

MirLand Development Corporation Plc.

(the “Company”)

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

Part I

1. **Company Name**

MirLand Development Corporation Plc.

2. **Nature, Time and Location of General Meeting**

Annual and extraordinary general meeting of shareholders of the Company (the “**General Meeting**” or the “**Meeting**”). The General Meeting shall convene on Monday, July 12, 2021, 14:00PM at the Company's offices in Cyprus, Office 606 (6th floor), Nicolaou Pentadromos Centre, Thessalonikis St., 3025 Limassol, Cyprus.

3. **Description of the Agenda Items**

3.1. **Discussion on the Company’s financial statements for the year ended as of December 31, 2020**

Presentation and discussion on the Company’s consolidated audited financial statements (including the attached auditors’ report) and the board report for the year ending December 31, 2020, as approved by the Company’s board and published by the Company on March 25, 2021 (ref. no.: 2021-01-046935) (the “**2020 Periodic Report**”).

3.2. **Reappointing the auditor**

Proposed resolution: “To reappoint the Company’s Israeli and Cypriot auditors – Kost, Forer, Gabbay & Kasierer (Ernst & Young), as the Company’s auditors until the Company’s next annual general meeting and to authorize 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”.

3.3. **Amending the Company’s articles of association**

Proposed resolution: “To amend the Company’s current articles of association, whereby Section 3 captioned “Authorized Share Capital” shall be deleted”.

3.4. **Approving the reappointment of Mr. Glenn Scott Kolleeny as a director for an additional term of service**

Proposed resolution: “To approve the appointment of Mr. Glenn Scott Kolleeny (“**Mr. Kolleeny**”) for an additional term of service as a director of the Company, for a period commencing on the date of his appointment by the general meeting convened under this invitation report until the Company’s next annual general meeting”.

3.5. **Entering a D&O Liability Insurance**

The proposed resolution: “To approve the Company entering a D&O liability insurance policy on the terms set forth in this invitation, effective from March 1,

2021 until February 28, 2022, and the inclusion in this policy of the directors and officers of the Company and subsidiaries, who are currently serving, and who will serve from time to time.”

4. **Majority required for approval of the proposed resolutions**

The majority required for the approval of the resolutions proposed in paragraphs 3.2-3.3 (inclusive) of the agenda, is a regular majority; i.e., more than 50% of the votes of shareholders participating in the vote (excluding abstentions).

The majority required to approve the resolution proposed in paragraph 3.4 of the Meeting’s agenda is a majority of 75% of the participating votes.

The majority required for the approval of the resolution proposed in paragraph 3.5 of the Meeting’s agenda, and pursuant to the provisions of Section 267A(b) of the Companies Law, is a majority of all votes of shareholders permitted to vote and participating in the Meeting (or Deferred Meeting), provided that one of the following has been satisfied: (a) In the tally of votes the majority at the Meeting shall include a majority of all votes of all participating shareholders who are not controlling shareholders of the Company or who do not have a personal interest in approval of the resolution. Abstaining shareholders shall not be included in the tally of votes. Persons with a personal interest shall be subject to the provisions of Section 276 of the Companies Law; (b) The total number of opposing votes from the shareholders set forth in subsection (a) above has not exceeded more than two percent (2%) of all the voting rights in the Company.

5. **Voting via a voting ballot**

Voting shall be done by way of voting ballot card – on the voting ballot as detailed and attached to this report below.

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 date of record 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 shall be done on the second part of the ballot.

6. **Time and place where and when the full version of the proposed resolutions can be viewed**

Any of the Company’s shareholders may view the invitation notice and the documents referred to therein at the office of the Company's attorneys, Steinmetz, Haring, Gurman & Co. at 20 Lincoln St. (Rubinstein House, 12th floor), Tel Aviv 6713412, after prior coordination on Sun-Thurs between 9:00-16:00 (Tel: 03-5670100; Fax: 03-5670101), until the date of convening the Meeting.

7. **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 the status of nominee companies do not apply with respect to the Company as a Cypriot company, shareholders 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 they wish to vote, in order to receive the power of attorney from Israel Discount Bank Nominee Company 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 clearing house rules. A TASE member receiving such request, as stated, shall make a request to the TASE clearing house to confirm to the Nominee Company that, as of the Date of Record, such shares are registered in favor of the shareholder with the TASE clearing house. It should be clarified that pursuant to the provisions of Section 12A(d)(3) of Chapter I, Part B, of the TASE clearing house rules, the TASE clearing house is not obligated to process requests submitted 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.

