Skyline Investments Inc. ("החברה")

12 בנובמבר 2020

לכבוד
רשות ניירות ערך
באמצעות המגנ"א

לכבוד
הבורסה לניירות ערך בתל-אביב בע"מ
באמצעות המגנ"א

ג.א.נ.,

הנדון: **דוח מיידי בדבר כינוס אסיפה כללית שנתית של בעלי המניות של החברה, בהתאם לתקנות ניירות ערך (דוחות תקופתיים ומיידיים), התש"ל-1970 ("תקנות הדוחות"), לתקנות החברות (הודעה ומודעה על אסיפה כללית ואסיפת סוג בחברה ציבורית), התש"ס-2000, לתקנות החברות (הצבעה בכתב והודעת עמדה), התשס"ו-2005 ("תקנות הצבעה בכתב") ולחוק החברות, התשנ"ט-1999 ("חוק החברות") ("הדוח")**

החברה מתכבדת בזאת להודיע בזאת על כינוס אסיפה כללית שנתית של בעלי המניות של החברה, אשר הנושאים שעל סדר יומה יהיו הנושאים, כמפורט בדוח זה ("**האסיפה**").

1. **מקום קיום האסיפה ומועדה**

האסיפה תתקיים ביום ה', ה-17 בדצמבר 2020, בשעה 15:00, במשרדי מישורים השקעות נדל"ן בע"מ ("**מישורים**"), ברחוב מצדה 7, בני ברק (בניין ב.ס.ר 4, קומה 14) ("**משרדי מישורים**"). במידה וכעבור חצי שעה מהמועד שנקבע לאסיפה לא יימצא מניין חוקי, כמפורט להלן, תידחה האסיפה ליום ה', ה-24 בדצמבר 2020, באותה השעה ובאותו מקום.

2. **הנושאים שעל סדר היום וההחלטות המוצעות**

2.1 **הצגה ודיון בדוחות הכספיים ובדוח הדירקטוריון**

הצגה ודיון בדוחות הכספיים ובדוח הדירקטוריון לשנה שנסתיימה ביום 31 בדצמבר 2019. ניתן לעיין בדוחות הכספיים ובדוח הדירקטוריון, אשר מצורפים לדוח התקופתי של החברה לשנת 2019 אשר פורסם ביום 19 במרץ 2019 (אסמכתא מספר: 2020-01-027372) ("**הדוח התקופתי לשנת 2019**"). בנושא זה לא תתקיים הצבעה.

2.2 **מינוי רואי חשבון מבקרים לחברה**

מינוי מחדש של משרד רואי החשבון, בריטמן אלמגור זהר ושות' (Deloitte), לכהונה כרואי חשבון המבקרים של החברה והסמכת דירקטוריון החברה לקבוע את שכרם.

נוסח החלטה מוצע: "למנות את משרד רואי החשבון, בריטמן אלמגור זהר ושות' (Deloitte), לכהונה כרואי חשבון המבקרים של החברה עד תום האסיפה הכללית השנתית הבאה והסמכת דירקטוריון החברה לקבוע את שכרם".

2.3 **<u>מינוי מחדש של דירקטורים מכהנים שאינם דירקטורים חיצוניים</u>**

מינוי מחדש של ה"ה שמשון מרפוגל, אמיר תמרי, דניאל לבנטל, ניל ג. לבט ועודד סתר כדירקטורים בחברה.

יצוין, כי בהתאם לסעיפים 224ב ו-241 לחוק החברות, הצהיר כל אחד מהדירקטורים על כשירותו לכהן כדירקטור וכן, כי הינו בעל הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידו, ופירט את כישוריו כאמור ("**הצהרות הדירקטורים**"). הצהרות הדירקטורים מצורפות כ**<u>נספח א'</u>** לדוח זה וניתן לעיין בהן גם במשרדי מישורים.

לפרטים אודות הדירקטורים האמורים, הנדרשים על פי תקנות 26 ו-36ב(א)(10) לתקנות הדוחות ראה תקנה 26 בחלק ד' לדוח התקופתי לשנת 2019.

בהתאם לדין בקנדה, לפחות 25% מהדירקטורים של החברה (כולל הדירקטורים החיצוניים) יהיו תושבי קנדה (כמוגדר ב-OBCA).

מובהר בזאת, כי ההצבעה לגבי כל מועמד למינוי מחדש לכהונת דירקטור בחברה תיעשה בנפרד.

חברי דירקטוריון, לרבות דירקטורים העשויים להיחשב כבעלי שליטה בחברה (אך למעט דירקטורים המקבלים ו/או שקיבלו שכר ו/או דמי ניהול מהחברה דרך קבע), מקבלים מהחברה גמול בגובה הסכומים הקבועים כאמור בתוספות לתקנות החברות (כללים בדבר גמול לדירקטור חיצוני), התש"ס-2000 ובהתאם לדרגת ההון של החברה, כפי שתהיה מעת לעת.

הדירקטורים האמורים יהיו זכאים להתחייבות לשיפוי על פי נוסח כתב השיפוי הקיים לדירקטורים ולנושאי המשרה בחברה, לרבות נושאי משרה בכירה הנמנים על בעלי השליטה בחברה ו/או קרוביהם בהתאם לאישור האסיפה הכללית של החברה מיום 22 ביוני 2017[1] (להלן: "**אסיפת יוני 2017**"). כמו כן, הדירקטורים יהיו זכאים לביטוח אחריות דירקטורים ונושאי משרה, לרבות נושאי משרה בכירה הנמנים על בעלי השליטה בחברה ו/או קרוביהם, הקיים בחברה בהתאם לאישור האסיפה הכללית של החברה מיום 23 בדצמבר 2014[2] (להלן: "**אסיפת דצמבר 2014**"), וכפי שיאושר מעת לעת כפוף להוראות הדין ומדיניות התגמול של החברה.

<u>נוסח החלטה מוצע</u>: "לאשר את מינויים מחדש לתקופת כהונה נוספת, עד תום האסיפה הכללית השנתית הבאה, של הדירקטורים המכהנים בחברה (שאינם דירקטורים חיצוניים), כדלקמן: ה"ה שמשון מרפוגל, אמיר תמרי, דניאל לבנטל, ניל ג. לבט ועודד סתר".

2.4 **<u>מינוי מחדש של דירקטורים חיצוניים[3]</u>**

מינוי של ה"ה מרדכי (מודי) קרת, רוחמה אברהם ולנה שרמן, לכהונה כדירקטורים

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[1] לפרטים אודות אישור האסיפה האמור ראה דוח מיידי של החברה מיום 25 ביוני 2017 (אסמכתא מספר: 2017-01-052639).

[2] לפרטים אודות אישור האסיפה האמור ראה דוח מיידי של החברה מיום 23 בדצמבר 2014 (אסמכתא מספר: 2014-01-219447).

