

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended), or from another appropriately authorised independent financial adviser if you are resident in a territory outside the United Kingdom. This Tender Form should be read in conjunction with the accompanying Cash Offer document dated September 20, 2016 (the “Offer Document”).** Unless the context otherwise requires, the definitions contained in the Offer Document also apply in this Tender Form.

If you sell or have sold or otherwise transferred all your BSD Shares, please send the Offer Document, and the accompanying reply-paid envelope but not any personalised Tender Form or Tax Declaration Form at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. Such documents should, however, not be distributed, forwarded or transmitted in or into or from any Prohibited Territory. If you have sold or otherwise transferred only part of your holding of BSD Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

**The distribution of this document and any accompanying documents in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore any person into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute an offer to sell or issue, nor the solicitation of an offer to buy or subscribe for, shares in any jurisdiction in which such offer or solicitation would be unlawful.** Further information for overseas shareholders is set out in the Offer Document. Any persons (including, without limitation, nominees, trustees and custodians) who would or otherwise intend to forward this document or its accompanying documents to any jurisdiction outside the United Kingdom should read the relevant paragraphs of the Offer Document before taking any action.

This document has been approved by Daniel Stewart & Company plc (“DS&C”) for the purposes of Section 21 of the Financial Services and Markets Act 2000 (as amended). DS&C, which is authorised and regulated in the UK by the Financial Conduct Authority, is acting exclusively for the Offeror and no one else in connection with the Offer and will not be responsible to anyone other than the Offeror for providing legal or regulatory protection. In particular, DS&C will not provide advice in relation to the contents of this document. For the avoidance of doubt, although DS&C has approved this document for the purposes of Section 21 of the Financial Services and Markets Act 2000 (as amended), DS&C will not under any circumstances be responsible to any person for the contents of this document, nor does DS&C give a view on the fairness or appropriateness of the commercial terms of the Offer.

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## **TENDER FORM**

**for use in respect of the Cash Offer by Yossi Willi Management and Investments Ltd. to purchase not less than seventeen and three quarters (17.75) per cent. and up to twenty (20) per cent. of the Issued and Outstanding Share Capital of B.S.D Crown Ltd.**

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### **ACTION TO BE TAKEN**

- To accept the Offer, complete and sign this Tender Form on page 4 by following the instructions and notes for guidance set out on pages 3 and 5.
- Return the completed and signed Tender Form by post or (during normal business hours) by hand to Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, as soon as possible and in any event so as to be received by no later than 1:00 p.m. (London time) on November 1, 2016 (or such later time(s) and/or date(s) as the Offeror may decide). A reply-paid envelope (for use in the United Kingdom only) is enclosed for your convenience. No acknowledgement of receipt of documents will be given. The completed and signed Tender Form should be returned together with the completed and signed Tax Declaration Form and with the relevant share certificate(s) and/or other documents(s) of title.
- If your share certificate(s) or other document(s) of title are with your bank, stockbroker or other agent, you should complete and sign this Tender Form and the Tax Declaration Form and arrange for them to be lodged by such agent, together with the relevant share certificate(s) and other document(s) of title, unless your share certificate(s) and/or other document(s) of title are not readily available, in which case please refer to note 5 on page 5 of this Tender Form. If your share certificate(s) or other document(s) of title are lost, please refer to note 6 on page 5 of this Tender Form.
- If you hold BSD Shares under different designations, you should complete a separate Tender Form for each holding. Additional Tender Forms and Tax Declaration Forms can be downloaded via the links on page 3 of the Offer Document.
- Please read the Offer Document, the terms of which are incorporated into and form part of this Tender Form.
- If you hold BSD Shares jointly with others, you must arrange for all your co-holders to sign this Tender Form.
- A Tender Form that is received in an envelope postmarked in, or which otherwise appears to the Offeror or its agents to have been sent from a Prohibited Territory may be treated as invalid.

**YOUR ACCEPTANCE MUST BE RECEIVED BY NO LATER THAN 1:00 P.M. (LONDON TIME) ON NOVEMBER 1, 2016 (OR SUCH LATER TIME(S) AND/OR DATE(S) AS THE OFFEROR MAY DECIDE).**

If you have any questions as to how to complete the Tender Form or Tax Declaration Form, please contact Capita at Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by calling 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**DO NOT DETACH ANY PART OF THIS TENDER FORM**

To:  
Yossi Willi Management and Investments Ltd.

