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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 2017 (the **"AGM"**) will be held at Marina Mandarin Singapore Libra Gemini, Level 1, 6 Raffles Boulevard, Marina Square, Singapore, at 2:00 p.m. (Singapore time) on Wednesday, 25 April 2018 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 2017 together with the Auditors' Report thereon.

2. To re-elect Mr. Stephen Louis Rhodes, who is retiring pursuant to Articles 40(c) and (d) of the Company's Articles of Association, as a Director of the Company. **[RESOLUTION 1]**
[See Explanatory Note (i)]

3. To re-appoint Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, as external independent auditors of the Company until the consummation of the Company's 2019 annual general meeting and to authorize the Directors of the Company (**"Directors"**) to fix their remuneration. **[RESOLUTION 2]**

4. To transact any other ordinary business which may properly be transacted at an annual general meeting.

Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

5. 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 outstanding at the time this authority is given; (b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this authority, 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;

(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. **[RESOLUTION 3]** *[See Explanatory Note (ii)]*

BY ORDER OF THE BOARD OF THE TRENDLINES GROUP LTD.

Gwendolin Lee Soo Fern
Gabriela Heller
Joint Company Secretaries
20 March 2018

Explanatory Note(s):

(i) Mr. Rhodes 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. and will be considered non-independent. In line with Guideline 4.7 of the Code of Corporate Governance: (a) saved as disclosed in our Annual Report for FY2017, there are no relationships including immediate family relationships between Mr. Rhodes and the other Directors, the Company or its 10% shareholders; and (b) the list of all current directorships held by Mr. Rhodes in other listed companies, as well as the details of his other principal commitments can be found in our Annual Report for FY2017, under the Board of Directors section.

(ii) Ordinary Resolution 3 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.

(iii) Resolutions 1, 2 and 3 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 20 April 2018, 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**.

(iv) 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.

(v) 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.

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

(vii) 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 Ms. Gabriela Heller, Joint Company Secretary, at companysecretary@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.

(viii) For information relating to the compensation of our top five most highly compensated office holders with respect to the year ended 31 December 2017, please refer to principle 9 in the Corporate Governance Report in our Annual Report for FY2017.

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.