

CIRCULAR DATED 14 MARCH 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of The Trendlines Group Ltd. (**Company**) represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of Special General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (**Sponsor**). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (**SGX-ST**) and the SGX-ST 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.

The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

This Circular has been made available on SGXNet at <https://www.sgx.com/securities/company-announcements> and may be accessed via the [Company's website](#). A printed copy of this Circular will NOT be despatched to shareholders. The Special General Meeting (**SGM**) will be convened and held by way of electronic means/virtual-only format and shareholders will not be able to attend the SGM in person. Alternative arrangements have been put in place to allow shareholders to participate at the SGM by (a) observing and/or listening to the SGM proceedings via the live audio-visual webcast and live audio-only stream (**Live Webcast**); (b) submitting questions in advance of the SGM; (c) submitting text-based questions via the Live Webcast at the SGM; and (d) live voting or appointing proxy(ies) to attend and vote on their behalf at the SGM.

Please refer to the Notice of SGM set out on pages N-1 to N-4 of the Circular for further information, including the steps to be taken by shareholders to participate at the SGM.



THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration Number: 513970947)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO**

- 1. RE-ELECTION OF THE COMPANY'S CHIEF EXECUTIVE OFFICERS, MESSRS, DAVID TODD DOLLINGER AND STEPHEN LOUIS RHODES ("CEOS"), TO SERVE AS CHAIRS OF THE BOARD OF DIRECTORS OF THE COMPANY; AND**
- 2. THE APPROVAL OF THE CEO MBO PLAN (AS DEFINED HEREIN) FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023**

IMPORTANT DATES AND TIMES:

Last Date and Time for Lodgement of Proxy Forms	:	Monday, 17 April 2023 at 4.30 p.m. (Singapore time)
Date and Time of Special General Meeting	:	Wednesday, 19 April 2023 at 4.30 p.m. (Singapore time) (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4.00 p.m. (Singapore time) on the same day by way of electronic means via Live Webcast)
Place of Special General Meeting	:	The SGM will be held by way of electronic means via Live Webcast

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DEFINITIONS

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires:

“2023 MBO Plan”	:	Has the meaning ascribed to it in Section 3.1 of this Circular
“Audit Committee” or AC	:	The audit committee of the Company for the time being
“AGM”	:	An annual general meeting of the Company, as the context requires
“Annual Bonus”	:	Has the meaning ascribed to it in Section 3.3 of this Circular
“Annual Bonus Cap”	:	Has the meaning ascribed to it in Section 3.3 of this Circular
“Annual Bonus Threshold”	:	Has the meaning ascribed to it in Section 3.3 of this Circular
“Board” or the “Board of Directors”	:	The board of Directors of the Company
“Catalist”	:	The Catalist Board of the SGX-ST
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“CEOs”	:	The Company’s Chief Executive Officers as at the date of this Circular, namely Messrs. David Todd Dollinger and Stephen Louis Rhodes
“CEO MBO Plan”	:	Has the meaning ascribed to it in Section 3 of this Circular
“CEO MBO Target”	:	Has the meaning ascribed to it in Section 3.3 of this Circular
“Circular”	:	This circular to Shareholders dated 14 March 2023
“Companies Law”	:	The Israeli Companies Law 5759-1999, as amended, modified or supplemented from time to time
“Company”	:	The Trendlines Group Ltd.
“Compensation Policy”	:	A compensation policy with respect to the terms of office and employment of the Executives and Directors, last adopted by the Shareholders on 20 April 2021
“Controlling Shareholder”	:	As defined in the Catalist Rules, a person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless otherwise determined by the SGX-ST); or (b) in fact exercises control over the Company, or may, where the context so requires, have the meaning as defined in the Companies Law, being a Shareholder with the ability to direct the activities of the Company, other than by virtue of being a director or holding any other position with the Company. A Shareholder is presumed to be a Controlling Shareholder if he holds 50.0% or more of the “means of control” in the Company. The term “means of control” is defined under the Israeli Securities Law as voting rights in the Company’s general meeting or the right to appoint the directors of the Company or its general manager.

DEFINITIONS

With respect to certain matters, a controlling shareholder is deemed to include a shareholder that holds 25.0% or more of the voting rights in a public company if no other shareholder holds more than 50.0% of the voting rights in such company. With respect to holding, two or more persons who hold voting rights in the company and each of whom has a personal interest in the approval of the same transaction that is up for approval by the company shall be treated as one holder.

