NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

In light of the public health impact of the coronavirus (COVID-19) pandemic and to support the health and well-being of our shareholders, employees and communities, **NOTICE IS HEREBY GIVEN** that the annual general meeting of The Trendlines Group Ltd. (the "**Company**") for the financial year ended 31 December 2019 (the "**AGM**") will be held in a virtual-only meeting format via "live" audio/video conference call on Wednesday 17 June 2020 at 1:00 p.m. (Singapore time)

To ensure orderly proceedings and the timely commencement of the AGM, shareholders are encouraged to access the "live" audio/video conference call at least 15 minutes prior to the commencement of the AGM. Shareholders will be able to participate in the AGM in the manner set out below.

"Live" Audio/Video Conference Call Registration Process:

Shareholders may participate in the AGM through the "live" audio/video conference call. To do so, shareholders will need to register by emailing the following details:

(a) full name.

(b) NRIC/passport/company registration number; and

(c) registered address.

to shira@trendlines.com (the "**Registration Email**") by 1:00 p.m. on Monday, 15 June 2020 (the "**Registration Deadline**") to enable the Company to verify their status.

Following verification, shareholders will receive an email by 1:00 p.m. on Tuesday, 16 June 2020 containing the process of how to access the "live" audio/video conference call.

Shareholders must not forward the abovementioned details on how to access the "live" audio/video conference call to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the "live" audio/video conference call.

Shareholders who registered by the Registration Deadline but do not receive an email response by 1:00 p.m. on Tuesday, 16 June 2020 may contact the Company by emailing shira@trendlines.com.

We will have our staff ready to assist you with any technical difficulties you may have in accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the meeting time, please call or send a WhatsApp message to: +972.50.8777.013 or +972.55.6855.682 or call the following local number: +65.6461.7000

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 1:00 p.m. on 8 June 2020) 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.

In line with the provisions under 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 Notice of Adjourned AGM and Proxy Form will be despatched to Shareholders:

(a) Copies of this Notice of Adjourned AGM and Proxy Form have been uploaded on SGXNet and are also available on the Company's website at the URL https://www.trendlines.com/investors/investors-news/; and

(b) The annual report of the Company for FY2019 which was issued on 26 March 2020 can be accessed on SGXNet and on the Company's website at the https://www.trendlines.com/wp-content/uploads/2020/03/Trendlines_AR_2019_Finallow-Res-updated.pdf.

The AGM will convene for the purpose of considering and, if thought fit, approving the following matters:

AS ORDINARY RESOLUTIONS

Ordinary Business

1. To receive the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors' Report thereon.

2. To re-elect Mr. David Todd Dollinger, who is retiring pursuant to Articles 40(c) and (d) of the Company's Articles of Association, as a Director of the Company.
   [See Explanatory Note (i)] **[RESOLUTION 1]**

3. To re-elect Mr. Zeev Bronfeld, who is retiring pursuant to Articles 40(c) and (d) of the Company's Articles of Association, as a Director of the Company.
   [See Explanatory Note (ii)] **[RESOLUTION 2]**

4. To approve the appointment of Mr. Sin Boon Ann as a Director of the Company.
   [See Explanatory Note (iii)] **[RESOLUTION 3]**

5. To re-appoint Forer Kost Gabbay & Kasierer, a member of Ernst & Young Global as external independent auditors of the Company until the consummation of the Company's 2021 annual general meeting, and to authorize the Directors of the Company ("**Directors**") to fix their remuneration.

   [RESOLUTION 4]

Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

6. Authority to Issue Shares

   That pursuant to Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), that authority be given to the Directors to (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; (ii) make or grant offers, agreements or options including under The Trendlines 2015 Share Option Plan (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as our Directors may in their absolute discretion deem fit; and (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:

   (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) and Instruments to be issued pursuant to this resolution shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing Shareholders shall not exceed 25.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of Shares that may be issued shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time this authority is given, after adjusting for: (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities; (b) new Shares arising from exercising share options or vesting of share awards, provided that the share options or share awards were granted in compliance with the Catalist Rules; and (c) any subsequent bonus issue, consolidation or sub-division of Shares. Adjustments in accordance with (a) and (b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this authority;

(3) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the provisions of Israeli Companies Law for the time being in force, the Articles of Association for the time being of the Company and The Trendlines 2015 Share Option Plan; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (a) the conclusion of the next annual general meeting of the Company or (b) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iv)] **[RESOLUTION 5]**

7. To transact any other ordinary business which may properly be transacted at an annual general meeting.

BY ORDER OF THE BOARD OF THE TRENDLINES GROUP LTD.

Tan Lay Hong
Haim Brosh
Joint Company Secretaries
12 May 2020

Explanatory Note(s):

(i) Mr. Dollinger will, if re-elected as a Director of the Company, remain as Co-Chairman of the Board of Directors of the Company and Co- Chief Executive Officer of the Company.

Additional information on Mr. Dollinger as required to be furnished pursuant to Rule 720(5) of the Catalist Rules can also be found in the Corporate Governance Report section of the Company's Annual Report for FY2019.

(ii) Mr. Bronfeld will, if re-elected as a Director of the Company, remain as a Non-Executive Director of the Company, and will be considered non-independent.

Additional information on Mr. Bronfeld as required to be furnished pursuant to Rule 720(5) of the Catalist Rules can also be found in the Corporate Governance Report section of the Company's Annual Report for FY2019.

(iii) Mr. Sin Boon Ann ("**Mr. Sin**") will, if appointed as a Director of the Company, be a Non-Executive Director of the Company, member of the Nominating Committee, the Audit Committee, and the Remuneration Committee.

It is required under the 2018 Code of Corporate Governance ("**2018 Code**") that the Company has a majority of the members of its Board to be Independent Directors. Therefore, the Board has recommended to appoint an additional Independent Director to the Board, namely, Mr. Sin, effective upon receipt of Shareholders' approval at the upcoming AGM on 17 June 2020. Upon the appointment of Mr. Sin, the Company will have a majority of Independent Directors on its Board.

Mr. Sin will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Mr. Sin currently serves as a director in 6 listed companies. In light of the prominent and vast business and legal experience which the proposed Director, Mr. Sin, brings to the Company and his high participation rate in the meetings of the listed companies in which he serves as a director, the Nominating Committee and the Board have approved Mr. Sin's nomination to the Board and determined that despite his directorship in 6 other listed companies, Mr. Sin is able to adequately carry out his duties as director of the Company.

Additional information on Mr. Sin as required to be furnished pursuant to Rule 720(5) of the Catalist Rules can also be found in the Corporate Governance Report section of the Company's Annual Report for FY2019.

(iv) Ordinary Resolution 5 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such time when the authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant instruments convertible into Shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 25.0% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(v) Resolutions 1, 2, 3, 4, and 5 shall be deemed adopted if approved by the holders of a majority of the voting proxy and voting thereon. **Only shareholders of record at the close of business on** 12 **June 2020, being the record date for determining those shareholders eligible to vote at the AGM, are entitled to notice of and to vote at the AGM and any postponements or adjournments thereof.**

(vi) For information relating to the compensation of our five most highly compensated office holders with respect to the year ended December 31, 2019, please see Principle 8 in the Corporate Governance Report in Company's Annual Report for FY2019

NOTES:

(i) The AGM is being convened, and will be held by way of electronic means 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 issued on 13 April 2020.

Printed copies of this Notice of Adjourned AGM will not be sent to shareholders, instead, this Notice of Adjourned AGM will be sent to shareholders by way of electronic means via publication on the SGXNet and the Company's website.

(ii) For efficiency and transparency purposes, shareholders are encouraged to submit questions 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 regarding the resolutions on the agenda no later than 7 working days in advance of the AGM (i.e. by 1:00 p.m. on 8 June 2020) and the Company will endeavour to address the substantial and relevant questions on the SGXNet and its website at https://www.trendlines.com/ no later than 3 days prior to the AGM. The responses to other questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one month after the date of the AGM.

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 AGM, 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 AGM.

(iii) Shareholders will not be able to attend the AGM in person. A shareholder (whether individual or corporate) shall appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such shareholder wishes to exercise his/her/its rights at the AGM. Where a shareholder (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.

(iv) Form of an instrument appointing a proxy, which may be used to vote at the AGM can be found at the end of this document.

(v) Shareholders will not be able to submit their votes online during the "live" audio/video conference call. Shareholders who wish to vote at the AGM must submit a Proxy Form which is released together with this Notice of Adjourned AGM to appoint the Chairman of the AGM 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 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or by e-mail to Mr. Haim Brosh, Joint Company Secretary, at haim@trendlines.com. not less than 48 hours before the time appointed for the AGM (i.e. by 1:00 p.m. on 15 June 2020). Notwithstanding the above, the Chairman of the AGM 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 AGM. 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 sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit the completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including Central Provident Fund ("CPF") or Supplementary Retirement Scheme ("SRS") investors who wish to vote 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 1:30 p.m. on 8 June 2020) 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.

There is no change to the resolutions to be proposed at the Adjourned AGM from those that are contained in the Notice of AGM dated 26 March 2020, including no amendments to the ambit of the resolutions and no addition of new resolutions. Shareholders who had submitted their proxy forms before the date of this Notice of Adjourned AGM and who had indicated how they wish to vote on each resolution, are not required to re-submit the proxy forms but may choose to withdraw their proxy forms by notifying the Company by email to Mr. Haim Brosh, Joint Company Secretary, at haim@trendlines.com at least 48 hours before the time for holding the AGM (i.e. by 1:00 p.m. on 15 June 2020). The Company shall be entitled to, and will, treat any valid proxy forms appointing the Chairman of the AGM or other person(s) as proxy(ies) which was delivered by a shareholder to the Company before the date of this Notice of Adjourned AGM as a valid instrument appointing the Chairman of the AGM as the shareholder's proxy to attend, speak and vote at the AGM if: (a) the shareholder had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the shareholder has not withdrawn the appointment.

Shareholders who did not indicate how they wish to vote on each resolution in the proxy forms that are submitted prior to this Notice of Adjourned AGM are advised to re-submit their proxy forms using the updated proxy form as attached to this Notice of Adjourned AGM, to appoint the Chairman of the AGM as their proxy and specifying their votes for the respective resolutions. Submission by a shareholder of a valid instrument appointing the Chairman of the AGM as proxy at least 48 hours before the time for holding the AGM (i.e. by 1:00 p.m. on 15 June 2020) will supersede any previous instrument appointing a proxy(ies) submitted by that shareholder.

Please note that shareholders will not be able to vote through the "live" audio/video conference call and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM 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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

THE TRENDLINES GROUPLTD.
(Incorporated in Israel)
(Company Registration No. 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 the Chairman of the Annual General Meeting ("**AGM**") as my/our proxy to attend, speak and to vote for me/us on my/our behalf at the AGM of the Company to be held in a virtual-only meeting format via "live" audio/video conference on Wednesday, 17 June 2020 at 1:00 p.m. (Singapore time) and at any adjournment thereof.

I/We direct my/our proxy to vote for or against or abstain from the ordinary resolution to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the appointment of the Chairman of the Meeting as my/our proxy for that resolution will be treated as invalid.

No.	Resolution	For	Against	Abstain
1.	Re-election of David Todd Dollinger as a Director of the Company			
2.	Re-election of Zeev Bronfeld as a Director of the Company			
3.	Appointment of Mr. Sin Boon Ann as a Director of the Company			
4.	Re-appointment of Kost Forer Gabbay & Kasierer as independent External Auditors and to authorize the Directors to fix their remuneration			
5.	Authority to Issue Shares			

1 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.

Dated this_____day of_____2020

Total Number of Shares Held

_____

Signature(s) of Shareholder(s) or Common Seal

IMPORTANT: PLEASE READ NOTES BELOW

Notes

1. 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.

2. Due to the current Covid-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person. A shareholder (whether individual or corporate) shall appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such shareholder wishes to exercise his/her/its rights at the AGM.

3. This proxy form may be accessed at the SGXNet. Where a shareholder (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.

4. Persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM(i.e. by 1:00 pm on 8 June 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

5. The Chairman of the Meeting, as a proxy, need not be a shareholder of the Company.

6. The instrument of proxy shall be duly signed by the appointer or his/her/its duly authorised attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorised 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.

7. 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 instrument of proxy if the Shareholder, being the appointer, is not shown to have Shares entered against his/her/its name in the Depository Register as at **12 June 2020, the record date for determining those Shareholders eligible to vote at the AGM**, as certified by the CDP.

8. Shareholders will not be able to submit their votes online during the "live" audio/video conference call. Shareholders who wish to vote at the AGM must submit a Proxy Form attached to this Notice of Adjourned AGM to appoint the Chairman of the AGM 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 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or by e-mail to Mr. Haim Brosh, Joint Company Secretary, at haim@trendlines.com. not less than 48 hours before the time appointed for the AGM (i.e. by 1:00 p.m. on 15 June 2020). Notwithstanding the above, the Chairman of the AGM 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 AGM.

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 sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit the completed proxy forms by post, shareholders are <u>strongly encouraged</u> to submit completed proxy forms electronically via email.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM 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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.