

**THE TRENDLINES GROUP LTD.**  
(Company Registration No. 513970947)  
(Incorporated in Israel)  
(the “Company”)

**MINUTES OF SPECIAL GENERAL MEETING**

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<b>PLACE</b>	: Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593, Level 3, Room 307
<b>DATE</b>	: Wednesday, 23 April 2025
<b>TIME</b>	: 11:20 a.m. (immediately after the adjournment of the Annual General Meeting (“ <b>AGM</b> ”) of the Company held on the same day)
<b>PRESENT</b>	: <b><u>Directors</u></b> Mr Sin Boon Ann – Independent and Non-Executive Director, and a member of the Audit, Nominating, and Remuneration Committees  Professor Low Teck Seng – Independent and Non-Executive Director, and a member of the Audit and Remuneration Committees Mr Haim Brosh – Executive Director and Chief Executive Director (“ <b>CEO</b> ”) Ms Sarit Zeevi – the External and Independent Director (via videoconference)
<b>ABSENT WITH APOLOGIES</b>	: Ms Nehama Ronen – Chair of the Board
<b>SHAREHOLDERS/ PROXIES/ INVITEES</b>	: As per attendance record maintained by the Company
<b>CHAIR OF THE MEETING</b>	: Mr Sin Boon Ann

**CHAIR**

It was noted that the Board members had invited Mr Sin Boon Ann, the Independent and Non-Executive Director of the Company, to chair the proceedings for the Special General Meeting (“**SGM**”) on behalf of Ms Nehama Ronen, the Chair of the Board. Ms Nehama Ronen had sent her apologies for not being present in person for the SGM.

**QUORUM**

As a quorum was present, the Chair declared the SGM opened at 11:20 a.m.

**INTRODUCTION**

The Chair informed the meeting that:

- (a) The Circular dated 13 March 2025, including the Notice and accompanying proxy form for the SGM, had been announced via SGXNet on 13 March 2025.
- (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 his capacity as Chair of the SGM, he had been appointed as proxy by shareholders who have directed him to vote "For" or "Against" the motions and he would be voting in accordance with their instructions.
- (e) In accordance with the Company's Article of Association, he 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. He confirmed that the Company had not received and he 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 by the submission deadline of 10.30 a.m. on 21 April 2025 have been reviewed and the votes of all such valid proxies have been counted and verified by the Scrutineers.
- (g) The Company had not received from shareholders any questions in relation to the resolutions tabled for approval at this SGM in advance, by the submission deadline of 7 April 2025.
- (h) Pursuant to the Israeli Companies Law, all three Ordinary Resolutions 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 (with respect to resolution 1 - 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 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.
- (i) Librae Holdings Limited, will be regarded as a controlling shareholder of the Company under the Israeli Companies Law for the purpose of Ordinary Resolutions 1, 2 and 3. Therefore Librae's votes will not be counted for the purposes of satisfying (a) the "Disinterested Majority" requirement to pass Ordinary Resolution 1, and (b) the "Special Majority" requirement to pass Ordinary Resolutions 2 and 3.
- (j) 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 the SGM.

## **NOTICE**

With the consent of the shareholders present, the Notice dated 13 March 2025 convening the SGM was taken as read.

**ORDINARY BUSINESS:**

**1. APPOINTMENT OF MS. ELKA NIR AS AN EXTERNAL DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 1**

The Chair informed that Ordinary Resolution 1 was to consider and approve the proposed appointment of Ms. Elka Nir, to serve as External Director of the Company with effect from the date of this SGM and for a term of three (3) years, subject to the requirement of the Israeli Companies Law. It was noted that:

- (a) Ms. Elka Nir had signified her consent to be appointed as External Director of the Company, and if appointed, she will be considered as a Non-Independent and Non-Executive Director of the Company and will be appointed as a member of the Company's Audit, Remuneration and Nominating Committees.
- (b) Key information on Ms. Elka Nir was provided on pages 9 to 12, and Appendix A of the SGM Circular. Ms. Elka Nir was originally appointed by shareholders as an External Director on 24 February 2016, and she completed 9 years as an External Director on 24 February 2025. Ms. Elka Nir has also completed 9 years as an Independent Director of the Company from the date of her first appointment on 15 October 2015.
- (c) In accordance with the Israeli Companies Law, Ordinary Resolution 1 is required to be approved by a "Disinterested Majority" as defined in the SGM Circular and each shareholder voting on the Ordinary Resolution 1 who is a controlling shareholder or have a "personal interest" in the proposed resolution will not be counted for the purposes of satisfying the "Disinterested Majority" requirement to pass Ordinary Resolution 1.

The Ordinary Resolution 1 as set out in the Notice of SGM was proposed by the Chair and seconded by a shareholder, Mr Keith Loo Zhi En.

**2. ADOPTION OF THE AMENDED COMPENSATION POLICY FOR THE COMPANY'S OFFICE HOLDERS – ORDINARY RESOLUTION 2**

The Chair informed that Ordinary Resolution 2 was to approve the adoption of the amended Compensation Policy for the Company's Office Holders, details of which are set out on pages 13 and 15 of the SGM Circular. It was noted that:

- (a) The amended Compensation Policy, if approved and adopted by the shareholders at this SGM, it shall be in force and effect for a period of three (3) years commencing as of the date of its approval at this SGM.
- (b) Pursuant to the Israeli Companies Law, companies incorporated under the laws of Israel, whose shares are listed for trade on a stock exchange or have been offered to the public in or outside of Israel, such as the Company, are required to adopt a policy governing the compensation of "Office Holders", and such Compensation Policy must be reviewed from time to time by the Remuneration Committee and the Board, in order to consider its adequacy, and must be reapproved in accordance with the below approval process at least once every three years.
- (c) The Compensation Policy for the Company's Officer Holders was first approved by shareholders on 2 August 2016 and subsequently renewed and amended at the Company's SGMs held on 13 February 2019, 22 April 2021 and 18 April 2024, respectively.
- (d) 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 a shareholder, Mr Keith Loo Zhi En.