Ladies and Gentlemen:

By signing this Tender Form, the holder of BSD Shares hereby undertakes and acknowledges as follows:

1. The holder of BSD Shares hereby surrenders and transfers all right, title and interest to the Offeror, on the terms and subject to the conditions set forth in the Offeror's Cash Offer to purchase not less than seventeen and three quarters (17.75) per cent. and up to twenty (20) per cent. of the Issued and Outstanding Share Capital of B.S.D Crown Ltd., an Israeli Company ("**BSD**") dated September 20, 2016 (the "**Offer**"), the BSD Shares accepted or deemed accepted hereunder, in consideration for 27.5 pence in cash for each such BSD Share, payable within 20 business days following completion of the Offer and receipt by or on behalf of the Offeror from such holder of BSD Shares of a valid and complete acceptance (including receipt of the relevant share certificate(s) and/or other document(s) of title or indemnity satisfactory to the Offeror).
2. The name and address of the holder of BSD Shares is as set out in Box 1 on page 4. The holder of BSD Shares hereby represents and warrants that such holder is as of the date hereof, the registered holder of the BSD Shares tendered by such holder hereunder and has good title to such BSD Shares and full power and authority to sell, assign and transfer such BSD Shares free and clear of all liens, claims and encumbrances. The holder of BSD Shares will, upon request, execute any additional documents necessary or desirable to complete the surrender and exchange of the BSD Shares tendered hereunder.
3. All authority conferred or agreed to be conferred pursuant to this Tender Form shall be binding on the successors, assigns, heirs, personal representatives, executors, administrators and other legal representatives of the holder of BSD Shares and shall not be affected by, and shall survive, the death or incapacity of the holder of BSD Shares. Except as provided by paragraph 4 of Part B of Part 2 of the Offer Document, this tender is irrevocable.
4. The holder of BSD Shares understands that the valid tender of BSD Shares pursuant to any of the procedures described in the Offer and in this Tender Form will, if the Offer is declared unconditional by the Offeror, constitute a binding agreement between the holder of BSD Shares and the Offeror on the terms and subject to the conditions of the Offer.
5. The holder of BSD Shares understands that all communications, notices, certificates, documents of title and remittances to be delivered by or sent to or from a holder of BSD Shares will be delivered by or sent to or from such holder (or such holder's designated agents) at such holder's risk.
6. In accepting the Offer, the holder of BSD Shares acknowledges that: (1) the Offer is established voluntarily by the Offeror, it is discretionary in nature and it may be extended, revised, suspended or terminated by the Offeror as provided in the Offer Document or under applicable law; (2) the holder of BSD Shares is accepting the Offer voluntarily; (3) the holder of BSD Shares has consulted such holder's tax and financial advisors with regard to how the Offer will impact his personal situation; (4) any foreign exchange obligations triggered by the holder of BSD Shares' surrender of shares or the receipt of proceeds are solely such holder's responsibility; and (5) regardless of any action that the Offeror takes with respect to any or all income/capital gains tax, social security or insurance, transfer tax or other tax-related items ("**Tax Items**") related to the Offer and the disposition of shares, the holder of BSD Shares acknowledges that the ultimate liability for all Tax Items is and remains such holder's sole responsibility. In that regard, the holder of BSD Shares authorizes the Offeror to withhold all applicable Tax Items legally payable by the holder of BSD Shares or otherwise as described in paragraphs 5 and 6 of Part 3 of the Offer Document.
7. The holder of BSD Shares understands that surrender of shares held in certificated form is not made in acceptable form until receipt by Capita Asset Services of the share certificate(s) and/or other documents(s) of title (or a letter of indemnity in lieu of any lost share certificate(s) and/or other document(s) of title).
8. The holder of BSD Shares understands that payment of the consideration mentioned above for surrendered BSD Shares will be made by the dispatch of cheques drawn on a branch of a UK clearing bank. No consideration will be sent to an address in a Prohibited Territory.
9. The holder of BSD Shares has read and agrees to all the terms of the Offer Document and this Tender Form.

**HOW TO COMPLETE THE TENDER FORM ON PAGE 4**

The provisions of the Offer Document are deemed to be incorporated in and form part of this Tender Form.

