



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

~~May~~ June 2024, 2019

Dear Shareholder/Depository Interest holder

Re: Amended Invitation for the Convention of an Annual General Meeting of the Shareholders of the Company<sup>1</sup>

The Company hereby announces the convening of an annual general meeting of the Company's shareholders, which will be held on ~~Tuesday~~ Thursday, the ~~25<sup>th</sup>~~ 4<sup>th</sup> of ~~June~~ July, 2019, at 12:00, at the Company's offices in Cyprus - Office 606 (6<sup>th</sup> floor), Nicolaou Pentadromos Centre, Thessalonikis St., 3025 Limassol Cyprus (the "Meeting" or the "General Meeting"). This Report below lists the matters on the Meeting's agenda as well as a summary of the related resolutions.

1. Matters on the Agenda of the Meeting and Summary of the Proposed Resolutions

1.1. Discussion on the Company's 2018 Annual Report

Presentation and discussion on the Company's consolidated audited financial statements (including the attached auditors' 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").<sup>2</sup>

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.

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<sup>1</sup> This Invitation was prepared pursuant to the provisions of Section 36 of the Israel Securities Law, 5728-1968 (the "Securities Law"), applicable to the Company since its securities are issued to the public in Israel and listed for trade on the TASE. However, please note that due to the fact that the Company is incorporated under the laws of the Republic of Cyprus, in accordance with the provisions of Section 39A of the Securities Law, only the provisions of the Companies Law and the regulations enacted thereunder that are listed in the Fourth Schedule of the Securities Law apply thereto. In this context, please also note the manner of participation and voting in the meeting in accordance with the provisions of the TASE Bylaws and the regulations enacted thereunder, related to a foreign company as set forth below.

<sup>2</sup> The 2018 Periodic Report as published by the Company is available on the Israel Securities Authority and TASE websites, as follows: the ISA website: [www.magna.isa.gov.il](http://www.magna.isa.gov.il); the TASE website: [maya.tase.co.il](http://maya.tase.co.il).

### 1.3. Approving the Appointment of a Director (Not an External Director) to the Company’s Board of Directors<sup>3</sup>

Proposed Resolution: ~~It is proposed~~ to approve the appointment of Mr. Glenn Scott Kolleeny (“**Mr. Kolleeny**”), to serve as a director in the Company for a ~~an~~ ~~un~~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 hereto as **Annex A** to this Report.

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.

#### 1.3.1. Hereunder are details regarding Mr. Kolleeny, as required pursuant to Regulation 26 of the Securities Regulations (Immediate and Periodic Reports), 5730-1970

Name of the director	Glenn Scott Kolleeny
ID / Passport No.	483807975
Date of birth	October 11, 1954
Address for service of legal process	96-2 Naberezhaya Kanala Griboedova St. Petersburg 190068
Citizenship	US
Education	(1) Doctor (Juris Doctor) in law from Columbia University; (2) certificate in Russian literature and language from the Pushkin Institute; (3) B.Phil in Russian Studies, French and Literature from the University of Oxford; (4) BA in Russian from Columbia College; (5) Certificate in French from the University of Grenoble; (6) Licensed as a lawyer in Russia from 2013.

<sup>3</sup> In general, pursuant to the provisions of Cypriot law applicable to the Company regarding the convention of an annual meeting of shareholders of the Company, and pursuant to Articles 10.4 of the Company’s current Articles of Association as published on June 7, 2017 (ref. no: 2017-01-058275), the reappointment of directors serving in the Company (excluding external directors) is not Required to be limited by time (unless explicitly stated otherwise in the framework of the appointment) and therefore there is no need to reappoint them in the framework of the annual general meeting of the shareholders of the Company. Notwithstanding the above, in light of the fact, that Mr. Kolleeny was appointed by the Company’s board of directors, in accordance with the provisions of Regulation 10.11 of the Company’s Articles of Association, the aforementioned is also required to be approved by the general meeting of the shareholders of the Company within 6 months of him being appointed.