[3] יצוין, כי מינויים של מר מרדכי (מודי) קרת, גב' רוחמה אברהם וגב' לנה שרמן מובא לאישור האסיפה מדי שנה וזאת בהתאם להוראות הדין הקנדי החל על החברה. לפרטים אודות פטור שקיבלה החברה מרשות ניירות ערך והתחייבות בעל השליטה בעניין זה, ראה פרק 4 לתשקיף החברה מיום 27 בפברואר 2018 (אסמכתא מספר: 2018-01-019261).

חיצוניים בחברה לתקופה שתחל מיום אישור המינוי על ידי האסיפה הכללית המזומנת בדוח זה ותסתיים בהתאם לתקנון החברה ובכפוף לדין החל.

יצוין, כי בהתאם לסעיפים 224ב ו-241 לחוק החברות, הצהירו ה"ה מרדכי (מודי) קרת, רוחמה אברהם ולנה שרמן, כל אחד, על כשירותם לכהן כדירקטורים חיצוניים בחברה, וכן כי הינם בעלי הכישורים הדרושים והיכולת להקדיש את הזמן הראוי לשם ביצוע תפקידם, ובהתאם לכך פירטו את כישוריהם כאמור, והצהירו כי לא מתקיימות לגביהם ההגבלות הקבועות בסעיפים 226 ו-227 לחוק החברות. הצהרותיהם של ה"ה מרדכי (מודי) קרת, רוחמה אברהם ולנה שרמן מצורפות כ**נספח ב'** לדוח זה וניתן לעיין בהן גם במשרדי מישורים.

לפרטים אודות הדירקטורים האמורים, הנדרשים על פי תקנות 26 ו-36ב(א)(10) לתקנות הדוחות ראה תקנה 26 בחלק ד' לדוח התקופתי לשנת 2019.

מובהר בזאת, כי ההצבעה לגבי כל מועמד למינוי כדירקטור חיצוני בחברה תיעשה בנפרד.

הגמול שישולם לדירקטורים החיצוניים בגין כהונתם כדירקטורים חיצוניים בחברה יהיה בגובה "הסכום הקבוע" המשולם לדירקטורים חיצוניים על פי תקנות הגמול ובהתאם לנוהל תשלום גמול דירקטורים של החברה.

הדירקטורים החיצוניים יהיו זכאים להתחייבות לשיפוי על פי נוסח כתב השיפוי הקיים לדירקטורים ולנושאי המשרה בחברה, לרבות נושאי משרה הנמנים על בעלי השליטה בחברה ו/או קרוביהם בהתאם לאישור אסיפת יוני 2017. כמו כן, הדירקטורים החיצוניים יהיו זכאים לביטוח אחריות דירקטורים ונושאי משרה, לרבות נושאי משרה הנמנים על בעל השליטה, הקיים בחברה בהתאם לאישור אסיפת דצמבר 2014, וכפי שיאושר מעת לעת כפוף להוראות הדין ומדיניות התגמול של החברה.

יובהר כי תנאי כהונתם והעסקתם של הדירקטורים החיצוניים אינם מובאים לאישור האסיפה הכללית והם ניתנים למען שלמות התמונה בלבד.

נוסח החלטה מוצע: "לאשר את מינויים של ה"ה מרדכי (מודי) קרת, רוחמה אברהם ולנה שרמן לכהונה כדירקטורים חיצוניים בחברה לתקופה שתחל מיום אישור המינוי על ידי האסיפה הכללית המזומנת בדוח זה ותסתיים בהתאם לתקנון החברה ובכפוף לדין החל".

3. **<u>הרוב הנדרש לקבלת ההחלטות שעל סדר היום</u>**

3.1 לצורך אישור ההחלטות כמפורט בסעיפים 2.2 עד 2.3 לעיל שעל סדר יומה של האסיפה, נדרש רוב רגיל מכלל קולות בעלי המניות הנוכחים באסיפה, הרשאים להצביע והצביעו בה, מבלי להביא בחשבון את קולות הנמנעים.

3.2 לצורך אישור ההחלטה כמפורט בסעיף 2.4, נדרש רוב רגיל מכלל קולות בעלי המניות הנוכחים באסיפה הרשאים להצביע והצביעו בה, מבלי להביא בחשבון את קולות הנמנעים, ובלבד שיתקיים אחד מאלה:

3.2.1 במניין קולות הרוב באסיפה ייכללו רוב מכלל קולות בעלי המניות שאינם בעלי השליטה בחברה או בעלי עניין אישי באישור המינוי ו/או ההתקשרות למעט עניין אישי שאינו כתוצאה מקשריו עם בעל השליטה, המשתתפים בהצבעה; במניין כלל הקולות של בעלי המניות האמורים לא יובאו בחשבון קולות הנמנעים; על

מי שיש לו עניין אישי יחולו הוראות סעיף 276 לחוק החברות, בשינוים המחויבים ;

3.2.2 סך קולות המתנגדים מקרב בעלי המניות האמורים בסעיף 3.2.1 לעיל לא עלה על שיעור של שני אחוזים (2%) מכלל זכויות ההצבעה בחברה.

4. **מקום כינוס האסיפה ומועדה, מניין חוקי, המועד הקובע ואופני ההצבעה**

4.1 מקום כינוס האסיפה ומועדה

האסיפה תתכנס ביום ה', ה-17 בדצמבר 2020, בשעה 15:00 במשרדי מישורים.

4.2 מניין חוקי

אין לפתוח בדיון באסיפה הכללית אלא אם יהיה נוכח מנין חוקי בעת פתיחת הדיון. שני (2) בעלי מניות לפחות הנוכחים בעצמם, או באמצעות שלוח, או ששלחו לחברה כתב הצבעה המציין את אופן הצבעתם, והמחזיקים או המייצגים לפחות רבע (25%) מזכויות ההצבעה בחברה יהוו מניין חוקי ("**המניין החוקי**").

בעל מניות או בא כוחו, המשמש גם כשלוח של בעלי מניות אחרים, ייחשב כשני בעלי מניות או יותר, בהתאם למספר בעלי המניות אותם הוא מייצג.

לא נכח באסיפה הכללית מניין חוקי תוך מחצית השעה מהמועד שנקבע לאסיפה, תידחה האסיפה ליום ה', ה-24 בדצמבר 2020, באותה השעה ובאותו המקום, ובאסיפה הנדחית ידונו בעניינים לשמם נקראה האסיפה ("**האסיפה הנדחית**"). לא נמצא מניין חוקי באסיפה הנדחית כעבור מחצית השעה מהמועד הקבוע לאסיפה, תתקיים האסיפה הנדחית בכל מספר משתתפים שהוא.

