voting system. In the event that such is arranged and voting via the electronic system is enabled, the Company shall publish an immediate report on the matter.**

A shareholder whose shares are registered with a member of the TASE is entitled to obtain confirmation of ownership from the member of the TASE by means of whom he holds his shares at the branch of the TASE member or sent by mail to his address for the cost of sending it only, if he so requests. Requests in this regard shall be made in advance with respect to a specific securities account.

9. Voting via a Voting Ballot

In accordance with the Companies Regulations (Proof of Ownership of a Share for the Purpose of Voting at the General Meeting), 5760-2000, a shareholder who is interested in voting in the General Meeting, is required to send the Voting Ballot together with the documents listed below, to the Company's offices, at least four (4) hours prior to the time of the Meeting.

A shareholder in whose favor a share is registered with a TASE member, and where that same share is included amongst the shares listed in the shareholder registry in the name of the Nominee Company, is required to provide the Company with confirmation of ownership of the share on the Record Date as required under the aforementioned Regulations, together with a power of attorney from the Nominee Company, as detailed in this Voting Ballot, or if the shareholder is registered in the Company's books it is required to provide a copy of its ID card, passport or certificate of incorporation.

Voting will be done on the second part of the ballot.

Company to Send the Voting Ballots

The Company's Cypriot offices at Office 606 (6th floor), Nicolaou Pentadromos Centre, Thessalonikis St., 3025 Limassol, Cyprus.

10. TASE distribution site and website from where this Voting Ballot is accessible



The website of the Tel Aviv Stock Exchange Ltd. The ISA Distribution Website, <http://www.magna.isa.gov.il>, and the TASE Website: <http://maya.tase.co.il>.

11. Obtaining a Voting Ballot

Members of the TASE will send a link to the ballot on the distribution websites by email, free of charge, to any shareholder who is not registered in the shareholder registry and whose shares are registered with that same member of the TASE, if the shareholder gave notice that it is interested in receiving such link and provided that the notice was given regarding a specific securities account and at a time prior to the Record Date.

12. Review of the Voting Ballots

A single shareholder or more maintaining five percent (5%) or more of all voting rights, and those who maintain the same amount in total voting rights not maintained by the Company's controlling shareholder, as the term is defined in Section 268 of the Israel Companies Law, is entitled, whether in person or by proxy, following the General Meeting, to view the Voting Ballots, at the Company's registered offices, as provided for in Regulation 10 of the Regulations. Shareholders shall indicate the manner that they are voting on the agenda items in the second section of this Voting Ballot.

As of the date of the publication of this Voting Ballot, the number of shares which constitute 5% of the total voting rights in the Company is 4,717,149 shares. True to date, the Company has no core of control.

13. Following the publication of this Voting Ballot, in the event of any changes on the agenda items of the General Meeting, including the addition of other items to the agenda. The updated agenda can be reviewed published in the Company's reports (if any) on the ISA distribution website and the TASE website.

**Shareholders shall specify their voting method pertaining to each agenda topic using Section B of the Voting Ballot.**

**Section B**

Company Name: MirLand Development Corporation Plc

Company Address: Office 606 (6<sup>th</sup> floor), Nicolaou Pentadromos Centre, Thessalonikis St. 3025 Limassol, Cyprus.

Company No. HE 153010

Time & Date of General Meeting: Thursday 4<sup>th</sup> July, 2019, 12:00hrs

Type of Meeting: Annual General Meeting

Record Date: Tuesday, May 28, 2019

**Shareholder Information (to be completed by the shareholder)**

Shareholder Name: \_\_\_\_\_

ID. No. \_\_\_\_\_

If Shareholder is not in possession of an Israeli Identity Card –

Passport No. \_\_\_\_\_

Country of Issuance: \_\_\_\_\_

Expiry Date: \_\_\_\_\_

If shareholder is a Corporation –

Corporation No. \_\_\_\_\_

Country of Incorporation: \_\_\_\_\_

Is the Shareholder one of the entities below<sup>1</sup>:

An interested party<sup>2</sup> Yes/No

A Senior Company Officer<sup>3</sup> Yes/No

An Institutional Investor<sup>4</sup> Yes/No

<sup>1</sup> Please circle the correct response under each query

<sup>2</sup> As defined in Section 1 of the Israel Securities Law, 5728-1968 (the Securities Law)

<sup>3</sup> As defined in Section 37(D) of the Securities Law

<sup>4</sup> As defined in Regulation 1, Regulation of Financial Services (pension funds) (participation of Management company in general meetings), 5769-2009, or a Mutual Fund Director, as the term is defined in the Israel Mutual Funds Law, 5754-1994.

### Shareholder Votes

Item no. Agenda Topic		Voting		
		For	Against	Abstain
1.2	To reappoint the Company's Auditors in Israel and Cyprus – Kost, Forer, Gabbay & Kasierer (Ernst & Young), as the company's auditors until the Company's next annual general meeting and to empower the Company's board to set the terms of their fees in accordance with the nature and scope of services to be provided to the Company			
1.3	To approve the appointment of Mr. Glenn Scott Kolleeny ("Mr. Kolleeny") to serve as a director in the Company for a fixed period, commencing as of January 21, 2019, the date his service was approved by the Company's board of directors and until the date of the next annual general meeting of the Company			

\_\_\_\_\_

Date

\_\_\_\_\_

Signature

For shareholders holding shares via the TASE member pursuant to Section 177(1) of the Companies Law – this Voting Ballot is valid only when appended with a confirmation of ownership and a power of attorney from the Nominee Company.

For registered Company shareholders – this voting ballot is valid only when appended with a duplicate of the shareholder's identity card/passport/certificate of incorporation.