trendlines
medical • agrifood • labs

THE TRENDLINES GROUP LTD.

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

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 2019 (the "**AGM**") will be held at Suntec City Convention Centre, Meeting Room 333, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore, at 12:00 p.m. (Singapore time) on Wednesday, 10 June 2020 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

26 March 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 10 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 power represented at the meeting in person or by proxy and voting thereon. **Only shareholders of record at the close of business on 5 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) All shareholders are cordially invited to attend the AGM in person. A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the shareholder's stead. A proxy need not be a shareholder of the Company.

(vii) 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.

(viii) Form of an instrument appointing a proxy, which may be used to vote at the AGM is enclosed.

(ix) The instrument appointing a proxy (and the power of attorney or other authority, if any, under which such instrument has been signed) shall be delivered to the Company's registered office at P.O. Box 499, Karmiel, 2161401, Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd, 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 forty eight (48) hours before the time fixed for the AGM at which the person named in the instrument proposes to vote. 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.

(x) 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.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member 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 (collectively, the "**Purposes**"), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor's breach of warranty.

This page has been intentionally left blank.