

Date: 30 May 2021  
Ref: CORPAC/BSR/

**Computershare Investor Services PLC**  
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Re: B.S.D. Crown Ltd. (the "Company")

Dear Depositary Interest Holder,

Capitalized terms not otherwise defined herein have the respective meanings given to them in the Merger Agreement, a copy of which may be found on the Company's website, [www.bsd-c.com](http://www.bsd-c.com).

**The Merger of Yoseph Zvi 2021 Management Ltd. ("Merger Sub") with and into the Company was approved by shareholders at an Extraordinary General Meeting of the Company on 27 April 2021 and is expected to be completed on May 30, 2021 (the "Completion").**

#### **To claim cash consideration**

The anticipated Completion will result in your current holding of Depositary Interests in B.S.D. Crown Ltd. under ISIN IL0010830219 being purchased on the date of the Completion, expected to be May 30, 2021.

In order to receive the applicable consideration due to you pursuant to the Agreement and Plan of Merger, dated March 17, 2021 (the "Merger Agreement"), by and among Yossi Willi Management and Investments Ltd., a company organized under the laws of the State of Israel ("Purchaser 1"), Zvi v & Co. Company Ltd., a company organized under the laws of the State of Israel ("Purchaser 2", and together with Purchaser 1, collectively and individually, "Purchaser"), Merger Sub, and the Company, you must follow the instructions set out below.

We anticipate the claim window to be available from Tuesday 1 June 2021. To claim cash consideration for Depositary Interests in relation to B.S.D. Crown Ltd held as of May 30, 2021, you should send (or, if you are a CREST sponsored member, procure that your CREST sponsor sends) to Euroclear a USE Instruction in relation to such Depositary Interests. The USE instruction must be properly authenticated in accordance with Euroclear's specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- the ISIN number for the B.S.D. Crown Ltd Depositary Interests. This is IL0010830219;
- the number of B.S.D. Crown Ltd Depositary Interests to be surrendered
- your member account ID;
- your participant ID;
- the participant ID of the paying agent. This is 3RA38;
- the member account ID of the paying agent for the settlement. This is BSDCROWN;
- the intended settlement date. This should be as soon as possible and, in any event, not later than 1.00pm on 26 November 2021 (the latest claim date through Computershare); and
- the corporate action number of the settlement. This is allocated by Euroclear and will be available on screen from Euroclear.

You should note that there is a window to claim your cash consideration through Computershare, as detailed in the Merger Agreement after which time you will need to claim through the Company. Payments are anticipated to be made within 21 days of receipt of the completed USE instruction and valid tax declaration form as detailed below. Please note that for payment to be released both the USE and the tax forms described below must be provided.

Continues overleaf

**Israeli Tax Withholding**

Beneficial owners will be subject to withholding at source on account of Israeli tax in accordance with the rates prescribed by Israeli law and the withholding procedures set forth in the Merger Agreement. As such, DI holders must provide tax forms for each beneficial owner in order for the relevant funds to be released, as set forth in Exhibit A hereto. Such forms will be provided to ESOP Management and Trust Services Ltd., which has been engaged to act as withholding agent in connection with the Merger (the "Withholding Agent"). The Withholding Agent will be responsible for the deduction and remittance of Israeli withholding tax.

When returning the tax forms with respect to beneficial owners (including, with respect to individuals seeking exemption from Israeli tax withholding, a copy of their non-Israeli passport), please ensure that a cover letter is attached containing a table that clearly states the account that the forms are in relation to and the number of shares per beneficial owner. Please also email this table to [bsdcrown@computershare.co.uk](mailto:bsdcrown@computershare.co.uk).

Please see example table format below:

<b>Participant ID</b>	<b>Member Account</b>	<b>Beneficial Owner Name</b>	<b>Number of Shares Surrendered</b>

It is recommended that beneficial owners consult their own tax advisor as to the specific tax implications of the cash payments (as described herein) that may be made under the Merger Agreement, including the applicability and effect of the tax laws of any jurisdiction.

