

JDS (BVI) Limited

(the "Company")

QUESTIONNAIRE TOWARD PUBLICATION OF PROSPECTUS

Attached herewith is a questionnaire to be completed by the directors, other interested parties and senior officers of the Company, for the purpose of providing information to be reviewed and/or used in connection with the prospectus of the Company about to be published in Israel, in 2015.

It is clear that some of the information requested below is in possession of the Company, but we wish to verify the information that we have with the information in your possession.

Should any changes occur between the time of your reply to the time at which the prospectus is published, please report to us immediately, even prior to the dates prescribed by law.

Should any clarifications arise or be requested in connection with the completion of this questionnaire, please contact:

Mr. Amir Tzafrir, Adv or Mr. Hod Mimun, Adv
at Goldfarb Seligman & Co., Law Offices
98 Yigal Alon Street.
Tel-Aviv
Telephone: 972-3-6089816, Fax: 972-3-60899885

Our respective email addresses are: Amir.Tzafrir@goldfarb.com; Hod.Mimun@goldfarb.com.

We would be grateful if you could forward us the completed and signed questionnaire as soon as possible.

Directions for Completion of the Questionnaire

Please answer all the questions in detail. In the event a question is not relevant, please specify: "not relevant". Should the reply be negative, please specify: "no" or "None".

Hereunder are a number of definitions taken from the Securities Law, 1968, and the regulations promulgated thereunder. Note that this questionnaire does not specify all the provisions and the definitions included in the said Law or Regulations.



Definitions

A. "A Party having an Interest in a Corporation"

1. One who holds five percent or more of the issued share capital of the corporation or of the power to vote therein, one who may appoint one or more of the directors of the corporation or its general manager (CEO), one who holds office as a director of the corporation or as its general manager, or a corporation in which said individual holds twenty five percent or more of its issued share capital, or of the power to vote therein or may appoint twenty five percent or more of its directors; for purposes of this paragraph:

1.1 A manager of a fund for joint investments in trust (a mutual fund) shall be considered as holding the securities included in the fund's assets.

1.2 Should an individual hold securities by means of a trustee, the trustee shall also be considered as the holder of the said securities; For this purpose, "trustee" - with the exception of a Registration Company¹ and with the except of a person holding the securities only by virtue of his position as a trustee to an arrangement in its meaning under section 46(a)(2)(6)² or as a trustee to allotment of shares to employees, as is defined in section 102 to the Tax Ordinance.

2. A subsidiary of the corporation, with the exception of a Registration Company.

B. "Holding" and "Purchase"

For purposes of securities or power to vote and the like - whether alone or together with others, whether directly or indirectly, by means of a trustee, trust company, registration company or otherwise; when this is a holding or purchase by a corporation - also by a subsidiary or a company related thereto, and when this is a holding or purchase by an individual - the individual and members of his/her family living with him or her, or [the individual and members of his/her family] when one is dependent on the other, shall be considered as a single individual.

C. "Family Member"

A spouse as well as a sibling, parent, grandparent, descendant, or descendant of a spouse, or the spouse of any one of these.

D. "Subsidiary"

A company in which another company holds fifty percent or more of the nominal value of its issued share capital or of its voting power or may appoint half or more of its directors or its general manager.

¹ Translator's Note: A Registration Company is a trust company which is a subsidiary of a commercial bank, holding stock in the name of the owners of the stock in order to facilitate trade on the Stock Exchange (similar to the US DTC).

² Translator's Note: this section deals with the authority of the Tel Aviv Stock Exchange ("TASE") to limit or restrict transactions in securities in connection with an IPO, similar to limitations undertaken by shareholders of a company going public in the US.



E. **"Holding of Securities or their Purchase Together with Others"**

The holding of securities or their purchase in cooperation between two or more pursuant to an agreement, either written or oral; without derogating from the generality of the aforesaid, the following shall be allegedly deemed as jointly holding or purchasing securities:

1. A corporation holding or purchasing securities (in this definition - corporation) together with a party having an interest therein or with a related company thereof.
2. A person whose occupation is the holding of securities or the trade therein for others, together with his/her client or with a family member who does not live with him/her and and when one is not dependent on the other, for whom he holds the securities and administers them pursuant to a power of attorney granting discretion in the matter of the use of the voting right;

F. **"Related Company"**

A company in which another company, which is not its parent company, has invested therein a sum equal to twenty five percent or more of the equity of the other company, whether by stocks or otherwise, with the exception of a loan given in the ordinary course of business.

