

DRAGONTAIL SCHEME IMPLEMENTATION UPDATE

22 July 2021: Dragontail Systems Limited (ASX:DTS, **Dragontail** or **DTS**), bringing process efficiency and improving customer satisfaction through its Algo SaaS platform and QT AI camera system to the Quick Service Restaurant (QSR) and foodservice industry, is pleased to provide an update on the Scheme of Arrangement (**Scheme**) to effect the acquisition by Yum Connect Australia Pty Ltd, as follows:

- As foreshadowed in the DTS announcement made on 19 July 2021, the Scheme Booklet was despatched to DTS ordinary shareholders today. DTS ordinary shareholders who have elected to receive electronic communications will receive the materials by email. All other shareholders will receive a letter by post with a link to the Scheme Booklet.
- If you have any questions in relation to the Scheme Booklet or the Scheme, please call the Dragontail Share Registry on +61 8 9389 8033 Monday to Friday between 9.00am and 5.00pm (Perth time).

This ASX Announcement was approved and authorised by Dragontail's Managing Director.

Ido Levanon, CEO
P: +61-3 9010 5759

Glen Zurcher, Investor Relations
P: +61 420 249 299 / glen@viriair.com

About Dragontail Systems

Dragontail is revolutionising the Quick Service Restaurant (QSR) and foodservice industry with its core technology offering being its patented **Algo Platform** and **QT AI camera system**, sold under a cloud-based monthly subscription-based Software-as-a-Service (SaaS) revenue model which results in time and cost savings, and improved customer satisfaction through:

- Optimising and managing kitchen process task flow and timing from order to delivery
- Checking food quality and consistency
- Providing customers visibility over their food orders
- Acting as a valuable training tool for staff
- Controlling for food hygiene and sanitisation
- Managing driver activities leading to increased efficiency

The **Algo Platform** is the first system in the world to fully automate and streamline the kitchen flow to deliver an immediate and significant return on investment to fast food and quick service restaurants. The Algo integrates into a QSR's point of sale (POS) system.

The **QT AI camera** system's sensor and camera automatically monitor the preparation and cooking process in the kitchen. Using proprietary patented advanced AI machine-learning technology, the system keeps improving its diagnostics, becoming even more efficient. The QT has been upgraded in 2020 for hygiene and sanitisation checking. Dragontail's offering consists of:

1. **Total Technology solution:** Algo Platform + POS + online ordering developed by Dragontail in partnership, resulting in a full and ready integration).
2. **Algo Platform or full Algo:** Ready to integrate into an existing QSR POS system, managing the entire food preparation process from order to delivery.
3. **Algo Lite:** A delivery module – driver tracking and order aggregation. A QSR may begin with this system and migrate across to the full Algo over time.
4. **QT AI camera quality system:** Proprietary developed camera hardware and software used to quality control food preparation.

Dragontail is rolling out its technology globally and has signed contracts with leading QSR franchisors and franchisees including key contracts with Yum! Brands, TelePizza and household names like Dominos, Pizza Hut, KFC, Papa John's and Sweetgreen, and has formed partnerships with global aggregators (third party delivery operators such as Uber Eats, Deliveroo, DoorDash, Grab and FOOD PANDA), across a growing number of countries globally.

For more information, visit www.dragontail.com.

22 July 2021

Dear Shareholder,

SCHEME MEETING, SCHEME BOOKLET & IMPORTANT FORMS

Dragontail Systems Ltd (ACN 614 800 136) (ASX:**DTS**) invites its ordinary shareholders to attend the Scheme Meeting to be held at Level 9, 40 St Georges Terrace, Perth, Western Australia 6000 at 12 noon (Perth time) on Monday, 23 August 2021.

The Scheme Meeting is important. At that meeting, DTS ordinary shareholders will be asked to consider and (if thought fit) approve a resolution which is required to implement the proposed acquisition of DTS by Yum Connect Australia Pty Ltd by way of scheme of arrangement.

How to attend the Scheme Meeting

The Scheme Meeting will be held with the appropriate social gathering and physical distancing measures in place to comply with the applicable government restrictions for physical gatherings.

DTS ordinary shareholders will also be able to attend the Scheme Meeting virtually (online). Details of how to attend virtually are included on your Proxy Form (enclosed).

If you are unable to attend the Scheme Meeting in person or virtually, DTS encourages you to vote by completing your Proxy Form and lodging it with the DTS Share Registry by the due date and time specified on the Proxy Form.

