

**Skyline Investments Inc.**  
**August 2017 Voting Slip**  
**According to the Companies Regulations**  
**(Voting in Writing and Standpoint Notices) 2005**

**First Part**

1. **Name of the Company:** Skyline Investments Inc. (the “Company”)

2. **Type of Meeting, the Meeting Date and Location of the Meeting:**

A general meeting of shareholders of the Company (the “Meeting”). The Meeting will be held on August 3, 2017, at 3pm (Tel Aviv time) (8:00 am Toronto time), at the offices of Mishorim Development Company Ltd., the controlling shareholder of the Company, 19 HaMelacha St., Rosh Haayin, Israel. If the meeting is postponed, it will be held on August 10, 2017, at the same time and in the same place.

3. **Details of the Matters (on the Agenda) in Respect of which it is Possible to Vote by Means of a Voting Slip and a Draft of the Proposed Resolutions:**

3.1 **Approval of the Appointments of Mrs. Lana Sherman and Mrs. Ruhama Avraham as New External Directors with the Company**

It is proposed to approve by ordinary resolution (see paragraph 5.1) the appointments of Mrs. Lana Sherman and Mrs. Ruhama Avraham, from the date of approval of the appointments at the Meeting, to replace resigning directors Mark Goodman and Maayan Ben Tzion Gitelband.

Hereinafter are details about Mrs. Lana Sherman and Mrs. Ruhama Avraham as required under the regulations 26 and 36 (a)(10) of the Reports Regulations:

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| <b>Director Name:</b>  | <b>Lana Sherman</b>  |
| Identification number:   | QB179559   |
| Date of Birth:   | 06/07/1969   |
| Address for service of process:                                      | 19 HaMelacha St., Rosh Haayin,<br>Israel, 4809149                                    |
| Citizenship / Nationality:   | Canadian   |
| Member of a committee or<br>committees of the Board of Directors:    | Proposed member of the Audit,<br>Financial Statements and<br>Compensation Committees |
| External Director:   | Yes  |
| Independent Director:  | No for Israeli purposes  |
| Accounting and financial expertise or<br>professional qualification: | Yes – Certified Public Accountant in<br>Canada and U.S.                              |
| Employee of the company, its<br>subsidiary, a related company or an  |  |

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| interested party:   | No  |
| Date of commencement:   | From the date of approval of the appointment by the General Assembly convened under this report   |
| Education:  | Bachelor of Commerce, University of Toronto Canada  |
| Primary occupation in the past 5 years:   | Advisor, Corporate Strategy   |
| Other corporations in which she serves as a Director:   | Cadan Inc., IMCBA   |
| Position in Company:  | None. External Director   |
| Family member of a controlling party or of any other party having an interest in the Company:   | No  |
| Considered by the Company to be with accounting and financial expertise in order to meet the minimum number determined by the Board under section 92 (a) (12) of the Companies Law: | Yes   |
| <b>Director Name:</b>   | <b>Ruhama Avraham</b>   |
| Identification number:  | 058680794   |
| Date of Birth:  | 29/01/1964  |
| Address for service of process:   | Mivtza Dekel 15/104 Petah-Tikva, Israel   |
| Citizenship / Nationality:  | Israeli   |
| Member of a committee or committees of the Board of Directors:  | Proposed member of the Audit, Financial Statements and Compensation Committees  |
| External Director:  | Yes   |
| Independent Director:   | No for Israeli purposes   |
| Accounting and financial expertise or professional qualification:   | Minister at Israeli Government<br>Member of Knesset, served on the Financial Committee<br>External Director at Beit Yair Co.<br>External Director at Minrav Co. |
| Employee of the company, its subsidiary, a related company or an interested part:   | No  |
| Date of commencement:   | From the date of approval of the appointment by the General Assembly convened under this report   |
| Education:  | Bachelor of Arts in Political Science and Habran, Bar-Ilan University<br>M.B.A., Peres Academic Center  |
| Primary occupation in the past 5 years:   | Consultant to Bank of Hapoalim, Koka Kola, Industry-Unification, Director at Minrav Projects, Director at Beit Yair   |
| Other corporations in which she serves as a Director:   | Minrav Co.  |

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| Position in Company:  | None. External Director |
| Family member of a controlling party or of any other party having an interest in the Company:   | No                      |
| Considered by the Company to be with accounting and financial expertise in order to meet the minimum number determined by the Board under section 92 (a) (12) of the Companies Law: | No                      |

Please note that according to Section 224b of the Companies Law, Mrs. Lana Sherman and Mrs. Ruhama Avraham declared that they are both qualified to serve as a director of the Company, and they have the necessary qualifications and the ability to devote the proper time, in order to execute such position (the "**Declarations of the Directors**"). The Declarations of the Directors, attached to this Report as Appendix A, are available for viewing at the registered offices of the Company.