4.3 זכאות להצביע

המועד הקובע לקביעת זכאות בעל מניות להצביע באסיפה הכללית, כאמור בסעיף 182(ב) לחוק החברות ותקנה 3 לתקנות החברות (הצבעה בכתב והודעות עמדה), התשס"ו-2005 ("**תקנות הצבעה בכתב**"), הינו יום ה', ה-19 בנובמבר, 2020 ("**המועד הקובע**").

כל בעל מניות של החברה במועד הקובע, בין אם המניות רשומות על שמו ובין אם הוא מחזיק בהן באמצעות חבר הבורסה לניירות ערך בתל-אביב בע"מ ("**הבורסה**"), רשאי להשתתף ולהצביע באסיפה בעצמו או באמצעות שלוח להצבעה וכן באמצעות כתב הצבעה או כתב הצבעה אלקטרוני (כהגדרתם להלן).

כתב ההרשאה למינוי השלוח ייחתם על ידי בעל המניות או על ידי המורשה לכך בכתב, ואם הממנה הוא תאגיד ייחתם בדרך המחייבת את התאגיד. כתב ההרשאה כאמור – מקורי או עותק של כתב ההרשאה, ובלבד שיהיה מאושר על ידי עורך דין או נוטריון – יופקד במשרדי מישורים לא פחות מארבעים ושמונה (48) שעות לפני המועד הקבוע לאסיפה או לאסיפה הנדחית שעבורה נערך כתב ההרשאה, בכפוף לזכותו של יו"ר האסיפה לוותר על דרישה זו לגבי כל המשתתפים בקשר עם אסיפה כלשהי, ולקבל את כתב המינוי שלהם או העתק הימנו, להנחת דעת יושב ראש האסיפה, עם תחילת האסיפה. הצבעה על פי כתב ההרשאה תהיה חוקית אף אם לפני כן נפטר הממנה, או נעשה פסול דין, או פשט את הרגל, או אם הוא תאגיד – התפרק, או בטל את כתב ההרשאה, או העביר את המניה ביחס אליה הוא ניתן, אלא אם נתקבלה הודעה בכתב במשרדי מישורים לפני האסיפה כי אירע אירוע

כאמור.

בהתאם לתקנות החברות (הוכחת בעלות במניה לצורך הצבעה באסיפה הכללית), התש"ס-2000 ("**תקנות הוכחת בעלות**"), בעל מניות של החברה, שלזכותו רשומה מניה אצל חבר בורסה ואותה מניה נכללת בין המניות הרשומות במרשם בעלי המניות על שם החברה לרישומים, יוכל להשתתף באסיפה, בעצמו או באמצעות שלוח להצבעה, רק אם ימציא לחברה, לפני האסיפה, אישור מאת חבר הבורסה אשר אצלו רשומה זכותו למניה, בדבר בעלותו במניות החברה במועד הקובע (שיש לקבלו מאותו חבר בורסה), בהתאם לטופס שבתוספת לתקנות הנ"ל ("**אישור הבעלות**"). לחלופין, בעל מניות לא רשום רשאי להורות שאישור הבעלות שלו יועבר לחברה באמצעות מערכת ההצבעה האלקטרונית (כהגדרתה להלן).

בעל מניות שמניותיו רשומות אצל חברה בורסה, זכאי לקבל את אישור הבעלות מחבר הבורסה שבאמצעותו הוא מחזיק את מניותיו, בסניף של חבר הבורסה או בדואר אל מענו תמורת דמי משלוח בלבד, אם ביקש זאת, ובלבד שבקשה לעניין זה תינתן מראש לחשבון ניירות ערך מסוים.

כאמור, רשאי בעל מניות להצביע באסיפה באמצעות כתב הצבעה, כמשמעו בסעיף 87 לחוק החברות ושנוסחו מצורף לדוח זה (להלן: "**כתב הצבעה**"). ניתן לעיין בכתב ההצבעה ובהודעות העמדה, כמשמעותן בסעיף 88 לחוק החברות, ככל שתינתנה, באתר ההפצה של רשות ניירות ערך: http://www.magna.isa.gov.il ("**אתר ההפצה**") ובאתר הבורסה לניירות ערך בתל אביב בע"מ: http://maya.tase.il ("**אתר הבורסה**"). כל בעל מניות רשאי לפנות ישירות לחברה ולקבל ממנה ללא תמורה את נוסח כתב ההצבעה והודעות העמדה, ככל שתינתנה. בעל מניות יציין את אופן הצבעתו לגבי כל החלטה שעל סדר היום בחלקו השני של כתב ההצבעה.

חבר בורסה ישלח, בלא תמורה, בדואר אלקטרוני, קישורית לנוסח כתב ההצבעה והודעות העמדה, ככל שתינתנה, באתר ההפצה, לכל בעל מניות שאיננו רשום במרשם בעלי המניות ואשר מניותיו רשומות אצל אותו חבר בורסה, אלא אם כן הודיע בעל המניות כי אינו מעוניין בכך, ובלבד שההודעה ניתנה לגבי חשבון ניירות ערך מסוים ובמועד קודם למועד הקובע.

את כתב ההצבעה והמסמכים שיש לצרף אליו כמפורט בכתב ההצבעה, יש להמציא למשרדי מישורים (לרבות באמצעות דואר רשום) בצירוף אישור הבעלות (וביחס לבעל מניות רשום - בצירוף צילום תעודת זהות, דרכון או תעודת התאגדות, לפי העניין) עד ארבע (4) שעות לפני מועד כינוס האסיפה הכללית. לעניין זה "מועד ההמצאה" הינו המועד בו הגיע כתב ההצבעה והמסמכים המצורפים אליו, למשרדי מישורים. לכתב ההצבעה של בעל מניות לא רשום יהיה תוקף רק אם צורף לו אישור בעלות (או לחלופין הומצא אישור הבעלות באמצעות מערכת ההצבעה האלקטרונית, כהגדרתה להלן) ולכתב ההצבעה של בעל מניות רשום יהיה תוקף רק אם צורף לו צילום תעודת זהות, דרכון או תעודת התאגדות, לפי העניין.

בנוסף, בעל מניות לא רשום רשאי גם להצביע באמצעות כתב הצבעה אלקטרוני שיועבר לחברה במערכת ההצבעה האלקטרונית הפועלת לפי סימן ב' לפרק ז'2 לחוק ניירות ערך ("**הצבעה אלקטרונית**", "**מערכת ההצבעה האלקטרונית**" ו-"**כתב הצבעה אלקטרוני**", בהתאמה).

הצבעה באמצעות כתב הצבעה אלקטרוני תתאפשר החל מתום המועד הקובע ועד שש שעות לפני מועד כינוס האסיפה הכללית.

יצוין כי בהתאם לסעיף 83(ד) לחוק החברות, אם הצביע בעל מניות ביותר מדרך אחת, תימנה הצבעתו המאוחרת, כאשר לעניין זה, הצבעה של בעל מניה בעצמו או באמצעות שלוח תיחשב מאוחרת להצבעה באמצעות כתב הצבעה או כתב הצבעה אלקטרוני.

