

# Skyline Investments Inc.

Voting Paper under the Companies Regulations (Written Voting and Position Statements), 5766-2005

## Part One

### 1. Company Name

Skyline Investments Inc. (the "**Company**").

### 2. Type, Place and Date for Convening the General Meeting

A general annual meeting of the shareholders of the Company (the "**Meeting**").

The Meeting shall be held on Thursday, December 17, 2020, at 03:00 p.m. at the offices of Mishorim Real Estate Investments Ltd. ("**Mishorim**"), located at 7 Masada St. Bnei-Brak ("**Mishorim Offices**"). If the Meeting is adjourned, it shall be held on Thursday, December 24, 2020, at the same time and place.

### 3. Details of the Item on the Agenda that can be Voted on Using a Voting Paper and the Wording of the Proposed Resolution

#### 3.1. Appointment of auditors to the Company

The appointment of the firm of auditors, Breitman Almagor Zohar and Co. (Deloitte), to serve as auditors of the Company and the authorization of the Company's Board of Directors to determine their remuneration.

The draft resolution reads: "To appoint the auditors' office, Breitman Almagor Zohar & Co. (Deloitte), to serve as auditors of the Company until the end of the next annual general meeting and to authorize the Company's Board of Directors to determine their remuneration."

#### 3.2. Re-appointment of serving directors who are not external directors

Re-appointment of Messrs. Shimshon Marfogel, Amir Tamari, Daniel Leventhal, Neil. J. Labatte, and Oded Setter as directors of the Company.

The draft resolution reads: "To approve re-appointment for an additional term of office until the end of the next annual general meeting of the directors serving in the Company (who are not external directors), as follows: Messrs. Shimshon Marfogel, Amir Tamari, Daniel Leventhal, Neil. J. Labatte, and Oded Setter

#### 3.3. Re-appointment of external directors

Appointment of Messrs. Mordechai (Moddi) Keret, Ruhama Avrahama and Lana Sherman to serve as external directors of the Company for the period commencing on the date of approval of the appointment by the general meeting which is summoned under this report and will end in accordance with the Company's Articles of Association and subject to any applicable law.

The draft resolution reads: "To approve the appointment of Messrs. Mordechai (Moddi) Keret, Ruhama Avraham and Lana Sherman to serve as external directors of the Company for the period commencing on the date of approval of the appointment by the general meeting

that is summoned in this report and will end in accordance with the Company's Articles of Association and subject to applicable law."

4. Place and Hours at which the Complete Wording of the Proposed Resolutions will be Available for Review

Shareholders may review the complete text of the resolutions on the agenda and any documents pertaining to the transactions that are the subject of the Convening Report, at Mishorim Offices, 7 Masada St. Bnei-Brak, following prior coordination with the secretariat of Mishorim Offices by dialing +972-3-7217800, Sunday thru Thursday, 09:00 a.m. – 04:00 p.m., until the day of the Meeting. In addition, the notice report, this Voting Paper and the position statements, within their meaning in Section 88 of the Companies Law, 5759-1999 ("**Companies Law**"), if any, may be reviewed on the Israel Securities Authority Distribution Site at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and the Tel Aviv Stock Exchange Ltd. website at [www.maya.tase.co.il](http://www.maya.tase.co.il).

5. The Majority Required to Pass the Resolutions on the Agenda

5.1. For the purpose of approving the resolutions as set out in sections 3.1 to 3.2 above on the agenda of the meeting, a simple majority is required of all the votes of the shareholders present at the meeting who are entitled to vote and vote there, without taking abstentions into account.

5.2. For the purpose of approving the resolution, as specified in section 3.3, a simple majority of all the votes of the shareholders present at the meeting who are entitled to vote and vote therein is required, without taking abstentions into account, provided that one of the following is fulfilled:

5.2.1. When counting the votes, a majority vote at the meeting will include a majority of the votes of those shareholders who are not controlling shareholders of the Company and/or who do not have a personal interest in approving the appointment, and/or any other engagement, with the exception of a personal interest that is not the result of a relationship with a controlling shareholder participating in the vote; In the counting of the votes of the said shareholders, abstaining votes shall not be taken into account.

5.2.2. The total votes of those opposed from among the type of shareholders mentioned in Section 5.2.1 above does not exceed 2% of the total voting rights in the Company.

6. Voting on the Proposed Resolutions

In the second part of this Voting Paper, space is allocated to indicate the existence or absence of a personal interest, connection or other characteristics of the shareholder in connection with the resolution put to a vote as set out in Section 3 above, as applicable, and to describe the nature thereof. It should be clarified that the vote of a shareholder who fails to indicate the existence or absence of such personal interest or describe the nature of his personal interest (if any), shall not be counted.

The shares represented by this Voting Paper will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the undersigned shareholder, on any ballot that may be called for and, if the

undersigned shareholder has specified a choice with respect to any matter to be acted on, the shares will be voted accordingly.

