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

MINUTES OF SPECIAL GENERAL MEETING ("SGM")
HELD BY WAY OF ELECTRONIC MEANS

DETAILS	:	Held via "live" audio-and-video webcast and audio-only stream
DATE	:	Tuesday, 31 January 2023
TIME	:	4.00 p.m. (Singapore time)
PRESENT	:	**Director** Mr. Stephen Louis Rhodes – Chair of the Board, Chief Executive Officer **In Attendance** Mr. Haim Brosh – Chief Financial Officer, Joint Company Secretary Ms. Sahar Farah – Assistant Corporate Secretary Ms. Shira Zimmerman – IR & Corporate Communications
SHAREHOLDERS/ INVITEES		As per attendance record maintained by the Company

CHAIRMAN

Mr. Stephen Louis Rhodes took the chair of the SGM of The Trendlines Group Ltd and extended a warm welcome to all present and acknowledged the attendance of shareholders at the SGM by way of electronic means.

QUORUM

As a quorum was present, the Chair declared the SGM opened at 4.00 p.m. and introduced the Chief Financial Officer and Joint Company Secretary, Mr. Haim Brosh, who was attending the SGM by way of electronic means.

INTRODUCTION

The Chairman informed the meeting that:

(a) The SGM for the Company was being held "live" through an audio-and-video webcast and an audio-only stream.

(b) In line with Article 31 of the Company's Articles of Association and Rule 730A of the Catalist Rules, all resolutions tabled at the SGM were voted by poll and counted based on the proxy forms that were submitted to the Company at least 48 hours before the SGM by either post or electronically via email and by results of the live voting.

(c) In accordance with the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company had made an announcement on 23 December 2022 informing all shareholders to (a) submit to the Company their questions in relation to the agenda of the SGM either by post or electronically via email by the submission deadline of 24 January 2023; (b) submit to the Company their proxy forms appointing their proxy(ies) or the Chair of the SGM as their proxy

to cast votes on their behalf at least 48 hours before the SGM by either post or electronically via email; and (c) participate in the live voting and ask questions during the Live Webcast of the SGM ("live" Question and Answer ("**Q&A**") session).

(d) The Company had not received any questions from shareholders in relation to the resolution tabled for approval at today's SGM in advance via email or post by the submission deadline of 24 January 2023.

(e) No Questions were received from shareholders subsequent to 24 January 2023 and up to the SGM date.

(f) Notwithstanding the above-mentioned 48 hours' time requirement to submit proxy forms, he 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. The Company did not receive and he had not accepted any additional proxy forms prior to the commencement of the SGM.

(g) The Company has appointed Convene SG Pte Ltd as its polling agent and DrewCorp Services Pte Ltd as the independent Scrutineers for the poll.

(h) The Company was conducting its SGM via a "live" audio-video webcast with both (i) real-time remote electronic voting and (ii) real-time electronic communication and explained the procedures on how the shareholders and proxyholders who were attending the SGM via the Live Webcast and present online would be able to ask questions in real time and participate in the live voting by casting their votes in real time:

  (i) Shareholders could submit their questions at any time during the SGM by clicking on the "Ask a Question" button at the bottom left corner of the webcast, which would be addressed during the "live" Q&A session of the SGM; and

  (ii) Shareholders could cast their votes during the course of the SGM and voting would end 10 minutes after the last question had been answered.

(i) He had been appointed by numerous shareholders as proxy, in his capacity as Chair of the SGM, and would be voting in accordance with their instructions. All motions would be proposed by him in his capacity as Chair of the SGM and there would be no calling of seconder.

(j) Validity of the proxies submitted by the shareholders by the submission deadline had been reviewed and the votes of all such valid proxies had been counted and verified by the Scrutineers for the poll. The Scrutineers also would be verifying the votes cast by shareholders during the Live Webcast of the SGM.

(k) 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 this SGM.

NOTICE

The Notice of the SGM dated 23 December 2022 convening the "live" SGM, having been previously circulated to the shareholders on SGXNet and the Company's website, was taken as read.

BUSINESS OF MEETING / POLLING

The Chairman proceeded with the formal business of the "live" SGM and invited the shareholders to cast their votes on the following ordinary resolutions as set out in the Notice of SGM:

Ordinary Resolution 1: **Proposed Appointment of External Director**

The Chairman informed the meeting that:

(a) Professor Hang Chang Chieh ("**Professor Hang**") had expressed his desire to end his tenure as an External Director and Independent Director of the Company for personal reasons which includes other commitments that will limit his ability to provide the attention required to fulfill his role as a director of the Company. During Professor Hang's tenure as an External Director and Independent Director of the Company over the past seven years, both the Board and Management of the Company had greatly benefited from his wisdom and his guidance. On behalf of the entire Board, the Chairman recorded his appreciation to Professor Hang for his invaluable contributions and guidance to the Board and the Company during his tenure, and wished him success with all of his ventures.

(b) Under the Israeli Companies Law, the shareholders must elect, by a "Disinterested Majority", at least two (2) members of the board of directors who qualify as "External Directors". Each External Director is appointed for a term of three (3) years, which may be extended for two (2) additional terms of three (3) years each. The other External Director of the Company is Ms. Elka Nir, whose current term of office will expire on 23 February 2025.

