



**ADO Properties S.A.**

*Société anonyme*

**1B Heienhaff, L-1736 Senningerberg**

**Grand Duchy of Luxembourg**

**RCS Luxembourg: B197554**

**REVISED AGENDA FOR THE GENERAL MEETING OF SHAREHOLDERS**

This is a revised agenda for the general meeting (the “**GM**”) of ADO Properties S.A. (the “**Company**”) convened by previous convening notice (the “**Convening Notice**”) for 1.p.m. CET on Thursday, 11 April 2019 at Aerogolf Center, 1B Heienhaff, L-1736 Senningerberg, Grand Duchy of Luxembourg

On 19 March 2019, a shareholder holding individually at least 5% of the issued share capital of the Company (the “**Requesting Shareholder**”) requested the Company to add new items to the agenda of the GM together with draft proposed resolutions.

The Company hereby publishes the full updated agenda of the GM, including the additional agenda items 3, 4 and 5 and corresponding draft resolutions. Agenda item 1 and 2 and the corresponding resolution for agenda item 2. remain identical to those included in the Convening Notice.

The new agenda items will only be considered at the GM if the Requesting Shareholder holds at least 5% of the issued share capital of the Company on the Record Date (as defined below).

**REVISED AGENDA OF THE GM AND  
PROPOSED RESOLUTIONS**

- 1. Presentation of a special report of the board of directors (the “Board”) of the Company (as required pursuant to Article 441-7 of the Luxembourg law of 10 August 1915 on commercial companies, as amended) on any transactions, considered at Board meetings or by circular Board resolutions, since the last general meeting of the Company, in respect of which any of the directors declared to have an interest conflicting with that of the Company,**

*No resolution required*

- 2. Approval, ratification and confirmation of the appointment of Mr David Daniel (aged 48, a real estate appraiser, Tel Aviv/Israel) as director of the Company and executive vice-chairman of the Board decided by co-optation of the Board at its meeting on 24 January 2019 with such appointment to run from 24 January 2019 until the annual general meeting to take place in the year 2023 and approval of the Company’s entry into a service agreement with Mr. David Daniel (the “Service Agreement”) and of his remuneration of up to EUR 400,000.00.**

*Draft resolution:*

The General Meeting approves, ratifies and confirms the appointment of Mr David Daniel as a director of the Company and executive vice-chairman which was decided by co-optation of the Board on 24 January 2019 following the resignation of Mr Shlomo Zohar on 15 December 2018. The appointment is confirmed to run from 24 January 2019 until the annual general meeting to take place in the year 2023.

After having reviewed the principal terms of remuneration of Mr David Daniel (the "**Remuneration Terms**"), the General Meeting approves the Company's entry into the Service Agreement on the basis of those Remuneration Terms, including the annual remuneration set out therein of up to EUR 400,000.00 (which, according to the Remuneration Terms, accrues from 24 January 2019).

- 3. Ratification and confirmation of the appointment of Mr. Moshe Dayan as director of the Company who was appointed by co-optation of the Board in place of Mr. Moshe Lahmani for a period running from 12 March 2019 until the annual general meeting of the Company to take place in the year 2019. Approval of the further appointment of Mr. Moshe Dayan as director of the Company until the annual general meeting of the Company to take place in the year 2023.**

*Draft resolution:*

The General Meeting ratifies and confirms the appointment of Mr. Moshe Dayan as director of the Company who was appointed by co-optation of the Board in place of Mr. Moshe Lahmani for a period running from 12 March 2019 until the annual general meeting of the Company to take place in the year 2019. The General Meeting further approves the continued appointment of Mr. Moshe Dayan as director of the Company until the annual general meeting of the Company to take place in the year 2023.

- 4. Ratification and confirmation of the appointment of Mr. Sebastian-Dominik Jais as director of the Company who was appointed by co-optation of the Board in place of Mr. Yuval Dagim for a period running from 12 March 2019 until the annual general meeting of the Company to take place in the year 2019. Approval of the further appointment of Mr. Sebastian-Dominik Jais as director of the Company until the annual general meeting of the Company to take place in the year 2023.**

*Draft resolution:*

The General Meeting ratifies and confirms the appointment of Mr. Sebastian-Dominik Jais as director of the Company who was appointed by co-optation of the Board in place of Mr. Yuval Dagim for a period running from 12 March 2019 until the annual general meeting of the Company to take place in the year 2019. The General Meeting further approves the continued appointment of Mr. Sebastian-Dominik Jais as director of the Company until the annual general meeting of the Company to take place in the year 2023.

- 5. Approval of the appointment of Mr. Papadimitriou Constantin as director of the Company for a period running from the date of the present general meeting until the annual general meeting of the Company to take place in the year 2023.**

*Draft resolution:*

The General Meeting approves the appointment of Mr Papadimitriou Constantin as director of the Company for a period running from the date of the present general meeting until the annual general meeting of the Company to take place in the year 2023.

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**FOR THE AVOIDANCE OF DOUBT THE GM REFERRED TO HEREIN IS NOT THE ANNUAL GENERAL MEETING OF THE COMPANY WHICH IS EXPECTED TO BE HELD LATER IN 2019**

### **I AVAILABLE INFORMATION AND DOCUMENTATION**

The following additional documentation shall be available on the Company's website <http://www.ado.properties/> and at the Company's registered office in Luxembourg no later than the date of publication of this revised agenda in the Luxembourg Official Gazette (*Receuil Electronique des Sociétés et Associations*) and in the Luxembourg newspaper WORT:-

- this revised agenda of the GM which contains draft resolutions on the new agenda items;
- the curriculum vitae of Mr. Moshe Dayan, Mr. Sebastian-Dominik Jais and Mr. Papadimitriou Constantin;
- the revised proxy and voting form to be used if voting by proxy or by correspondence (the "**Revised Proxy and Voting Form**")

Shareholders may obtain a copy of the full text of any document to be made available by the Company at the GM and draft resolutions proposed to be adopted by the GM upon request by mail, fax or email to BNP Paribas Securities Services, Luxembourg Branch, in its capacity as mandated agent of the Company ("**BNP Paribas**").

### **II QUORUM AND VOTING**

The GM will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and of the number of shares represented, and the resolutions relating to these agenda items will be adopted by a simple majority of the votes validly cast by shareholders present or represented. Each share is entitled to one vote.

### **III RIGHT OF SHAREHOLDERS TO ADD ITEMS TO THE AGENDA OR TO TABLE ALTERNATIVE RESOLUTIONS**

Shareholders holding individually or collectively at least 5% of the issued share capital of the Company have the right (a) to add new items on the agenda of the GM and/or (b) to table draft resolutions regarding items included or to be included in the agenda of the GM.

Such requests must be in writing and sent to BNP Paribas by post or fax (see contact details in Section VI below) or by email to [lux.ostdomicilies@bnpparibas.com](mailto:lux.ostdomicilies@bnpparibas.com). They must be accompanied by a justification or a draft resolution to be adopted at the GM and must indicate the postal or electronic address at which the Company or BNP Paribas (as the Company's agent) may acknowledge receipt of these requests. The requests must be accompanied by proof (in the form of

a certificate issued the bank, the custodian, professional securities' depository or the financial institution where the shares are on deposit) that the shareholder(s) hold the required number of shares on the date of the request (i.e. at least 5%). The new agenda points/draft resolutions will only be considered by the GM if the requesting shareholder(s) holds the requisite number of shares also on the Record Date (as defined below).

Any such request and accompanying documents from shareholders must be received by BNP Paribas, not later than the 22<sup>nd</sup> day before the GM (i.e. not later than Wednesday, 20 March 2019).

The Company or BNP Paribas as the Company's agent, shall acknowledge receipt of any such requests within 48 hours of receipt.

The Company shall publish a revised agenda at the latest on the 15<sup>th</sup> day before the GM (i.e. Wednesday, 27 March 2019).

#### IV RIGHT TO ASK QUESTIONS

Every shareholder has the right to ask questions concerning items on the agenda of the GM during the GM. The Company will respond to such questions on a best efforts basis subject to the measures which it may take to ensure the identification of shareholders, the good order of the GM and its preparation and the protection of confidentiality and the Company's business interests. The Company may, at its discretion, reply to such questions either globally or individually, during the GM.

#### V PARTICIPATION TO THE GM

The rights of shareholders to participate to the GM and exercise voting rights are subject to such shareholders being shareholders of the Company at midnight (24:00) Luxembourg time on Thursday, 28 March 2019 (the "**Record Date**", i.e. the day falling fourteen (14) days before the date of the GM).

**In order to participate to the GM, a shareholder must:-**

**(i) indicate his/her/its intention to participate** at the latest **by 24:00 CET on Thursday, 28 March 2019, the Record Date**. This confirmation of participation must be given in writing (by post or fax (see contact details in Section VI below) or by email to [lux.ostdomiciliees@bnpparibas.com](mailto:lux.ostdomiciliees@bnpparibas.com)) by a shareholder directly or someone on its behalf to BNP Paribas;

**(ii) procure that a Shareholding Confirmation Certificate is received by BNP Paribas** at the latest **by midnight (24:00 CET) on Tuesday, 9 April 2019**. This "**Shareholding Confirmation Certificate**" must indicate the shareholder's name and the number of Company shares held at midnight (24:00) Luxembourg time on the Record Date. The Shareholding Confirmation Certificate shall be issued by the bank, the custodian, professional securities' depository or the financial institution where the shares are on deposit. A template form can be downloaded from the Company's website at <http://www.ado.properties/>, and

**(iii) depending on whether the shareholder wishes to participate/ vote at the GM:-**

- 1. by attendance in person**, he/she/it must simply attend the GM and identify himself/herself with a valid identification card (noting that the Shareholding Confirmation Certificate must

already have been sent to BNP Paribas at the latest by **midnight (24:00 CET) on Tuesday, 9 April 2019**); or

2. **by appointing a proxy of his/her/its choice to exercise his/her/its voting rights**, he/she/it must complete and sign the Revised Proxy and Voting Form, **excluding** section 2, 3 and 4 and return that form to BNP Paribas at the latest by **midnight (24:00 CET) on Tuesday, 9 April 2019** (together with the Shareholding Confirmation Certificate mentioned above); or
3. **by appointing a proxy nominated by the Company to execute voting rights according to explicit instructions**, he/she/it must complete and sign the Revised Proxy and Voting Form, **excluding** section 1 and 3 and return that form to BNP Paribas at the latest by **midnight (24:00 CET) on Tuesday, 9 April 2019** (together with the Shareholding Confirmation Certificate mentioned above);
4. **by voting by correspondence**, he/she/it must complete and sign the Revised Proxy and Voting Form, **excluding** section 1 and 2 and return that form to BNP Paribas at the latest by **midnight (24:00 CET) on Tuesday, 9 April 2019** (together with the Shareholding Confirmation Certificate mentioned above);

The Revised Proxy and Voting Form may be downloaded from the Company's website at <http://www.ado.properties/>

Persons designated as proxyholder in accordance with section 1 of the Revised Proxy and Voting Form must provide proof of their identity in form of a valid passport or identity card at the GM.

## **VI CONTACT DETAILS OF BNP PARIBAS**

The contact details of the agent duly mandated by the Company to receive confirmation of participation to the GM and to receive the Shareholding Confirmation Certificate, the Revised Proxy and Voting Form, proposals of additional agenda items and proposed resolutions pursuant to this convening notice are as follows:-

### **BNP Paribas Securities Services, Luxembourg Branch**

Corporate Trust Services

60, avenue J.F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg

Postal address:- L-2085 Luxembourg, Grand Duchy of Luxembourg

Tel:+352 26 96 2389 Fax:- +352 26 96 9757

Email: [lux.ostdomiciliees@bnpparibas.com](mailto:lux.ostdomiciliees@bnpparibas.com)

Signed 19 March 2019

*The Board of Directors*

*Mr. Florian Goldgruber*

*(Authorised Signatory)*