

# Shagrir Group Vehicle Services Ltd.

Company No.515158665

## Voting Ballot

*-Part One-*

**In accordance with the Companies Regulations (Ballot Voting and Position Statements)  
5766 – 2005**

1. **Meeting type:** Special Meeting of the Company's Shareholders.
2. **Meeting date:** Thursday, November 3, 2016, at 2:00 PM.
3. **Meeting location:** Offices of the Company, at 8 Hanefach Street, Holon (hereinafter: the "Company's Offices").
4. **Items on the agenda that may be voted on by ballot:**  

The Company's engagement in an agreement with the Company's controlling shareholder, DBSI Investments Ltd., for management services.
5. **Review of the Full Text of Items on the Agenda**  

Any document related to the matters on the agenda may be reviewed at the Company's Offices by appointment on Sunday-Thursday on business days between 10:00 AM and 4:00 PM, by appointment with Ms. Revital Avrahami (tel.: 03-5578877).
6. **The majority required to adopt the resolutions on the agenda:**  

The majority required to approve the resolutions on the meeting agenda is as stated in Section 275(A)(3) of the Companies Law, whereby a majority of votes of the shareholders present and participating in the vote is required, provided that one of the following is met:

  - 6.1 A majority of votes cast at the General Meeting includes a majority of the votes of shareholders who do not have a personal interest in the approval of the transaction, that are participating in the vote; in counting all votes of shareholders, abstentions shall not be taken into account; parties with a personal interest shall be subject to the provisions of Section 7 below.
  - 6.2 The total of opposing votes among the shareholders described in Section 6.1 above will not exceed a rate of 2% of all of the voting rights in the Company.
7. It is noted that in Part B of this Voting Ballot - "Voting" - a special place is designated for indicating whether you have a personal interest in approval of the resolutions on the agenda of the meeting and nature of the personal interest and/or being included in the Company's controlling shareholders. **A shareholder who does not indicate whether he has a personal interest in approval of the resolution as stated and does not indicate the nature of the personal interest, or whether he is a controlling shareholder, as applicable, will not have his votes counted.**

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8. An unregistered shareholder may vote through the electronic voting system.
9. The ballot will be valid regarding unregistered shareholders only if Confirmation of Ownership is attached or if the Company is sent Confirmation of Ownership through the electronic voting system.
10. A ballot will be valid for a registered shareholder under Section 177(2) of the Companies Law, only if a copy of an Israeli identity document, passport or certificate of incorporation is attached.
11. The voting ballot must be delivered, together with the documents listed in Sections 9 and 10 above, as appropriate and as applicable, to the Company's Offices by four hours before the convening of the meeting, at 10:00 AM on the day of the meeting.
12. The electronic voting system will be closed six hours before the convening of the meeting, at 8:00 AM on the day of the meeting.
13. Company Address for the Delivery of Ballots and Position Statements: 8 Hanefach St., Holon.
14. Delivery of Position Statements  
The deadline for providing position statements by the Company is October 24, 2016;  
Deadline for delivery of the board of director's response to the position statements is October 29, 2016.
15. Address of the Distribution Site and Website of the Stock Exchange  
The following are the addresses of the Distribution Site and the Website of the Tel Aviv Stock Exchange Ltd. (the "**Stock Exchange**"), on which the voting ballots are located: the website of the Stock Exchange is [www.tase.co.il](http://www.tase.co.il). The address of the distribution site is <http://www.magna.isa.gov.il>.
16. An unregistered shareholder may receive, via email, at no cost, a link to the text of the voting ballot and the position statements on the Distribution Site, from the Stock Exchange member through which he holds shares, unless he has notified the Stock Exchange member that he does not wish to receive such a link or would like to receive the voting ballot via mail in consideration for payment. Notice regarding the voting ballot will also apply regarding receipt of the position statements;
17. An unregistered shareholder may receive confirmation of ownership at the branch of the Stock Exchange Member or by mail, if he so requests. Requests in this regards shall be made in advance with regards to a specific securities account. An unregistered shareholder may show that the Confirmation of Ownership was transferred to the Company through the

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electronic voting system.

18. One or more shareholder holding shares representing five percent or more of the total voting rights in the Company, as well as anyone holding such rate as stated of the total voting rights that are not held by a controlling shareholder of the Company as defined in Section 268 of the Companies Law, is entitled on his own or through an agent on his behalf, after the meeting convenes, to review the voting ballots and voting records at the Company's registered offices during customary working hours, through the electronic voting system reaching the Company.

Holdings of 400,195 ordinary shares of the Company, constituting holdings of 5% of the total voting rights of the Company. The number of shares constituting 5% of the total voting rights in the Company that are not held by the Company's controlling shareholder is approximately 255,005 ordinary shares of the Company.

19. After publication of the voting ballot, it is possible that there will be changes to the agenda, including the addition of an item on the agenda, position statements may be published, and the update agenda and position statements published in the Company's reports on the Distribution Site may be reviewed.
20. The deadline by which the Company will publish an amended voting ballot, if a matter is requested to be added to the agenda as set forth in Section 12 of the report convening the meeting, will be October 20, 2016.

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## Voting Ballot

-Part Two-

Company's Address (for delivering and mailing voting ballots): 8 Hanefach Street, Holon.

Meeting date: Thursday, November 3, 2016, at 2:00 PM.

Meeting type: Special Meeting of the Company's Shareholders.

The Effective Date: October 6, 2016.

### Shareholder Details

1. Name of shareholder: \_\_\_\_\_.

2. Identity number: \_\_\_\_\_.

If the shareholder does not have an Israeli I.D. document –

Passport No.: \_\_\_\_\_ Issuing country: \_\_\_\_\_ Expires: \_\_\_\_\_.

If the shareholder is a corporation –

Corporation no.: \_\_\_\_\_ Country of incorporation: \_\_\_\_\_.

**Notice of identity of the voter (please mark ✓ in the appropriate place on the table)**

<u>INSTITUTIONAL INVESTOR</u>	<u>INTERESTED PARTY</u>	<u>SENIOR OFFICER</u>	<u>I AM NOT ONE OF THESE ENTITIES</u>

Voting:

No.	On the agenda:	Voting <sup>1</sup>			Do you have a personal interest in the resolution or are you a controlling shareholder of the Company <sup>2</sup>	
		For	Against	Abstention	Yes	No
1.	The Company's engagement in an agreement with the Company's controlling shareholder, DBSI Investments Ltd., for management services					

Shareholders holding shares by means of a member of the Stock Exchange (as per Section 177(1) of the Companies Law) – this ballot is valid only when accompanied by confirmation of ownership, excluding in cases in which the vote is through the electronic system.

<sup>1</sup>**Failure to indicate shall be considered an abstention from voting.**

<sup>2</sup>**A shareholder who does not fill in this column or marks "Yes" and does not describe will not have his vote counted.**

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Shareholders listed in the company shareholder registry – this ballot is valid only when accompanied by a photocopy of I.D. booklet/passport/certificate of incorporation.

If you have a personal interest in approval of the resolution on the agenda as described above, please specify the nature of this interest below:

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\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature