

BAGIR GROUP LTD

(the "Issuer Company")

Form of Direction

For use at the Annual General Meeting of the Company to be held at 10 a.m. on 6 June, 2017 at the offices of N+1 Singer located One Bartholomew Lane London EC2N 2AX (the "AGM").

I/We (name(s) in full)
(BLOCK LETTERS)

of (address)

being (a) holder(s) of Depository Interests representing shares in the Issuer Company hereby appoint Capita IRG Trustees Limited ("Depository") as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Please indicate with an "X" the appropriate box indicating whether you have or do not have Personal Interest with respect to Resolution No. 8 (set forth below). Failure to check one of the boxes below will disqualify you from voting on Resolution No. 8 and your vote will not be counted.
<input type="checkbox"/> Personal Interest
<input type="checkbox"/> No Personal Interest

Please mark with an "X" as appropriate

Resolutions	For	Against	Abstain
1. To receive and adopt the Financial Statements of the Company for the year ended 31 December 2016 together with the reports of the directors and the auditors thereon.			
2. To re-appoint Ernst & Young (Kost Forer Gabbay & Kasierer) as auditors to act as such until the conclusion of the next general meeting of the Company and to authorise the directors of the Company to fix their remuneration.			
3. To re-elect Tessa Rebecca Laws (Non-Executive Chairwoman) as a director.			
4. To re-elect Samuel Vlodinger (Non-Executive Director) as a director.			
5. To re-elect Marc Zalzman (Non-Executive Director) as a director.			
6. To re-elect Eran Itzhak (Executive Director, Chief Executive Officer) as a director.			
7. To re-elect Yehuda Cohen (Executive Director, Chief Financial Officer and Deputy to the CEO) as a director.			
8. To appoint Mr. Jonathan Feldman as an External Director for an initial term of three years commencing on the date of the Meeting, in accordance with Israeli Companies Law.			
9. To approve (a) for the Company to enter into an Indemnification agreement with Mr. Jonathan Feldman, subject to his appointment as an External Director. A copy of the form of the agreement is attached as Exhibit A hereto, and (b) an annual fee rate of £30,000 gross per annum, to be paid monthly in arrears to Mr. Jonathan Feldman for his service as External Director, all in accordance with Israeli Companies Law. This fee covers all duties, including service on any board committee or any of the Company's subsidiaries, with the exception of committee chairmanships and certain additional responsibilities, with no change to his terms of service.			
10. To dis-apply the pre-emptive right under the Articles with respect to the issuance and allotment of ordinary shares of 0.04 New Israeli Shekel each of the Company (the " Ordinary Shares "), provided that this dis-application shall be subject to the following cumulative conditions: (a) an issuance and allotment not to exceed an aggregate of 31,000,000 Ordinary Shares, representing approximately 10 per cent. of the issued share capital of the Company; and (b) unless previously revoked, varied or extended, such dis-application shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of this Resolution, except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant shares to be issued and allotted after such expiry, and such shares may be issued and allotted in pursuance of such an offer or agreement as if this dis-application had not expired.			

Capitalized terms in all the foregoing resolutions and in the box preceding them, shall have the meaning ascribed to them in the Notice of AGM to which this Form of Direction is attached.

Dated

Signature(s)

Notes:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Asset Services at PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF not later than 10.00 a.m. on 1 June 2017.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions.
5. The 'Vote Abstain' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
6. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
7. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
8. Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to custodymgt@capita.co.uk in order to request a letter of representation by no later than 10.00 a.m. on 1 June 2017.

PLEASE USE THE REPLY PAID ENVELOPE PROVIDED