How to access the Scheme Booklet

The Scheme Booklet, which includes the notice convening the Scheme Meeting, is available electronically. Unless requested, DTS will not send you a hard copy of the Scheme Booklet. You can access the Scheme Booklet online at the following link: <https://www.dragontail.com/investors/scheme>

Alternatively, a complete copy of the Scheme Booklet is available on the ASX market announcements website: <https://www2.asx.com.au/markets/company/DTS>

If you would like to receive a hard copy Scheme Booklet, please call the DTS Share Registry on +61 8 9389 8033 Monday to Friday between 9.00am and 5.00pm (Perth time).

Important forms enclosed

As you have not elected to receive notices by email, the following forms are enclosed for your convenience:

- **your personalised Proxy Form** – This form must be lodged by no later than 12 noon (Perth time) on Saturday, 21 August 2021. This form includes instructions on how to lodge your proxy and how to attend the Scheme Meeting virtually (online).
- **a bank account details update form** – Please complete and return this form to help facilitate payment of your Scheme Consideration.
- **an Israeli Withholding Tax Declaration form** – Unless you are eligible for an exemption, Israeli Withholding Tax will be withheld from your Scheme Consideration. Please read Sections 2.2 and 12 and Annexure B of the Scheme Booklet for further information as to the Israeli withholding tax arrangement that applies to you, including the documentation that you will have to provide in order to determine your eligibility for an exemption from or reduced rate of withholding from your Scheme Consideration.

The Scheme Booklet and the enclosed forms are important and require your immediate attention. You should read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the resolution to implement the Scheme. If you are in any doubt as to how to deal with the Scheme Booklet or the enclosed forms, you should consult your broker, financial adviser or other professional adviser immediately.

If you would like to receive a hard copy Scheme Booklet or if you have any questions, please call the DTS Share Registry on +61 8 9389 8033 Monday to Friday between 9.00am and 5.00pm (Perth time).

Yours faithfully,

Stephen Hewitt-Dutton
Company Secretary



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the Meeting, the Company has determined that shareholders will have the opportunity to attend the Meeting in person as well as to participate in the Meeting virtually through an online platform provided by Advanced Share Registry.

SCHEME MEETING PROXY FORM

I/We being shareholder(s) of Dragontail Systems Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chairman of the Meeting **OR**



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Scheme Meeting of the Company to be held **virtually and at Level 9, 40 St George's Terrace, Perth WA 6000 on 23 August 2021 at 12 noon (Perth time)** and at any adjournment or postponement of that Meeting.

CHAIRMAN'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chairman intends to vote undirected proxies in favour of the Resolution. In exceptional circumstances the Chairman may change his/her voting intention on the Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTION

Scheme Resolution

For Against Abstain*

DTS Shareholders entitled to vote at the Scheme Meeting will be asked to consider and, if thought fit, to pass, with or without modification, the following resolution:

"That, in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth), the scheme of arrangement proposed between Dragontail Systems Limited and the holders of its fully paid ordinary shares (Scheme), as contained in and more particularly described in the scheme booklet of which the notice convening this meeting forms part, is approved and the Board of Directors is authorised to agree to such alterations or conditions as are thought fit by the Federal Court of Australia and, subject to the approval of the Scheme by the Federal Court of Australia, to implement the Scheme with any such alterations or additions."

☐ ☐ ☐



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form must be validly executed by wet ink signature only. Electronic signature will not be accepted. This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

DRAGONTAIL SYSTEMS LIMITED - SCHEME MEETING

As circumstances relating to COVID-19 may change at short notice, the Company encourages Shareholders to consider participating in the Meeting virtually through an online platform provided by Advanced Share Registry or voting by proxy rather than attending the Meeting in person.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal from 09 August 2021.

For any queries in relation to the Scheme, DTS Shareholders may call the Dragontail Share Registry on +61 8 9389 8033 Monday to Friday between 9.00am and 5.00pm (Perth time).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chairman may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

This form must be validly executed by wet ink signature only. Electronic signature will not be accepted.

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 12 noon (Perth time) on 21 August 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033

All correspondence and enquiries to:

ADVANCED SHARE REGISTRY

110 Stirling Highway, Nedlands Western Australia 6009

PO Box 1156, Nedlands Western Australia 6909

Telephone: (in Australia) 1300 113 258

(from overseas) +61 8 9389 8033

Facsimile: +61 8 6370 4203

Suite 8H, 325 Pitt Street, Sydney NSW 2000

PO Box Q1736, Queen Victoria Building, NSW 1230

Telephone: (02) 8096 3502

Website: www.advancedshare.com.auEmail: admin@advancedshare.com.au**SCHEME OF ARRANGEMENT PAYMENT BY BANK TRANSFER****A PAYMENT VIA BANK TRANSFER**

Please use a BLACK pen. Print CAPITAL letters inside the boxes below.

