

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting of The Trendlines Group Ltd. (the "**Company**") for the financial year ended 31 December 2022 (the "**FY2022**") (the "**AGM**") will be convened and held by way of electronic means on **Wednesday, 19 April 2023 at 4.00 p.m.** (Singapore time) 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 2022 together with the Auditors' Report thereon.

2. To re-elect Ms. Nehama Ronen, who is retiring pursuant to Article 40(g) of the Company's Articles of Association, as a Director of the Company.

[See Explanatory Note (i)]

[RESOLUTION 1]

3. To re-elect Professor Low Teck Seng, who is retiring pursuant to Article 40(g) of the Company's Articles of Association, as a Director of the Company.

[See Explanatory Note (ii)]

[RESOLUTION 2]

4. 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 (iii)]

[RESOLUTION 3]

5. 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 (iv)]

[RESOLUTION 4]

6. To re-elect Mr. Sin Boon Ann, 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 (v)]

[RESOLUTION 5]

7. To re-appoint Messrs. Ernst & Young LLP (Singapore), as external independent auditors of the Company until the consummation of the Company's next AGM and to authorise the Directors of the Company ("**Directors**") to fix their remuneration.

[RESOLUTION 6]

Special Business

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

8. 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:

Notice of Annual General Meeting

- (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 outstanding at the time this authority is given; (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this authority, 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;
- (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 (vi)]

[RESOLUTION 7]

9. To transact any other ordinary business which may properly be transacted at an AGM.

BY ORDER OF THE BOARD OF THE TRENDLINES GROUP LTD.

Haim Brosh
Eunice Hooi Lai Fann
Joint Company Secretaries

14 March 2023

Explanatory Notes:

- (i) Ms. Nehama Ronen ("**Ms. Ronen**") will, if re-elected as a Director of the Company, remain as a Non-Executive Director of the Company, member of the Audit Committee and the Nominating Committee. Ms. Ronen will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Additional information on Ms. Ronen as required to be furnished pursuant to Rule 720(5) of the Catalist Rules can be found in the Corporate Governance Report section of the Company's Annual Report for FY2022.

- (ii) Professor Low Teck Seng ("**Prof. Low**") will, if re-elected as a Director of the Company, remain as a Non-Executive Director of the Company, and member of the Remuneration committee. Prof. Low will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Additional information on Prof. Low as required to be furnished pursuant to Rule 720(5) of the Catalist Rules can be found in the Corporate Governance Report section of the Company's Annual Report for FY2022.

Notice of Annual General Meeting

- (iii) Mr. David Todd Dollinger (“**Mr. Dollinger**”) will, if re-elected as a Director of the Company, remain as Co-Chair 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 of the SGX-ST can be found in the Corporate Governance Report section of the Company’s Annual Report for FY2022.

- (iv) Mr. Zeev Bronfeld (“**Mr. Bronfeld**”) will, if re-elected as a Director of the Company, remain as a Non-Executive Director of the Company.

Additional information on Mr. Bronfeld as required to be furnished pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST can be found in the Corporate Governance Report section of the Company’s Annual Report for FY2022.

- (v) Mr. Sin Boon Ann (“**Mr. Sin**”) will, if re-elected as a Director of the Company, remain as a Non-Executive Director of the Company, member of the Audit Committee and the Nominating Committee. Mr. Sin will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

Additional information on Mr. Sin as required to be furnished pursuant to Rule 720(5) of the Catalist Rules can be found in the Corporate Governance Report section of the Company’s Annual Report for FY2022.

- (vi) Ordinary Resolution 7 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.

- (vii) Ordinary Resolutions 1,2,3,4,5,6 shall be deemed adopted if approved by the holders of a majority of the voting power represented at the meeting in person or by proxy and voting thereon. **Only shareholders of record at the close of business on 11 April 2023, 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.**

- (viii) For information relating to the compensation of our top five most highly compensated office holders with respect to the FY2022, please refer to principle 8 in the Corporate Governance Report in our Annual Report for FY2022.