בעל מניות אחד או יותר המחזיק במועד הקובע מניות בשיעור המהווה 5% או יותר מסך כל זכויות ההצבעה בחברה, וכן מי שמחזיק בשיעור כאמור מתוך סך כל זכויות ההצבעה שאינן מוחזקות בידי בעל שליטה בחברה, כהגדרתו בסעיף 268 לחוק החברות, זכאי, בעצמו או באמצעות שלוח מטעמו, לאחר כינוס האסיפה הכללית, לעיין, במשרדי מישורים (כמצוין בסעיף 9 להלן), בשעות העבודה המקובלות, בכתבי ההצבעה וברישומי ההצבעה באמצעות מערכת ההצבעה האלקטרונית שהגיעו לחברה, כמפורט בתקנה 10 לתקנות הצבעה בכתב.

כמות המניות המהווה 5% מסך כל זכויות ההצבעה בחברה הינה 837,261 מניות רגילות ללא ערך נקוב של החברה.

5. **<u>מועד להמצאת הודעות עמדה והכללת נושא על סדר היום על-ידי בעל מניות</u>**

המועד האחרון להמצאת הודעות עמדה לחברה על ידי בעלי המניות הינו עד עשרה (10) ימים לפני מועד האסיפה. המועד האחרון להמצאת תגובת הדירקטוריון להודעות עמדה, ככל שתוגשנה הודעות עמדה והדירקטוריון יבחר להגיש את תגובתו להן, הינו עד חמישה (5) ימים לפני מועד האסיפה.

בקשה של בעל מניות לפי סעיף 66(ב) לחוק החברות לכלול נושא בסדר היום של האסיפה הכללית תומצא לחברה עד שבעה ימים לאחר זימון האסיפה ("**בקשה של בעל מניות**"). מצא הדירקטוריון כי נושא שהתבקש לכללו בסדר היום לפי בקשה של בעל מניות מתאים להיות נדון באסיפה הכללית, תכין החברה סדר יום מעודכן וכתב הצבעה מתוקן ותפרסם אותם לא יאוחר משבעה ימים אחרי המועד האחרון להמצאת בקשה של בעל מניות.

6. **<u>הודעה על קיומם של עניין אישי, זיקה או מאפיין אחר של בעל המניות</u>**

קודם להצבעה בהחלטה שעל סדר היום, יידרש כל בעל מניות המשתתף בהצבעה באסיפה, בעצמו או באמצעות שלוח (ואם ההצבעה היא באמצעות כתב הצבעה או כתב הצבעה אלקטרוני – על גבי כתב ההצבעה או כתב ההצבעה האלקטרוני, לפי העניין), להודיע לחברה על קיומם או היעדרם של עניין אישי, זיקה או מאפיין אחר של בעל המניות בקשר להחלטה שעל סדר היום ויתאר אותם, הכל כמפורט בחלקו השני של כתב ההצבעה המצורף לדוח זה או בכתב ההצבעה האלקטרוני, לפי העניין. לא הודיע בעל מניה כאמור, או סימן "כן" ולא תיאר כאמור, לא יצביע וקולו לא ימנה.

בנוסף, יידרש כל בעל מניה המעוניין להשתתף בהצבעה, להודיע לחברה, לרבות על דרך של סימון במקום המיועד לכך בכתב ההצבעה, בכתב ההצבעה האלקטרוני ו/או בייפוי הכוח, האם הינו בעל עניין בחברה, נושא משרה בכירה ו/או משקיע מוסדי, אם לאו.

7. **<u>שינויים בסדר היום; המועד האחרון להמצאת בקשה לכלול נושא בסדר היום על ידי בעל מניות</u>**

לאחר פרסום דוח זה ייתכן שיהיו שינויים בסדר היום, לרבות הוספת נושא לסדר היום, וכן עשויות להתפרסם הודעות עמדה. יהיה ניתן לעיין בסדר היום העדכני ובהודעות עמדה, ככל שיתפרסמו, בדיווחי החברה באתר ההפצה.

8. **<u>נציג החברה לטיפול בדוח המיידי</u>**

נציג החברה לעניין הטיפול בדיווח מיידי זה הינו מר בן נובושלם, הממונה על האכיפה הפנימית בחברה – ניתן לפנות באמצעות טלפון: 1-416-368-2565 (שלוחה 2222), דוא"ל: benn@skylineinvestments.com

9. **<u>עיון במסמכים</u>**

בעל מניות רשאי לעיין בנוסח המלא של ההחלטות שעל סדר היום ובכל מסמך הנוגע להחלטות נשוא דוח זה, במשרדי מישורים, ברחוב מצדה 7, בני ברק, לאחר תיאום מראש עם מזכירות משרדי מישורים בטלפון 03-7217800, בימים א' עד ה', בין השעות 9:00-16:00, וזאת עד ליום האסיפה. כמו-כן, ניתן לעיין בדוח זה ובכתב ההצבעה, באתר ההפצה ובאתר הבורסה.

בכבוד רב,

Skyline Investments Inc.

הדוח נחתם על ידי מר רוברט וקסמן, סמנכ"ל כספים

נספח א' – הצהרות דירקטורים

<u>Declaration of A Candidate to Serve as a Director with a Public Company</u>
In Accordance with Section 224b of the Companies Law, 1999 ("**the Companies Law**")

For: **<u>Skyline Investments Inc.</u>**

I, the undersigned Shimshon Marfogel, the holder of ID No. 054496732 candidate to serve as a director with Skyline Investments Inc. (hereinafter: "**the Company**") hereby declare as follows:

1. I am making this affidavit in connection with my appointment as a director with the Company.
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law and the regulations installed on its strength.
3. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:
   - Education: MBA – Business Management, The Hebrew University of Jerusalem; BA-Finance & Accounting, The Hebrew University of Jerusalem.
   - Professional experience: VP-ILDC.
4. I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**"). I was not convicted in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information. I was not convicted in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder). Furthermore, I am not a minor, legally incapacitated, and I was not declared bankrupt.

   "**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

5. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me from serving as a director with a public or private company, which is a debentures company (according to its definition above).

   "**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

6. I am hereby obligated to notify the Company in the event that any of the aforementioned conditions, stated in this declaration above, shall cease to exist, immediately upon learning about it, and I am aware that my office as a director with the Company will expire upon the date of giving such a notice, as stated. I am further aware that the Company relies upon that stated in this declaration in its approval of my office with the Company.

