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

MINUTES OF SPECIAL GENERAL MEETING ("SGM")

VENUE	:	73B Ayer Rajah Crescent @ JTC Launchpad, Singapore 139966
DATE	:	Friday, 15 December 2023
TIME	:	3.00 p.m.
PRESENT	:	**Directors:** Mr. David Todd Dollinger – Co-Chair of the Board Mr. Stephen Louis Rhodes – Co-Chair of the Board ** ** *Attended via Audio-Conference* **In Attendance:** Mr. Haim Brosh – Chief Executive Officer and Interim Chief Financial Officer
SHAREHOLDERS/ INVITEES	:	As per attendance record maintained by the Company
CHAIR	:	Mr. David Todd Dollinger

CHAIRMAN

Mr. David Todd Dollinger took the chair of the SGM of The Trendlines Group Ltd.

QUORUM

As a quorum was present, the Chairman declared the SGM opened at 3.00 p.m. and introduced Mr. Haim Brosh, Chief Executive Officer and Interim Chief Financial Officer of the Company, who was present in person at the SGM and Mr. Stephen Louis Rhodes, the Co-Chair of the Board, who was attending the SGM via audio-conference.

NOTICE

With the consent of the shareholders present, the Notice dated 10 November 2023 convening the SGM was taken as read.

INTRODUCTION

The Chair informed the meeting that:

(a) In accordance with Article 31 of the Company's Articles of Association and Rule 730A of the Catalist Rules, the ordinary resolution tabled at today's SGM was voted on by way of poll.

(b) Poll Voting Slips were issued to all shareholders attending in person at the SGM and all duly appointed and verified proxies at the point of registration. In the event that shareholders revoked the appointment of such proxies prior to the SGM, their proxies would not receive Poll Voting Slips and they would not be able to vote. Voting was conducted after the motion was duly proposed and seconded.

(c) The Company 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 the Chair of the SGM he was appointed by shareholders as proxy to vote "FOR" or "AGAINST" the motion, and he voted in accordance with their instructions.

(e) In accordance with the Company's Articles of Association, the Chair had 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. The Company did not receive, and he did not accept any additional proxy forms prior to the commencement of this SGM.

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

(g) The Company did not receive any questions from shareholders in relation to the ordinary resolution tabled for approval at the SGM in advance via email or post by the submission deadline of 30 November 2023.

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

ORDINARY RESOLUTION:

CEO REMUNERATION PACKAGE FOR MR. HAIM BROSH

The Chair informed that the Ordinary Resolution was to consider and approve the CEO remuneration package for Mr. Haim Brosh, following his appointment as the CEO of the Company with effect from 1 November 2023. Salient details on the CEO remuneration package were set out on pages 6 and 7 of the SGM Circular dated 10 November 2023 (the "**Circular**").

The meeting noted that:

(a) In accordance with the Israeli Companies Law, the terms of office and employment of the CEO are required to be approved in turn by the Remuneration Committee, Board of Directors and shareholders of the Company by a "Disinterested Majority" as defined in the Circular.

(b) Under the Israeli Companies Law, for this motion to be carried, it 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.

The Ordinary Resolution as set out in the Notice of SGM was proposed by the Chair and seconded by Mr. Stephen Louis Rhodes.

QUESTION AND ANSWER SESSION

The Chair opened the floor for a Questions and Answers session. A summary of all questions raised by shareholders during the SGM and the Company's responses are annexed hereto as **"Appendix A"**.

POLL VOTING

After dealing with questions, the Chair invited the representatives from the Polling Agent to explain the poll voting procedures and proceeded with the formalities of the Poll.

The Chair adjourned the SGM at 3.15 p.m. for the Poll Voting Results for the SGM to be counted and verified by the Scrutineers.

The SGM was re-convened at 3.30 p.m. for the declaration of the Poll Results.

DECLARATION OF POLL RESULTS

The Poll Voting Results counted and verified by the Scrutineers were presented to the Chair. The results of the Poll for Ordinary Resolution were as follows:

RESOLUTION NUMBER AND DETAILS	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				
Ordinary Resolution: To consider and approve the CEO Remuneration Package payable to Mr. Haim Brosh, following his appointment as the CEO of the Company with effect from 1 November 2023.	485,947,690	99.20%	3,926,936	0.80%	489,874,626

RESOLUTION NUMBER AND DETAILS	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					
Ordinary Resolution: To consider and approve the CEO Remuneration Package payable to Mr. Haim Brosh, following his appointment as the CEO of the Company with effect from 1 November 2023.	204,612,409	98.12%	3,926,936	1.88%	0.004%	208,539,345

[1] *Total voting shares in the Company being 960,110,294 ordinary shares.*

The meeting noted that:

(a) The shareholders who indicated having personal interest or controlling shareholders in relation to this Ordinary Resolution amount to a total of 281,335,281 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.

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

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

> *"That the CEO Remuneration Package payable to Mr. Haim Brosh, following his appointment as the CEO of the Company with effect from 1 November 2023 be approved."*

CONCLUSION

The Chair declared the SGM of the Company closed at 3.35 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD
OF PROCEEDINGS HELD

David Todd Dollinger
Chair

Appendix A

RESPONSES TO QUESTIONS RECEIVED FROM SHAREHOLDERS AT THE COMPANY'S SGM HELD ON 15 DECEMBER 2023

Summary of questions received from the shareholders and proxy(ies) who had attended the Company's SGM held on 15 December 2023 at 3.00 p.m. and the Company's responses are as set out below:

Questions were addressed by the following personnel from the Company:

Mr. David Todd Dollinger – Co-Chair of the Board,
Mr. Haim Brosh – Chief Executive Officer and Interim Chief Financial Officer

Question 1: How long is the term of this remuneration package? Will it be the same package in the next 20 years?

The Company's response:

*The CEO's remuneration package is subject to review and consideration by the members of the Remuneration Committee ("**RC**") and the Board of Directors of the Company as and when deemed necessary before recommending their proposal and any further changes for approval by shareholders.*

Question 2: Is this a one-off approval on the CEO's remuneration package?

The Company's response:

Whenever there are further updates or changes to the CEO's remuneration in the future, the proposed changes will be reviewed by the Company's RC and Board of Directors and thereafter will be tabled for approval by shareholders.

Question 3: What is the CEO's gross salary and bonus package on top of his remuneration package?

The Company's response:

There are two principal elements to the CEO's remuneration package. One is the base salary, and the second will be a bonus package which will be related to the performance of the Company and the CEO. At this junction, the RC and Board members have yet to decide or propose the key criteria and elements for the CEO's bonus package. As such, Mr. Brosh does not have a bonus package. Once the RC and Board members have finalized the details of the bonus package for the CEO, the same will be tabled for approval by shareholders at a future date.