“Directors”	:	The directors of the Company as at the Latest Practicable Date
“Disinterested Majority”	:	A simple majority of votes of the Shareholders which satisfies one of the following conditions: (a) at least a majority of the Shares held by all Shareholders who are not Controlling Shareholders (as defined in the Companies Law) and who do not have a personal interest in such resolution, present and voting at such meeting (and without including any abstaining votes) or (ii) the total number of Shares of non-Controlling Shareholders (as defined in the Companies Law) 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
“Executives”	:	Office Holders, excluding Non-Executive Directors
“Exit Event”	:	The occurrence, in a single transaction or a series of related transactions, of any one or more of the following events with respect to a portfolio company: (i) a sale or other conveyance of all or substantially all of the assets of the portfolio company (including the grant of an exclusive license covering all or substantially all of the intellectual property rights of the portfolio company not in the ordinary course of business); (ii) a sale or other disposition of at least fifty percent (50%) of the outstanding securities of the portfolio company; (iii) a merger, consolidation or similar transaction following which the portfolio company is not the surviving corporation
“Exit Bonus”	:	Has the meaning ascribed to it in Section 3.2 of this Circular
“External Director(s)”	:	External director(s) as defined under the Companies Law
“FY”	:	Financial year ended or, as the case may be, ending 31 December
“Group”	:	The Company and its subsidiaries
“Key Management Personnel”	:	The CEO, Executives and other persons having authority and responsibility for planning, directing and controlling the activities of the Company
“Latest Practicable Date”	:	8 March 2023, being the latest practicable date prior to the date of this Circular
“LH”	:	Librae Holdings Limited, the Controlling Shareholder of the Company
“Live Webcast”	:	The live audio-visual webcast and live audio-only stream of the AGM-SGM proceedings
“MBO”	:	Management by Objectives, which is a management model that aims to improve performance of an organization by clearly defining objectives for a specific period of time
“Measurable Objectives”	:	Has the meaning ascribed to it in Section 3.3 of this Circular
“Nominating Committee” or “NC”	:	The nominating committee of the Company for the time being

DEFINITIONS

“Non-Executive Director”	:	A Director of the Company not holding office in an executive capacity in the Company at the date of this Circular
“Office Holder”	:	Executive Director, Chief Executive Officer, Key Management Personnel, and any senior executive directly subordinate to the Chief Executive Officer
“Proposals”	:	Has the meaning ascribed to it in Section 1.1 of this Circular
“Proxy Form”	:	The proxy form in respect of the SGM as attached to this Circular
“Remuneration Committee” or “RC”	:	The remuneration committee of the Company for the time being
“SFA”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGM”	:	The special general meeting of the Company to be held on Wednesday, 19 April 2023 at 4.30 p.m. (Singapore time), notice of which is set out in this Circular
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.

Currencies, units and others

“S\$” and “cents”	:	Singapore dollars and cents, respectively
“US\$”	:	United States dollars
“%”	:	Per centum or percentage

The expression **subsidiaries** shall have the meaning ascribed to it in the Companies Law.

The terms **Depositor**, **Depository**, **Depository Agent**, **Depository Register** and **Sub-Account Holder** shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the SFA or the Catalist Rules, or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the SFA or the Catalist Rules, or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any reference in this Circular to **we**, **our**, **us** or their other grammatical variations is a reference to our Company, or our Group, or any member of our Group, as the context requires.

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration Number: 513970947)

Directors:

David Todd Dollinger (Chair, and Chief Executive Officer)
Stephen Louis Rhodes (Chair, and Chief Executive Officer)
Zeev Bronfeld (Non-Independent Non-Executive Director)
Elka Nir (External and Lead Independent Director)
Sin Boon Ann (Independent Director)
Nehama Ronen (Independent Director)
Professor Low Teck Seng (Independent Director)
Sarit Zeevi (External and Independent Director)

Registered Office:

17 T'chelet Street
Misgav Industrial Park
2017400
Israel

14 March 2023

LETTER TO SHAREHOLDERS

To: The Shareholders of The Trendlines Group Ltd.

Dear Sir/Madam

1. INTRODUCTION

1.1. SGM

The Directors are convening the SGM to be held by electronic means on Wednesday, 19 April 2023 to seek Shareholders' approval in relation to the following matters:

- (a) Re-election of the CEOs, to serve as Chairs of the Board of Directors of the Company; and
- (b) The approval of the CEO MBO Plan for the financial year ending 31 December 2023 ("FY2023").

(Collectively, the "Proposals").

1.2. Circular

The purpose of this Circular is to provide Shareholders with information relating to the Proposals and to seek the approval of Shareholders in relation thereto at the forthcoming SGM. The Notice of SGM is set out on pages N-1 to N-4 of this Circular. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) nor for any other purpose.

