THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(the "**Company**")

MINUTES OF SPECIAL GENERAL MEETING

PLACE	:	Suntec Singapore Convention & Exhibition Centre, 1 Raffles Blvd, Singapore 039593, Level 3, Room 307
DATE	:	Wednesday, 18 September 2024
TIME	:	3:00 p.m. (Singapore time)
PRESENT	:	**Director(s)** Ms Nehama Ronen – Interim Chair and Independent Director of the Company **In Attendance** Mr Haim Brosh – Chief Executive Director and Interim Chief Financial Officer Ms Sahar Farah – Legal Manager and Joint Company Secretary
SHAREHOLDERS/ INVITEES	:	As per attendance record maintained by the Company
CHAIR	:	Ms Nehama Ronen

QUORUM

As a quorum was present, the Chair declared the SGM opened at 3:00 p.m.

INTRODUCTION

The Chair informed the meeting that:

(a) The Circular dated 8 August 2024, including the Notice and accompanying proxy form for today's SGM, had been announced via SGXNet on 8 August 2024.

(b) In accordance with Article 31 of the Company's Article of Association and Rule 730A of the Catalist Rules, all resolutions tabled at the SGM would be voted on by way of poll.

(c) The Company has appointed Boardroom Corporate & Advisory Services Pte Ltd as its Polling Agent and DrewCorp Services Pte Ltd as Scrutineers for the poll.

(d) In her capacity as Chair of the SGM, she had been appointed as proxy by shareholders who have directed her to vote "For" or "Against" the motions and she would be voting in accordance with their instructions.

(e) In accordance with the Company's Article of Association, she has the right to waive the 48 hours' time requirement provided in the Notice of SGM for shareholders to submit proxy forms to appoint the proxy(ies) or the Chair of the meeting as a proxy; and to accept any and all proxy forms submitted until the beginning of the SGM. She confirmed that the Company had not received, and she had not accepted any additional proxy forms accepted prior to the commencement of the SGM.

(f) Validity of all proxy forms completed and submitted by shareholders within the 48 hours submission deadline have been reviewed and the votes of all such valid proxies have been counted and verified by the Scrutineers.

(g) The Company did not receive any questions from shareholders in advance of today's SGM by the submission deadline of 3:00 p.m. on 16 August 2024.

(h) For the purposes of Ordinary Resolutions 1 and 2 in relation to the Proposed Subscription by Librae Holdings Limited ("**LH**") and the rest of the Subscribers as set out in the Notice of SGM, all of the Subscribers shall be regarded as Controlling Shareholders as explained under Section 2.1 of the SGM Circular and for the sake of caution only. Consequently, all of the Subscribers and their respective associates, shall abstain from exercising any voting rights on Ordinary Resolutions 1 and 2. The Company will disregard any votes cast by the Subscribers and their respective associates on Ordinary Resolutions 1 and 2.

(i) LH is considered a Controlling Shareholder under the Israeli Companies Law for interested party transactions. As explained under Section 10.1 of the SGM Circular, LH is (i) a person falling within the restrictions of Rule 812(1) of the Catalist Rules; and (ii) an interested person as defined under Chapter 9 of the Catalist Rules. Consequently, LH and its associates shall abstain from voting on Ordinary Resolution 1 in relation to the Proposed Subscription by LH.

The Company will not be relying on the general share issue mandate granted by Shareholders at the Company's annual general meeting held on 18 April 2024, instead specific Shareholders' Approval will be sought for the allotment and issuance of the new ordinary shares in relation to the Proposed Subscription by LH under Ordinary Resolution 1 and by the rest of the Subscribers (excluding LH) under Ordinary Resolution 2 as set out in the Notice of SGM.

(j) Each Shareholder voting on the Ordinary Resolutions 1 and 2 was required to actively inform the Company whether or not he/she has a personal interest in the proposed resolutions.

