



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

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

**Section A**

Company Name: MirLand Development Corporation Plc.

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 Monday, 18 June 2018, 12:00PM at the Company's offices in Cyprus, Office 606 (6th floor), Nicolaou Pentadromos Centre, Thessalonikis St., 3025 Limassol, Cyprus.

1. Agenda Items and List of Proposed Resolutions:

1.1. Discussion and Approval of the Company's 2017 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 2017, as approved by the Company's board and published by the Company on 14 March 2018 (ref. no.: 2018-01-024-274) (the "**2017 Periodic Report**").

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

Proposed Resolution: To reappoint the Company's accounting firm in Israel and Cyprus – Kost, Forer, Gabbay & Kasierer (Ernst & Young) – accountants, 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. Update the terms of employment of the Company's CEO

Proposed Resolution: To approve of the update to the terms of employment of Mr. Roman Rozental ("**Mr. Rozental**") as Company CEO in such a manner as to apply the provisions of Section 5.3 and Section 6.3 of the Remuneration Policy for Senior Company Officers, as approved by the general meeting of the shareholders of the Company, which are applicable to the CEO, to apply to the terms of his employment commencing as of 2017.

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

The Notice of 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.

3. Majority Vote for approval of the Proposed resolutions

3.1. For the approval of the proposed resolution detailed in Section 1.2 above, a regular majority of the participating and voting shareholders at the General Meeting is required.

3.2. The majority required for approving the proposed resolution specified above in section 1.3, pursuant to the provisions of Section 272(c1)(1) and 267A of the Israel Companies Law consists of a simple majority of voting shareholders participating in the General Meeting, provided that at least one of the following has been achieved: (a) the majority of votes at the General Meeting include a majority of participating shareholders excluding shareholders having a personal interest or the Company's controlling shareholders; abstaining shareholders in such count shall not be included in the count; the provisions of Section 276 of the Israel Companies Law shall apply to shareholders having a personal interest, *mutatis mutandis*; (b) the total votes in opposition to that stated in subsection (a) above is no greater than a total of 2 percent of all of the total voting rights in the Company.

It should be pointed out that as of the date of this notice, to the best knowledge of the Company, the Company is without a core of control.

It should be clarified that in light of the fact that the Company is not a "*granddaughter of a public company*" as defined in Section 267A(c) of the Israel Companies Law, pursuant to Sections 272(c1)(1)(c) + 272(c)(3) of the Companies Law, the Company Board shall be entitled to approve of the update of Mr. Rozental's remuneration even in the event that the General Meeting opposes its approval, this being in the event that the Company's Remuneration Committee and subsequently Board resolve, on the basis of detailed reasons and after discussing afresh the commitment to update the terms of employment of Mr. Rozental, including the discussion on the opposition of the General Meeting.

4. 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 stock exchange 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.

5. 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, "Delivery Date" is the date upon which the Voting Ballot and its appended documentation arrive at the Company Offices.
6. It should be clarified that 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 stock exchange 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 Stock Exchange Clearance Rules. A stock exchange member receiving such request, as stated, shall approach the stock exchange 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 stock exchange clearance house. It should be clarified that pursuant to the provisions of Section 12A(d)(3) of Chapter I, Part B, of the Stock Exchange Clearance Rules, the stock exchange 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.**

7. Company Postal Address for Voting: to the Company's Cypriot offices at Office 606 (6th floor), Nicolaou Pentadromos Centre, Thessalonikis St., 3025 Limassol, Cyprus.
8. Voting at this General Meeting may be done by way of Voting Ballot in accordance with the Voting Regulations and the Company's articles of association. Voting by way of the Voting Ballots shall be done in accordance with the Voting Ballots published by the Company and available at the distribution site of the Israel Securities Authority and 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>.
9. A shareholder with stock exchange member shares may obtain the approval of ownership from the stock exchange member via whom the shares are maintained, at the stock exchange member branch or via mail, upon request. Requests of such a nature are to be submitted in advance to a particular securities account.
10. The stock exchange member shall send, *gratis*, via email, a link to the Voting Ballot, available at the distribution website, to each unregistered Company shareholder whose shares are listed under said stock exchange member, unless said shareholder has specified that he is not interested in doing so or wish to obtain Voting Ballots via mail (for a fee).
11. 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, as provided for in Regulation 10. Shareholders shall indicate the manner that they are voting on the agenda items in the second section of this Voting Ballot.

12. 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: Monday, 18 June 2018, 12:00PM.

Type of Meeting: Annual and Extraordinary General Meeting

Record Date: Monday, 21 May 2018.

### **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 approval of the resolution under Section 1.3 of the agenda – are you a controlling shareholder, have a personal interest, senior Company officer or institutional investor? <sup>6</sup>	
		For	Against	Abstain	yes	no
1.2	To reappoint the Company's auditors – Ernst & Young (in Cyprus and in Israel – Ernst & Young – Kost, Forer, Gabbay & Kasierer) 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.				N/A	N/A
1.3	To approve of the update to the terms of employment of Mr. Roman Rozental as Company CEO in such a manner as to apply the provisions of Section 5.3 and Section 6.3 of the Remuneration Policy for Senior Company Officers, as approved by the general meeting of the shareholders of the Company, which are applicable to the CEO, to apply to the terms of his employment commencing as of 2017.					

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

<sup>6</sup> Any shareholder who fails to mark this column or who marks "Yes" without providing further details shall have their vote disregarded. There is no need to state the personal interest if it does not result from a personal connection with a controlling shareholder.

\*Details regarding my status as a controlling shareholder in the Company / having a personal interest pursuant/ being a senior officer/ institutional investor regarding the approval of the proposed resolution in Section 1.3 above:

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\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

For shareholders holding shares via the stock exchange member pursuant to Section 177(1) of the Companies Law – this Voting Ballot is valid only when appended with a confirmation of ownership.

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.