2. RE-ELECTION OF THE COMPANY'S CEOS TO SERVE AS CHAIRS

Under the Companies Law, the chief executive officer or a relative of the chief executive officer of a company may not serve as the chair of the board of directors of such company, and the chair of the board of directors or a relative of the chair of the board of directors of a company may not be vested with authorities of the chief executive officer without obtaining shareholder approval with a Disinterested Majority.

Under the Companies Law and its regulations, the approval for the dual role of the CEOs and Chairs of the Board is valid for five (5) years as of the date on which the Company's Shares were first offered to the public – i.e. five (5) years as of 26 November 2015, and thereafter the Company shall require Shareholders' further approval for this arrangement to continue for periods of three (3) years each. As such, the Company currently seeks Shareholders' approval for the continued tenure of the CEOs to serve as Chairs of the Board.

At present, Messrs. David Todd Dollinger and Stephen Louis Rhodes, the Company's CEOs, also serve as Chairs of the Board.

Shareholders' approval on the appointment of the CEOs, to serve as Chairs of the Board, was obtained for a period of 5 years on 24 February 2016 (the "2016 SGM") and was reapproved for an additional period of 3 years by the Shareholders at the Company's special general meeting held on 17 June 2020 ("2020 SGM"). As such, the Company is now seeking Shareholders' approval for the continued tenure of the CEOs to serve as Chairs of the Board for an additional period of 3 years as provided.

Upon the receipt of Shareholders' approval, the tenure of the CEOs as Chairs of the Board shall be extended by 3 years commencing from the date of the SGM. In the event that Shareholders' approval is not obtained at the SGM, the CEOs' terms of office as concurrent CEOs and Chairs of the Board shall remain fully in effect until 17 June 2023. Thereafter, the CEOs shall cease as Chairs of the Board but continue to hold office as CEOs of the Company.

The NC (with Mr. Rhodes abstaining from all discussions and decisions concerning his own re-election) has determined at its meeting held on 21 February 2023 that it is in the best interests of the Company for the positions of Chairs of the Board and CEOs to be held by Messrs. Dollinger and Rhodes for the following reasons:

- (a) The existing dual CEOs and Chairs management structure has worked well for the Company. Messrs. Dollinger and Rhodes have held the same designations of Chairs since the co-founding of the Company in 2007; Mr. Rhodes was named co-Chief Executive Officer in July 2010. Since then, Messrs. Dollinger and Rhodes have been the key personnel and their contributions and expertise in their capacities as Chief Executive Officers and Chairs have primarily resulted in the success of the Company to date. Messrs. Dollinger and Rhodes have a strong track record in assisting the Company's portfolio companies in growing and developing including in the development and execution of successful exit strategies, which was vital in establishing and maintaining the Company's reputation over the years. Moving forward, it is expected that the continued growth and development of the Company will be largely dependent on the preservation of the existing management structure which has served the Company well.
- (b) The Company believes that the concept of having two (2) CEOs and Chairs is practical based on both the Company's experience of the past eight years and that of other listed companies which also have a similar dual role management structure.

3. THE APPROVAL OF THE CEO MBO PLAN FOR FY2023

3.1. On 17 November 2022, the RC and Board approved an MBO plan for all Office Holders of the Company, including the Company's CEOs, for FY2023, in accordance with the provisions of the Companies Law and the Compensation Policy ("2023 MBO Plan"). The 2023 MBO Plan reflects a management model that aims to improve the performance of an organization by clearly defining management objectives for a specific period of time. Mr. David Todd Dollinger and Mr. Stephen Louis Rhodes, the Company's Chairs and CEOs, have abstained from voting on any Board resolution in respect of the 2023 MBO Plan.

It is important to note that even if the conditions of the 2023 MBO Plan are met, payment of any Annual Bonuses (as defined below) to the CEOs will be subject to the approval of the RC and Board, which shall be granted - if at all - only after taking account of, inter alia, the Company's financial state at such applicable time.

3.2. Under the 2023 MBO Plan, the Office Holders' annual bonus is comprised of two (2) parts:

- (a) an annual bonus, to be determined in accordance with the achievement of pre-determined annual Company and personal objectives (the "Annual Bonus"); and
- (b) an exit bonus, to be granted in the event of an Exit Event and determined as a percentage of the amount of proceeds from such Exit Event (the "Exit Bonus").

In accordance with the provisions of the Companies Law and the Compensation Policy, the 2023 MBO 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 goals and objectives. Accordingly, the 2023 MBO Plan is designed to further encourage Exit Events, in accordance with the Company's strategy and objectives going forward.