NOTES:

1. 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. Shareholders will **not** be able to attend the AGM in person.

Printed copies of this Notice of AGM will **not** be sent to shareholders, instead, this Notice of AGM will be sent 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 AGM by:

- (a) observing and/or listening to the AGM proceedings via the live audio-visual webcast and live audio-only stream (**Live Webcast**);
- (b) submitting questions relating to the resolutions to be tabled at the AGM, to the Chair of the AGM in advance of the AGM;
- (c) submitting text-based questions during the Live Webcast of the AGM 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 Chair of the AGM as proxy to attend and vote on their behalf at the AGM.

Notice of Annual General Meeting

2. Pre-registration for the AGM

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

All shareholders, proxyholders, CPF and SRS investors who wish to attend the AGM must pre-register via the pre-registration website at <https://conveneagm.com/sg/TrendlinesSGMAPR2023/> for verification purposes by **4.00 p.m. on 17 April 2023**, being 48 hours before the time fixed for the AGM.

Shareholders who are appointing proxyholder(s) to attend the AGM should inform his/her proxyholder(s) to pre-register via the pre-registration website at <https://conveneagm.com/sg/TrendlinesSGMAPR2023/> by **4.00 p.m. on 17 April 2023**, being 48 hours before the time fixed for the AGM, failing which the appointment shall be invalid.

Authenticated shareholders, proxyholders and CPF and SRS investors will be provided with a confirmation email for the AGM containing details as well as instructions on attending the AGM (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 17 April 2023** deadline but have not received the Confirmation Email by **4.00 p.m. on 18 April 2023** should immediately contact support@conveneagm.com.

3. Question and answer

Shareholders, proxyholders, CPF and SRS investors attending the AGM via the Live Webcast will be able to ask questions during the AGM 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 AGM to the Chair of the AGM, in advance of the AGM 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 AGM (i.e. by **4.00 p.m. on 12 April 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 AGM, i.e. before 14 April 2023. The responses to other questions, together with the minutes of the AGM, will be posted on the SGXNet and the Company's website within one (1) month after the date of the AGM.

Shareholders who submit questions via email or by post to the Company must provide the following information:

- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

Shareholders should continually check for announcements by the Company for updates on the AGM.

4. The form of an instrument appointing a proxy (Proxy Form), which may be used to vote at the AGM, is released together with this Notice of AGM.

5. Voting

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

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 AGM.

- (a) **Live voting:** Shareholders and proxyholders attending the AGM may cast their votes in real time for each resolution to be tabled at the AGM 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 Chair of the AGM as proxy:** As an alternative to the above, shareholders may also vote at the AGM by appointing proxy(ies) or the Chair of the AGM as proxy to vote on their behalf. Please refer to paragraph 6 below for information on the submission of Proxy Forms.

Notice of Annual General Meeting

A shareholder, who has submitted a Proxy Form, but wishes to attend and participate in the Live Voting during the AGM 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 18 April 2023**. Alternatively, kindly log-in prior to the commencement of the AGM as proxy revocation is not allowed after the AGM has started.

6. Appointment of Proxies

Shareholders who wish to vote at the AGM via a proxy(ies) must submit the Proxy Form, which is released together with this Notice of AGM, to appoint the proxy(ies) or the Chair of the AGM 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 AGM (i.e. by **4.00 p.m. on 17 April 2023**).

Notwithstanding the above, the Chair 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 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 AGM by (a) observing and/or listening to the AGM proceedings through the Live Webcast; (b) submitting questions in advance of the AGM; (c) submitting questions during the AGM and/or (d) voting at the AGM, 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 AGM.

In addition, CPF and SRS investors:

- (a) may vote live via electronic means at the AGM 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 Chair of the AGM as proxy to vote on their behalf at the AGM, 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 AGM (i.e. by **4.00 p.m. on 6 April 2023**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chair of the AGM to vote on their behalf by the cut-off date.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) or the Chair of the AGM as proxy to attend 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 the appointment of proxy(ies) or the Chair of the AGM as proxy 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 (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.