Pursuant to the Israeli Companies Law, Ordinary Resolutions 1 and 2 tabled for approval at this SGM would require the following to be carried:

(i) a "simple majority" of 50.01%; and
(ii) a "special majority" of votes of the shareholders which satisfies one of the following conditions: (a) such majority includes at least a majority of the shares held by all shareholders who are not controlling shareholders and who do not have a personal interest in the resolution, present and voting at such meeting (and without including any abstaining votes); or (b) the total number of shares of non-controlling shareholders 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.

(k) The minutes of this SGM would be announced via SGXNet and uploaded on the Company's website within one (1) month from the date of this SGM.

NOTICE

With the consent of the shareholders present, the Notice of SGM dated 8 August 2024 convening the SGM was taken as read.

ORDINARY BUSINESS:

1. TO PROPOSED SUBSCRIPTION BY LIBRAE HOLDINGS LIMITED OF UP TO 27,027,027 NEW SHARES IN THE CAPITAL OF THE COMPANY AT THE SUBSCRIPTION PRICE OF S$0.06 FOR EACH SHARE – ORDINARY RESOLUTION 1

The Chair informed that Ordinary Resolution 1 was to approve the allotment and issuance by the Company of up to 27,027,027 new ordinary shares to Librae Holdings Limited pursuant to Rules 805 and 812 of the Catalist Rules, at a Subscription Price of S$0.06 for each share, on and subject to the terms of the Subscription Agreement entered into between the Company and Librae Holdings Limited, including to authorise the Directors to do all acts and things as they deem necessary to give effect to this Ordinary Resolution 1 and/or the Proposed Subscription by Librae Holdings Limited.

Details of the Proposed Subscription by Librae Holdings Limited are set out on pages 6 to 16 of the SGM Circular. In accordance with the Israeli Companies Law, Ordinary Resolution 1 is required to be approved by a "Special Majority" as defined in the SGM Circular.

The Ordinary Resolution 1 as set out in the Notice of SGM was proposed by the Chair and seconded by Mr Lou Hun Bin.

2. THE PROPOSED SUBSCRIPTION BY THE SUBSCRIBERS (EXCLUDING LIBRAE HOLDINGS LIMITED) OF 49,549,550 NEW SHARES IN THE CAPITAL OF THE COMPANY AT THE SUBSCRIPTION PRICE OF S$0.06 FOR EACH SHARE – ORDINARY RESOLUTION 2

The Chair informed that Ordinary Resolution 2 was to approve the allotment and issuance by the Company of 49,549,550 new ordinary shares to the Subscribers (excluding Librae Holdings Limited) pursuant to Rule 805 of the Catalist Rules, at a Subscription Price of S$0.06 per share, on and subject to the terms of the Subscription Agreements entered into between the Company and each of the Subscribers (excluding Librae Holdings Limited), including to authorise the Directors to do all acts and things as they deem necessary to give effect to this Ordinary Resolution 2 and/or the Proposed Subscription by the Subscribers (excluding Librae Holdings Limited).

Details of Proposed Subscription by the Subscribers (excluding Librae Holdings Limited) are set out on pages 6 to 16 of the SGM Circular. In accordance with the Israeli Companies Law, Ordinary Resolution 2 is required to be approved by a "Special Majority" as defined in the SGM Circular.

The Ordinary Resolution 2 as set out in the Notice of SGM was proposed by the Chair and seconded by Mr Lou Hun Bin.

QUESTION AND ANSWER SESSION

The Chair opened the floor for a Questions and Answers Session. There being no questions from shareholders on the Ordinary Resolutions tabled for approval at this SGM, the Chair proceeded with the formalities of the Poll.

The motion as set out under Ordinary Resolutions 1 and 2 in the Notice of SGM were put to vote, and the duly completed and signed poll voting slips for this SGM were collected from the shareholders.

The Chair adjourned the SGM at 3:20 p.m., for the tabulation of the Poll Voting Results for the SGM.

The SGM was re-convened at 4:00 p.m. for the declaration of the results of the Poll.