3.3. Annual Bonus

Under the 2023 MBO Plan, it is proposed that, in accordance with the Compensation Policy, each of the CEOs' annual bonus for FY2023 for achieving 100% of their targets (the "CEO MBO Target") shall be equal to two and a half (2.5) monthly salaries of each CEO (the "CEO MBO Plan"). Payment of the CEO MBO Plan shall comprise the following:

(a) **80% of the CEO MBO Plan is based on the achievement of the following measurable objectives, in equal proportions:**

- (i) A target portfolio value net increase of 7%, including the value of exits and other payments (50%)

For the achievement of a portfolio value net increase of 5%, 7% or 9% or more, the CEOs will have met the 70% (threshold), 100% (target) and 130% (maximum) of their performance objectives, as illustrated in the following table below:

Objective	Threshold – 70%	Target – 100%	Maximum – 130%
Portfolio value net increase	5%	7%	9% or more

- (ii) A target of raising 12 follow-on rounds of equity in 12 portfolio companies in which the Group has a board seat (50%)

For the achievement of raising 8, 12 or 15 or more follow-on rounds of equity in portfolio companies in which the Company has a board seat, the CEOs will have met the 70% (threshold), 100% (target) and 130% (maximum) of their performance objectives, as illustrated in the following table below:

Objective	Threshold – 70%	Target – 100%	Maximum – 130%
Raise follow-on rounds	8	12	15 or more

(Sections 3.3(a)(i) and (ii) collectively, the "Measurable Objectives").

Following the end of the calendar year, the actual achievements of the Company for that calendar year shall be measured against the Measurable Objectives, and the total score of the results shall set the bonus as follows:

- (1) achievement of 100% of the Measurable Objectives will entitle the CEOs to 100% payment for the Annual Bonus relating to the Measurable Objectives;
- (2) achievement above 100% of any of the Measurable Objectives will increase the Annual Bonus for such Measurable Objectives in accordance with its applicable mechanism pre-determined by the Remuneration Committee and Board (provided that in no event shall the Annual Bonus payment to either CEO exceed the Annual Bonus Cap as defined below); and
- (3) achievement below 100% of any of the Measurable Objectives (but above the Operational Bonus Threshold as defined below) will decrease the Annual Bonus for such Measurable Objectives in accordance with its applicable mechanism as shall be pre-determined by the Remuneration Committee and Board; and

(b) **20% of the CEO MBO Plan based on the RC and Board discretion.**

In accordance with the Compensation Policy, the Board determines a payment threshold for payment of Annual Bonuses to the Office Holders, including the CEOs, for each year. Under such threshold determined in the 2023 MBO Plan, in the event that achievement of the CEO MBO Target results in an accumulated score of less than seventy percent (70%) of the CEO MBO Target (the “**Annual Bonus Threshold**”), no Annual Bonuses shall be paid to the Company’s CEOs. In addition, in accordance with the Compensation Policy which stipulates that the Annual Bonus shall be capped as determined by the Board, but shall in no event exceed the lower of one hundred and fifty percent (150%) of the CEO MBO Target of each CEO or a multiple of six (6) on the monthly base salary of the position of CEO, the Board has determined that the Annual Bonus paid to each of the CEOs under the 2023 MBO Plan shall not exceed one hundred and thirty percent (130%) of the CEO MBO Target of each CEO (the “**Annual Bonus Cap**”).

3.4. Exit Bonus

Under the Compensation Policy, the RC and Board shall be authorised, in addition to any Annual Bonus, to grant, in connection with an Exit Event in one of the Group’s portfolio companies, a cash payment to all of the Office Holders together, of which payment will be determined to each Office Holder based on the Remuneration Committee and Board’s sole discretion, of:

- (a) up to 5.0% of the proceeds received by the Group as a result of any Exit Event if such proceeds are up to US\$7,000,000; and
- (b) up to 7.5% of the proceeds received by the Group as a result of any Exit Event for any excess amount above US\$7,000,000, provided that such payment shall not exceed, with respect to each individual Executive, the lower of: (i) 1.8% of the Exit Bonus Pool; or (ii) 100% of such Executive’s annual base salary.

In accordance with the Compensation Policy, the RC and Board have determined that the Exit Bonus to each of the CEOs (under the aggregate Exit Bonus for all Office Holders of the Company as set forth under the 2023 MBO Plan in accordance with the aggregate Exit Bonus cap under the Company’s Compensation Policy) shall be as follows:

- (i) approximately 0.7% of the accumulated annual proceeds received by the Group as a result of any Exit Event consummated during FY2023 if such proceeds are up to US\$10,000,000; and
- (ii) approximately 1.0% of the accumulated annual proceeds received by the Group as a result of any Exit Event if such amount exceeds US\$10,000,000, provided that such payment to each of the CEOs shall in no event exceed the lower of (i) 1.8% of the accumulated annual proceeds received by the Group as a result of any Exit Event; or (ii) 100% of such CEO’s annual base salary.