Occupations in the last five years	Partner at the law firm of Dentons Europe AO Corporate Law
Does he serve as a director in other corporations?	No
Does he have accounting and financial expertise?	No
Is the director an employee of the Company, a subsidiary, affiliate, or interested party in the Company?	No
Is the director a relative of an interested party in the Company?	No
Member in one or more of the board committees?	No
Is the director an independent director?	No
Is the director an external director?	No

## 2. **Convening the Meeting**

### 2.1. **Place, Date and Time for Convening the Meeting**

The Meeting will be held on ~~Tuesday~~~~Thursday~~, ~~June~~~~July~~ 25~~4~~, 2019, at 12:00 at the Company's offices in Cyprus - Office 606 (6th floor) Nicolaou Pentadromos Centre Thessalonikis St., 3025 Limassol, Cyprus.

### 2.2. **The quorum for holding the Meeting**

No discussion shall begin in a general meeting unless a legal quorum is present upon the Meeting's commencement. A legal quorum will be constituted at the Meeting when at least two (2) shareholders who hold or represent at least twenty five percent (25%) of all of the votes in the Company are present, within half an hour of the time stipulated for the opening of the Meeting. If a legal quorum is not present at the General Meeting half an hour after the time stipulated for the Meeting, the Meeting will be postponed to the same day on the following week, at the same hour and location, or to a different day, time and place as determined by the Board of Directors (the "**Deferred Meeting**"). If there is no legal quorum at the Deferred Meeting half an hour after the time stipulated for the Meeting, then the Meeting shall take place regardless the number of participants.

## 3. **The Majority Required to Approve 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.

## 4. **Record Date**

The record date for determining eligibility to participate and the right to vote in a Meeting in accordance with Regulation 3 of the Voting Regulations, as well as for voting by proxy, is the end of

the trading day of the Company's securities on TASE on Tuesday, May 28, 2019 (the "Record Date").

5. **Manner of Voting, Voting Ballot**

Due to the fact that the provisions of Section 88 and 132 of the Israel Companies Law regarding nominee companies do not apply with respect to the Company as a Cypriot company, 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 Record 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 shareholders of the Company will not be able to vote at the Meeting through the electronic voting system. Insofar as the matter is resolved and voting in the electronic system becomes possible, the Company will publish an immediate report on the matter.**

Shareholders who are entitled to participate in the Meeting and vote on the agenda items will be able to do so in one of the following ways, as they choose: (1) to attend the Meeting and vote for it themselves; (2) to appoint a representative to attend the Meeting and to vote in their stead, in accordance with a letter of appointment and power of attorney; (3) to vote by means of a voting ballot attached together with this Invitation Report, constituting an integral part hereof - and all based on the confirmation of ownership and power of attorney from the Nominee Company attached thereto, as detailed in this Report.

A shareholder is entitled to request a copy of the voting ballot directly from the Company. The voting paper as published by the Company and is found in the addresses of the Securities Authority and the TASE, as follows: the Distribution website of the Israel Securities Authority: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) (the "**Distribution Site**"); the TASE website: [maya.tase.co.il](http://maya.tase.co.il).

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 in whose favor a share is registered with a member of the TASE, and where that same share is included amongst the shares listed in the shareholder registry in the name of the Nominee Company, who wishes to vote in the Meeting, will provide the Company with confirmation from a TASE member regarding ownership of the share on the Record Date, at least four (4) hours before the time of the Meeting, together with a power of attorney from the Nominee Company, as required in the aforementioned regulations.

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. Members of the TASE will send a link to the ballot on the Distribution Website 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 he 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.

A shareholder wishing to appoint a proxy to attend the Meeting and vote in his stead (the “**Proxy**”) shall sign a letter of appointment. An agent is not required to be a shareholder of the Company himself. The letter of appointment shall be signed by the appointer or by his counsel who have written authority for the same, or if the appointer is a corporation – the appointment will be done in a written statement signed as required by law with the corporation's seal or with the signature of its authorized counsel. A letter of appointment of a proxy to vote and a power of attorney or a copy thereof certified by a notary shall be deposited at the offices of the Company at least forty-eight (48) hours prior to the time scheduled for the Meeting or for the Deferred Meeting.

Voting by means of a voting ballot shall be valid only if it is received at the Company's registered address, together with a confirmation of ownership of the unregistered shareholder and a power of attorney from the Nominee Company or a copy of an identity card, passport or certificate of incorporation, if the shareholder is registered in the Company's books, no later than four (4) hours prior to the time of convening the Meeting. Voting will be done on the second part of the ballot.

The notice shall be published on the Company's website in accordance with the Companies Regulations (Notice and Announcement of a General Meeting and a Class Meeting in a Public Company and the Addition of a Matter on the Agenda), 5760-2000 (“**Notice and Announcement Regulations**”).