Please refer to the Merger Agreement on the company website [www.bsd-c.com](http://www.bsd-c.com) for full details.

Should you have any questions please contact us on +44 (0370) 707 4040 or write to the address above.

Yours sincerely

For Depositary

Exhibit A – Israeli Tax Withholding

**Please consult your own tax advisor as to the specific tax implications of the cash payments (as described herein) that may be made to you under the Merger Agreement, including the applicability and effect of the tax laws of any jurisdiction.**

**Non-Residents of Israel**

**Qualified holders are strongly urged to complete and return the "Declaration of Status for Israeli Income Tax Purposes" (the "Tax Declaration"), which begins on the following page, such that you may receive your share of Merger Consideration WITHOUT WITHHOLDING for Israeli income tax.**

**Please note the following:**

- **If you are an individual, you are required to attach a copy of your non-Israeli passport as part of the Tax Declaration.**
- **If the net worth of your shares is greater than \$100,000, you are required to attach a Tax Residency Certificate issued by your local tax authorities as part of the Tax Declaration**

If you are NOT a resident of Israel for purposes of Israeli income tax, but nonetheless do not qualify to complete all of the certifications set forth on the Tax Declaration, or do not wish to complete all of the certifications set forth on the Tax Declaration, please complete only Part I of the Tax Declaration and check one of the following boxes.

**WE STRONGLY URGE YOU TO CONSULT WITH A TAX ADVISOR BEFORE CHECKING EITHER OF THESE BOXES.**

I AM NOT A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES BUT I NEVERTHELESS CANNOT, OR DO NOT WISH TO, COMPLETE THE TAX DECLARATION AND I WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX.

I AM NOT A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES BUT I NEVERTHELESS CANNOT, OR DO NOT WISH TO, COMPLETE THE TAX DECLARATION AND HAVE OBTAINED A VALID WITHHOLDING CERTIFICATE, ATTACHED; I WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX (IF ANY) PER THE ATTACHED CERTIFICATE.

**Residents of Israel**

If you are a resident of Israel for purposes of Israeli income tax, please complete only Part I of the Tax Declaration and check one of the following boxes.

I AM A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES AND WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX.

I AM A RESIDENT OF ISRAEL FOR ISRAELI INCOME TAX PURPOSES AND HAVE OBTAINED A VALID WITHHOLDING CERTIFICATE, ATTACHED; I WISH TO RECEIVE MY SHARE OF MERGER CONSIDERATION NET OF REQUIRED WITHHOLDING FOR ISRAELI INCOME TAX (IF ANY) PER THE ATTACHED CERTIFICATE.



החטיבה המקצועית  
מחלקת מיסוי שוק ההון

נספח - ב'

**DECLARATION OF STATUS FOR ISRAELI INCOME TAX PURPOSES**

You are receiving this form "Declaration of Status for Israeli Income Tax Purposes" as a holder of Ordinary Shares, nominal value of 0.01 New Israeli Shekels per share (the "Shares") of B.S.D. Crown Ltd. (the "Company"), in connection with the merger of the Company with Yoseph Zvi 2021 Management Ltd., a company organized under the laws of Israel. By completing this form in a manner that would substantiate your eligibility for an exemption from Israeli withholding tax, you will allow the Israeli paying agent, ESOP Management and Trust Services Ltd., your broker or any other withholding agent, or their authorized representatives to exempt you from Israeli withholding tax.

