THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration No. 513970947)

Annual General Meeting ("AGM") and Special General Meeting ("SGM") Scheduled on 26 April 2017:
- Further Information on Authority to Issue Shares
- Further Information on Proposed MBO Plan for the Company's CEOs for FY2017

The board of directors (the "**Board**") of The Trendlines Group Ltd. (the "**Company**" or "**Trendlines**" and together with its subsidiaries and associated companies, the "**Group**") refers to the Company's announcements dated 20 March 2017 regarding the AGM and SGM scheduled on 26 April 2017 at the Suntec International Convention & Exhibition Centre in Singapore.

The Company has received inquiries from shareholders regarding the following resolutions and would like to provide further information on these resolutions:

(a) Notice of AGM - Resolution 4, in relation to the "Authority to Issue Shares"; and
(b) Notice of SGM - Resolution 1, in relation to the "Proposed MBO Plan for the Company's CEOs for FY2017".

Authority to Issue Shares ("General Mandate"):

Companies listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") regularly table the General Mandate in respect of the Authority to Issue Shares at annual general meetings.

The General Mandate to be obtained from the Company's shareholders as provided for under the SGX-ST Listing Manual Section B: Rules of Catalist, *conferring authority to directors* to issue shares for the ensuing year, regardless of whether the Company intends to issue shares or not during the year; unless revoked or varied by the Company in a general meeting, such authority or General Mandate would remain 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.

The above is detailed in agenda item 6, resolution 4 of the Company's Notice of the AGM dated 20 March 2017.

Such general mandates enable Boards to quickly access capital markets as and when needed or when market conditions are optimal / advantageous for raising additional capital.

As an illustration, at the Company's last annual general meeting held in 2016 ("**2016 AGM**"), a similar General Mandate was also tabled for shareholders' approval. The said mandate was approved by a majority of shareholders based on 99.93% votes that were cast in favour of the resolution, at the 2016 AGM.

For further information, under the Israeli Companies Law, the power to issue shares and securities convertible or exercisable into shares of an Israeli company is vested with the board of directors of a company. The board of directors may issue shares and securities convertible into shares of the company up to the limit of the company's authorised share capital.

Proposed MBO Plan for the Company's CEOs for FY2017:

Reference is made to the Company's circular dated 20 March 2017 (the "**Circular**").

The Proposed MBO Plan for the Company's CEOs for FY2017 ("**CEO MBO Plan**") would be tabled at the Company's forthcoming SGM due to the requirements under the Israeli Companies Law, governing Israeli public companies.

Under the Israeli Companies Law, Israeli public companies are required to seek shareholders' approval for CEO terms of office, including bonus plans. Where the Company's CEOs meet their targets for FY2017, any bonus payments proposed to be made to the CEOs following the bonus plan approval of the SGM, must additionally be brought for approval in FY2018 before the Company's Remuneration Committee (comprised entirely of independent directors and the Board without the presence of the CEOs).

The Circular proposes the CEO MBO Plan which is part of a program of Management by Objectives (MBO) for all office holders of the Company — a management model that aims to improve performance of an organization by clearly defining management objectives for a specific period of time (the "**MBO Plan**"). The Company's MBO Plan was established following a comprehensive process and in depth discussions. The Compensation Policy and the CEO MBO Plan were unanimously approved by our Remuneration Committee (comprised entirely of Independent Directors) and the Board; and the Compensation Policy was approved by our shareholders at the Company's special general meeting held on 2 August 2016 ("**2016 SGM**").

Additional information on the CEO MBO Plan:

1. The CEO MBO Plan relates to Exit Bonuses in respect only to Exit Events which may occur during FY2017.

2. The CEOs' Exit Bonus under the CEO MBO Plan is included in the aggregate Exit Bonuses cap for all of the office holders (including the CEOs) as set forth under the Company's MBO Plan for all office holders (which includes the CEO MBO Plan), and is not in addition thereto.

3. The payment of bonuses to the Company's CEOs under the CEO MBO Plan is not automatic, but in each case, subject to the approval of the Company's Remuneration Committee and Board. Moreover, the Company's Compensation Policy and the CEO MBO Plan include various provisions which regulate the circumstances under which the bonuses may be approved – including thresholds under which annual bonuses shall not be granted and other provisions for the cancellation or reduction of bonuses, as may be decided by the Remuneration Committee.

As an illustration, at the Company's 2016 SGM, a similar proposed MBO plan for the Company's CEOs for FY2016 was also tabled for shareholders' approval. The said MBO plan was approved by a majority of shareholders based on 96.31% votes that were cast in favour of the resolution, at the Company's 2016 SGM. Despite this approval, no bonuses were paid to the CEOs for FY2016.

Further questions can be addressed to:
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or

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BY ORDER OF THE BOARD

Yosef Ron
Joint Company Secretary
18 April 2017

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*The Trendlines Group Ltd. ("**Trendlines**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 26 November 2015. The initial public offering of Trendlines was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**").*

This announcement has been prepared by Trendlines and its contents have been reviewed by the Sponsor for compliance with the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.