#### 6. **Addition of a Matter to the Agenda**

One or more shareholders with at least one percent (1%) of the voting rights in the Meeting may ask the Company's Board of Directors, in accordance with Section 66(b) of the Companies Law, to include an issue on the agenda of the Meeting, provided that the matter is suitable for discussion at the Meeting, and in accordance with the schedule in Section 5A of the Notice and Announcement Regulations.

If the Board of Directors finds that a subject that has been requested to be included in the agenda as aforesaid is suitable to be discussed at the Meeting, the Company will publish an amended voting ballot together with an amended invitation report no later than seven (7) days after the deadline for the submission of a shareholder request to include a subject on the agenda. The updated agenda published in the Company's reports may be viewed on the Distribution website.

In accordance with the provisions of Cypriot law, where a matter is added to an agenda for a meeting in accordance with the provisions of this section (the “**Additional Matter**”), the meeting shall be held at least 14 days after the publication of the invitation including the Additional Matter for a resolution where the majority required is a simple majority, and at least 21 days in advance where the majority required for its approval is a special majority.

It should be clarified that the publication of the updated agenda (which includes the additional subjects), insofar as it is updated, does not change the Record Date as determined in the notice of convening the meeting.

7. **Details Regarding the Company's Representation for Dealing with the Invitation**

The Company's representative for the handling of this Invitation is Adv. Debi Berenson of Steinmetz, Haring, Gurman & Co. Law Offices, 20 Lincoln St. (Rubinstein Tower, 12<sup>th</sup> floor), Tel Aviv 6713412. Telephone: 03-5670100; Fax: 03-5670101.

8. **The Place and Times at Which the Report Can Be Viewed**

Any shareholder of the Company may review this Invitation and the documents referred to therein at the office of the Company's attorneys, at Steinmetz, Haring, Gurman & Co. at 20 Lincoln St. (Rubinstein Tower, 12<sup>th</sup> floor), Tel Aviv, 6713412 after prior coordination between 9:00-16:00 (Tel: 03-5670100; Fax: 03-5670101), until the time of convening the Meeting.

**MirLand Development Corporation Plc.**

By:

Mr. Roman Rozental, CEO

Evgeny Steklov, CFO

## Director Declaration

According to the Israeli Companies Law, 1999 (the "Law")

I, the undersigned, **Glenn Kolleeny**, holder of ID No.: **483807975** After it has been clarified to me that I must state the truth and after the provisions of the law have been clarified to me, including its provisions, And in particular the provisions relating to eligibility for the appointment of directors and independent directors, hereby declare that I meet the qualifications required by law to serve as a director of the Company **MirLand Development Corporation Plc.** (the "**Company**"), and furtherly hereby declare as follows:

- a. I am not a minor, incompetent person, a person who has been declared bankrupt and has not been absolved.
- b. I have the necessary skills and ability to devote the appropriate time to the performance of my duties as a director in the Company, taking into consideration, among other things, the special needs and size of the Company. My professional education, skills and experience in the past and present provide me with the professional skills to perform and execute my duties as a director in the Company, inter alia, as follows:

1) Education:

Academic Degree	Field	Name of Institution
Juris Doctor	Law	Columbia University
Diploma	Russian language and literature	Pushkin Institute
BPhil	Russian and French Language and Literature	University of Oxford
Bachelor of Arts	Russian	Columbia Collage
Diploma	French	University of Grenoble

since 2013 also qualified as Russian Advokat

2) Main occupations during the past 5 years (including previous positions in the Company):

3)

The position held	Name of workplace and field of activity	Time period
Partner	Dentons Europe AO Corporate law	2012 to date

- c. I possess professional qualifications, within the meaning of this term\definition in the Companies Regulations (Conditions and Tests for a Director with Accounting and Financial Expertise and a

Director with Professional Qualification), 2005, based upon my education and the employment experience detailed below.

True

• False

If you have marked the answer "True", please provide details:

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d. I have a high degree of proficiency and understanding of business-accounting and financial statements in a manner that enables me to understand in depth the financial statements of the Company and to discuss the manner in which the financial data is presented based on my education and the employment experience detailed below.