**1**

**If your personal details in Box 1 have changed or are incomplete please tick the box and show the updated information, in BLOCK CAPITALS using BLACK INK. IF YOUR DETAILS HAVE NOT BEEN PRE PRINTED IN BOX 1 AND YOU HAVE DOWNLOADED A BLANK FORM FROM THE LINK ON PAGE 3 OF THE OFFER DOCUMENT PLEASE ENTER YOUR DETAILS IN BOX 1.**

If you have any queries regarding the completion of this form, please contact Capita at Capita Asset Services, Corporate Actions, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or by calling 0371 664 0321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. - 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Please note that Capita Asset Services cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

**2****THE OFFER**

To accept the Offer, insert in Box 2 the number of BSD Shares you wish to tender through the Offer. You must also sign Box 3 in accordance with the instructions set out below. *If no number of BSD Shares is written in Box 2 or a number that exceeds your holding of BSD Shares is written in Box 2, and you have signed Box 3, you will be deemed to have accepted the Offer for the number of BSD Shares represented by the certificates that accompany this Tender Form.* By accepting the Offer you also acknowledge that you have read and are aware and accept all the terms and conditions of the Offer as set forth in the Offer Document and this Tender Form. **PLEASE REMEMBER TO SEND YOUR VALID SHARE CERTIFICATE(S) AND COMPLETED TAX DECLARATION FORM WITH YOUR TENDER FORM.**

**3****SIGNATURES**

To accept the Offer you or your duly authorized representative must sign Box 3 and, in case of a joint holding, arrange for ALL joint holders to do likewise. All registered holders, including joint holders, who are individuals must sign Box 3 in the presence of a witness who must also sign Box 3 where indicated. If these instructions are not followed, this Tender Form will be invalid. The witness must be over 18 years of age and should not be another joint holder signing the Tender Form. The same witness may witness the signature of each joint holder. The witness should also print his/her name where indicated. A Corporation must execute this Tender Form under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which s.44 of the Companies Act 2006 applies may execute this Tender Form by a director and the company secretary or by two directors of the company or by a director of the company in the presence of a witness who attests the signature, signing the Tender Form and inserting the name of the company above their signatures. Each such person signing this Tender Form for a company should state the office which he/she holds. A body corporate incorporated outside the UK may execute this Tender Form in accordance with the laws of the territory in which it is incorporated provided that execution is expressed to be by the company. If the Tender Form is not signed by the registered holder(s), insert the name(s) and capacity (e.g., attorney or executor(s)) of the person(s) signing the Tender Form in the presence of a witness who must also sign Box 3 where indicated. You should also deliver evidence of your authority in accordance with the notes on page 5. This Tender Form should not be signed in the Prohibited Territories. This Tender Form shall, when executed, take effect as a deed.

**Fiduciaries, Representatives and Authorization**

Where this Tender Form is executed by a person on behalf of an executor, administrator, trustee, guardian, corporation, partnership or association or is executed by any other person acting in a representative or fiduciary capacity. This Tender Form must be accompanied by satisfactory evidence of their proof of appointment and authority to act. The Offeror, at its discretion, may require additional evidence of appointment or authority or additional documentations.

**4****US AND OTHER OVERSEAS PERSONS**

If you are unable to give the warranties and representatives required by paragraphs (d) and (e) of Part C of the Offer Document, you must put "No" in Box 4. Unless you do so you will be deemed to have given such warranties and representations.

**5****ALTERNATIVE ADDRESS**

Complete Box 5 if you wish the consideration and/or other documents to be sent to someone other than the sole or first-named registered holder at the address set out in Box 1 (e.g., your bank manager or stock broker).

**Kindly Note:** To the extent this form is personalised, (A) this form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon, and (B) this form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. The Offeror and Capita Asset Services accept no liability for any instruction that does not comply with these conditions.

**6**

The date of execution should be inserted in Box 6.



**ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS TENDER FORM**

**In order to be effective, this Tender Form must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney. A body corporate incorporated in England and Wales may execute this Tender Form under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company to which section 44 of the Companies Act 2006 applies may execute this Tender Form by a director and the company secretary or by two directors or by a director in the presence of a witness who attests the signature, signing this Tender Form and inserting the name of the company above their signatures. Each such person signing this Tender Form should state the office which he/she holds in the relevant company.**

In order to avoid inconvenience and delay, the following points may assist you:

**1. If a holder is away from home (e.g. abroad or on holiday):**

Send this Tender Form by the quickest means (e.g. airmail) to the holder (but not in or into or from the Prohibited Territories) for execution or, if he has executed a power of attorney, have this Tender Form signed by the attorney in the presence of a witness who must also sign this Tender Form. In the latter case, the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor) must be lodged with this Tender Form. **No other signatures are acceptable.**

**2. If you have sold or transferred all, or wish to sell or transfer part, of your holding of BSD Shares:**

If you have sold or transferred all of your BSD Shares, you should send the Offer Document and reply-paid envelope but not any personalised Tender Form or Tax Declaration Form at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee (but not in or into or from the Prohibited Territories). If your BSD Shares are in certificated form, and you wish to sell or transfer part of your holding of BSD Shares and to accept the Offer in respect of the balance but are unable to obtain the balance share certificate by November 1, 2016, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or indication, signed on behalf of B.S.D Crown Ltd.'s Registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, in respect of the balance of your holding of BSD Shares.

**3. If the sole holder has died:**

A grant of probate or letters of administration must be obtained in respect of the relevant BSD Shares. If the grant of probate or letters of administration has/have been registered with B.S.D Crown Ltd.'s registrars, this Tender Form must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Tender Form. This Tender Form should then be lodged with Capita Asset Services at either of the addresses given on the cover page of this Tender Form, together with the relevant share certificate(s) and/or other document(s) of title. If the grant of probate or letters of administration has/have not been registered with B.S.D Crown Ltd.'s registrars, the personal representative(s) or the prospective personal representative(s) should sign this Tender Form and forward it to Capita Asset Services at either of the addresses given on the cover page of this Tender Form, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, the grant of probate or letters of administration must be lodged before the consideration due under the Offer can be forwarded to the personal representative(s).

**4. If one of the joint holders has died:**

This Tender Form is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and lodged with the share certificate(s) and/or other document(s) of title, as well as the death certificate(s) and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.

**5. If your certificate(s) are held by your stockbroker, bank or other agent:**

- (a) If your share certificate(s) or other document(s) of title are with your stockbroker, bank or other agent, you should complete this Tender Form and, if the certificate(s) are readily available, arrange for this Tender Form to be lodged by such agent with Capita Asset Services at the addresses given on the cover page of this Tender Form, accompanied by the share certificate(s) and/or other document(s) of title.
- (b) If the certificate(s) is/are not readily available, lodge this Tender Form with Capita Asset Services at the addresses given on the cover page of this Tender Form, duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter. (It will be helpful for your agent, unless he is in the Prohibited Territories, to be informed of the full terms of the Offer.)

**6. If you have lost any of your share certificate(s) and/or other document(s) of title:**

Complete and execute this Tender Form and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Capita Asset Services at the address given on the cover page of this Tender Form. At the same time you should write to B.S.D Crown Ltd.'s Registrars, Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Capita Asset Services at either of the addresses given on the cover page of this Tender Form.

**7. If the Tender Form is signed under a power of attorney:**

The completed Tender Form, together with any share certificate(s) and/or other document(s) of title, should be lodged with Capita Asset Services at either of the addresses set out on the cover page of this Tender Form, accompanied by the original power of attorney (or a copy thereof duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Capita Asset Services and returned as directed.

**8. If your full name or other particulars differ from those appearing on your share certificate:**

- (a) Incorrect name *e.g.*:  
 Name on the certificate(s) .....John Smith  
 Correct name .....Jon Smyth  
 complete this Tender Form with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Tender Form are one and the same.
- (b) Incorrect address: insert the correct address in Box 1 of this Tender Form.
- (c) Change of name: lodge your marriage certificate or the deed poll with this Tender Form for noting. These documents will be returned as directed.

**9. If you are outside the United Kingdom:**

The attention of overseas shareholders is drawn to paragraph 7 of Part B and to Part C of Part 2 of the Offer Document.

**10. Payment of Consideration:**

The consideration payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or by hand (during normal business hours) to Capita Asset Services at either of the addresses set out on the cover page of this Tender Form.

**11. Incomplete Forms:**

Without prejudice to the Offer Document, the Offeror and/or its agents reserve the right to treat as valid any acceptance of the Offer which is not entirely in order or which is not accompanied by the relevant share certificate(s) and/or other document(s) of title. In either event, no consideration due under the Offer will be sent until after the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to the Offeror have been received.