<b>PART I Identification and details of Shareholder (including Eligible Israeli Brokers)</b>	
<b>1. Name:</b> (please print full name)	<b>2. Type of Shareholder</b> (more than one box may be applicable): <input type="checkbox"/> Corporation (or Limited Liability Company) <input type="checkbox"/> Individual <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Other: _____
	<input type="checkbox"/> Bank <input type="checkbox"/> Broker <input type="checkbox"/> Financial Institution
<b>3. For individuals only:</b> Date of birth: ____/____/____ month / day / year	<b>4. For all other Shareholders</b> Country of incorporation or organization:
Country of residence:	Registration number of corporation (if applicable):
Countries of citizenship (name all citizenships):	Country of residence:
Taxpayer Identification, Social Security No. (if applicable), or UK National Insurance Number:	
<b>5. Permanent Address</b> (state, city, zip or postal code, street, house number, apartment number):	
<b>6. Mailing Address</b> (if different from above):	<b>7. Contact Details:</b> Name: _____ Capacity: _____ Telephone Number _____ (country code, area code and number):
<b>8. I hold the Shares of the Company</b> (mark X in the appropriate place): <input type="checkbox"/> directly, as a Registered Holder <input type="checkbox"/> Through a Broker/Nominee, or otherwise through a Depository Interest. If you marked this box with respect to a Broker or Nominee, please state the name of your Broker/Nominee: _____	
<b>9. I am the beneficial owner (directly or indirectly) of less than 5% of the Company's issued shares.</b> Yes <input type="checkbox"/> No <input type="checkbox"/>	



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<b>PART II</b>	<b>Declaration by Non-Israeli Residents ► Eligible Israeli Brokers should not complete this Part II</b>
<b>A. To be completed only by Individuals.<sup>1</sup></b> I hereby declare that: (if the statement is correct, mark X in the following boxes)	
A.1 <input type="checkbox"/> I am NOT and at the date of purchase of my Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in <u>Appendix A</u> attached hereto) which means, among other things, that: The State of Israel is not my permanent place of residence, The State of Israel is neither my place of residence nor that of my family, My ordinary or permanent place of activity is NOT in the State of Israel and I do NOT have a permanent establishment in the State of Israel, I do NOT engage in an occupation in the State of Israel, I do NOT own a business or part of a business in the State of Israel, I am NOT insured by the Israeli National Insurance Institution, I was NOT present (nor am I planning to be present) in Israel for 183 days or more during this tax year (i.e., 1 January 2021 to 31 December 2021), I was NOT present (nor am I planning to be present) in Israel for 30 days or more during this tax year (i.e., 1 January 2021 to 31 December 2021),, and the total period of my presence in Israel during this tax year and the two previous tax years is less than 425 days in total;	
A.2 <input type="checkbox"/> I acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996). <input type="checkbox"/> My share's net worth is less than \$100,000. <sup>2</sup>	
<b>B. To be completed by Corporations (except Partnerships and Trusts).</b> I hereby declare that: (if correct, mark X in the following boxes)	

<sup>1</sup> Each individual has to attach a copy of his foreign passport as part of this tax declaration.

<sup>2</sup> If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.



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- B.1  The corporation is NOT and at the date of purchase of its Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in Appendix A attached hereto) which means, among other things, that:  
The corporation is NOT registered with the Registrar of Companies in Israel,  
The corporation is NOT registered with the Registrar of “Amutot” (non-profit organizations) in Israel,  
The control of the corporation is NOT located in Israel,  
The management of the corporation is NOT located in Israel,  
The corporation does NOT have a permanent establishment in Israel, and  
No Israeli resident holds, directly or indirectly through shares or through a trust or in any other manner or with another who is an Israeli resident, 25% or more of any “means of control” in the corporation as specified below:
- The right to participate in profits;
  - The right to appoint a director;
  - The right to vote;
  - The right to share in the assets of the corporation at the time of its liquidation; and
  - The right to direct the manner of exercising one of the rights specified above;
- B.2  The corporation acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996).  
 My share's net worth is less than \$100,000.<sup>3</sup>

**C. To be completed by Partnerships.** I hereby declare that: (if correct, mark X in the following boxes)

- C.1  The partnership is NOT and at the date of purchase of its Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in Appendix A attached hereto) which means, among other things, that:  
The partnership is NOT registered with the Registrar of Partnerships in Israel,  
The control of the partnership is NOT located in Israel,  
The management of the partnership is NOT located in Israel,  
The partnership does NOT have a permanent establishment in Israel,  
NO Israeli resident holds, directly or indirectly via shares or through a trust or in any other manner or with another who is an Israeli resident, 25% or more of the rights in the partnership, and  
NO partner in the partnership is an Israeli resident;
- C.2  The partnership acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996).  
 My share's net worth is less than \$100,000.<sup>4</sup>

**D. To be completed by Trusts.** I hereby declare that: (if correct, mark X in the following boxes)

<sup>3</sup> If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.