It should be noted that Ms. Sherman is a resident of Canada and therefore, in accordance with the Companies Regulations (Additional Types of Companies in which External Directors Are Not Residents of Israel), 2016, the Company's Board of Directors approved that the Company's activities justify the appointment of an external director who is not a resident of Israel. The company's operations are abroad. In addition, Ms. Sherman confirmed that being a non-resident of Israel will not impair her ability to be present at meetings of the Board of Directors, and that Mrs. Sherman has an address for the delivery of court documents in Israel.

3.2 The following are the necessary details, as per Regulation 7(a)(5)(b) of the Voting in Writing Regulations:

|    | Name           | Membership on Committee/s of the Board*                         | The Year of Commencement Director with the Company since |
|----|----------------|---|--|
| 1. | Lana Sherman   | Proposed Member of Audit, Financial Statements and Compensation | Proposed   |
| 2. | Ruhama Avraham | Proposed Member of Audit, Financial Statements and Compensation | Proposed   |

**Proposed draft of the resolution:** "to approve the appointments of Mrs. Lana Sherman and Mrs. Ruhama Avraham as external directors of the Company for a term commencing on August 3, 2017 and ending in accordance with the by-laws of the Company and applicable law."

4. **Location and Times to View the Full Draft of the Proposed Resolutions**

A shareholder may view the full draft of the resolutions to be put before the shareholders at the Meeting, at the offices of Mishorim, 19 HaMelacha St., Rosh Haayin, Israel, provided that an appointment is made with the secretariat of the offices of Mishorim at Tel. 03-7217800, such appointments to be held Sunday-Thursday between 9:00-16:00 hours, up until the date of the Meeting. Furthermore, this Report, the Voting Slip and the Standpoint Notices, according to their meaning as per Section 88 of the Companies Law, 1999, (the “**Companies Law**”), if any, can be viewed on the distribution website of the Securities Authority at <http://www.magna.isa.gov.il> and on the website of the Stock Exchange at <http://www.maya.tase.co.il>.

5. **The Necessary Majority for Passing a Resolution at the Meeting:**

5.1 Approval of the resolutions specified in Section 3.2 above requires a majority (greater than 50%) of the total votes of the shareholders present at the Meeting and entitled to vote, who have voted on it, without taking into account abstaining votes, so long as either of the following has occurred:

5.1.1 The majority vote includes a majority of the votes of shareholders, participating in the voting, who are not shareholders in control of the Company or having a personal interest in the approval of the appointment, with the exception of a personal interest not resulting from a connection to the shareholder in control; the counting of the votes of said shareholders will not take into account abstaining votes;

5.1.2 The total objecting votes from among the shareholders, stated in Section 5.2.1 above, did not exceed a rate of two percent (2%) of the total voting rights in the Company.

6. **Voting with Respect to the Proposed Resolutions:**

In the second part of this Voting Slip a blank space is provided for the noting of the existence or absence of a personal interest in connection with the resolution specified in Section 3.2 above; this information is required according to Section 276 of the Companies Law, as well as a description of the nature of the aforementioned personal interest, if any. It should be noted, that, in the event that a shareholder fails to notify the Company of a personal interest, as set out above, his vote will not be counted.

7. **Validity of the Voting Slip:**

The Voting Slip is valid only if attached with the following documents:

Unregistered Shareholder<sup>1</sup> – Approval of Title as of the Determining Date.

Registered Shareholder<sup>2</sup> – photocopy of the identity certificate, passport or certificate of incorporation.

The Voting Slip and the documents that ought to be attached to it, as stated, should be provided to the offices of the Company (including via registered mail) up to four (4) hours prior to the date of convening of the Meeting. In this matter, the receipt of these documents by the Company is deemed to be the date upon which the Voting Slip and the attached documents reach the offices of the Company. A shareholder who is not registered will be allowed to send the company a certificate of ownership using the electronic voting system up to the date the electronic voting system lock (six (6) hours before the meeting) as described below.