• True

False

If you have marked the answer "True", please provide details:

I have taken classes and seminars on Accounting for Lawyers and Understanding Financial Statements. I have and continue to review numerous financial statements and annual reports containing financial statements in connection with the provision of legal services.

e. My other roles or occupations shall not create conflicts of interest with my role as a director and shall not impair my ability to serve as a director

f. I have the ability to read and understand financial statements, as required by the Companies Regulations (Provisions and Conditions Regarding the Approval Process of the Financial Statements), 2010, based upon my education and the employment experience described above.

g. I have not been convicted of the following offenses and if I have been convicted in the past of the following offenses, more than five years have elapsed from the date of the judgment in which I was convicted:

1) Offenses under sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Penal Law, 1977, and under sections 52C, 52D, 53 (a) and 54 of the Securities Law, 1968.

2) Conviction in a court outside of Israel for offenses of bribery, fraud, offenses by corporate executives or offenses involving the exploitation of inside information.

3) Any other offense determined by the Minister of Justice pursuant to Section 226 (c) of the Law.

h. I have not been convicted in a judgment of another offense (which is not listed in section (d) above) which the court ruled that because of its nature, severity or circumstances, I am not fit to serve as a director in a public company and if I have been convicted of such in the past, the period determined by the court in the judgment has passed.

i. The Administrative Enforcement Committee did not impose on me an enforcement measure prohibiting me from serving as a director in any public company, and if I was given such a measure, the period determined by the Administrative Enforcement Committee in its decision has expired.



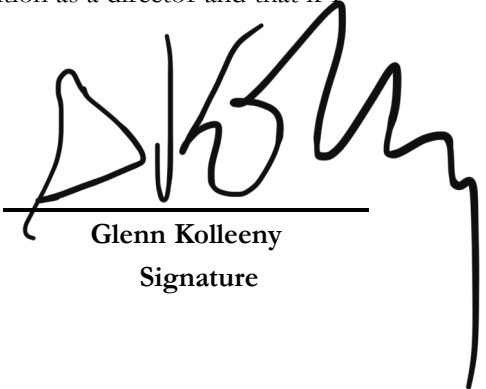
I hereby undertake that if any of the conditions required by law to serve as a director of the Company cease to exist or any existence of cause for the expiration of my role as a director of the Company, I shall immediately inform the Company and my role shall expire on the date of notice. I am aware that, pursuant to Section 234 of the Law, breach of the duty of notification as aforesaid shall be deemed as a breach of my fiduciary obligation to the Company.

After reading carefully and understanding all of the above mentioned, I hereby declare that all of the above is true and that the details are accurate and complete and written by me and that I am aware of my obligations and rights according to the law and the regulations are known to me.

Also, I do not know of any other material detail that could affect my position as a director and that if I was aware of such detail, I would mention such in this statement.

21/1/2019

**Date**



Glenn Kolleeny  
Signature



**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~~~~Tuesday~~, ~~July~~ ~~June 25~~<sup>4<sup>th</sup></sup>, 2019, 12:00PM at the Company's offices in Cyprus, Office 606 (6th 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**

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, 2018, as approved by the Company's board and published by the Company on March 28, 2019 (ref. no.: 2019-01-028624) (the "**2018 Periodic Report**").

1.2. **Reappointment of the Company's Auditor and determination of its 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: ~~It is proposed~~ to approve the appointment of Mr. Glenn Scott Kolleyne ("Mr. Kolleyne"), to serve as a director in the Company for ~~a~~ ~~an~~ ~~un~~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 (6th floor), Nicolaou Pentadromos Centre, Thessalonikis St.,  
3025 Limassol, Cyprus.

Company No. HE153010

Time & Date of General Meeting: ~~Thursday~~~~Tuesday~~, ~~July~~~~June 25~~<sup>4<sup>th</sup></sup>, 2019, 12:00PM.

Type of Meeting: Annual General Meeting

Record Date: Tuesday, May 28, 2019.

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

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

I.D. 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**

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<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 <sup>5</sup>		
		For	Against	Abstain
1.2	To reappoint the Company's auditors in Cyprus and in Israel – Kost, Forer, Gabbay & Kasierer (Ernst & Young), as the Company's auditors until the date of the Company's next 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 <del>an</del> fixed period, commencing as of January 21, 2019, the date his service was approved by the Company's board of directors <u>and until the date of the next annual general meeting of the Company.</u>			

\_\_\_\_\_  
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.

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