

CIRCULAR DATED 23 DECEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of The Trendlines Group Ltd. (**Company**) represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of Special General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (**Sponsor**). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (**SGX-ST**) and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

This Circular has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and may be accessed via the Company's website. A printed copy of this Circular will NOT be despatched to shareholders. The Special General Meeting (**SGM**) will be convened and held by way of electronic means/virtual-only format and shareholders will not be able to attend the SGM in person. Alternative arrangements have been put in place to allow shareholders to participate at the SGM by (a) observing and/or listening to the SGM proceedings via the live audio-visual webcast and live audio-only stream (**Live Webcast**); (b) submitting questions in advance of the SGM; (c) submitting text-based questions via the Live Webcast at the SGM; and (d) live voting or appointing proxy(ies) to attend and vote on their behalf at the SGM.

Please refer to the Notice of SGM set out on pages N-1 to N-4 of the Circular for further information, including the steps to be taken by shareholders to participate at the SGM.



THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration Number: 513970947)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

- 1. THE PROPOSED APPOINTMENT OF EXTERNAL DIRECTOR; AND**
- 2. APPROVAL OF GRANT OF OPTIONS TO THE NEW EXTERNAL DIRECTOR AND TO THE NON-EXECUTIVE DIRECTORS APPOINTED FOR THE FIRST TIME IN 2022**

IMPORTANT DATES AND TIMES:

Last Date and Time for Lodgement of Proxy Forms	:	Sunday, 29 January 2023 at 4.00 p.m. (Singapore time)
Date and Time of Special General Meeting	:	Tuesday, 31 January 2023 at 4.00 p.m. (Singapore time)
Place of Special General Meeting	:	The SGM will be held by way of electronic means through Live Webcast

CONTENTS

	PAGE
DEFINITIONS.....	1
LETTER TO SHAREHOLDERS.....	4
1. INTRODUCTION	4
2. PROPOSED APPOINTMENT OF EXTERNAL DIRECTOR.....	4
3. THE APPROVAL OF GRANT OF OPTIONS (PURSUANT TO THE TRENDLINES 2015 SHARE OPTION PLAN) TO THE EXTERNAL DIRECTOR, MS. SARIT ZEEVI, AND NON-EXECUTIVE DIRECTORS, MS. NEHAMA RONEN AND PROFESSOR LOW TECK SENG, APPOINTED FOR THE FIRST TIME IN 2022	6
4. DIRECTORS' RECOMMENDATIONS	8
5. SPECIAL GENERAL MEETING.....	8
6. ACTION TO BE TAKEN BY SHAREHOLDERS	8
7. ABSTENTION FROM VOTING	9
8. DIRECTORS' RESPONSIBILITY STATEMENT	9
9. INSPECTION OF DOCUMENTS	10
NOTICE OF SPECIAL GENERAL MEETING.....	N1
PROXY FORM	P1
APPENDIX A.....	A1

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires:

<i>Audit Committee or AC</i>	:	The audit committee of the Company for the time being
<i>Board</i> or the <i>Board of Directors</i>	:	The board of Directors of the Company
<i>Catalist</i>	:	The Catalist Board of the SGX-ST
<i>Catalist Rules</i>	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
<i>CDP</i>	:	The Central Depository (Pte) Limited
<i>Circular</i>	:	This circular to Shareholders dated 23 December 2022
<i>Companies Law</i>	:	The Israeli Companies Law 5759-1999, as amended, modified or supplemented from time to time
<i>Company</i>	:	The Trendlines Group Ltd.
<i>Compensation Policy</i>	:	A compensation policy with respect to the terms of office and employment of the Executives and Directors, last adopted by the Shareholders on 20 April 2021
<i>Controlling Shareholder</i>		<p>As defined in the Catalist Rules, a person who:</p> <p>(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless otherwise determined by the SGX-ST); or</p> <p>(b) in fact exercises control over the Company,</p> <p>or may, where the context so requires, have the meaning as defined in the Companies Law, being a Shareholder with the ability to direct the activities of the Company, other than by virtue of being a director or holding any other position with the Company. A Shareholder is presumed to be a Controlling Shareholder if he holds 50.0% or more of the "means of control" in the Company. The term means of control is defined under the Israeli Securities Law as voting rights in the Company's general meeting or the right to appoint the directors of the Company or its general manager.</p> <p>With respect to certain matters, a controlling shareholder is deemed to include a shareholder that holds 25.0% or more of the voting rights in a public company if no other shareholder holds more than 50.0% of the voting rights in such company. With respect of holding, two or more person who hold voting rights in the company and each of whom has a personal interest in the approval of the same transaction that is up for approval by the company shall be treated as one holder</p>
<i>Directors</i>	:	The directors of the Company as at the Latest Practicable Date
<i>Disinterested Majority</i>	:	A simple majority of votes of the Shareholders which satisfies one of the following conditions: (a) at least a majority of the Shares held by all Shareholders who are not Controlling Shareholders (as defined in the Companies Law) and who do

