

Declaration of A Candidate to Serve as a Director with a Reporting Issuer
In Accordance with Section 224b of the Companies Law, 1999 ("the Companies Law")

For: **JDS (BVI) Limited.**

I, the undersigned MATTHEW PHILLIPS, the holder of I.D. No. _____ candidate to serve as a director with JDS (BVI) Limited (hereinafter: "**the Company**") hereby declare as follows:

1. I am making this affidavit in connection with my appointment as a director with the Company.
2. I have the necessary qualifications and the ability to devote the proper time, in order to execute the position of a director with the Company, inter alia, while taking into account the special needs of the Company and its magnitude, as required according to the provisions of the Companies Law and the regulations installed on its strength.
3. Taking into account that stated in Section 2 above, the following are the details of my aforementioned qualifications:

Education (kindly indicate kind of degree and name of the academic institute):

B.S. MECHANICAL ENGINEERING, LAFAYETTE COLLEGE

Professional experience: DIRECTOR OF FINANCE, JDS CONSTRUCTION GROUP, LLC

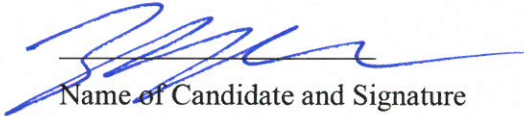
4. I was not convicted in a judgment of the first or another instance ("**the Judgment**") in any of the offenses according to Sections 290 through 297, 392, 415, 418 through 420 and 422 through 428 of the Penal Law, 1977, and according to Sections 52c, 52d, 53a and 54 of the Securities Law, 1968 ("**the Securities Law**"). I was not convicted in a court outside of Israel in offenses of bribery, fraud, corporate executive offenses or offenses of misuse of inside information. I was not convicted in a judgment of another offense, which the court determined that due to its nature, severity or circumstances I am rendered unsuitable to serve as a director with a public or private company, which is a debentures company (according to its definition hereunder). Furthermore, I am not a minor, legally incapacitated, and I was not declared bankrupt.

"Debentures Company" – a company whose debentures are registered for trade on the stock exchange or that they were offered to the public, according to a prospectus, as per its meaning in the Securities Law, or offered to the public outside of Israel, according to an instrument of an offering to the public, required according to the law outside of Israel, and held with the public.

5. The administrative enforcement committee, appointed according to Section 52.32(a) of the Securities Law, did not impose upon me an enforcement measure (according to its definition hereunder) prohibiting me from serving as a director with a public or private company, which is a debentures company (according to its definition above).

"Enforcement Measures " – measures of enforcement, as stated in Section 52.56 of the Securities Law, imposed according to Chapter H4 of the Securities Law, Chapter G2 of the Arrangement of Engagement in Investment Consultation and Management of Investment Portfolios Law, 1995 or according to Chapter J1 of the Joint Investments Trust Law, 1994, as the case may be.

6. I am hereby obligated to notify the Company in the event that any of the aforementioned conditions, stated in this declaration above, shall cease to exist, immediately upon learning about it, and I am aware that my office as a director with the Company will expire upon the date of giving such a notice, as stated. I am further aware that the Company relies upon that stated in this declaration in its approval of my office with the Company.


Name of Candidate and Signature
MATTHEW PHILLIPS

May 26, 2015

Date