

CIRCULAR DATED 28 JUNE 2022

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 Income at Raffles, 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 at <https://www.trendlines.com/investors/investors-news/>. A printed copy of this Circular will NOT be despatched to shareholders. Due to the current COVID-19 situation in Singapore, shareholders will not be able to physically attend the Special General Meeting (**SGM**). Instead, 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 THE PROPOSED AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

IMPORTANT DATES AND TIMES:

Last Date and Time for Lodgement of Proxy Forms	:	Monday, 18 July 2022 at 3 p.m (Singapore time)
Date and Time of Special General Meeting	:	Wednesday, 20 July 2022 at 3 p.m (Singapore time)
Place of Special General Meeting	:	The SGM will be held by way of electronic means through Live Webcast

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DEFINITIONS

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

Articles of Association or the Articles	:	The existing articles of association of the Company
Board or the Board of Directors	:	The board of Directors of the Company as at the Latest Practicable Date
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
Circular	:	This circular to Shareholders dated 28 June 2022
Code of Corporate Governance	:	The Code of Corporate Governance 2018
Companies Law	:	The Israeli Companies Law 5759-1999, as amended, modified or supplemented from time to time
Company	:	The Trendlines Group Ltd.
Directors	:	The directors of the Company as at the Latest Practicable Date
External Director(s)	:	External director(s) as defined under the Companies Law
Group	:	The Company and its subsidiaries
Latest Practicable Date	:	12 July 2022, being the latest practicable date prior to the printing of this Circular
Live Webcast	:	The live audio-visual webcast and live audio-only stream of the SGM proceedings
Proxy Form	:	The proxy form in respect of the SGM as attached to this Circular
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, 20 July 2022 at 3 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

DEFINITIONS

Special Majority : a majority of not less than two-thirds (66.66%) of the votes cast in favour by the Shareholders who participated in the General Meeting (i.e., more than 66.66% of the voting power represented at the meeting in favour of the resolution or proposal) (in person or by proxy) and voted in respect of that proposal or resolution, without taking into account abstentions

Sponsor : PrimePartners Corporate Finance Pte. Ltd.

Currencies, units and others

% : 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.

LETTER TO SHAREHOLDERS

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

Directors:

David Todd Dollinger (Chairman, and Chief Executive Officer)
Stephen Louis Rhodes (Chairman, and Chief Executive Officer)
Zeev Bronfeld (Non-Independent Non-Executive Director)
Elka Nir (Lead Independent Director)
Hang Chang Chieh (Independent Director)
Sin Boon Ann (Independent Director)
Nehama Ronen (Independent Director)

Registered Office:

17 T'chelet Street
Misgav Industrial Park
2017400
Israel

28 June 2022

To: The Shareholders of The Trendlines Group Ltd.

Dear Sir/Madam

1. INTRODUCTION

1.1 SGM

The Directors are proposing to convene the SGM to be held by electronic means on 28 June 2022 to seek Shareholders' approval in relation to the proposed amendments to the Articles of Association (***Proposed Amendments***).

1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Amendments 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.

1.3 Legal Adviser

Drew & Napier LLC is the legal adviser to the Company as to Singapore law in relation to the Proposed Amendments.

2. THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

2.1 Background

The Company currently has seven (7) Directors on the Board, comprising four (4) independent Directors and three (3) non-independent Directors. Following its discussions with its controlling shareholder, Librae Holdings Limited ("LH"), the Company expects 2 nominees of LH to be appointed on the Board of the Company in the future. Hence, to provide a better balance and mix of skills, knowledge and experience, the Company intends to expand the size of the Board.

Pursuant to principle 2.2 of the Code of Corporate Governance, where the chairman of the board of directors is not independent, independent directors should make up a majority of the board. As such, assuming the Board consists of five (5) non-independent Directors, the Board would be required to consist of at least six (6) independent Directors (i.e. two (2) additional independent Directors would be required to be appointed), given that the chairman of the Board

LETTER TO SHAREHOLDERS

of the Company is not independent. Consequently, the Board may consist of up to eleven (11) Directors.

