THE RESOLUTIONS

To be held at: Liberum Capital, Level 12, Ropemaker Place, 25 Ropemaker Street, London EC2Y 9LY on 18 June 2019, at 10.00 a.m.

As an ordinary business to consider, and, if thought fit, pass Resolutions 1 to 9 inclusive below:

1. To re-elect Perenose Judd, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as an independent non-executive director.

2. To re-electssl. Holder, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director.

3. To re-elect Saad Dallech, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director.

4. To re-elect Elisavit Even-Chen, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as an independent non-executive director.

5. To re-elect Archibald Baldwin, who retires by rotation pursuant to Article 42 of the Company’s Articles of Association, as a director.

6. To re-elect Charles Fairbairn as an external director and senior independent non-executive director of the Company for a three year term in accordance with Israeli law requirements.

7. To re-elect Daniel King as an external director and independent nonexecutive director of the Company for a three year term in accordance with Israeli law requirements.

8. To reappoint Keskinas & Keskinas, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent external auditor for 2019.

9. To authorise the Company’s Board of Directors, or (the Audit Committee, if authorised by the Board of Directors) to fix the remuneration of the Company’s independent external auditor.

As a special business to consider, and, if thought fit, pass Resolution 10, 11 and 12 below:

10. To authorise the directors pursuant to Article 10(1) of the Company’s Articles of Association to allot and issue up to 5,666,838 Ordinary Shares (representing just under 5 per cent. of the Company’s issued share capital (excluding shares held in treasury)) for cash as set forth in Article 10(2) of the Articles of Association, for the purposes of (i) financing (or refinancing, if the authority is to be used within six months after the original allotment) any acquisition of assets by the Board of Directors of the Company in determining the rights of any person to vote or determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dealing Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; or (ii) reducing any debt service costs the Company may incur in the future.

11. To authorise the directors pursuant to Article 10(1) of the Company’s Articles of Association to allot and issue up to 5,666,838 Ordinary Shares (representing just under 5 per cent. of the Company’s issued share capital (excluding shares held in treasury)) for cash as set forth in Article 10(2) of the Articles of Association, for the purposes of: (i) financing (or refinancing, if the authority is to be used within six months after the original allotment) any acquisition of assets by the Board of Directors of the Company in determining the rights of any person to vote or determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Dealing Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; or (ii) reducing any debt service costs the Company may incur in the future.

12. To authorise the Company to make purchases of up to 15,776,876 Ordinary Shares (representing just under 5 per cent. of the Company’s issued share capital (excluding shares held in treasury)) for cash.
Location of Annual General Meeting:
To be held at 10.00 a.m. on 18 June 2019 at
Liberum Capital, Level 12, Ropemaker Place, 25 Ropemaker Street,
London EC2Y 9LY

Please return using addressed envelope supplied