DEFINITIONS

	:	not have a personal interest in such resolution (other than a personal interest which is not derived from a relationship with a Controlling Shareholder), present and voting at such meeting (and without including any abstaining votes) or (b) the total number of Shares of non-Controlling Shareholders (as defined in the Companies Law) and Shareholders who do not have a personal interest in such resolution voting against the resolution does not exceed 2.0% of the aggregate voting rights in the Company
“Executives”	:	Office Holders, excluding Non-Executive Directors
External Director(s)	:	External director(s) as defined under the Companies Law
Group	:	The Company and its subsidiaries
Latest Practicable Date	:	20 December 2022 being the latest practicable date prior to the printing of this Circular
“LH”	:	Librae Holdings Limited, the Controlling Shareholder of the Company
Live Webcast	:	The live audio-visual webcast and live audio-only stream of the SGM proceedings
Nominating Committee/ NC	:	The nominating committee of the Company for the time being
“Non-Executive Director”	:	A Director of the Company not holding office in an executive capacity in the Company at the date of this Circular
Offer Document	:	the Company's Offer Document registered with the SGX-ST on 16 November 2015 in connection with the Company's IPO.
“Proposals”	:	Has the meaning ascribed to it in Section 1.1 of this Circular
Proxy Form	:	The proxy form in respect of the SGM as attached to this Circular
Remuneration Committee/ RC	:	The remuneration committee of the Company for the time being
Remuneration Regulations	:	as promulgated under the Companies Law.
SFA	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
SGM	:	The special general meeting of the Company to be held on Tuesday, 31 January 2023 at 4.00 p.m. (Singapore time), notice of which is set out in this Circular
SGX-ST	:	Singapore Exchange Securities Trading Limited
Share Registrar	:	Boardroom Corporate & Advisory Services Pte. Ltd.
Shareholders	:	Registered holders of Shares except that where the registered holder is CDP, the term Shareholders shall, in relation to such

DEFINITIONS

		Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares
Shares	:	Ordinary shares in the capital of the Company
Sponsor	:	PrimePartners Corporate Finance Pte. Ltd.
The Trendlines 2015 Share Option Plan		The employee share option scheme adopted by the Company on 11 November 2015 including its sub-plan
<u>Currencies, units and others</u>		
“NIS” and “cents”	:	New Israel Shekel and cents, respectively
“S\$” and “cents”	:	Singapore dollars and cents, respectively
“US\$”	:	United States dollars
“%”	:	Per centum or percentage

The expression **subsidiaries** shall have the meaning ascribed to it in the Companies Law.

The terms Depositor, Depository, Depository Agent, Depository Register and Sub-Account Holder shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the SFA or the Catalist Rules, or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the SFA or the Catalist Rules, or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any reference in this Circular to we, our, us or their other grammatical variations is a reference to our Company, or our Group, or any member of our Group, as the context requires.

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration Number: 513970947)

Directors:

David Todd Dollinger (Chairman, and Chief Executive Officer)
Stephen Louis Rhodes (Chairman, and Chief Executive Officer)
Zeev Bronfeld (Non-Independent Non-Executive Director)
Elka Nir (External and Lead Independent Director)
Professor Hang Chang Chieh (External and Independent Director)
Sin Boon Ann (Independent Director)
Nehama Ronen (Independent Director)
Professor Low Teck Seng (Independent Director)

Registered Office:

17 T'chelet Street
Misgav Industrial Park
2017400
Israel

23 December 2022

To: The Shareholders of The Trendlines Group Ltd.

Dear Sir/Madam

1. INTRODUCTION

1.1 SGM

The Directors are proposing to convene the SGM to be held by electronic means on Tuesday, 31 January 2023 to seek Shareholders' approval in relation to the following matters:

- (a) The proposed appointment of External Director, Ms. Sarit Zeevi.
- (b) The approval of grant of options to the new External Director, Ms. Sarit Zeevi and to the Non-Executive Directors, Ms. Nehama Ronen and Professor Low Teck Seng appointed for the first time in 2022.

(Collectively, the "**Proposals**").

1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to the Proposals and to seek the approval of Shareholders in relation thereto at the forthcoming SGM. The Notice of SGM is set out on pages N-1 to N-4 of this Circular. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) nor for any other purpose.

2. PROPOSED APPOINTMENT OF EXTERNAL DIRECTOR

2.1 Background

Under the Companies Law the shareholders of public companies must elect, by a Disinterested Majority, at least two (2) members of the board of directors who qualify as "External Directors" under the Companies Law. Each External Director is appointed for a term of three (3) years, which may be extended for two (2) additional terms of three (3) years each, subject to the requirement of the Companies Law. In addition, under the Companies Law, all of the External Directors of a company must serve on its Audit Committee and Remuneration Committee, and at least one External Director must serve on each other committee of the Board of Directors.