G. **"Affiliated company"**

A company in which another company, which is not its parent company, holds twenty five percent or more of the nominal value of its issued share capital or its voting power or may appoint twenty five percent or more of its directors.

H. **"Senior Officer"**

Director, general manager, deputy (vice) general manager, chief financial officer, internal auditor as well as any individual substituting for said offices even if the title of his office is different as well as an individual employed in the corporation in a different office and who holds five percent or more of the nominal value of the issued share capital or of the voting power.

I. **"Control"**

The ability to direct the activity of a corporation, with the exception of the ability derived solely from the holding of the office of director or another office in the corporation, and an individual is presumed to control a corporation if he holds half or more of a certain type of means of control in the corporation.

J. **"Means of Control in a Corporation"**

Any one of these:

1. The right to vote at the general meeting of the company or in a parallel entity of another corporation.
2. The right to appoint directors of a corporation or its general manager.



K. **"Personal Interest"**

A personal interest of a person in an act or transaction of a corporation, including a person interest of his/her relative and of another corporation in which he/she or his/her relative hold an interest, and excluding a person interest deriving solely from the holding of shares in the corporation.

1. **Personal Details**

- 1.1 Name: MATTHEW PHILLIPS
- 1.2 Address for service of process: 104 5TH AVENUE, 9TH FLOOR, NEW YORK, NY 10011
- 1.3 Telephone number: 646-625-3654
- 1.4 Date of birth: 07/16/1984
- 1.5 Nationality: USA
- 1.6 Residency: USA
- 1.7 Identification Number: _____
- 1.8 Education, including details of academic and profession degrees:
~~B.S.~~ B.S. MECHANICAL ENGINEERING, LAFAYETTE COLLEGE

Primary occupation in the past 5 years:

- DIRECTOR OF FINANCE - JDS CONSTRUCTION GROUP, LLC
- 1.9 The year you began holding office as a director/senior officer of the Company:
2015
- 1.10 The corporations in which you hold office as director; please notify if you're an outside director (external director):
N/A
- 1.11 The committees of the board of directors of the Company in which you are a member:
N/A



- 1.12 The functions and/or positions you fulfill in the Company, its subsidiaries or/and in its related companies as well as in any party having an interest in the Company:

DIRECTOR

- 1.13 Are you an external (outside) director in the subsidiaries, the related companies or any party having an interest in the Company (if such companies' securities are traded on stock exchanges)? If so, specify:

N/A

- 1.14 Are you a controlling party in the Company, its subsidiaries, or in its related companies? If so, specify:

NO

- 1.15 Are you a family member of a controlling party or of any other party having an interest in the Company or of a senior officer in the Company? If so, specify:

NO

- 1.16 Have you been declared bankrupt? If so, specify and mention the date bankruptcy was declared and the date of cancellation of such declaration:

NO

2. **Holdings of the Securities of the Company/Subsidiary/Related Company**

- 2.1 Please specify your holdings and the holdings of members of your family of various securities of the Company, their nominal value and the quantity of the holdings and the rate thereof in each class of securities on the date of the completion of this questionnaire and on the date preceding same by 12 months:

None

- 2.2 Your holdings and the holdings of members of your family in the various securities of the Company's subsidiaries and/or related companies thereof, their nominal value and the quantity of the holdings and the rate thereof in each class of securities on the date of the completion of this questionnaire and on the date preceding same by 12 months:



none

- 2.3 If you are a 25% or more shareholder in a corporation holding Company shares, directly or indirectly, specify the corporation's holdings in the Company and also specify the rate of your holdings in that same corporation, on the date of the completion of this questionnaire and on the date preceding same by 12 months:

N/A

- 2.4 If you are a party to an agreement of any kind with shareholders or other holders of securities in the Company, the subject of which are the securities, voting rights or other rights in the Company (for example: right of first refusal, voting agreements, options and the like), specify the principles of the agreement and attach same to the questionnaire:

N/A

3. **Interest in Other Companies**

Please specify corporations in which you, or members of your family, own or hold shares constituting 25% or more of the issued share capital of that same corporation, or granting 25% or more of the power to vote or the authority to appoint the directors in that same corporations (Please specify name of corporation, your holdings in same corporation, holdings of family members in same corporation; business of the corporation):