Without derogating from the foregoing, the payment of any Annual Bonus and/or Exit Bonus to the Company’s CEOs under the CEO MBO Plan shall in each case be subject to applicable provisions under the Company’s Compensation Policy and the CEO MBO Plan which regulate the circumstances under which such bonuses may be approved – including thresholds under which such bonuses shall not be granted and other provisions for the cancellation or reduction of bonuses, as may be decided by the Remuneration Committee, and shall, in addition to the foregoing, be subject to the approval of the Remuneration Committee and Board, which shall be granted – if at all – only after taking account, *inter alia*, the Company’s financial state at such applicable time.

4. DIRECTORS’ RECOMMENDATIONS

The Board, (save for, Messrs. David Todd Dollinger and Stephen Louis Rhodes who have abstained from making any recommendation in respect of resolutions 1 and 2) having reviewed and considered, *inter alia*, the rationale for the Proposals, is of the view that the Proposals are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favor of the resolution relating to the Proposals at the SGM.

5. SPECIAL GENERAL MEETING

The SGM, the notice of which is set out on pages N-1 to N-4 of this Circular, will be held by way of electronic means (via Live Webcast) on Wednesday, 19 April 2023 at 4.30 p.m. (Singapore Time) for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the Notice of SGM.

In line with the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings

for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, no printed copies of this Circular (including the Notice of SGM and the Proxy Form) will be dispatched to Shareholders. A copy of this Circular (including the Notice of SGM and the Proxy Form) has been uploaded on SGXNet at <https://www.sgx.com/securities/company-announcements> and may also be accessed at the Company's website.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1. No Physical Attendance at the SGM

The SGM will be convened and held by way of electronic means. Shareholders will not be able to attend the SGM in person.

6.2. Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders to participate at the SGM by:

- (a) observing and/or listening to the SGM proceedings via the Live Webcast;
- (b) submitting questions in advance of the SGM;
- (c) submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box; and
- (d) live voting or appointing proxy(ies) or the Chair of the SGM as proxy to attend and vote on their behalf at the SGM.

For more information, please refer to the Notice of SGM set out on pages N-1 to N-4 of this Circular.

6.3. When a Depositor is not regarded as a Shareholder

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the SGM unless his name appears on the Depository Register as at close of business on 11 April 2023, being the record date for determining those Shareholders eligible to vote at the SGM.

7. ABSTENTION FROM VOTING

Indication of personal interest

Each Shareholder voting on the ordinary resolutions relating to the Proposals to be proposed at the SGM is required to indicate whether or not he is a Controlling Shareholder (as defined in the Companies Law) or has a personal interest in proposed Ordinary Resolutions 1 and 2.

Under the Companies Law, in general, a person will be deemed to be a Controlling Shareholder if that person has the power to direct the activities of the Company, otherwise than by reason of being a director or other office holder of the Company, and a person is deemed to have a personal interest if any member of the Shareholder's immediate family, or the immediate family of a Shareholder's spouse, has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company that is affiliated with you, other than the Company, has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our Shares, or from a matter that is not related to a relationship with a Controlling Shareholder (as defined under the Companies Law).

According to an Israeli court ruling, a Shareholder must positively inform the Company whether or not such Shareholder has a personal interest in a proposal which is subject to approval by a Disinterested Majority, as in the case of the proposed ordinary resolutions. Your failure to check the box on the proxy form indicating that you have no personal interest or that you are not a Controlling Shareholder (as defined under the Companies Law) will require the Company to assume that you have a personal interest in the proposed ordinary resolutions.

The Company cannot assume that a Shareholder who signs and returns a Proxy Form without a specific indication as to the lack of personal interest of such Shareholder has no personal interest with respect to the proposed ordinary resolutions. If you believe that you, or a related party of yours, is a Controlling Shareholder or possesses a personal interest with respect to the proposed ordinary resolutions and you wish to participate in the vote on the proposed ordinary resolutions, you should not indicate in the appropriate box that there exists no personal interest on the enclosed Proxy Form. If you hold your Shares through a bank, broker or controlling shareholder or other nominee and believe that you possess

a personal interest and you wish to participate in the vote on the proposed ordinary resolutions, you should not indicate in the appropriate box that there exists no personal interest on the enclosed Proxy Form.