#### 7. Validity of a Voting Paper

A Voting Paper shall only be valid if the following documents are attached thereto:

Non-registered shareholders<sup>1</sup> – A certificate of Ownership as of the Record Date (or, if the Certificate of Ownership is delivered to the Company through the Electronic Voting System – no later than the System Closing Time, as defined in Section 9 below).

Registered shareholders<sup>2</sup> – A copy of an identity document, passport or certificate of incorporation.

The Voting Paper and the documents attached thereto, as set out above, shall be delivered to the Company up to at least four (4) hours prior to the time of voting. For this purpose, the term "delivery date" means the date on which the Voting Paper and the documents attached thereto arrive at Mishorim Offices.

**A Voting Paper not delivered in accordance with the provisions of this Section shall have no effect.**

#### 8. Voting by Proxy

Any person who, as of the Record Date, is a shareholder of the Company, whether the shares are registered in his name or held by a member of the Tel Aviv Stock Exchange Ltd. may participate and vote at the Meeting in person or by proxy as well as by means of a Voting Paper or electronic Voting Paper (as further described below).

**A shareholder has the right to appoint a person or company to represent him or her at the Meeting.** Such right may be exercised by the shareholder by completing a letter of authorization for the appointment of the proxy. The letter of authorization for the appointment of the proxy shall be signed by the shareholder or the person authorized for this purpose, in writing, and if the appointer is a corporation, such letter shall be signed in a manner that binds the corporation. The original authorization letter or a copy thereof, provided it is approved by an attorney or notary, shall be deposited at Mishorim Offices at least forty-eight (48) hours prior to the time fixed for the Meeting or the adjourned meeting for which the authorization letter was drawn up, subject to the right of the Chairman of the Meeting to waive such requirement with respect to all participants in connection with any Meeting, and to receive the letter of appointment or a copy thereof, to the satisfaction of the Chairmen of the Meeting, upon commencement of the Meeting. A vote in accordance with the letter of authorization shall be valid even if the appointee passed away or has become incompetent, or has become bankrupt, or if it is a corporation - dissolved, canceled the authorization letter, or transferred the share in relation to the same, unless written notice of the occurrence of such event has been received at Mishorim Offices prior to the Meeting.

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<sup>1</sup> Any person in whose favor shares are registered with a stock exchange member and such shares are included among the shares registered in the Register of Shareholders in the name of the nominee company.

<sup>2</sup> A shareholder registered in the Register of Shareholders.

9. The Company's Address for Delivery of Witten Voting Papers and Position Statements

Mishorim Offices, 7 Masada St. Bnei-Brak.

10. Voting through the Electronic Voting System

A non-registered shareholder may also vote by means of an electronic Voting Paper provided to the Company through the Electronic Voting System. Voting by means of an Electronic Voting Paper shall be permitted from the end of the Record Date and until six hours prior to the time of convening the General Meeting ("**System Closing Time**"), when the Electronic Voting System will close. A vote cast via the Electronic Voting System may be changed or canceled up until the System Closing Time and may not be changed via the Electronic Voting System after that time.

It is noted that pursuant to Section 83(d) of the Companies Law, if a shareholder votes by more than one method, his later vote will be counted, with the vote of a shareholder in person or by proxy being deemed to be a later vote with respect to a vote by Voting Paper or Electronic Voting Paper.

11. Deadline for Shareholders to Submit Position Statements to the Company

Up to ten (10) days prior to the date of the Meeting.

12. Deadline for the Board of Directors to Provide its Response to the Position Statements

Up to five (5) days prior to the date of the Meeting.

13. Address of the Websites where Voting Papers and Position Statements are Available

The Israel Securities Authority Distribution Site: [www.magna.isa.gov.il](http://www.magna.isa.gov.il).

The Tel Aviv Stock Exchange Ltd. website: [www.maya.tase.co.il](http://www.maya.tase.co.il).

14. Certificate of Ownership

A non-registered shareholder is entitled to receive his Certificate of Ownership from the stock exchange member through which he holds his shares, at the branch of the stock exchange member, or by mail delivery if so requested by him. Such request will be made in advance with respect to a specific securities account. Alternatively, a non-registered shareholder may order that his Certificate of Ownership be delivered to the Company through the Electronic Voting System (as provided in Section 9 above).

15. A non-registered shareholder is entitled to receive, free of charge, a link to the wording of the Voting Paper and position statements (if any), on the ISA Distribution Site, from the stock exchange member with whom his shares are held, unless such shareholder notifies that he is not interested in receiving the said link, or that he is interested in receiving Voting Papers by mail, for charge; his notice regarding the Voting Papers shall also apply to receipt of position statements.