7. I am a Canadian resident – No [yes/no]

Shimshon Marfogel _____ _____

Name of Candidate and Signature Date

<u>Declaration of A Candidate to Serve as a Director with a Public Company</u>
In Accordance with Section 224b of the Companies Law, 1999 ("**the Companies Law**")

For: **<u>Skyline Investments Inc.</u>**

I, the undersigned Amir Tamari, the holder of ID No. 022041131 candidate to serve as a director with Skyline Investments Inc. (hereinafter: "**the Company**") hereby declare as follows:

1. I am making this affidavit in connection with my appointment as a director with the Company.
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law and the regulations installed on its strength.
3. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:
   - Education: LL.B – Tel Aviv University; B.A. in Political Science – Tel Aviv University.
   - Professional experience: CEO – The Israel Trade Fairs & Convention Center Ltd.; Chairman of the Board of Directors – Castro Model Ltd.; External Director – Edgar Investments and Development Ltd.; Eternal Director – Satcom Systems Ltd.; External Director – Mutual Insurance Fund (state employees' provident fund); Director – Mishorim Real Estate Investments Ltd. and S. Shlomo Insurance Company Ltd.
4. I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**"). I was not convicted in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information. I was not convicted in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder). Furthermore, I am not a minor, legally incapacitated, and I was not declared bankrupt.

"**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

5. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me from serving as a director with a public or private company, which is a debentures company (according to its definition above).

   "**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

6. I am hereby obligated to notify the Company in the event that any of the aforementioned conditions, stated in this declaration above, shall cease to exist, immediately upon learning about it, and I am aware that my office as a director with the Company will expire upon the date of giving such a notice, as stated. I am further aware that the Company relies upon that stated in this declaration in its approval of my office with the Company.

7. I am a Canadian resident – No [yes/no]

Amir Tamari _____ _____

Name of Candidate and Signature Date

Declaration of A Candidate to Serve as a Director with a Public Company
In Accordance with Section 224b of the Companies Law, 1999 ("**the Companies Law**")

For: **Skyline Investments Inc.**

I, the undersigned Daniel Leventhal, the holder of ID No. 017027640 candidate to serve as a director with Skyline Investments Inc. (hereinafter: "**the Company**") hereby declare as follows:

1. I am making this affidavit in connection with my appointment as a director with the Company.
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law and the regulations installed on its strength.
3. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:
   - Education: LL.M – Bar Ilan University; B.A. – Tel Aviv College of Business, in business administration (Primary Major – Accounting; Secondary – Finance).
   - Professional experience: CEO – Mishorim Investments Ltd.; Deputy CEO – B.S.T Construction Ltd.; CFO – Delek Real Estate Ltd.; CFO – Prisma Investment House Ltd.; Executive VP & CFO – Tamir Fishman & Co. Ltd.
4. I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**"). I was not convicted in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information. I was not convicted in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder). Furthermore, I am not a minor, legally incapacitated, and I was not declared bankrupt.

   "**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel,

according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

5. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me from serving as a director with a public or private company, which is a debentures company (according to its definition above).

   "**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

6. I am hereby obligated to notify the Company in the event that any of the aforementioned conditions, stated in this declaration above, shall cease to exist, immediately upon learning about it, and I am aware that my office as a director with the Company will expire upon the date of giving such a notice, as stated. I am further aware that the Company relies upon that stated in this declaration in its approval of my office with the Company.

7. For full disclosure, in 2005 I was convicted as part of a plea bargain and confessed on two offenses under section 53(c)(8) of the Securities Law, 5765-1965 (clause was cancelled in 2011): The first due to miss-timed reporting, the second for reporting that failed to meet the requirements of the law, a conviction for an offense for which the penalty is a fine.

8. I am a Canadian resident – No [yes/no]

Daniel Leventhal _____ _____

Name of Candidate and Signature Date

Declaration of A Candidate to Serve as a Director with a Public Company
In Accordance with Section 224b of the Companies Law, 1999 ("**the Companies Law**")

For: **Skyline Investments Inc.**

I, the undersigned Neil Joseph Labatte, the holder of I.D. No. L008-58555-70424 (Ontrio Canada Driver's License), candidate to serve as a director with Skyline Investments Inc. (hereinafter: "**the Company**") hereby declare as follows:

1. I am making this affidavit in connection with my appointment as a director with the Company.
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law and the regulations installed on its strength.
3. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:
   - Education: Bachelor of Science, Finance (1983) from University of Utah; Masters of Science, Finance (1989) from University of Utah.

   Professional experience: Mr. Labatte serves as a Trustee of the BSR REIT (TSX) and is Chair of the Board. Mr. Labatte is the founder of Global Dimension Capital, Inc., a real estate and hotel investment advisory firm. He is currently the President and Chief Executive Officer of Talon International Development Inc., a real estate development company. Mr. Labatte currently serves on the board of Triovest Inc. He was previously a Director of Pomeroy Hotels as well as HealthLease Properties REIT (TSX), Alpha Peak (TSXV) and Holloway Lodging Corporation, all current or former TSX-listed entities. Mr. Labatte is also the former President and Chief Executive Officer of the Legacy Hotels REIT (TSX), positions he held since June 1999 and March 2003, respectively until January 2004. He also served as a trustee of the Legacy Hotels REIT from April 2003 until September 2007. Mr. Labatte joined Fairmont Hotels& Resorts (TSX and NYSE) in 1997 as Vice President Acquisitions, and from October 2001 to December 31, 2004 served as Senior Vice President, Real Estate and was a member of the organization's Executive Committee. Mr. Labatte possesses over 35 years of experience within the real estate sector. For four years prior to joining Fairmont Hotels & Resorts, Mr. Labatte was a founder, principal and board member of

AEW Mexico Company, a Dallas, Texas private equity real estate investment management company formed with
one of the largest institutional real estate private equity companies in the United States. For the 12 years prior to the formation of AEW Mexico
Company, he was involved in the hotel and real estate sectors in the capacity of investment banker and consultant.

4. I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**"). I was not convicted in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information. I was not convicted in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder). Furthermore, I am not a minor, legally incapacitated, and I was not declared bankrupt.

   "**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

5. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me from serving as a director with a public or private company, which is a debentures company (according to its definition above).

   "**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

6. I am hereby obligated to notify the Company in the event that any of the aforementioned conditions, stated in this declaration above, shall cease to exist, immediately upon learning about it, and I am aware that my office as a director with the Company will expire upon the date of giving such a notice, as stated. I am further

aware that the Company relies upon that stated in this declaration in its approval of my office with the Company.

7. I am a Canadian resident – Yes [yes/no]

Neil Jospeh Labatte _____ _____

Name of Candidate and Signature Date

Date: _____

To: **Skyline Investments Inc.**

Re: Declaration for the Examination of a Director as Having an Accounting and Financial Expertise and/or Professional Qualifications

In accordance with the Companies Regulations (Conditions and Tests to a Director having an Accounting and Financial Expertise and to a Director having Professional Qualifications) 2005 ("**The Experts Regulations**"), the board of the Company is required to evaluate whether you have an "accounting and financial expertise and/or professional qualifications".

The Experts Regulations states that a director regarded as having **an accounting and financial expertise** will be "anyone who on account of his education, experience and qualifications possess high proficiency and understanding in business-accounting issues and in financial statements, in a manner that enables him/her to thoroughly understand the financial statements of the Company, and to raise a discussion in connection with the manner of presentation of the financial data". In order to allow the board of the Company to evaluate his/her expertise, inter alia, the Company is required to contemplate his/her education, experience and know-how in the following issues:

1. Accounting issues and auditing issues, characteristics of the industry in which the Company operates, and companies of the scale and complexity of the Company;
2. The functions of the auditor accountant and the duties imposed on him;
3. The preparation of financial statements and their approval according to the law and according to the Securities Law.

It is further stated in the Experts Regulations, that the director who will be regarded as **having professional qualifications** is anyone who meets any of the following conditions:

1. Having an academic degree in any of the following fields: economics, business administration, accounting, law, public administration;
2. Having another academic degree or having completed other higher education studies, and all within the principal engagement of the Company or in a field relevant to the position;
3. Having an experience of at least five years in any of the following or having an accumulated experience of at least 5 years in two or more of the following:
    a. A senior position in the field of business management of a corporation with a significant scope of business;

b. A senior public office or a senior position in public service;

c. A senior position in the area of the principal business of the Company.

In light of that stated above, kindly specify your education, experience and qualifications in the relevant issues, while attaching documents and certificates supporting it. This declaration will be attached as an appendix to your declaration with respect to your qualification to serve as an independent director with the Company, constituting an integral part thereof.

I, the undersigned Neil Joseph Labatte, the holder of I.D. No. L008-58555-70424 (Ontrio Canada Driver's License), hereby approve as follows:

1. I have an academic degree in the following professions: Bachelor of Science, Finance (1983) from University of Utah; Masters of Science, Finance (1989) from University of Utah.
2. I completed other higher education studies in the field of Finance.
3. I am experienced in the following fields: Finance.
4. I have an experience of at least five years in any of the following fields or having an accumulated experience of at least five years in two or more of the following fields:(1)

   a. A senior position in the field of business management of a corporation with a significant scope of business:

   Mr. Labatte serves as a Trustee of the BSR REIT (TSX) and is Chair of the Board. Mr. Labatte is the founder of Global Dimension Capital, Inc., a real estate and hotel investment advisory firm. He is currently the President and Chief Executive Officer of Talon International Development Inc., a real estate development company. Mr. Labatte currently serves on the board of Triovest Inc. He was previously a Director of Pomeroy Hotels as well as HealthLease Properties REIT (TSX), Alpha Peak (TSXV) and Holloway Lodging Corporation, all current or former TSX-listed entities. Mr. Labatte is also the former President and Chief Executive Officer of the Legacy Hotels REIT (TSX), positions he held since June 1999 and March 2003, respectively until January 2004. He also served as a trustee of the Legacy Hotels REIT from April 2003 until September 2007. Mr. Labatte joined Fairmont Hotels& Resorts (TSX and NYSE) in 1997 as Vice President Acquisitions, and from October 2001 to December 31, 2004 served as Senior Vice President, Real Estate and was a member of the organization's Executive Committee. Mr. Labatte possesses over 35 years of experience within the real estate sector. For four years prior to joining Fairmont Hotels & Resorts, Mr.

Labatte was a founder, principal and board member of AEW Mexico Company, a Dallas, Texas private equity real estate investment management company formed with one of the largest institutional real estate private equity companies in the United States. For the 12 years prior to the formation of AEW Mexico
Company, he was involved in the hotel and real estate sectors in the capacity of investment banker and consultant.
Duration of service: 22 years.

b. A senior public office or a senior position in public service: (kindly specify)
Duration of service: 22 years.

c. A senior position in the area of the principal business of the Company: (kindly specify)
Duration of service: 22 years.

Documents and certificates supporting thereof are attached hereto.

Name: Neil Jospeh Labatte
Signature: _____
Date: _____

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(1) This section should not be filled out by a candidate to a normal director position (who is not an independent director).

<u>Declaration of A Candidate to Serve as a Director with a Public Company</u>
In Accordance with Section 224b of the Companies Law, 1999 ("**the Companies Law**")

For: **<u>Skyline Investments Inc.</u>**

I, the undersigned Oded Setter, the holder of ID No. 049030372 candidate to serve as a director with Skyline Investments Inc. (hereinafter: "**the Company**") hereby declare as follows:

1. I am making this affidavit in connection with my appointment as a director with the Company.
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law and the regulations installed on its strength.
3. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:
   - Education: M.A. in Law – Bar-Ilan University; B.A. in Accounting – The Jerusalem School of Business Administration, the Hebrew University of Jerusalem; B.A. in Communication and Journalism – Faculty of Social Sciences, the Hebrew University of Jerusalem; Certified CPA.
   - Professional experience: VP of Finance, Investment and Business Development – ILDC; Director of companies in the ILDC Group; VP of Strategy, Economics and Control – Shikun & Binui Ltd.; Director of the Department of Economics, Control and Strategy – Shikun & Binui Ltd; Professional Assistant to the Executive Chairman of the Board of Directors – Shikun & Binui Ltd.; Director of companies from the Shikun & Binui Group.
4. I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**"). I was not convicted in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information. I was not convicted in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which

is a debentures company (according to its definition hereunder). Furthermore, I am not a minor, legally incapacitated, and I was not declared bankrupt.

"**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

5. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me from serving as a director with a public or private company, which is a debentures company (according to its definition above).

   "**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

6. I am hereby obligated to notify the Company in the event that any of the aforementioned conditions, stated in this declaration above, shall cease to exist, immediately upon learning about it, and I am aware that my office as a director with the Company will expire upon the date of giving such a notice, as stated. I am further aware that the Company relies upon that stated in this declaration in its approval of my office with the Company.

7. I am a Canadian resident – No [yes/no]

Oded Setter _____ _____

Name of Candidate and Signature Date

Date: _____

To: **Skyline Investments Inc.**

Re: Declaration for the Examination of a Director as Having an Accounting and Financial Expertise and/or Professional Qualifications

In accordance with the Companies Regulations (Conditions and Tests to a Director having an Accounting and Financial Expertise and to a Director having Professional Qualifications) 2005 ("**The Experts Regulations**"), the board of the Company is required to evaluate whether you have an "accounting and financial expertise and/or professional qualifications".

