THE TRENDLINES GROUP LTD.

(Incorporated in Israel)
(Company Registration No.: 513970947)

NOTICE OF SPECIAL GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 27 March 2024 issued by The Trendlines Group Ltd..

NOTICE IS HEREBY GIVEN that a second Special General Meeting of The Trendlines Group Ltd. ("**Company"**) will be held at 190 Clemenceau Ave, #06-01, Singapore Shopping Centre, The Dining Hall @ Work Central, Singapore 239924 on **Thursday, 18 April 2024 at 11:00 a.m. (Singapore time)** (or immediately after the conclusion or adjournment of the Company's (i) Annual General Meeting ("**AGM**") to be held at 10:00 a.m. (Singapore time) on the same day; and (ii) special general meeting regarding, inter alia, proposed CEO Exit Event Bonus Plan, Grant of Options and Amended Compensation Policy to be held at 10:30 a.m. (Singapore time) on the same day following the conclusion of the AGM), for the purpose of considering and, if thought fit, passing the following ordinary resolution:

ORDINARY RESOLUTION: THE PROPOSED RIGHTS ISSUE

The non-renounceable non-underwritten rights issue of up to 73,641,050 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S$0.06 per Rights Share ("**Issue Price**"), on the basis of one (1) Rights Share for every fourteen (14) existing ordinary shares in the capital of the Company (each, a "**Share"**) held by shareholders of the Company ("**Shareholders**") as at a time and date as the Directors may, in its absolute discretion, determine ("**Record Date**"), fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

(a) create and issue up to 73,641,050 Rights Shares at the Issue Price for each Rights Share;

(b) provisionally allot and issue up to 73,641,050 Rights Shares at the Issue Price for each Rights Share on the basis of one (1) Rights Share for every fourteen (14) Shares held by Shareholders as at the Record Date, on the terms and conditions set out below and/or otherwise on such terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion deem fit, including without limitation, the following:

    (i) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date, and who have not, at least three (3) Market Days prior to the Record Date, provided to the CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices or documents ("**Foreign Shareholders**");

    (ii) the provisional allotment of the Rights Shares not taken up or allotted for any reason shall be used to satisfy applications for Excess Rights Shares (if any) or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and

    (iii) the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares;

(c) the Directors or any of them be and are hereby authorised to fix the Record Date in their absolute discretion; and

(d) the Directors or any of them be and are hereby authorised to take such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the Rights Issue (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Rights Issue), make such amendments to the terms of the Rights Issue and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

BY ORDER OF THE BOARD
OF THE TRENDLINES GROUP LTD.

Haim Brosh
Chief Executive Officer and Interim Chief Financial Officer
27 March 2024

Notes:

1. This second Special General Meeting of the Company for the purpose of considering the Rights Issue ("**SGM**") is being convened, and will be held physically. All shareholders are cordially invited to attend the SGM in person. **There will not be option for shareholders to participate virtually.**

   Printed copies of this Notice of SGM and the accompanying Proxy Form will be mailed to shareholders.

   Printed copy of the Company's SGM Circular dated 27 March 2024 **will not** be mailed to shareholders, instead will be made available to shareholders on the SGXNet at https://www.sgx.com/securities/company-announcements and the Company's website at https://www.trendlines.com/.

   Shareholders who wish to request for a printed copy of the Company's SGM Circular dated 27 March 2024 may do so by submitting your request to the Company via email to CompanySecretary@trendlines.com with your full name, contact number and delivery address **no later than Tuesday, 9 April 2024**.

2. A shareholder entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote in the shareholder's stead.

3. A proxy need not be a shareholder of the Company.

4. Any shareholder who holds more than one share shall be entitled to appoint a proxy with respect to all or some of its shares or appoint more than one proxy, provided that the instrument appointing a proxy shall include the number of shares with respect to which it was issued and only one proxy shall be appointed with respect to any one share.

5. The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing.

6. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. If the appointor is a corporation, the Proxy Form must be executed either under its common seal or under the hand of its duly authorised officer or attorney. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy.

7. The Ordinary Resolution 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 2024, being the record date for determining those shareholders eligible to vote at the SGM, are entitled to notice of and to vote at the SGM and any postponements or adjournments thereof.**

8. Shareholders who wish to vote at the SGM via a proxy(ies) must submit the accompanying Proxy Form 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 appointing proxy(ies) or corporate representative(s) 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 Mrs Sahar Farah, Joint Company Secretary, at CompanySecretary@trendlines.com, not less than forty eight (48) hours before the time appointed for the SGM (i.e. **by 11:00 a.m. on Tuesday, 16 April 2024**).

   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.

9. 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 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 11:00 a.m. on Friday, 5 April 2024**) 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.

Submission of Questions In Advance of the SGM

Shareholders may submit substantial and relevant questions related to the resolution to be tabled for approval at the SGM to the Company in advance of the SGM. Such questions must be submitted **by 11:00 a.m. on Monday, 8 April 2024** via e-mail to Mrs Sahar Farah, Joint Company Secretary, at CompanySecretary@trendlines.com or 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.

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).

The Company will upload its response to the substantial and relevant questions from shareholders on the SGXNet and the Company's website **before 11:00 a.m. on 14 April 2024**, being at least 48 hours prior to the proxy form submission deadline for the SGM.

The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) substantial and relevant questions which are received from shareholders after its response on 14 April 2024, at the SGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company's responses to all subsequent questions addressed at the SGM 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.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 or service providers) of the appointment of proxy(ies) or representative(s) 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 or service providers) 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) and/or representative(s) to the Company (or its agents or service providers), the shareholder or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) 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.