A B C

1 2 3

You may also update your Banking Instructions details online at our Share Registry website www.advancedshare.com.au.

I/We hereby request that the payment of the Scheme Consideration in cash in respect of my/our shareholding in Dragontail Systems Limited are to be redirected into the following bank / building society account:

Name of account

(Note: The name(s) must be the same as that/those printed above. Payment cannot be credited to third party accounts).

BSB Number (Bank/State/Branch)

Account Number

Name of Bank/Financial Institution

Branch Suburb/Town

Shareholder's Contact Name

Telephone Number

Email

B SIGN HERE – This section must be signed for your instructions to be executed

Securityholder 1(Individual)

Sole Director and Sole Company Secretary /
Director (Delete One)

Joint Securityholder 2

Director / Company Secretary (Delete One)

Joint Securityholder 3

Day

Month

Year

Note: If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry.
The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.

All correspondence and enquiries to:

ADVANCED SHARE REGISTRY

110 Stirling Highway, Nedlands Western Australia 6009
PO Box 1156, Nedlands Western Australia 6909
Telephone: (in Australia) 1300 113 258
(from overseas) +61 8 9389 8033
Facsimile: +61 8 6370 4203
Suite 8H, 325 Pitt Street, Sydney NSW 2000
PO Box Q1736, Queen Victoria Building, NSW 1230
Telephone: (02) 8096 3502
Website: www.advancedshare.com.au
Email: admin@advancedshare.com.au

SCHEME OF ARRANGEMENT PAYMENT BY TELEGRAPHIC TRANSFER FACILITY

PLEASE COMPLETE THIS FORM IN BLACK INK USING CAPITAL LETTERS.

A TELEGRAPHIC TRANSFER FACILITY

I/We hereby request that the payment of the Scheme Consideration in cash in respect of my/our shareholding in Dragontail Systems Limited are to be redirected into the following bank / building society account by Telegraphic Transfer:

BANK DETAILS

SWIFT/BIC CODE

BANK NAME

BANK ADDRESS

PAYEE DETAILS (Note: The name(s) must be the same as that/those printed above. Distributions cannot be credited to third party accounts).

ACCOUNT HOLDER NAME

ACCOUNT NUMBER

CURRENCY

INTERMEDIARY BANK DETAILS (IF APPLICABLE)

SWIFT/BIC CODE

BANK NAME

BANK ADDRESS

Shareholder's Contact Name**Telephone Number****Email****B SIGN HERE – This section must be signed for your instructions to be executed**

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary/
Director (delete one)

Director/Company Secretary (delete one)

Date

Signing Instructions

Individual:

This form is to be signed by the securityholder.

Joint Holding:

Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney:

To sign as Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form.

Companies:

Director, Company Secretary, Sole Director and Sole Company Secretary can sign. Please indicate the office held by signing in the appropriate space.

If you have any questions, please call the Dragontail Share Registry on +61 8 9389 8033 Monday to Friday between 9.00am and 5.00pm (Perth time).



All correspondence to:
Advanced Share Registry Limited
PO Box 1156, Nedlands
Western Australia 6909
110 Stirling Hwy, Nedlands
Western Australia 6009
Phone: +61 8 9389 8033
Fax: +61 8 6370 4203
Email: admin@advancedshare.com.au
Website: www.advancedshare.com.au

You are receiving this form “Declaration of Status for Israeli Income Tax Purposes” as a holder of Ordinary Shares, nominal value of AUD ____ per share (the “**Shares**”) Dragontail Systems Ltd. (the “**Company**”), in connection with the acquisition of the Company by Yum Connect Australia Pty Ltd., a company organized under the laws of Australia. By completing this form in a manner that would substantiate your eligibility for an exemption from Israeli withholding tax, you will allow a paying agent and/or an Israeli withholding tax agent and/or your broker or any other withholding agent, or their authorized representatives to exempt you from Israeli withholding tax.