The Experts Regulations states that a director regarded as having **an accounting and financial expertise** will be "anyone who on account of his education, experience and qualifications possess high proficiency and understanding in business-accounting issues and in financial statements, in a manner that enables him/her to thoroughly understand the financial statements of the Company, and to raise a discussion in connection with the manner of presentation of the financial data". In order to allow the board of the Company to evaluate his/her expertise, inter alia, the Company is required to contemplate his/her education, experience and know-how in the following issues:

1. Accounting issues and auditing issues, characteristics of the industry in which the Company operates, and companies of the scale and complexity of the Company;
2. The functions of the auditor accountant and the duties imposed on him;
3. The preparation of financial statements and their approval according to the law and according to the Securities Law.

It is further stated in the Experts Regulations, that the director who will be regarded as **having professional qualifications** is anyone who meets any of the following conditions:

1. Having an academic degree in any of the following fields: economics, business administration, accounting, law, public administration;
2. Having another academic degree or having completed other higher education studies, and all within the principal engagement of the Company or in the a field relevant to the position;
3. Having an experience of at least five years in any of the following or having an accumulated experience of at least 5 years in two or more of the following:
    a. A senior position in the field of business management of a corporation with a significant scope of business;

b. A senior public office or a senior position in public service;

c. A senior position in the area of the principal business of the Company.

In light of that stated above, kindly specify your education, experience and qualifications in the relevant issues, while attaching documents and certificates supporting it. This declaration will be attached as an appendix to your declaration with respect to your qualification to serve as an independent director with the Company, constituting an integral part thereof.

I, the undersigned Oded Setter, the holder of I.D. No. 049030372, hereby approve as follows:

1. I have an academic degree in the following professions:
   - M.A. in Law – Bar-Ilan University
   - B.A. in Accounting – The Jerusalem School of Business Administration, the Hebrew University of Jerusalem
   - B.A. in Communication and Journalism – Faculty of Social Sciences, the Hebrew University of Jerusalem
2. I completed other higher education studies in the field of Accounting (Certified CPA).
3. I am experienced in the following fields: _____.
4. I have an experience of at least five years in any of the following fields or having an accumulated experience of at least five years in two or more of the following fields:(1)

   a. A senior position in the field of business management of a corporation with a significant scope of business: (kindly specify)
      Duration of service: _____.

   b. A senior public office or a senior position in public service: (kindly specify)
      Duration of service: _____.

   c. A senior position in the area of the principal business of the Company: (kindly specify)
      Duration of service: _____.

   Documents and certificates supporting thereof are attached hereto.

   Name: _____

   Signature: _____

   Date: _____

(1) This section should not be filled out by a candidate to a normal director position (who is not an independent director).

נספח ב' – הצהרות דירקטורים חיצוניים

<u>Declaration of an External Director</u>

I, the undersigned Mordechai Keret, the holder of I.D. No. 054759915 after being warned that I must state the truth and that in the event that I shall fail to do so I will be liable to the penalties prescribed by law, hereby declare, as follows:

1. This affidavit is given in connection with my appointment as an external director with **<u>Skyline Investments Inc.</u>** (hereinafter: "**the Company**").
2. I am a resident of Israel, qualified to serve as a director.
3. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law, 1999 ("**the Companies Law**") and the regulations installed on its strength.
4. I am not a relative of the shareholder in control; I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof - upon the date of my appointment as an external director with the Company or during the two years preceding the date of the appointment – have any linkage to the Company, the shareholder in control of the Company or a relative of the holder in control, as of the date of the appointment, or to another corporation. For the purpose of this section:

   "**Linkage**" – the existence of work relations, the existence of business or professional connections, generally or through control, as well as the office as an officer, excluding the office of a director, who was appointed to serve as an external director with a company, which is intending to execute an initial public offering.

   "**Another Corporation**" – a corporation in which the shareholder in control, upon the appointment date or during the two years preceding the appointment date, is the Company or the shareholder in control thereof.

   "**A Relative**" – a spouse, a sibling, a parent, a grandparent, a child and also a child, a sibling or a parent of the spouse or the spouse of any of the foregoing.
5. Without prejudice to that stated in Section 4 above, I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof– have any business or professional connections with anyone that linkage to whom is prohibited, as stated in Section 4 above, even if such connections are not in general, as stated, with the exception of

negligible connections, and also that I did not receive nor do I receive any consideration in contrast with the provisions of Section 244(b) of the Companies Law.

6. My other positions or engagements do not create or are liable to create a conflict of interests with my position as an external director in the Company, and they may not undermine my ability to serve as an external director in the Company.

7. In the event that I also serve as a director with another company ("**the Other Company**"), I hereby approve that there is no other individual, who serves both as a director with the Company and as an external director with the Other Company.

8. I am not an employee of the Securities Authority or an employee of the stock exchange in Israel.

9. I am qualified to be appointed as a director with the Company, and I am not under any restriction by law to do so, including according to Chapter G1 of the Execution Law, 1967, Section 42 of the Bankruptcy Ordinance (New Version), 1980, Section 7 of the Companies Law, and that stated in Mark B of the First Chapter in the Sixth Part of the Companies Law; without prejudice to that stated above, I hereby approve that I was not declared bankrupt and/or insolvent and/or exempted, and also that I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the following offenses:

   a. Offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**");

   b. A conviction in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information;

   c. A conviction in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder).

      "**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

10. I am not a minor, legally incapacitated, and I was not declared bankrupt.

11. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me to serve as a director with a public or private company, which is a debentures company (according to its definition above).

"**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

12. Taking into account that stated in Section 3 above, the following are the details of my aforementioned qualifications:

- Education: BA Accounting, Economy. CPA (Isr.).
- Professional experience: CPA , until end of 2006 I was serving as executive VP and CFO of Arison Investments Ltd, served as a director in public and private companies as described, real estate companies including Housing and Construction Ltd.

13. I hereby declare that I have an accounting and financial expertise, as required according to the provisions of the Companies Law and the Regulations installed on its strength.[1]

14. The Company conveyed to me all the details with respect to the fee of external directors, customary with the Company, and I consent thereto.

15. I am hereby obligated that in the event that any of the aforementioned declarations will change up until the date of approval of my office as an external director, and also after approval of my office, as stated, I shall bring this fact to the knowledge of the Company immediately upon such a change.

16. I am a Canadian resident – No [yes/no]

Mordechai Keret _____ _____

Name of Candidate and Signature Date

[1] Documents and certificates supporting the declaration ought to be attached.

Declaration of an External Director

I, the undersigned Ruhama Avraham, the holder of I.D. No. 058680794 after being warned that I must state the truth and that in the event that I shall fail to do so I will be liable to the penalties prescribed by law, hereby declare, as follows:

1. This affidavit is given in connection with my appointment as an external director with **Skyline Investments Inc.** (hereinafter: "**the Company**").
2. I am a resident of Israel, qualified to serve as a director.
3. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law, 1999 ("**the Companies Law**") and the regulations installed on its strength.
4. I am not a relative of the shareholder in control; I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof - upon the date of my appointment as an external director with the Company or during the two years preceding the date of the appointment – have any linkage to the Company, the shareholder in control of the Company or a relative of the holder in control, as of the date of the appointment, or to another corporation. For the purpose of this section:

   "**Linkage**" – the existence of work relations, the existence of business or professional connections, generally or through control, as well as the office as an officer, excluding the office of a director, who was appointed to serve as an external director with a company, which is intending to execute an initial public offering.