8. **Electronic System Voting**

The determining date for the entitlement of shareholders to vote in the Meeting, as stated in Section 182(b) of the Companies Law and Regulation 3 of the Companies Regulations (Voting in Writing and Standpoint Notices) 2005 is July 3, 2017 (the "Determining Date"). Each and every shareholder of the Company, upon the Determining Date, whether the shares are registered to his name or if he is holding them by means of a member of the Stock Exchange, is entitled to participate and to vote in the Meeting, whether by himself or by means of a proxy.

A shareholder not registered may vote through electronic voting system. Voting by electronic vote will be allowed up to six hours before the Meeting. An unregistered shareholder is entitled to attend the Meeting only if it provides the Company at the Meeting, the original certificate from the Stock Exchange member with whom it has registered a share of his ownership of shares in the Company on the Determining date, depending on the form in the Schedule to the Companies Regulations (Proof of ownership of a share for voting at a general meeting), 2000 or alternatively whether the company will send a confirmation of ownership by using the electronic voting system.

It should be noted that in accordance with section 83 (d) of the Companies Law, if a shareholder has voted in more than one way, his later vote shall be determinative. In this matter, a vote made by the shareholder himself or through a proxy shall be regarded as later than a vote made by means of a voting paper or electronic voting paper.

9. **The Address of the Company for Delivery of a Voting Slip and Standpoint Notices:**

The offices of Mishorim at 19 HaMelacha St., Rosh Haayin, Israel.

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<sup>1</sup> Anyone who has shares registered in his favor with a Stock Exchange member, and the same shares are included among the shares registered on the ledger of shareholders in favor of the registrations company.

<sup>2</sup> A shareholder who is registered on the ledger of shareholders.

10. The Final Date for the Provision of Standpoint Notices Upon the Company by the Shareholders:

Up to ten (10) days before the date of the meeting (the "**Final Date for the Delivery of Standpoint Notices by Shareholders**"), i.e. July 24, 2017.

11. The Final Date for the Furnishing of the Response of the Board to the Standpoint Notices:

Not later than five (5) days before the date of the meeting, i.e. July 28, 2017.

12. Website Addresses Where the Voting Slip and Standpoint Notices are Available:

The distribution site: <http://www.magna.isa.gove.il>

The website of the Tel Aviv Stock Exchange Ltd.: <http://www.maya.tase.co.il>

A shareholder is entitled to receive the Approval of Title at a branch of the Stock Exchange member or on mail delivery, if it is so requested. A request in this matter will be given in advance to the Stock Exchange member.

An unregistered shareholder is entitled to receive via email, free of charge, a link to the draft of the Voting Slip and the Standpoint Notices (if any) on the distribution website, from a Stock Exchange member through whom he is holding his shares, unless he notified the Stock Exchange member that he is uninterested to receive a link, as stated, or that he is interested in receiving a Voting Slip through the mail in consideration of payment; his notice with respect to the Voting Slip shall also apply with respect to receipt of Standpoint Notices.

One or more shareholders holding shares in the aggregate equal to 5% or more of the total voting rights in the Company, or any shareholder holding 5% of the total voting rights in the Company which are not held by a holder in control of the Company, according to the definition in Section 268 of the Companies Law, in either case, is entitled, either in person or by means of a proxy on his behalf, after the holding of the Meeting, to view the Voting Slips at the offices of the Company (whose address is indicated in Section 9 above) during normal business hours, as specified in Regulation 10 of the Companies Regulations (Voting in Writing and Standpoint Notices) 2005.

The quantity of shares representing 5% of the total voting rights in the Company is **836,839** common shares of the Company.

The quantity of shares representing 5% of the total voting rights in the Company that are not held by a controlling shareholder of the Company, is 230,801 common shares of the Company.

After the publication of the Voting Slip there may be changes to the agenda, including the addition of topics, Standpoint Notices may be submitted; the

current agenda and the Standpoint Notices will be available for viewing in the company reports distribution site.

Request of a shareholder under section 66 (b) of the Companies Law to include a subject on the agenda of the General Meeting will be submitted to the Company up to seven days after the publishing of this report. If such a request is submitted, it is possible that the issue will be added to the agenda and the information will appear at the distribution site. In such case the Company will publish a revised Voting Slip together with an amended summons to report no later than seven (7) days after the deadline for submitting the request of a shareholder to include a subject on the agenda, as mentioned above.

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| <p><b>A shareholder will indicate his manner of voting with respect to the issues on the agenda/resolutions to be put before the Shareholders in the Second Part of this Voting Slip.</b></p> |
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