Professor Hang Chang Chieh (“**Professor Hang**”) has expressed his desire to end his tenure as an External Director and Independent Director for personal reasons which includes other commitments that will limit his ability to provide the attention required to fulfill his role as a director of the Company. Under the Israeli Companies Law, the shareholders of public companies must elect, by a Disinterested Majority, a director who qualifies as “External Director”. The other External Director of the Company is Ms. Elka Nir whose current term of office will expire on 23 February 13, 2025.

The Board is pleased to inform the Shareholders that Ms. Sarit Zeevi, has been nominated to serve as the Company's External Directors in accordance with the Companies Law, with effect from the date of approval of her appointment by the General Meeting, i.e., 31 January 2023.

Under the Companies Law, at least one (1) of the External Directors must have “accounting and financial expertise” and the rest of the External Directors must have either “professional competence” or “accounting and financial expertise”. The conditions and criteria for a director qualifying as having accounting and financial expertise or professional competence are set out in regulations adopted under the Companies Law. The Board is charged with determining whether a director possesses accounting and financial expertise or professional qualifications. For further details regarding the requirements of the Companies Law relative to appointment of an External Director, please refer to pages 294-300 of the Offer Document.

According to the Remuneration Regulations, External Directors are generally entitled to an annual fee, a participation fee for each meeting of the Board or any committee of the Board of Directors on which he or she serves as a member, and reimbursement of travel expenses for participation in a meeting which is held outside of the External Director's place of residence. The minimum, fixed and maximum amounts of the annual and participation fees are set forth in the Remuneration Regulations, based on the classification of a company according to the amount of its capital. A company may also compensate an External Director in shares or rights to purchase shares, other than convertible debentures which may be converted into shares, subject to certain limitations.

According to the Remuneration Regulations, the remuneration of External Directors should be the same and will not be amended throughout the three-year period during which he or she is in office (except of updates as required by law).

As at the Latest Practicable Date, the remuneration of External Directors are as follows:

- (a) NIS 70,920 (approximately S\$28,128)¹ as an annual fee;
- (b) NIS 2,640 (approximately S\$1,047)¹ as in-person participation fee,
- (c) NIS 1,587 (approximately S\$630)¹ for conference call participation;
- (d) NIS 1,323 (approximately S\$525)¹ for written resolutions, and
- (e) reimbursement of travel expenses for participation in a meeting which is held outside of the External Director's place of residence.

The Directors are also entitled to indemnification and exculpation from the Company as detailed in pages 275-281 of the Offer Document. Ms. Zeevi shall receive remuneration in the form of such fixed amounts. In addition, as the Company approved in a separate special general meeting on 13 April 2022 to grant to each of the External Directors (and other non-executive directors) options exercisable to convert into ordinary shares of the Company, at a grant value of up to US\$35,000 (calculated based on the Black-Scholes model), in accordance with The Trendlines 2015 Share Option Plan, Ms. Zeevi shall also be entitled to such options as detailed in the second item on the agenda.

¹ For illustrative purposes, based on an NIS/S\$ foreign exchange rate of 1 NIS equals 0.4 SGD as of 20 December 2022

Based on, inter alia, on the business and working experience of the proposed External Director as described below, the Board has determined that Ms. Sarit Zeevi has "professional competence" as required under the Companies Law. The remaining External Director, Ms. Elka Nir, has "accounting and financial expertise". If elected, Ms. Sarit Zeevi will serve as a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee.

Ms. Sarit Zeevi will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Ms. Sarit Zeevi and the other Directors, or the Company, or its 10% Shareholders.

The Company's Nominating Committee has reviewed, the experience, independence, of Ms. Sarit Zeevi and resolved that Ms. Sarit Zeevi provide to the Company beneficial service and advice. Moreover, given the Company's nature of business and scope of activities, and the fact that the Company is a company incorporated under Israeli law, managed in Israel, and listed on the Catalist of SGX-ST, and considering the specific expertise, and understanding expected from and provided by Ms. Sarit Zeevi, the Company's Nomination Committee is of the opinion that the Company and its Shareholders shall benefit from the service of Ms. Sarit Zeevi as External Directors of the Company.

2.2 Information on Ms. Sarit Zeevi

Ms. Sarit Zeevi currently serves as in-house counsel and investments director at Elisha Ltd., member of the Zeevi Group (a private equity group of companies), where she oversees legal matters and long-term strategy for the group. Ms. Sarit Zeevi leads, among other things, the companies' strategy and decision making relating to start-up investments, from the selection of targeted companies through due diligence processes and handling the transactional documents.

Ms. Sarit Zeevi served as a business manager and general counsel at Airtouch Solar Ltd, where she, among other things, planned and led the company's funds raising rounds all the way through successful IPO in 2021; handled business strategy manager position as well as legal counsel responsibilities while the company was private and later public, and was in charge of its corporate governance matters. She also served as an in-house counsel at Arava Power Company Ltd. where she led a major refinance transaction and handled other regulatory, transactional and corporate matters.

Ms. Sarit Zeevi was also a teaching fellow for business English courses, at Haifa University, Faculty of Law.

Ms. Sarit Zeevi holds a Bachelor of Laws (cum laude) from the Hebrew University of Jerusalem, and a Master of Business Administration from Reichman University. She is also a member of the Israeli State Bar Association and the New York State Bar Association.

Ms. Sarit Zeevi serves as an Independent Director; Member of Oversight Committee and Remuneration Committee in Blitz Technologies Ltd. a public company whose shares are listed on the Tel Aviv Stock Exchange. She also holds directorships in several other private companies.

Please refer to Appendix A of this Circular for further information on Ms. Sarit Zeevi as required to be disclosed under Appendix 7F of the Catalist Rules.

3. THE APPROVAL OF GRANT OF OPTIONS (PURSUANT TO THE TRENDLINES 2015 SHARE OPTION PLAN) TO THE EXTERNAL DIRECTOR, MS. SARIT ZEEVI, AND NON-EXECUTIVE DIRECTORS, MS. NEHAMA RONEN AND PROFESSOR LOW TECK SENG, APPOINTED FOR THE FIRST TIME IN 2022

Under the Companies Law, arrangements regarding the compensation of a director of a publicly traded Company require the prior approval of a Company's Remuneration Committee, Board of Directors and shareholders, in that order.

The Company's Compensation Policy authorizes cash and equity-based compensation to External Directors and non-executive directors, as further described below.

The grant of options is offered as remuneration for their service as External Directors and non-executive directors of the Company, taking into account the considerable amount of time required from them in order to fulfil their activities as such officers and to contribute to the Company's success. Moreover, such grant of options provides an opportunity for the External Directors and non-executive directors of the Company to participate in the equity of the Company which will help the Company to attract and retain the services of appropriate, qualified and experienced personnel to fulfil such positions.

The Company approved in a separate special general meeting held on 13 April 2022 to grant to each of the External Directors (i.e., Ms. Elka Nir and Professor Hang) (and other non-executive directors) options exercisable to convert into ordinary shares of the Company, at a grant value of up to US\$35,000 (calculated based on the Black-Scholes model), in accordance with The Trendlines 2015 Share Option Plan.

In line with the limitations set forth in the Compensation Policy with respect to equity-based remuneration for External Directors and non-executive directors and in light of the fact that the terms of office of the External Directors should be the same under the Companies Law, the RC and Board are of the opinion that, it would be appropriate to align the equity-based compensation package of the Non-Executive Directors Ms. Nehama Ronen and Professor Low Teck Seng, who were appointed after the special general meeting held on 13 April 2022, and the External Director Ms. Sarit Zeevi (if appointed), with that of the current Directors, the grant of options of whom was already approved, all as follows:

- To newly appointed Directors and Non-Executive Directors, Ms. Nehama Ronen and Professor Low Teck Seng, and to the External Director Ms. Sarit Zeevi (if appointed) options to purchase 750,000 Ordinary Shares each, which shall be granted 3 days following the SGM approval. (750,000 Options exercisable into 750,000 ordinary Shares to each of the newly appointed External Director, Ms. Sarit Zeevi, and Non-Executive Directors, Ms. Nehama Ronen and Professor Low Teck Seng – (“Options”).
- The value of the equity grants to each of the newly appointed External Director, Ms. Sarit Zeevi, and Non-Executive Directors, Ms. Nehama Ronen and Professor Low Teck Seng equals, at the date of this Circular, to approximately US\$20,000 each. Such grant of Options are in line with the Compensation Policy, according to which, the External Directors and Non-Executive Directors are entitled to receive an equity based compensation at an annual value which shall not exceed US\$75,000.

The RC and Board believe that the above-mentioned grants of Options are in the best interests of the Company, and recognize the time, attention and expertise required by each of the new External Director and Non-Executive Directors.

Details regarding the Options to be granted to each of the newly appointed External Director, Ms. Sarit Zeevi, and Non-Executive Directors, Ms. Nehama Ronen and Professor Low Teck Seng, are set out below:

- a) Date of Grant of the Options: 3 days following the SGM approval (“**Date of Grant of Options**”).
- b) Exercise Price of each Option granted: The market price of the Company's Shares based on the average of the last dealt prices for the Company's Shares on the Catalist of the SGX-ST over the thirty (30) consecutive trading days immediately preceding the Date of Grant of Options.
- c) Number of Options granted: 750,000 Options exercisable into 750,000 ordinary Shares in the Company to each of the External Director and non-executive directors.
- d) Exercise Period: The options are exercisable only after 12 months from the Date of Grant of Options. One third (1/3) of the options will vest and become exercisable after 12 months from the Date of Grant of Options and the rest of the options will vest and become exercisable in equal monthly instalments over a period of 24 months thereafter.

Under the Companies Law, the proposed grant of Options shall require approval by a simple majority of the Shareholders.

4. DIRECTORS' RECOMMENDATIONS

The Board, (save from Ms. Nehama Ronen and Professor Low Teck Seng, who have abstained from making any recommendation in respect of ordinary resolution 2) having reviewed and considered, inter alia, the rationale for the Proposals, is of the view that the Proposals are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of the resolution relating to the Proposals at the SGM.

5. SPECIAL GENERAL MEETING

The SGM, the notice of which is set out on pages N-1 to N-4 of this Circular, will be held by way of electronic means (via Live Webcast) on Tuesday, 31 January 2023 at 4.00 p.m. (Singapore Time) for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the Notice of SGM.

In line with the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, no printed copies of this Circular (including the Notice of SGM and the Proxy Form) will be dispatched to Shareholders. A copy of this Circular (including the Notice of SGM and the Proxy Form) have been uploaded on SGXNet at <https://www.sgx.com/securities/company-announcements> and may also be accessed at the Company's website.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 No Physical Attendance at the SGM

The SGM will be convened and held by way of electronic means/virtual-only format. Shareholders will not be able to attend the SGM in person.

6.2 Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders to participate at the SGM by:

- (a) observing and/or listening to the SGM proceedings by Live Webcast;
- (b) submitting questions in advance of the SGM;
- (c) submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box; and
- (d) live voting or appointing proxy(ies) or the Chairman of the SGM as proxy to attend and vote on their behalf at the SGM.

For more information, please refer to the Notice of SGM set out on pages N-1 to N-4 of this Circular.

6.3 When a Depositor is not regarded as a Shareholder

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the SGM unless his name appears on the Depository Register as at **close of business 19 January 2023**, being the record date for determining those Shareholders eligible to vote at the SGM.

7. ABSTENTION FROM VOTING

Indication of personal interest

Each Shareholder voting on Ordinary Resolution 1 in relation to the Proposed Appointment of External Director is required to indicate whether or not he is a Controlling Shareholder (as defined in the Companies Law) or has a personal interest in such Proposal.

Under the Companies Law, in general, a person will be deemed to be a Controlling Shareholder if that person has the power to direct the activities of the Company, otherwise than by reason of being a director or other office holder of the Company, and a person is deemed to have a personal interest if any member of the Shareholder's immediate family, or the immediate family of a Shareholder's spouse, has a personal interest in the adoption of the proposal.

In addition, you are deemed to have a personal interest if a company that is affiliated with you, other than the Company, has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our Shares, or from a matter that is not related to a relationship with a Controlling Shareholder (as defined under the Companies Law).

According to an Israeli court ruling, a Shareholder must positively inform the Company whether or not such Shareholder has a personal interest in a proposal which is subject to approval by a Disinterested Majority, as in the case of the proposed ordinary resolution 1. Your failure to check the box on the proxy form indicating that you have no personal interest or that you are not a Controlling Shareholder (as defined under the Companies Law) will require the Company to assume that you have a personal interest in the proposed ordinary resolution 1.

The Company cannot assume that a Shareholder who signs and returns a Proxy Form without a specific indication as to the lack of personal interest of such Shareholder has no personal interest with respect to the proposed ordinary resolutions. If you believe that you, or a related party of yours, is a Controlling Shareholder or possesses a personal interest with respect to the proposed ordinary resolutions and you wish to participate in the vote on the proposed ordinary resolutions, you should not indicate in the appropriate box that there exists no personal interest on the enclosed Proxy Form. If you hold your Shares through a bank, broker or controlling shareholder or other nominee and believe that you possess a personal interest and you wish to participate in the vote on the proposed ordinary resolutions, you should not indicate in the appropriate box that there exists no personal interest on the enclosed Proxy Form.

Please note that as of the Latest Practicable Date, while LH is a Controlling Shareholder as defined under the Catalyst Rules, to the best of the knowledge of the Company, it is not deemed to be a Controlling Shareholder as defined under the Companies Law, other than for IPT transactions which does not include appointment of external directors. Accordingly, for the purposes of Ordinary Resolution 1, LH shall not be regarded as Controlling Shareholder.

If you hold your Shares through a bank, broker or other nominee and believe that you possess a personal interest in the approval of the proposed ordinary resolutions, you may also contact the representative managing your account, who could then contact us on your behalf.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed resolution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the Company's website, or the registered office of the Company at The Trendlines Building, Misgav Industrial Park, 17 T'chelet Street, M.P. Misgav 2017400, Israel, or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 from the date of this Circular up to and including the date of the SGM:

- (i) the Articles of Association of the Company; and
- (ii) the Annual Report for FY2021.

Alternatively, shareholders may request an electronic copy of the above documents for inspection, from the date of this Circular up to and including the date of the SGM, by email to shira@trendlines.com.

Yours faithfully

For and on behalf of
the Board of Directors of
The Trendlines Group Ltd.

David Todd Dollinger and Stephen Louis Rhodes
Chairs and Chief Executive Officers

23 December 2022

NOTICE OF SPECIAL GENERAL MEETING

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)

(Company Registration Number: 513970947)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (**SGM**) of The Trendlines Group Ltd. (**Company**) will be convened and held in a virtual-only meeting format via a live audio-visual webcast and live audio-only stream on Tuesday, **31 January 2023 at 4.00 p.m. (Singapore time)**, for the purpose of considering and, if thought fit, approving the following matters:

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning used in the circular dated 23 December 2022 issued by the Company.

ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Ms. Sarit Zeevi, to serve as External Director of the Company. If elected, Ms. Sarit Zeevi will serve as a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee. Ms. Sarit Zeevi will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.
2. To consider and approve the proposed grant of options to the new External Director Ms. Sarit Zeevi and Non-Executive Directors Ms. Nehama Ronen and Professor Low Teck Seng appointed for the first time in 2022.

Please refer to the Circular of the Company dated 23 December 2022 for further information regarding the proposed resolutions.

BY ORDER OF
THE BOARD OF
THE TRENDLINES GROUP LTD.

Haim Brosh
Eunice Hooi Lai Fann
Joint Company Secretaries

23 December 2022

NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. Pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the SGM is being convened, and will be held by way of electronic/virtual-only means. Therefore, shareholders will **not** be able to attend the SGM in person.

Printed copies of this Notice of SGM will not be sent to shareholders, instead, this Notice of SGM will be available to shareholders by way of electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website.

Alternative arrangements have been put in place to allow shareholders to participate at the SGM by:

- (a) observing and/or listening to the SGM proceedings via the live audio-visual webcast and live audio-only stream (**Live Webcast**);
- (b) submitting questions in advance of the SGM;
- (c) submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box; and
- (d) live voting or appointing proxy(ies) or the Chairman of the SGM as proxy to attend and vote on their behalf at the SGM.

2. Pre-registration for the SGM

Shareholders, proxyholders, Central Provident Fund (**CPF**) and Supplementary Retirement Scheme (**SRS**) investors attending the SGM will be able to observe and/or listen to the SGM proceedings through the Live Webcast via their mobile phones, tablets or computers.

All shareholders, proxyholders, CPF and SRS investors who wish to attend the SGM must pre-register via the pre-registration website at <https://conveneagm.com/sg/TrendlinesSGM2023> for verification purposes **by 4.00 p.m. on 29 January 2023**, being 48 hours before the time fixed for the SGM.

Shareholders who are appointing proxyholder(s) to attend the SGM should inform his/her proxyholder(s) to pre-register via the pre-registration website at <https://conveneagm.com/sg/TrendlinesSGM2023> by **4.00 p.m. on 29 January 2023**, being 48 hours before the time fixed for the SGM, failing which the appointment shall be invalid.

Authenticated shareholders, proxyholders and CPF and SRS investors will be provided with a confirmation email for the SGM containing details as well as instructions on attending the SGM (the "**Confirmation Email**"), via the e-mail address provided during pre-registration.

Shareholders, proxyholders, CPF and SRS investors who have pre-registered by **4.00 p.m. on Sunday, 29 January 2023** deadline but have not received the Confirmation Email by **4.00 p.m. on Monday, 30 January 2023** should immediately contact support@conveneagm.com.

3. Question and answer

Shareholders, proxyholders, CPF and SRS investors will be able to ask questions at the SGM by submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.

Shareholders, proxyholders and CPF and SRS investors are also encouraged to submit questions related to the resolutions to be tabled for approval at the SGM to the Chairman of the SGM, in advance of the SGM by submitting questions by e-mail to Mr. Haim Brosh, Joint Company Secretary, at haim@trendlines.com or in hard copy by post to the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 no later than seven (7) calendar days in advance of the SGM (i.e. **by 4.00 p.m. on 24 January 2023**). The Company will endeavour to address the substantial and relevant questions on SGXNet and its website no later than three (3) days prior to the proxy form submission deadline of the SGM, i.e. before 26 January 2023. The responses to other questions, together with the minutes of the SGM, will be posted on the SGXNet and the Company's website within one (1) month after the date of the SGM.

NOTICE OF SPECIAL GENERAL MEETING

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the SGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the SGM.

4. The form of an instrument appointing a proxy (**Proxy Form**), which may be used to vote at the SGM can be found at the end of this document.

5. Voting

Live voting will be conducted during the SGM for shareholders and proxyholders attending the SGM via the Live Webcast. It is important for shareholders and proxyholders to have their own web-browser enabled devices ready for voting during the SGM.

Shareholders and proxyholders will be required to log-in via the login credentials created during pre-registration to attend and participate in the Live Webcast of the SGM.

- (a) **Live voting:** Shareholders and proxyholders attending the SGM may cast their votes in real time for each resolution to be tabled via the Live Webcast. Shareholders and proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and proxyholders must have a web-browser enabled device in order to cast their vote.
- (b) **Voting via appointing proxy(ies) or the Chairman of the SGM as proxy:** As an alternative to the above, shareholders may also vote at the SGM by appointing proxy(ies) or the Chairman of the SGM as proxy to vote on their behalf. Please refer to paragraph 6 below for the manner of submission.

A shareholder, who has submitted a Proxy Form, but wishes to attend and participate in the Live voting during the SGM instead, must inform the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5335 (during office hours) or at srs.teamb@boardroomlimited.com **by 4.00 p.m. on 30 January 2023**. Alternatively, kindly log-in prior to the commencement of the SGM as proxy revocation is not allowed after the SGM has started.

6. Appointment of Proxies

Shareholders who wish to vote at the SGM via a proxy(ies) must submit the Proxy Form attached to this Circular to appoint the proxy(ies) or the Chairman of the SGM as their proxy to cast votes on their behalf. Shareholders are requested to complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at T'chelet Street 17, Misgav Industrial Park, 2017400 Israel, or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mr. Haim Brosh, Joint Company Secretary, at CompanySecretary@trendlines.com, not less than forty eight (48) hours before the time appointed for the SGM (i.e. **by 4.00 p.m. on Sunday, 29 January 2023**). Notwithstanding the above, the Chairman of the SGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the SGM.

A shareholder who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and submitting it by email to the email address provided above.

As it may be difficult for shareholders to submit the completed Proxy Forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

7. Relevant Intermediaries

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors who wish to participate in the SGM by (a) observing and/or listening to the SGM proceedings through the Live Webcast; (b) submitting questions in advance of the SGM; (c) submitting questions during the SGM and/or (d) voting at the SGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the SGM.

NOTICE OF SPECIAL GENERAL MEETING

In addition, CPF and SRS investors:

- (a) may vote live via electronic means at the SGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the SGM as proxy to vote on their behalf at the SGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the SGM (i.e. **by 4.00 p.m. on Tuesday, 17 January 2023**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the SGM to vote on their behalf by the cut-off date.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) or the Chairman of the SGM as proxy to attend and vote at the SGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the shareholder or Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of proxy(ies) or the Chairman of the SGM as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **Purposes**), (ii) warrants that where the shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) to the Company (or its agents), the shareholder or Depositor has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.

PROXY FORM

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration Number: 513970947)

PROXY FORM

I/We _____ (NRIC / Passport No./ Company Registration No.) _____
of _____ (Address) _____
being a shareholder/shareholders of The Trendlines Group Ltd. (**Company**), hereby appoint:

Name	Address	NRIC/Passport Number	Email Address***	Proportion of Shareholdings (%)	
				No. of Shares	%

and/or****

Name	Address	NRIC/Passport Number	Email Address***	Proportion of Shareholdings (%)	
				No. of Shares	%

the Chairman of the Special General Meeting**** (**SGM**) as my/our proxy to attend and to vote for me/us on my/our behalf at the SGM of the Company to be held in a virtual-only meeting format via live audio-visual webcast and live audio-only stream on **Tuesday, 31 January 2023 at 4.00 p.m. (Singapore time)**.

I/We direct my/our proxy to vote for or against or abstain from the ordinary resolutions to be proposed at the SGM as indicated hereunder. If no specific direction as to voting for the ordinary resolutions are given:

- (a) (in the case of the appointment of the Chairman of the SGM as my/our proxy), such appointment of the Chairman as my/our proxy for that resolution will be treated as invalid; and
- (b) (in the case of the appointment of anyone other than the Chairman of the SGM as my/our proxy), the proxy(ies) will vote or abstain from voting at his/her/their discretion.

PROXY FORM

	Resolution	For*	Against*	Abstain*	I am a Controlling Shareholder or have a personal interest in the proposed resolution	
					Yes**	No**
1.	To approve the proposed appointment of Ms. Sarit Zeevi, to serve as External Director of the Company.					
2.	To consider and approve the proposed grant of options to the new External Director, Ms. Sarit Zeevi, and Non-Executive Directors Ms. Nehama Ronen and Professor Low Teck Seng appointed for the first time in 2022.				N.A	N.A

* If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.

** If a "✓" is not marked in either column or a "✓" is marked in both columns, the vote shall be disqualified.

*** Compulsory for registration purposes. All shareholders and proxyholders who wish to attend and participate in the Live Webcast of the SGM must pre-register via the pre-registration website. Authenticated shareholders and proxy(ies) will be provided with a confirmation email for the SGM containing details, as well as instructions on attending the SGM (the "Confirmation Email"), via the email address provided during pre-registration.

**** Delete as appropriate.

Dated this _____ day of _____ 2023.

Signature(s) of shareholder(s)/Common Seal of corporate shareholder

Total No. of Shares Held

IMPORTANT

PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

Notes:

1. The SGM will be convened and held by way of electronic means/virtual-only format, shareholders will not be able to attend the SGM in person. A shareholder (whether individual or corporate) may vote live at the SGM by electronic means or submit this Proxy Form to appoint proxy(ies) or the Chairman of the SGM as his/her/its proxy to attend and vote on his/her/its behalf at the SGM, if such shareholder wishes to exercise his/her/its rights at the SGM.
 2. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number. If you have Shares registered in your name in the Shareholders Register of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and shares registered in your name in the Shareholders Register, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you. Where you appoint more than one proxy, the appointments shall be invalid unless you specify the shareholding (expressed as a percentage of the whole) to be represented by each proxy.
 3. This proxy form may be accessed at the SGXNet. Where a shareholder (whether individual or corporate) appoints the Chairman of the SGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which, the appointment of the Chairman of the SGM as proxy for that resolution will be treated as invalid.
 4. A shareholder who wishes to submit an instrument of proxy must first download, complete, sign the proxy form and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 17 T'chelet Street, Misgav Industrial Park, 2017400 Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mr. Haim Brosh, Joint Company Secretary, at CompanySecretary@trendlines.com not less than forty eight (48) hours before the time appointed for the SGM (i.e. by **4.00 p.m. on Sunday, 29 January 2023**). Notwithstanding the above, the Chairman of the SGM shall have the right to waive the time requirement provided above with respect to all instruments of proxies and to accept any and all instruments of proxy until the beginning of the SGM.
- As it may be difficult for shareholders to submit the completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.**
5. Persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors:
 - (a) may vote live via electronic means at the SGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the SGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the SGM (i.e. by **4.00 p.m. on Tuesday, 17 January 2023** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the SGM to vote on their behalf by the cut-off date.
 6. A proxy need not be a shareholder of the Company.
 7. The instrument of proxy shall be duly signed by the appointer or his duly authorized attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorized signatory(ies), agent(s) or attorney(s). The Board may demand that the Company be provided with written confirmation, to its satisfaction, that the signatory(ies), agent(s) or attorney(s) have the authority to bind the corporate body of the appointing Shareholder.
 8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an

PROXY FORM

instrument of proxy if the Shareholder, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as at **close of business on 19 January 2023 the record date for determining those shareholders eligible to vote at the SGM**, as certified by the CDP.

9. Completion and return of the Proxy Form shall not preclude a shareholder from attending and voting at the SGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a shareholder attends the SGM, and in such event, the Share Registrar reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the SGM.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) or the Chairman of the SGM as proxy to attend and vote at the SGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the shareholder or Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of proxy(ies) and/or the Chairman of the SGM as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **Purposes**), (ii) warrants that where the shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) to the Company (or its agents), the shareholder or Depositor has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.

Appendix A

Appendix 7F of the Catalist Rules

Name of Director	Sarit Zeevi
Date of Appointment	31 January 2023
Date of last re-appointment (if applicable)	NA
Age	56
Country of principal residence	Israel
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board, having considered the recommendation and assessment by the Nominating Committee of Ms Sarit Zeevi's (" Ms Zeevi ") professional qualifications and past working experience, is satisfied that Ms Zeevi has the requisite knowledge and experience to contribute effectively to the Company and is suitable candidate to be appointed to the Board as an Independent Director and External Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-executive Director
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Director, External Director, Audit Committee member, Remuneration Committee member and Nominating Committee member
Professional qualifications	<ul style="list-style-type: none"> (1) Master's Degree in Finance, Reichman University (IDC Herzliya) (2) Bachelor's Degree in Law (LLB), The Hebrew University of Jerusalem (3) Mediator – Course and Practicum, Gome, Israeli Center for Mediation and Coaching (4) Diploma studies in Retirement Home Management, Bar-Ilan University, Israel
Working experience and occupation(s) during the past 10 years	<p>2012 to present:</p> <ul style="list-style-type: none"> 1. Retail 3000 Ltd - Legal Counsel 2. Zeevi Group - Legal Counsel and Investment Director 3. Zeevi Group - Investment Manager 4. Arava Power Company Ltd. – Counsel 5. Elisha Ltd. (Formerly known as Daled.Ayin. Dirot Elite Ltd.) – In-house counsel/Investments Director 6. Airtouch Solar Ltd - Business Manager and General Counsel 7. Haifa University - Teaching Fellow, faculty of law
Shareholding interest in the listed issuer and its subsidiaries.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Appendix A

Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Conflict of interest (including any competing business)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Other Principal Commitments* Including Directorships#

* "Principal Commitments" has the same meaning as defined in the Code.

These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)

Past (for the last 5 years) 2017- 2021 2018 - 2021	Airtouch Solar Ltd (TASE: ARTS) - Executive Director
Present 2018 - current	More Mutual Funds Management (2013) Ltd. - External Director; Member of Oversight Committee; Member of Investments Committee
2008 - current	Rinc Green Ltd. - Director
2016 - current 2021 - current	Solcold Ltd. - Director Blitz Technologies Ltd. (TASE: BLTZ)- Independent Director; Member of Oversight Committee and Remuneration Committee
2019 - current	"ZI" Zrt. (private Hungarian company)- Director

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(c) Whether there is any unsatisfied judgment against him?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Appendix A

<p>which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</p>	
<p>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :—</p>	
<p>(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>
<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	<div style="display: flex; justify-content: space-between; align-items: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>

Appendix A

Disclosure applicable to the appointment of Director only.	
<p>Any prior experience as a director of an issuer listed on the Exchange?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	<p> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </p> <p>Ms Zeevi will be attending the relevant training courses on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Not Applicable</p>