   "**Another Corporation**" – a corporation in which the shareholder in control, upon the appointment date or during the two years preceding the appointment date, is the Company or the shareholder in control thereof.

   "**A Relative**" – a spouse, a sibling, a parent, a grandparent, a child and also a child, a sibling or a parent of the spouse or the spouse of any of the foregoing.
5. Without prejudice to that stated in Section 4 above, I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof– have any business or professional connections with anyone that linkage to whom is prohibited, as stated in Section 4 above, even if such connections are not in general, as stated, with the exception of

negligible connections, and also that I did not receive nor do I receive any consideration in contrast with the provisions of Section 244(b) of the Companies Law.

6. My other positions or engagements do not create or are liable to create a conflict of interests with my position as an external director in the Company, and they may not undermine my ability to serve as an external director in the Company.

7. In the event that I also serve as a director with another company ("**the Other Company**"), I hereby approve that there is no other individual, who serves both as a director with the Company and as an external director with the Other Company.

8. I am not an employee of the Securities Authority or an employee of the stock exchange in Israel.

9. I am qualified to be appointed as a director with the Company, and I am not under any restriction by law to do so, including according to Chapter G1 of the Execution Law, 1967, Section 42 of the Bankruptcy Ordinance (New Version), 1980, Section 7 of the Companies Law, and that stated in Mark B of the First Chapter in the Sixth Part of the Companies Law; without prejudice to that stated above, I hereby approve that I was not declared bankrupt and/or insolvent and/or exempted, and also that I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the following offenses:

   a. Offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**");

   b. A conviction in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information;

   c. A conviction in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder).

      "**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

10. I am not a minor, legally incapacitated, and I was not declared bankrupt.

11. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me to serve as a director with a public or private company, which is a debentures company (according to its definition above).

"**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

12. Taking into account that stated in Section 3 above, the following are the details of my aforementioned qualifications:

- Education: B.A., Social Sciences – Bar Ilan University; MBA, Business Administration – Peres Academic Center.
- Professional experience: CEO – Real Estate Participations Ltd.; Minister in the Israel Government; Member of the Knesset; Member of the Financial Committee of the Israeli Government; External Director – Yair Co. Ltd; External Director – Minrav Co. Ltd.; External Director – CELECT Biotech; External Director – Dori Media.

14. The Company conveyed to me all the details with respect to the fee of external directors, customary with the Company, and I consent thereto.

15. I am hereby obligated that in the event that any of the aforementioned declarations will change up until the date of approval of my office as an external director, and also after approval of my office, as stated, I shall bring this fact to the knowledge of the Company immediately upon such a change.

16. I am a Canadian resident – No [yes/no]

Ruhama Avraham _____ _____

Name of Candidate and Signature Date

<u>Declaration of an External Director</u>

I, the undersigned Lana Sherman, the holder of I.D. No. QB179559 after being warned that I must state the truth and that in the event that I shall fail to do so I will be liable to the penalties prescribed by law, hereby declare, as follows:

1. This affidavit is given in connection with my appointment as an external director with **<u>Skyline Investments Inc.</u>** (hereinafter: "**the Company**").
2. I am a resident of Canada, qualified to serve as a director.
3. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law, 1999 ("**the Companies Law**") and the regulations installed on its strength.
4. I am not a relative of the shareholder in control; I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof - upon the date of my appointment as an external director with the Company or during the two years preceding the date of the appointment – have any linkage to the Company, the shareholder in control of the Company or a relative of the holder in control, as of the date of the appointment, or to another corporation. For the purpose of this section:

   "**Linkage**" – the existence of work relations, the existence of business or professional connections, generally or through control, as well as the office as an officer, excluding the office of a director, who was appointed to serve as an external director with a company, which is intending to execute an initial public offering.

   "**Another Corporation**" – a corporation in which the shareholder in control, upon the appointment date or during the two years preceding the appointment date, is the Company or the shareholder in control thereof.

   "**A Relative**" – a spouse, a sibling, a parent, a grandparent, a child and also a child, a sibling or a parent of the spouse or the spouse of any of the foregoing.
5. Without prejudice to that stated in Section 4 above, I do not, nor do my relatives, partners, employees, anyone that I am subordinated to directly or indirectly or a corporation that I am the holder in control thereof– have any business or professional connections with anyone that linkage to whom is prohibited, as stated in Section 4 above, even if such connections are not in general, as stated, with the exception of

negligible connections, and also that I did not receive nor do I receive any consideration in contrast with the provisions of Section 244(b) of the Companies Law.

6. My other positions or engagements do not create or are liable to create a conflict of interests with my position as an external director in the Company, and they may not undermine my ability to serve as an external director in the Company.

7. In the event that I also serve as a director with another company ("**the Other Company**"), I hereby approve that there is no other individual, who serves both as a director with the Company and as an external director with the Other Company.

8. I am not an employee of the Securities Authority or an employee of the stock exchange in Israel.

9. I am qualified to be appointed as a director with the Company, and I am not under any restriction by law to do so, including according to Chapter G1 of the Execution Law, 1967, Section 42 of the Bankruptcy Ordinance (New Version), 1980, Section 7 of the Companies Law, and that stated in Mark B of the First Chapter in the Sixth Part of the Companies Law; without prejudice to that stated above, I hereby approve that I was not declared bankrupt and/or insolvent and/or exempted, and also that I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the following offenses:

   a. Offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**");

   b. A conviction in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information;

   c. A conviction in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder).

      "**Debentures Company**" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

10. I am not a minor, legally incapacitated, and I was not declared bankrupt.

11. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me to serve as a director with a public or private company, which is a debentures company (according to its definition above).

"**Enforcement Measures**" – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

12. Taking into account that stated in Section 3 above, the following are the details of my aforementioned qualifications:

- Education: B. Com. University of Toronto
- Professional experience: CPA, CA + CPA, US

13. I hereby declare that I have an accounting and financial expertise, as required according to the provisions of the Companies Law and the Regulations installed on its strength.[1]

14. The Company conveyed to me all the details with respect to the fee of external directors, customary with the Company, and I consent thereto.

15. I am hereby obligated that in the event that any of the aforementioned declarations will change up until the date of approval of my office as an external director, and also after approval of my office, as stated, I shall bring this fact to the knowledge of the Company immediately upon such a change.

16. I am a Canadian resident – Yes [yes/no]

Lana Sherman _____ _____

Name of Candidate and Signature Date

[1] Documents and certificates supporting the declaration ought to be attached.