**3. APPROVE THE CEO EXIT EVENT BONUS PLAN FOR FINANCIAL YEAR ENDING 31 DECEMBER 2025 – ORDINARY RESOLUTION 3**

The Chair informed that Ordinary Resolution 3 was to approve the CEO Exit Event Bonus Plan for the financial year ending 31 December 2025, the details of which were set out on pages 15 and 16 of the SGM Circular dated 13 March 2025. It was noted that:

- (a) Pursuant to the Israeli Companies Law, the terms of office and employment of the CEO are generally required to be approved in turn by the Remuneration Committee, Board and shareholders.
- (b) The Remuneration Committee and Board members of the Company had on 20 February 2025 approved the Exit Event Bonus Plan for all Office Holders of the Company, including the Company's CEO for FY2025 ("**2025 Exit Event Bonus Plan**") in accordance with the provisions of the Companies Law, and the amended Compensation Policy, which was approved by the shareholders under Ordinary Resolution 2 above. The 2025 Exit Event Bonus Plan is designed to align the interests of the Office Holders with those of the Company's shareholders, and to correspond to the Company's strategy, goals and objectives going forward.
- (c) In accordance with the Israeli Companies Law, Ordinary Resolution 3 is required to be approved by a "Special Majority" as defined in the SGM Circular.

The Ordinary Resolution 3 as set out in the Notice of SGM was proposed by the Chair and seconded by a shareholder, Mr Keith Loo Zhi En.

**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, 2 and 3 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 11:30 a.m.  
for the tabulation of Poll Voting Results for the SGM.***

***The SGM was re-convened at 12:15 p.m. for the declaration of  
the Poll Voting Results for the Ordinary Resolutions tabled at the SGM.***

**DECLARATION OF POLL RESULTS**

The poll voting results counted and verified by the Scrutineers for the three Ordinary Resolutions tabled at the SGM were presented to the Chair, and the meeting was informed that:

**ORDINARY RESOLUTION 1**

**- APPOINTMENT OF MS. ELKA NIR AS AN EXTERNAL DIRECTOR OF THE COMPANY**

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				
534,569,434	100%	6,000	0.00%	534,575,434

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 (%) <sup>1</sup>	
Table B: In respect of special majority requirement					
209,490,127	100%	6,000	0.00%	0.00%	209,496,127

The Chair noted that the shareholders who indicated having personal interest or controlling Shareholders in relation to this Ordinary Resolution 1 amount to a total of 325,079,307 shares. The votes of shareholders with personal interest in this matter are counted for the simple majority and are not counted for the special majority requirement.

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, the Chair declared the motion as set out under Ordinary Resolution 1 carried, and it was RESOLVED:

*“That the appointment of Ms. Elka Nir as an External Director of the Company be approved with effect from the date of the SGM.”*

<sup>1</sup> Total voting shares in the Company being 741,071,561 ordinary shares.

**ORDINARY RESOLUTION 2**

**- ADOPTION OF THE AMENDED COMPENSATION POLICY FOR THE COMPANY'S OFFICE HOLDERS**

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				
534,567,834	100%	7,600	0.00%	534,575,434

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 (%) <sup>1</sup>	
Table D: In respect of special majority requirement					
209,488,527	100%	7,600	0.00%	0.00%	209,496,127

The Chair noted that the shareholders who indicated having personal interest or controlling Shareholders in relation to this Ordinary Resolution 2 amount to a total of 325,079,307 shares. The votes of shareholders with personal interest in this matter are counted for the simple majority and are not counted for the special majority requirement.

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, the Chair declared the motion as set out under Ordinary Resolution 2 carried, and it was RESOLVED:

*"That the Amended Compensation Policy for the Company's Office Holders be approved and adopted."*

**ORDINARY RESOLUTION 3**

- **APPROVE THE CEO EXIT EVENT BONUS PLAN FOR FINANCIAL YEAR ENDING 31 DECEMBER 2025**

The results of the poll for Ordinary Resolution 3 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 E: In respect of simple majority requirement				
508,823,834	100%	7,600	0.00%	508,831,434

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 (%) <sup>1</sup>	
Table F: In respect of special majority requirement					
183,744,527	100%	7,600	0.00%	0.00%	183,752,127

The Chair noted that the shareholders who indicated having personal interest or controlling Shareholders in relation to this Ordinary Resolution 3 amount to a total of 325,079,307 shares. The votes of shareholders with personal interest in this matter are counted for the simple majority and are not counted for the special majority requirement.

Ordinary Resolution 3 was passed by both a simple majority as reflected in Table E above, and by a special majority as reflected in Table F above.

Based on the results of the poll as set out in Tables E and F above, the Chair declared the motion as set out under Ordinary Resolution 3 carried, and it was RESOLVED:

*“That the CEO Exit Event Bonus Plan for the financial year ending 31 December 2025 be approved.”*

**CONCLUSION**

There being no other business, the Chair declared the SGM of the Company closed at 12:20 p.m. and thanked everyone for their attendance.

**CONFIRMED AS TRUE RECORD OF THE PROCEEDINGS HELD**

**SIN BOON ANN**  
**CHAIR OF THE SGM**