

# Notice of Annual General Meeting

## Bagir Group Ltd. (the “Company”)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**Meeting**”) of the Company will be held on **2 June 2015 at 9:30am** at the Company’s UK offices at Dean House Studios, 27 Greenwood Place, Kentish Town, London NW5 1LB, for the following purposes:

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 7 inclusive below:

1. To receive and adopt the Financial Statements of the Company for the year ended 31 December 2014 together with the reports of the directors and the auditors thereon.
2. To re-elect Keith Hamill OBE (Non-Executive Chairman) as a director.
3. To re-elect Samuel Vlodinger (Non-Executive Director) as a director.
4. To re-elect Marc Zalcmann (Non-Executive Director) as a director.
5. To re-elect Daniel Shalom Taragan (Executive Director, Chief Executive Officer) as a director.
6. To re-elect Yehuda Cohen (Executive Director, Chief Financial Officer) as a director.
7. 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.

### By Order of the Board

#### Registered Office

44 Israel Pollack Road Kiryat Gat 82101, Israel

#### Company No. 513994806

23 April 2015

#### Notes:

1. Depository Interest (**DI**) holders may only appoint Capita IRG Trustees Limited as their proxy. Should a DI holder wish to attend, speak and vote on their number of shares held under the Trustee they must submit a request to the Trustee and ask for a Letter of Representation and this instruction is covered off in the notes on the Form of Direction.
2. To be valid, any Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarially certified or office copy of such power or authority, must be received by post or (during normal business hours only) by hand at Capita Asset Services, Proxies, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 9.30 a.m. 28 on May 2015.
3. Pursuant to Israel’s Companies Law, 5759-1999 (the “**Companies Law**”), to be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), DI holders must be registered in the Company’s Depository Interest register at 6.00 pm on 27 April 2015 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the Company’s register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
4. The quorum for the Annual General Meeting shall be two or more shareholders present in person or by proxy. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine.
5. Any DI holder attending the Annual General Meeting is entitled pursuant to the Companies Law to ask any question relating to the business being dealt with at the meeting on condition the Trustee has provided a Letter of Representation for this DI holder. The Company will answer any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve

the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of any answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with CRESTCo's specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to an instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent ID (RA10) by 9.30 am on 27<sup>th</sup> of May 2015. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. As at 22 April 2015 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 50,223,210 ordinary shares of which none were held as treasury shares. Therefore, the total voting rights in the Company as at 22 April 2015 were 50,223,210.
11. The Directors recommend voting in favor of all items in the Notice.
12. There will be available for inspection at the Company's UK offices (Dean House Studios, 27 Greenwood Place, Kentish Town, London NW5 1LB) during normal business hours on any weekday (excluding Saturdays, Sundays and public holidays) from the date of this Notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to the meeting and during the meeting: copies of the Financial Statements of the Company for the year ended 31 December 2014 together with the reports of the directors and the auditors thereon.