

UNANIMOUS WRITTEN RESOLUTIONS OF THE BOARD OF DIRECTORS

OF

JDS (BVI) LIMITED

(The "Company")

APPLICATION TO FILE THE PROSPECTUS IN ISRAEL

It is noted that the Company, in connection with the proposed offering by the Company of its securities to the public in Israel, proposes to file the final version of the Company's prospectus (the "**Prospectus**") with the Tel Aviv Stock Exchange Ltd. ("**TASE**") and the Israeli Securities Authority ("**ISA**"). A copy of the Prospectus has been considered in detail by the Directors.

BE IT RESOLVED THAT:

1. The filing of the final prospectus, and any other relevant document with the TASE and the ISA is hereby approved.
2. Any Director of the Company (each an "**Authorized Signatory**") is hereby authorized to sign in the name of the Company the Prospectus and any ancillary document with respect to the filing of the Prospectus with the TASE and the ISA, so that his signature, together with the Company's stamp or printed name, shall bind the Company for all intents and purposes.
3. The Company's financial statements of March 31, 2015, December 31, 2014, December 31, 2013, and December 31, 2012, and any document related to them including the valuation reports, which are included in the Prospectus are hereby approved.
4. The Company's Board of Directors reports of December 31, 2014 and December 31, 2013, which are included in the Prospectus are hereby approved and any Authorized Signatory is hereby authorized to sign them.
5. The Company shall enter into the Deed of Trust attached hereto ("**the Deed of Trust**"), including the creating of the securities described in the Deed of Trust.
6. The Company shall enter into that certain Management Agreement attached hereto.
7. The Company shall enter into that certain Reimbursement and Indemnity Agreement attached hereto.
8. Upon the closing of the bond transaction described in the Prospectus, the Company shall enter into those eight (8) Assignment of Membership Interests Agreements attached hereto.
9. Any Authorized Signatory is hereby authorized to approve, by himself, any non-material amendments to the Prospectus until its filing with the TASE and ISA.

10. Adv. Amir Tzafrir, Merav Kainan-Wagner and Hod Mimun, and any other attorney of Goldfarb Seligman, Law Offices, are each hereby authorized to represent the Company and appear in its name for all intents and purposes with respect to the Prospectus and authorized to electronically submit the Prospectus and all relevant documents.
11. Any Authorized Signatory is hereby authorized and directed for and on behalf of the Company to do all such acts and things and to execute (whether under corporate seal or otherwise) and deliver any and all such further documents, instruments and agreements as the Authorized Signatory may in his sole discretion determine to be necessary, appropriate or desirable in order to facilitate the completion of the transactions referred to above, and any other matters contemplated thereby, the doing of such acts and things and the execution and delivery of all such documents, instruments and agreements being conclusive evidence of such determination.
12. In connection with the actions contemplated by the foregoing resolutions, any Director and such other person(s) as are authorized in the name and on behalf of the Company:
 - (a) to sign, execute or seal and dispatch all other such documents, instruments or notices on behalf of the Company in connection with the matters contemplated by these resolutions as he or she shall in his or her absolute discretion think fit, the signature of any such person or any such document, instrument or notice being due evidence for all purposes of such person's approval thereof on behalf of the Company; and
 - (b) to so such further acts and things as such person shall deem necessary or appropriate in connecting with, or to carry out the actions contemplated by, the foregoing resolutions, the taking of such action being due evidence for all purposes of such person's approval thereof on behalf of the Company.
13. Any of the foregoing matters that have been done on or before the date of these resolutions are hereby adopted, ratified, confirmed and approved in all respects as if such actions had been presented for approval, and approved by, the Directors prior to such actions being taken.

14. These written resolutions may be executed in counterpart and each counterpart shall be deemed to be an original and which counterparts when taken together shall constitute one and the same instrument.



Michael Stern
Director

Date: May 27, 2015



Matt Phillips
Director

Date: May 27, 2015



Daniel Stern
Director

Date: May 27, 2015

Daniel Moshaioff
Director

Date: May 27, 2015