DECLARATION OF POLL RESULTS

The poll voting results counted and verified by the Scrutineers were presented during the SGM.

1. TO APPROVE THE PROPOSED SUBSCRIPTION BY LIBRAE HOLDINGS LIMITED – ORDINARY RESOLUTION 1

The results of the poll for Ordinary Resolution 1 were as follows:

FOR		AGAINST		Total no. of shares represented by votes for and against the relevant resolution
No. of Shares	**As a percentage of total no. of votes for and against the resolution (%)**	**No. of Shares**	**As a percentage of total no. of votes for and against the resolution (%)**	
Table A: In respect of simple majority requirement				
152,988,790	97.27%	4,299,300	2.73%	157,288,090

FOR		AGAINST			Total no. of shares represented by votes for and against the relevant resolution
No. of Shares	**As a percentage of total no. of votes for and against the resolution (%)**	**No. of Shares**	**As a percentage of total no. of votes for and against the resolution (%)**	**As a percentage of total voting rights in the Company (%)[1]**	
Table B: In respect of special majority requirement					
152,988,790	97.27%	4,299,300	2.73 %	0.42%	157,288,090

The Chair noted that there are no shareholders who indicated having personal interest or controlling Shareholders in relation to this Ordinary Resolution 1.

Ordinary Resolution 1 was passed by both a simple majority as reflected in Table A above, and by a special majority as reflected in Table B above.

Based on the results of the poll as set out in Tables A and B above, Ordinary Resolution 1 was declared carried by the Chair and it was RESOLVED:

"That proposed subscription by Librae Holdings Limited of up to 27,027,027 new ordinary shares at a Subscription Price of S$0.06 for each share in the capital of the Company, on and subject to the terms of the Subscription Agreement entered into between the Company and Librae Holdings Limited be approved"

[1] Total voting shares in the Company being 1,024,824,407 ordinary shares.

2. TO APPROVE THE PROPOSED SUBSCRIPTION BY THE SUBSCRIBERS (EXCLUDING LIBRAE HOLDINGS LIMITED) – ORDINARY RESOLUTION 2

The results of the poll for Ordinary Resolution 2 were as follows:

FOR		AGAINST		Total no. of shares represented by votes for and against the relevant resolution
No. of Shares	**As a percentage of total no. of votes for and against the resolution (%)**	**No. of Shares**	**As a percentage of total no. of votes for and against the resolution (%)**	
Table C: In respect of simple majority requirement				
152,988,790	97.27%	4,299,300	2.73%	157,288,090

FOR		AGAINST			Total no. of shares represented by votes for and against the relevant resolution
No. of Shares	**As a percentage of total no. of votes for and against the resolution (%)**	**No. of Shares**	**As a percentage of total no. of votes for and against the resolution (%)**	**As a percentage of total voting rights in the Company (%)[1]**	
Table D: In respect of special majority requirement					
152,988,790	97.27%	4,299,300	2.73%	0.42%	157,288,090

The Chair noted that are no shareholders who indicated having personal interest or controlling Shareholders in relation to this Ordinary Resolution 2.

Ordinary Resolution 2 was passed by both a simple majority as reflected in Table C above, and by a special majority as reflected in Table D above.

Based on the results of the poll as set out in Tables C and D above, Ordinary Resolution 2 was declared carried by the Chair and it was RESOLVED:

"That the proposed subscription by the Subscribers (excluding Librae Holdings Limited) of 49,549,550 new ordinary shares at a Subscription Price of S$0.06 for each share in the capital

[1] Total voting shares in the Company being 1,024,824,407 ordinary shares.

of the Company, on and subject to the terms of the Subscription Agreement entered into between the Company and each of the Subscribers (excluding Librae Holdings Limited) be approved."

CONCLUSION

There being no other business, the Chair declared the SGM of the Company closed at 4:05 p.m. and and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF THE PROCEEDINGS HELD

MS NEHAMA RONEN
CHAIR OF THE SGM