Shareholders whose shares are registered with a TASE member may obtain a confirmation of ownership from the TASE member holding their shares, at one of the TASE member's branches or sent by mail to their address for the cost of dispatch, if requested. Requests in this regard shall be made in advance with respect to a specific securities account.

8. **Company's address to send the voting ballots**

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

9. **TASE distribution site and website from where this voting ballot is accessible**

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

10. **Obtaining a voting ballot**

TASE members shall send a link to the ballot on the distribution websites by email, free of charge, to all shareholders not registered in the shareholder registry and whose shares are registered with that same TASE member, if the shareholder gave notice that they are interested in receiving such link and provided that the notice was given regarding a specific securities account and on a date prior to the Date of Record.

11. **Review of the voting ballots**

A single shareholder or more holding five percent (5%) or more of all voting rights in the Company, and those who hold the same amount in total voting rights not held by the Company's controlling shareholder, as defined in Section 268 of the Israel Companies Law, is entitled, personally 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 4,717,148 shares. True to date, the Company has no core of control.

12. **Changes to the meeting's agenda**

Following the publication of this voting ballot, there may be changes to the General Meeting's agenda items, including the addition of items to the agenda. The updated agenda can be reviewed published together with the Company's reports (if any changes are made) on the ISA distribution website and the TASE website.

Shareholders shall specify their voting method pertaining to each agenda topic using Part II of the voting ballot.

Voting Card - Part II

Company Name: MirLand Development Corporation Plc.

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

Company No.: HE153010

Meeting Date and Time: Tuesday, July 12, 2021, at 14:00PM.

Type of Meeting: Annual and extraordinary general meeting.

Date of Record: Monday, June 14, 2021.

Shareholder information (to be completed by the shareholder)

Name of shareholder: _____

ID number: _____

If shareholder is not in possession of an Israeli Identity Card -

Passport number: _____

Country of issuance: _____

Expiry date: _____

If the shareholder is a corporation -

Corporation number: _____

State of incorporation: _____

Is the shareholder one of the entities below¹:

- | | |
|---|-----------------|
| 1. An interested party ² - | YES / NO |
| 2. A senior company officer ³ - | YES / NO |
| 3. An institutional investor ⁴ - | YES / NO |

1 Please circle the correct response under each query.

2 As defined in Section 1 of the Israel Securities Law, 5728-1968 (the "**Securities Law**").

3 As defined in Section 37(D) of the Securities Law.

4 As defined in Regulation 1 of the Supervision of Financial Services Regulations (Provident Funds) (Participation of Management Company in General Meetings), 5769-2009, or a Mutual Fund Director, as defined in the Israel Mutual Funds Law, 5754-1994.

Manner of voting:

Agenda item number	Agenda Item	Vote ⁵			Are you a controlling shareholder of the Company? ⁶		Do you have a personal interest? ⁷	
		For	Against	Abstaining	Yes	No	Yes	No
1.1	Discussion on the Company's financial statements for the year ended as of December 31, 2020.	N/A						
1.2	To reappoint the Company's Israeli and Cypriot auditors – Kost, Forer, Gabbay & Kasierer (Ernst & Young), as the Company's auditors until the Company's next annual general meeting and to authorize 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.				N/A	N/A	N/A	N/A
1.3	To approve the appointment of Mr. Glenn Scott Kolleeny, for an additional term of service as a director of the Company, for a period commencing on the date of his appointment by the general meeting convened under this invitation report until the Company's next annual meeting.				N/A	N/A	N/A	N/A
1.4	To amend the Company's current articles of association, whereby Section 3 captioned "Authorized Share Capital" shall be deleted.				N/A	N/A	N/A	N/A
1.5	To approve the Company entering into a D&O liability insurance policy on the terms set forth in the invitation report, effective from March 1, 2021 until February 28, 2022, and the inclusion in this policy of the directors and officers of the Company and subsidiaries, who are currently serving, and who will serve from time to time.							

⁵ Failure to mark a box will be deemed to be an abstention for such agenda item.

⁶ A shareholder who does not complete this column or who marks "yes" without providing details shall have their vote disregarded.

⁷ A shareholder who does not complete this column or who marks "yes" without providing details shall have their vote disregarded.

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

For shareholders registered in the Company’s shareholder register - This voting card shall only be valid together with a photocopy of an ID card/passport/certificate of incorporation.

Details:

Presented below are details regarding personal interests or another connection or characteristic I have as a shareholder in approving the resolution proposed in Section 1.5 of the general meeting notice report, as applicable:

Date

Signature