Please note that as of the Latest Practicable Date, while LH is a Controlling Shareholder as defined under the Catalist Rules, to the best of the knowledge of the Company, it is not deemed to be a Controlling Shareholder as defined under the Companies Law, other than for IPT transactions. Accordingly, for the purpose of Ordinary Resolution 1, LH shall not be regarded as Controlling Shareholder.

If you hold your Shares through a bank, broker or other nominee and believe that you possess a personal interest in the approval of the proposed ordinary resolutions, you may also contact the representative managing your account, who could then contact us on your behalf.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed resolution, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the Company's website, or the registered office of the Company at The Trendlines Building, Misgav Industrial Park, 17 T'chelet Street, M.P. Misgav 2017400, Israel, or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 from the date of this Circular up to and including the date of the SGM:

- (i) Copies of this Circular, the Notice of SGM, Proxy Form; and
- (ii) the Annual Report for FY2022.

Alternatively, shareholders may request an electronic copy of the above documents for inspection, from the date of this Circular up to and including the date of the SGM, by email to shira@trendlines.com.

Yours faithfully

For and on behalf of
the Board of Directors of
The Trendlines Group Ltd.

David Todd Dollinger and Stephen Louis Rhodes
Chairs and Chief Executive Officers

14 March 2023

NOTICE OF SPECIAL GENERAL MEETING

THE TRENDLINES GROUP LTD.

(Incorporated in Israel)
(Company Registration Number: 513970947)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“**SGM**”) of The Trendlines Group Ltd. (the “**Company**”) will be convened and held by way of electronic means on **Wednesday, 19 April 2023 at 4.30 p.m. (Singapore time)** or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4.00 p.m. (Singapore time) on the same day by way of electronic means, for the purpose of considering and, if thought fit, approving the following matters:

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning used in the Circular dated 14 March 2023 issued by the Company.

AS ORDINARY RESOLUTIONS:

1. To approve the re-election of the Company’s CEOs, Messrs. David Todd Dollinger and Stephen Louis Rhodes, to serve as Chairs of the Board of Directors of the Company.
2. To approve the proposed CEO MBO Plan for the financial year ending 31 December 2023.

Please refer to the Circular of the Company dated 14 March 2023 for further information regarding the proposed resolutions.

BY ORDER OF
THE BOARD OF
THE TRENDLINES GROUP LTD.

Haim Brosh
Eunice Hooi Lai Fann
Joint Company Secretaries

14 March 2023

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Notes:

1. The SGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will **not** be able to attend the SGM in person.

Printed copies of this Notice of SGM will **not** be sent to shareholders, instead, this Notice of SGM will be available to shareholders by way of electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the [Company's website](#).

Alternative arrangements have been put in place to allow shareholders to participate at the SGM by:

- (a) observing and/or listening to the SGM proceedings via the live audio-visual webcast and live audio-only stream (**Live Webcast**);
- (b) submitting questions in advance of the SGM;
- (c) submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box; and
- (d) live voting or appointing proxy(ies) or the Chair of the SGM as proxy to attend and vote on their behalf at the SGM.

2. Pre-registration for the SGM

Shareholders, proxyholders, Central Provident Fund (CPF) and Supplementary Retirement Scheme (SRS) investors attending the SGM will be able to observe and/or listen to the SGM proceedings through the Live Webcast via their mobile phones, tablets or computers.

All shareholders, proxyholders, CPF and SRS investors who wish to attend the SGM must pre-register via the pre-registration website at <https://conveneagm.com/sg/TrendlinesSGMAPR2023> for verification purposes by 4.30 p.m. on 17 April 2023, being 48 hours before the time fixed for the SGM.

Shareholders who are appointing proxyholder(s) to attend the SGM should inform his/her proxyholder(s) to pre-register via the pre-registration website at <https://conveneagm.com/sg/TrendlinesSGMAPR2023> by 4.30 p.m. on 17 April 2023, being 48 hours before the time fixed for the SGM, failing which the appointment shall be invalid.

Authenticated shareholders, proxyholders and CPF and SRS investors will be provided with a confirmation email for the SGM containing details as well as instructions on attending the SGM (the "Confirmation Email"), via the e-mail address provided during pre-registration.

Shareholders, proxyholders, CPF and SRS investors who have pre-registered by 4.30 p.m. on Monday, 17 April 2023 deadline but have not received the Confirmation Email by 4.30 p.m. on Tuesday, 18 April 2023 should immediately contact support@conveneagm.com.

3. Question and answer

Shareholders, proxyholders, CPF and SRS investors will be able to ask questions at the SGM by submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.