<sup>4</sup> If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.



החטיבה המקצועית  
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- D.1  The trust is NOT and at the date of purchase of its Shares was not a “resident of Israel” for tax purposes (as defined under Israeli law and provided in Appendix A attached hereto) which means, among other things, that:  
The trust is NOT registered in Israel,  
The settlor of the trust is NOT an Israeli resident,  
The beneficiaries of the trust are NOT Israeli residents, and  
The trustee of the trust is NOT an Israeli resident;
- D.2  The trust acquired the Shares on or after the initial public offering of the Company on the London Stock Exchange (i.e., after 1996).  
 My share/s net worth is less than \$100,000.<sup>5</sup>

**PART III** Declaration by Israeli Bank, Broker or Financial Institution (► Non-Israeli Residents should not complete this Part III)

I hereby declare that: (if correct, mark X in the following box)

- I am a bank, broker or financial institution that is a “resident of Israel” within the meaning of that term in Section 1 of the Ordinance as provided in Appendix A, I am holding the Shares solely on behalf of beneficial shareholder(s) and I am subject to the provisions of the Ordinance and the regulations promulgated thereunder relating to the withholding of Israeli tax, including with respect to the cash payment (if any) made by me to such beneficial shareholder(s) with respect to Shares in connection with the Merger.

**PART IV** Certification. By signing this form, I also declare that:

- I understand this form and have completed it correctly.  
I have provided accurate, full and complete details in this form.  
I am aware that providing false details constitutes a criminal offense.  
I am aware that this form may be provided to the Israeli Tax Authority, in case the Israeli Tax Authority so requests, for purposes of audit or otherwise.

Number of Shares: \_\_\_\_\_

**SIGN HERE ►** \_\_\_\_\_

Signature of Shareholder

\_\_\_\_\_ Date

\_\_\_\_\_ Capacity in which acting (or individual authorized to sign on your behalf)

<sup>5</sup> If your shares' net worth exceeds \$100,000, please provide a Tax Residency Certificate issued by your local tax authorities as part of this tax declaration.

## APPENDIX A OF DECLARATION FOR FOREIGN RESIDENTS

### Definitions for Declaration for Foreign Residents

#### “Resident of Israel for Israeli Tax Purposes”

Section 1 of the Israeli Income Tax Ordinance [New Version], 1961 (“Israeli Income Tax Ordinance”) defines a “resident of Israel” or a “resident” as follows:

- (A) **with respect to an individual** – a person whose center of vital interests is in Israel; for this purpose the following provision will apply:
- (1) in order to determine the center of vital interests of an individual, account will be taken of the individual’s family, economic and social connections, including:
    - (a) place of permanent home;
    - (b) place of residential dwelling of the individual and the individual’s immediate family;
    - (c) place of the individual’s regular or permanent occupation or the place of his permanent employment;
    - (d) place of the individual’s active and substantial economic interests;
    - (e) place of the individual’s activities in organizations, associations and other institutions;
  - (2) the center of vital interests of an individual will be presumed to be in Israel if:
    - (a) the individual was present in Israel for 183 days or more in the tax year; or
    - (b) the individual was present in Israel for 30 days or more in the tax year, and the total period of the individual’s presence in Israel that tax year and the two previous tax years is 425 days or more;
    - (c) for the purposes of this provision, “day” includes a part of a day.
  - (3) the presumption in subparagraph (2) may be rebutted either by the individual or by the assessing officer.
- (B) **with respect to a body of persons** – a body of persons which meets one of the following:
- (1) it was incorporated in Israel;
  - (2) the control and management of its business are exercised in Israel.”