N/A

Wages and Benefits

- 3.1 Have you received remuneration or are you entitled to remuneration, directly or indirectly, from the Company, from a subsidiary of the Company or from a related company thereof? If so, specify the sums received in the past three years - remuneration for serving as director only, as specified hereunder:

Year of Payment

Payment

2010

2011

2012

2013

N/A

_____ until today.



- 3.2 Please specify any other payment (management fees, consulting fees and the like), which you are entitled to or have received, directly or indirectly, from the Company or from a subsidiary or related company thereof, in the past two years:

N/A

- 3.3 Is there an agreement binding the Company or a subsidiary or related company thereof, to pay you any payment? If so, describe the principles of the agreement (methods of calculating payment, minimum guaranteed sum etc.) and attach same to the questionnaire:

N/A

- 3.4 Please specify any other benefits of any kind which you are entitled to, or have received, directly or indirectly, from the Company or a subsidiary or related company thereof in the past two years:

N/A

If the answer to 4.4 is affirmative - are any benefits you received anchored in an agreement? If so, describe its principles and attach same as an appendix to this questionnaire:

N/A

- 3.5 Is there an agreement regarding increased retirement pay or improved retirement benefits upon retirement between yourself and the Company? If so, specify:

N/A

- 3.6 Are you entitled to the Company's shares or options? If so, specify:

No

- 3.7 Has the Company undertaken, toward anyone, to allot shares or options or any other securities convertible into shares? If so, specify:

No



4. **Business Relations with the Company**

- 4.1 Were you or any member of your family a party, directly or indirectly, to any transaction of any kind whatsoever with the Company, or with its subsidiary or with a related company during the past two years? If so, describe the transaction and the terms thereof and attach all the documents pertaining thereto:

No

- 4.2 Are negotiations being conducted in connection with a transaction of the type described in paragraph 5.1?

No

- 4.3 Is there an arrangement or agreement between yourself and the Company or a subsidiary or a related company thereof aside from that which is stated in the Memorandum of Incorporation and in the Articles of Incorporation of the Company, which guarantees you any indemnity for any undertaking you may undertake in connection with your holding office as director, manager or shareholder in the Company (or a subsidiary or a related company)? If so, attach a copy of the agreement and provide the terms thereof:

YES - Details to follow are available

- 4.4 Is there any agreement, arrangement or understanding existing in connection with your appointment or re-election as director or manager in the Company? If so, please attach and provide details thereof:

No

- 4.5 Is there any guarantee in effect between yourself, or a company in your control, or a related company of yours, and the Company, and all, whether directly or indirectly?

No



5. **Interest in Transactions**

- 5.1 Do you have a personal or other interest, directly or indirectly, in any agreement or any transaction to which the Company, or its subsidiary or its related party are a party? If so, describe the transaction or agreement and attach any document connected with this transaction or agreement:

No

- 5.2 Are negotiations being conducted in connection with a transaction of the type described in paragraph 6.1 above?

No

6. **Legal Proceedings**

- 6.1 Are there any proceedings pending against you or have you ever been convicted of one of the offenses currently listed in Paragraph F of Chapter 11 of the Penal Law, 1977 (deceit, blackmail and extortion) or of offenses of managers in a company or insider trading or of any other offense due to which a court rule that you are disqualified from serving as a director in a public company? If so, specify:

No

With the exception of parking violations and violations punishable by a fine, as their meaning in the Traffic Ordinance, are there any proceedings pending against you, or have you ever been convicted and served a sentence because of a conviction, in the past ten years? If so, specify:

No

- 6.2 Is there any legal proceeding pending between you and or a company controlled by you or related to you, and the Company, or in which your interest is contrary to the interest of the Company? If so, please specify:

No

I hereby declare that all the details provided by me are correct and accurate and that I have not omitted any detail and have not refrained from attaching any document requested from me.

Should any detail of those details provided above change by the date on which the prospectus is published, I will notify you immediately of the change.

I hereby confirm that I consent to your use of the details provided by me in this questionnaire, as required for the publication of the prospectus about to be published by the Company.

Date: 5/26/2015

Full Name: Matthew A. Phillips

Signature: [Signature]