PART I	Identification and details of Shareholder (including Eligible Israeli Brokers) (see instructions)	
1. Name: (please print full name) SRN(s)/HIN(s) for your DTS shareholding(s): _____ _____	2. Type of Shareholder (more than one box may be applicable): <div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <input type="checkbox"/> Corporation (or Limited Liability Company) <input type="checkbox"/> Individual <input type="checkbox"/> Trust <input type="checkbox"/> Partnership <input type="checkbox"/> Other: _____ ___ </div> <div style="width: 35%;"> <input type="checkbox"/> Bank <input type="checkbox"/> Broker <input type="checkbox"/> Financial Institution </div> </div>	
3. For individuals only:	4. For all other Shareholders	
Date of birth: ____/____/____ month / day / year	Country of incorporation or organization:	
Country of residence:	Registration number of corporation (if applicable):	
Countries of citizenship (name all citizenships):		
Passport No. (if applicable): _____	Country of residence:	
Passport's Issuer Country: _____ Or TIN No. _____		
5. Permanent Address (state, city, zip or postal code, street, house number, apartment number): 		
6. Mailing Address (if different from above): 	7. Contact Details: Name: _____ Capacity: _____ Telephone Number _____ (country code, area code and number):	
8. I hold the Shares of the Company (mark X in the appropriate place): <input type="checkbox"/> directly, as a registered holder <input type="checkbox"/> Through a broker. If you marked this box, please state the name of your broker: _____		
9. I hold less than 5% of the Company's issued shares. Yes <input type="checkbox"/> No <input type="checkbox"/>		
[Please see section 2.2 of the Scheme Booklet as to how the 5% is calculated.]		



החטיבה המקצועית
מחלקת שוק ההון

PART II	Declaration by Non-Israeli Residents (see instructions) ► Eligible Israeli Brokers should not complete this Part II
A. To be completed only by Individuals. 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: <ul style="list-style-type: none">• 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 was NOT present (nor am I planning to be present) in Israel for 30 days or more during this tax year, 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 Australian Securities Exchange (ASX) (i.e., after December 20 th , 2016). <input type="checkbox"/> My share's net worth is less than USD \$100,000. [Please see section 2.2 of the Scheme Booklet for number of shares.]	
B. To be completed by Corporations (except Partnerships and Trusts). I hereby declare that: (if correct, mark X in the following boxes)	
B.1 <input type="checkbox"/> 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 <u>Appendix A</u> attached hereto, which means, among other things, that: <ul style="list-style-type: none">• 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 via 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:<ul style="list-style-type: none">○ 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 <input type="checkbox"/> The corporation acquired the Shares on or after the initial public offering of the Company on the Australian Securities Exchange (ASX) (i.e., after December 20 th , 2016). <input type="checkbox"/> My share's net worth is less than USD \$100,000. [Please see section 2.2 of the Scheme Booklet for number of shares.]	
C. To be completed by Partnerships. I hereby declare that: (if correct, mark X in the following boxes)	



החטיבה המקצועית מחלקת שוק ההון

<p>C.1 <input type="checkbox"/> 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 <u>Appendix A</u> attached hereto, which means, among other things, that:</p> <ul style="list-style-type: none">• 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; <p>C.2 <input type="checkbox"/> The partnership acquired the Shares on or after the initial public offering of the Company on the Australian Securities Exchange (ASX) (i.e., after December 20th, 2016).</p> <p><input type="checkbox"/> My share's net worth is less than USD \$100,000. [Please see section 2.2 of the Scheme Booklet for number of shares.]</p>	
<p>D. To be completed by Trusts. I hereby declare that: (if correct, mark X in the following boxes)</p>	
<p>D.1 <input type="checkbox"/> 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 <u>Appendix A</u> attached hereto, which means, among other things, that:</p> <ul style="list-style-type: none">• 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; <p>D.2 <input type="checkbox"/> The trust acquired the Shares on or after the initial public offering of the Company on the Australian Securities Exchange (ASX) (i.e., after December 20th, 2016).</p> <p><input type="checkbox"/> My share's net worth is less than USD \$100,000. [Please see section 2.2 of the Scheme Booklet for number of shares.]</p>	
PART III	<p>Declaration by Israeli Bank, Broker or Financial Institution (see instructions)</p> <p>Non-Israeli Residents should not complete this Part III</p> <p>I hereby declare that: (if correct, mark X in the following box)</p> <p><input type="checkbox"/> 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 (See Instruction II), 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 Scheme of Arrangement.</p>
PART IV	<p>Certification. By signing this form, I also declare that:</p> <ul style="list-style-type: none">• I understood this form and completed it correctly and pursuant to the instructions.• I provided accurate, full and complete details in this form.• I am aware that providing false details constitutes 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.

SIGN HERE ►

Signature of Shareholder

Date

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

[\[This form may be completed and signed either in hardcopy \(ballpoint pen\) or electronically.\]](#)

[Once completed and signed, please return this form and all supporting documents to Advanced Share Registry either by post, fax, email or hand delivery - see address details on page 1 of this form.\]](#)



החטיבה המקצועית
מחלקת מיסוי שוק ההון

Appendix A

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.”