Shareholders, proxyholders and CPF and SRS investors are also encouraged to submit questions related to the resolutions to be tabled for approval at the SGM to the Chair of the SGM, in advance of the SGM by submitting questions by e-mail to Mr. Haim Brosh, Joint Company Secretary, at haim@trendlines.com or in hard copy by post to the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 no later than seven (7) calendar days in advance of the SGM (i.e. by 4.30 p.m. on 12 April 2023).

Shareholders who submit questions via email or by post to the Company must provide the following information:

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- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address the substantial and relevant questions on SGXNet and its [website](#) no later than three (3) days prior to the proxy form submission deadline of the SGM, i.e. before 14 April 2023. The responses to other questions, together with the minutes of the SGM, will be posted on the SGXNet and the Company's website within one (1) month after the date of the SGM.

Shareholders should continually check for announcements by the Company for updates on the SGM.

- 4. The form of an instrument appointing a proxy (**Proxy Form**), which may be used to vote at the SGM can be found at the end of this document.

- 5. Voting

Live voting will be conducted during the SGM for shareholders and proxyholders attending the SGM via the Live Webcast. It is important for shareholders and proxyholders to have their own web-browser enabled devices ready for voting during the SGM.

Shareholders and proxyholders will be required to log-in via the login credentials created during pre-registration to attend and participate in the Live Webcast of the SGM.

- (a) **Live voting:** Shareholders and proxyholders attending the SGM may cast their votes in real time for each resolution to be tabled via the Live Webcast. Shareholders and proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and proxyholders must have a web-browser enabled device in order to cast their vote.
- (b) **Voting via appointing proxy(ies) or the Chair of the SGM as proxy:** As an alternative to the above, shareholders may also vote at the SGM by appointing proxy(ies) or the Chair of the SGM as proxy to vote on their behalf. Please refer to paragraph 6 below for the manner of submission.

A shareholder, who has submitted a Proxy Form, but wishes to attend and participate in the Live voting during the SGM instead, must inform the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5335 (during office hours) or at srs.teamb@boardroomlimited.com **by 4.30 p.m. on 18 April 2023**. Alternatively, kindly log-in prior to the commencement of the SGM as proxy revocation is not allowed after the SGM has started.

- 6. Appointment of Proxies

Shareholders who wish to vote at the SGM via a proxy(ies) must submit the Proxy Form attached to this Circular to appoint the proxy(ies) or the Chair of the SGM as their proxy to cast votes on their behalf. Shareholders are requested to complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at T'chelet Street 17, Misgav Industrial Park, 2017400 Israel, or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mr. Haim Brosh, Joint Company Secretary, at CompanySecretary@trendlines.com, not less than forty eight (48) hours before the time appointed for the SGM (i.e. **by 4.30 p.m. on Monday, 17 April 2023**). Notwithstanding the above, the Chair of the SGM 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.

A shareholder who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and submitting it by email to the email address provided above.

As it may be difficult for shareholders to submit the completed Proxy Forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

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7. Relevant Intermediaries

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors who wish to participate in the SGM by (a) observing and/or listening to the SGM proceedings through the Live Webcast; (b) submitting questions in advance of the SGM; (c) submitting questions during the SGM and/or (d) voting at the SGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the SGM.

In addition, CPF and SRS investors:

- (a) may vote live via electronic means at the SGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chair of the SGM as proxy to vote on their behalf at the SGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the SGM (i.e. **by 4.30 p.m. on Thursday, 6 April 2023**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chair of the SGM to vote on their behalf by the cut-off date.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) or the Chair of the SGM as proxy to attend and vote at the SGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be, (i) consents to the collection, use and disclosure of the shareholder 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 the appointment of proxy(ies) or the Chair of the SGM as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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 shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) to the Company (or its agents), the shareholder or Depositor has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.

PROXY FORM

THE TRENDLINES GROUP LTD.
(Incorporated in Israel)
(Company Registration Number: 513970947)

PROXY FORM

I/We _____ (NRIC / Passport No./ Company Registration No.) _____
of _____ (Address)
being a shareholder/shareholders of The Trendlines Group Ltd. (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport Number	Email Address***	Proportion of Shareholdings (%)	
				No. of Shares	%

and/or****

Name	Address	NRIC/Passport Number	Email Address***	Proportion of Shareholdings (%)	
				No. of Shares	%

the Chair of the Special General Meeting**** (**SGM**) as my/our proxy to attend and to vote for me/us on my/our behalf at the SGM of the Company to be convened and held by way of electronic means on **Wednesday, 19 April 2023 at 4.30 p.m. (Singapore time)** or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4.00 p.m. (Singapore time) on the same day by way of electronic means.