16. One or more shareholders holding shares representing 5% or more of the total voting rights in the Company, as well as any person holding such percentage of the total voting rights which are not

held by the controlling shareholder, as defined in Section 268 of the Companies Law, shall be entitled, in person or by proxy, after the General Meeting is convened, to review the Voting Papers and the voting records received by the Company, on the Electronic Voting System, at Mishorim Offices (whose address is specified in section 8 above) during customary working hours.

The amount of ordinary shares constituting 5% of the total voting rights in the Company is 837,261 ordinary shares of the Company, without par value.

The amount of ordinary shares constituting 5% of the total voting rights in the Company, which are not held by a controlling shareholder, is 411,072 ordinary shares of the Company, without par value.

17. Following publication of this Report, there may be changes in the agenda, including the addition of an item to the agenda, and position statements may be published. The revised agenda and the position statements, if published, shall be available for review in the Company's reports on the Distribution Site.

A shareholder's request pursuant to Section 66(b) of the Companies Law to have an item included on the agenda of the General Meeting shall be submitted to the Company up to seven days after the General Meeting is called ("**Shareholder's Request**"). Should the Board find that an item whose inclusion on the agenda is requested by a shareholder is suitable for discussion at the General Meeting, the Company shall prepare a revised agenda and a revised Voting Paper and publish them no later than seven days after the deadline for submission of a Shareholder's Request.

<p><b>A shareholder shall state his vote on the items on the agenda on the second part of this Voting Paper</b></p>
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## Skyline Investments Inc. (the "Company")

**Voting Paper under the Companies Regulations (Voting Paper and Position Statements), 5766-2005**

### Part Two

**This Voting Paper is solicited by and on behalf of management of the Company.**

Company Name: Skyline Investments Inc. (the "Company").

Company Address (for delivery of Voting Papers): The offices of Mishorim Real Estate Investments Ltd., located at 7 Masada St. Bnei-Brak.

Company Number: 1328683.

Date of Meeting: Thursday, December 17, 2020, at 03:00 p.m. If the Meeting is adjourned, it shall be held on Thursday, December 24, 2020, at the same time and place.

Type of Meeting: General Annual Meeting.

Record Date: Thursday, November 19, 2020.

#### **Details of Shareholder:**

1. Shareholder Name - \_\_\_\_\_.
2. Shareholder ID - \_\_\_\_\_.
3. If the shareholder does not have an Israeli identity card –  
 Passport No. - \_\_\_\_\_.  
 The country where it was issued - \_\_\_\_\_.  
 Valid Thru. - \_\_\_\_\_.
4. If the shareholder is a corporation –  
 Corporation No. - \_\_\_\_\_.  
 Country of Incorporation. - \_\_\_\_\_.
5. Is the shareholder an interested party<sup>3</sup>, senior officer<sup>4</sup> or institutional investor<sup>5</sup>? Yes/no  
 (If yes, please specify: \_\_\_\_\_)

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<sup>3</sup> "Interested Party" – as defined in Section 1 of the Securities Law, 5728-1968 ("Securities Law").

<sup>4</sup> "Senior Officer" – as defined in Section 37(d) of the Securities Law.

<sup>5</sup> "Institutional Investor" – as defined in Regulation 1 of the Control of Financial Services Regulations (provident Funds) (Participation of a Management Company in a General Meeting), 5769-2009, and a manager of a joint investment trust fund, as defined in the Joint Investment Trust Fund Law, 5754-1994.

**Manner of Voting:**

The Topic on the Agenda	Manner of Voting <sup>6</sup>			Are you a controlling shareholder, interested party, holder of personal interest in the resolution, senior officer or institutional investor <sup>7</sup> ?	
	For	Against	Abstain	Yes <sup>8</sup>	No
<b>Section 3.1 – Approval of appointment of auditors to the Company</b>					
<b>Section 3.2 – Approval of re-appointment of serving directors who are not external directors</b>					
Shimshon Marfogel					
Daniel Leventhal					
Neil J. Labatte					
Amir Tamari					
Oded Setter					
<b>Section 3.3 – Approval of re-appointment of External Directors</b>					
Mordechai (Moddi) Keret					
Ruhama Avraham					
Lana Sherman					

**For shareholders holding shares through a stock exchange member (under Section 177(1) of the Companies Law) - this Voting Paper shall only be valid if a Certificate of Ownership is attached thereto, except in cases where voting is by using the Electronic Voting System.**

**For shareholders registered in the Company's Register of Shareholders – the Voting Paper shall only be valid if an identity document/passport/certificate of incorporate is attached thereto.**

**Details concerning personal interest in the resolution on the agenda:**


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Date: \_\_\_\_\_

Signature: \_\_\_\_\_

<sup>6</sup> Failure to mark shall be deemed to be abstention from voting on such topic.

<sup>7</sup> The vote of a shareholder failing to complete this column or indicating "Yes" without providing details will not be counted. A personal interest in the approval of the appointment of an outside director that is not the result of a relationship with the controlling shareholder need not be mentioned.

<sup>8</sup> Please specify below.