(c) In accordance with the Israeli Companies Law, Ms. Sarit Zeevi has been nominated to serve as an External Director of the Company, in place of Professor Hang, with effect from the date of shareholders' approval of her appointment at today's SGM.

(d) If elected by shareholders as External Director at the SGM, Ms. Sarit Zeevi will serve as a member of the Company's Audit Committee, Remuneration Committee and Nominating Committee. Ms. Sarit Zeevi will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.

(e) In accordance with the Israeli Companies Law, Ordinary Resolution 1 is required to be approved by a "Disinterested Majority" as defined in the Circular and each Shareholder voting on the Ordinary Resolution 1 is required to indicate whether or not he/she is a controlling shareholder or has a personal interest in the proposed resolution.

The Ordinary Resolution 1 as set out in the Notice of SGM was proposed by the Chairman.

Ordinary Resolution 2: **Proposed Grant of Options to the New External Director, Ms. Sarit Zeevi, and Non-Executive Directors, Ms. Nehama Ronen And Professor Low Teck Seng, appointed for the first time in 2022**

The Chairman informed the meeting that:

(a) Information on the grant of options to (i) the new External Director, Ms. Sarit Zeevi, and (ii) the two Non-Executive Directors of the Company, Ms. Nehama Ronen and Professor Low Teck Seng, who were appointed in 2022, were set out in the SGM Circular dated 23 December 2022.

(b) In accordance with the Israeli Companies Law, the proposed grant of options is required to be approved by a simple majority of the shareholders.

The Ordinary Resolution 2 as set out in the Notice of SGM was proposed by the Chairman.

LIVE QUESTION AND ANSWER SESSION

There were no real-time questions submitted by the shareholders and proxyholders who were attending the "live" SGM.

DECLARATION OF POLL RESULTS

The poll voting results counted and verified by the Scrutineers were presented during the SGM.

ORDINARY RESOLUTION 1:

PROPOSED APPOINTMENT OF EXTERNAL DIRECTOR

The results of the poll for Ordinary Resolution 1 were as follows:

FOR		**AGAINST**		**TOTAL**	
No. of shares	As a percentage of total no. of votes for the resolution (%)	No. of shares	As a percentage of total no. of votes against the resolution (%)	Total no. of shares represented by votes for and against the resolution	As a percentage of total no. of votes for and against the resolution (%)
Table A: In respect of simple majority[1] requirement					
418,013,884	100%	0	0%	418,013,884	100%

Table B: In respect of disinterested majority requirement					
418,013,884	100%	0	0%	418,013,884	100%

The meeting noted that:

(i) As at the date of the SGM, there are no Controlling Shareholders in the Company as defined under the Israeli Companies Law.
(ii) No shareholders had indicated having personal interest in relation to the Ordinary Resolution 1. The votes of shareholders with personal interest in this matter are counted for the disinterested majority and are not counted for the simple majority requirement.

Ordinary Resolution 1 was passed by both a simple majority as reflected in Table A above, and by a disinterested majority (which includes all of the disinterested majority shares voting FOR) as reflected in Table B above.

[1] Resolution 1 indicated in the Notice of SGM require the following to carry the resolution:
(i) a simple majority exceeding 50% of the votes cast to be carried (abstentions disregarded); and
(ii) a disinterested 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 (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.e. 893,246,558 voting ordinary shares); and
(iii) the votes of shareholders with personal interest are counted for the simple majority and are not counted for the disinterested majority requirement. Therefore, the outcome and poll result for (ii)(a) and (ii)(b) above for the resolution as set out in the Notice of SGM differ and both scenarios are presented in this announcement.

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

> "That the appointment of Ms. Sarit Zeevi, to serve as External Director of the Company, be approved."

ORDINARY RESOLUTION 2:

PROPOSED GRANT OF OPTIONS TO THE NEW EXTERNAL DIRECTOR, MS. SARIT ZEEVI, AND NON-EXECUTIVE DIRECTORS, MS. NEHAMA RONEN AND PROFESSOR LOW TECK SENG APPOINTED FOR THE FIRST TIME IN 2022

The results of the poll for Ordinary Resolution 2 were as follows:

FOR		**AGAINST**		**TOTAL**	
No. of shares	As a percentage of total no. of votes for the resolution (%)	No. of shares	As a percentage of total no. of votes against the resolution (%)	Total no. of shares represented by votes for and against the resolution	As a percentage of total no. of votes for and against the resolution (%)
Table C: In respect of simple majority requirement					
418,013,884	100%	0	0%	418,013,884	100%

Ordinary Resolution 2 was passed by a simple majority as reflected in Table C above.

Based on the results of the poll as set out in Table C above, the motion was declared carried by the Chair and it was RESOLVED:

> "That the grant of options to the new External Director, Ms. Sarit Zeevi, and Non-Executive Directors, Ms. Nehama Ronen and Professor Low Teck Seng appointed for the first time in 2022, be approved."

CONCLUSION

There being no other business, the Chair declared the SGM of the Company closed at 4.20 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF THE PROCEEDINGS HELD

STEPHEN LOUIS RHODES
CHAIRMAN OF THE SGM

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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