I/We direct my/our proxy to vote for or against or abstain from the ordinary resolutions to be proposed at the SGM as indicated hereunder. If no specific direction as to voting for the ordinary resolutions are given:

- (a) (in the case of the appointment of the Chair of the SGM as my/our proxy), such appointment of the Chair as my/our proxy for that resolution will be treated as invalid; and
- (b) (in the case of the appointment of anyone other than the Chair of the SGM as my/our proxy), the proxy(ies) will vote or abstain from voting at his/her/their discretion.

PROXY FORM

	Resolution	For*	Against*	Abstain*	I am a Controlling Shareholder or have a personal interest in the proposed resolution	
					Yes**	No**
1.	To approve the re-election of the Company's CEOs, Messrs. David Todd Dollinger and Stephen Louis Rhodes, to serve as Chairs of the Board of Directors of the Company.					
2.	To approve the proposed CEO MBO Plan for the financial year ending 31 December 2023.					

- * If you wish to exercise all your votes "For" or "Against" or "Abstain", please tick "✓" within the box provided. Alternatively, please indicate the number of votes as appropriate.
- ** If a "✓" is not marked in either column or a "✓" is marked in both columns, the vote shall be disqualified.
- *** Compulsory for registration purposes. All shareholders and proxyholders who wish to attend and participate in the Live Webcast of the SGM must pre-register via the pre-registration website. Authenticated shareholders and proxy(ies) will be provided with a confirmation email for the SGM containing details, as well as instructions on attending the SGM (the "Confirmation Email"), via the email address provided during pre-registration.
- **** Delete as appropriate.

Dated this _____ day of _____ 2023.

Signature(s) of shareholder(s)/Common Seal of corporate shareholder

Total No. of Shares Held

IMPORTANT
PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

Notes:

1. The SGM will be convened and held by way of electronic means/virtual-only format, shareholders will **not** be able to attend the SGM in person. A shareholder (whether individual or corporate) may vote live at the SGM by electronic means or submit this Proxy Form to appoint proxy(ies) or the Chair of the SGM as his/her/its proxy to attend and vote on his/her/its behalf at the SGM, if such shareholder wishes to exercise his/her/its rights at the SGM.
2. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number. If you have Shares registered in your name in the Shareholders Register of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and shares registered in your name in the Shareholders Register, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you. Where you appoint more than one proxy, the appointments shall be invalid unless you specify the shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. This proxy form may be accessed at the SGXNet. Where a shareholder (whether individual or corporate) appoints the Chair of the SGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which, the appointment of the Chair of the SGM as proxy for that resolution will be treated as invalid.
4. A shareholder who wishes to submit an instrument of proxy must first download, complete, sign the proxy form and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 17 T'chelet Street, Misgav Industrial Park, 2017400 Israel or the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, or by e-mail to Mr. Haim Brosh, Joint Company Secretary, at CompanySecretary@trendlines.com not less than forty eight (48) hours before the time appointed for the SGM (i.e. by **4.30 p.m. on Monday, 17 April 2023**).

Notwithstanding the above, the Chair of the SGM 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.

As it may be difficult for shareholders to submit the completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

5. Persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF or SRS investors:
 - (a) may vote live via electronic means at the SGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chair of the SGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the SGM (i.e. by **4.30 p.m. on Thursday, 6 April 2023** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chair of the SGM to vote on their behalf by the cut-off date.
6. A proxy need not be a shareholder of the Company.
7. The instrument of proxy shall be duly signed by the appointer or his duly authorized attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorized signatory(ies), agent(s) or attorney(s). The Board may demand that the Company be provided with written confirmation, to its satisfaction, that the signatory(ies), agent(s) or attorney(s) have the authority to bind the corporate body of the appointing Shareholder.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the Shareholder, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as at **close of business on 11 April 2023 the record date for determining those shareholders eligible to vote at the SGM**, as certified by the CDP.
9. Completion and return of the Proxy Form shall not preclude a shareholder from attending and voting at the SGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a shareholder attends the SGM, and in such event, the Share Registrar reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the SGM.

PROXY FORM

Personal Data Privacy

By submitting an instrument appointing proxy(ies) or the Chair of the SGM as proxy to attend and vote at the SGM and/or any adjournment thereof, a shareholder of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the shareholder 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 the appointment of proxy(ies) and/or the Chair of the SGM as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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 shareholder or a Depositor discloses the personal data of the shareholder or Depositor's proxy(ies) to the Company (or its agents), the shareholder or Depositor has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees that the shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder or Depositor's breach of warranty.