Currently, pursuant to Article 39 of the Articles of Association, the Board of Directors shall, among other things, consist of up to ten (10) Directors. Consequently, the Board is proposing to amend Article 39 of the Articles of Association to allow the Company to have the flexibility to appoint more than ten (10) Directors to the Board.

In view of the changes to the laws of Singapore since the last amendment and restatement of the Company's articles of association, in particular, the Companies Act 1967 of Singapore and the Singapore 2020 Revised Edition of Acts, the Company is also proposing to make general amendments to the Articles of Association for alignment with the laws of Singapore.

Rule 730 of the Catalist Rules provides that if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the Catalist Rules prevailing at the time of amendment.

The Company is accordingly proposing to amend its Articles of Association to:

- (a) allow for the Board of Directors to consist of up to eleven (11) Directors;
- (b) align its Articles of Association with the prevailing rules of the Catalist Rules as at the Latest Practicable Date, in compliance with Rule 730 of the Catalist Rules; and
- (c) align its Articles of Association with the Companies Act 1967 of Singapore and the Singapore 2020 Revised Edition of Acts.

In accordance with the provisions of the Articles of Association, the amendment relating to the maximum number of Directors shall require approval by a Special Majority and accordingly, the Company is seeking Shareholders' approval by a Special Majority at the SGM for the Proposed Amendments.

2.2 Summary of the Proposed Amendments to the Articles of Association

The following is a summary of the proposed amendments to the Articles of Association, and should be read in conjunction with the Appendix to this Circular.

(a) Article 1

Article 1, which is the interpretation section of the Articles of Association, includes the following revised provisions:

- (1) the definition of "SCA" has been amended to refer to the Companies Act 1967 of Singapore, which is in line with the Singapore 2020 Revised Edition of Acts; and
- (2) the expressions "Depositor", "Depository", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in the SFA. This is for alignment with the migration to the SFA, of the provisions in the Companies Act 1967 of Singapore which relate to the Central Depository System.

(b) Article 25

It is proposed that Article 25 of the Articles of Association be amended to provide that the Company's Annual General Meeting shall, among other things, be held within four (4) months from the end of the Company's financial year (or such other period as may be prescribed by the listing rules of the Exchange). This is in line with Rule 707(1) and paragraph 10(a) of Appendix 4C of the Catalist Rules.

LETTER TO SHAREHOLDERS

(c) Article 39

It is proposed that Article 39 of the Articles of Association be amended to provide that the Board of Directors shall, among other things, consist of up to eleven (11) Directors.

(d) Article 71

It is proposed for certain editorial amendments to be made to Article 71 of the Articles of Association, for consistency with the rest of the Articles of Association.

3. DIRECTORS' RECOMMENDATIONS

The Board, having reviewed and considered, *inter alia*, the rationale for the Proposed Amendments, is of the view that the Proposed Amendments is in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that Shareholders vote in favour of the special resolution relating to the Proposed Amendments at the SGM.

4. 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, 20 July 2022 at 3 p.m (Singapore time) for the purpose of considering and, if thought fit, passing the special resolution set out in the Notice of SGM.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on the special resolution relating to the Proposed Amendments at the 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 despatched to Shareholders. A copy of this Circular (including the Notice of SGM and the Proxy Form) have been uploaded on SGXNet at <https://www.sgx.com/securities/company-announcements> and may also be accessed at the Company's website at <https://www.trendlines.com/investors/investors-news/>.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

5.1 No Physical Attendance at the SGM

Due to the current COVID-19 situation in Singapore, Shareholders will not be able to physically attend the SGM.

5.2 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 by 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 Chairman of the SGM as proxy to attend and vote on their behalf at the SGM.

LETTER TO SHAREHOLDERS

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

5.3 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 12 July 2022**, being the record date for determining those Shareholders eligible to vote at the SGM.

6. 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 Amendments, 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.

7. INSPECTION OF DOCUMENTS

In line with the provisions under 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, the Notice of SGM and Proxy Form will be despatched to Shareholders.

As such:

- (a) copies of this Circular, the Notice of SGM and Proxy Form have been uploaded on SGXNet and are also available on the Company's website at the URL <https://www.trendlines.com/investors/investors-news/>; and
- (b) copies of the Articles of Association are available for inspection during normal business hours at the registered office of the Company at The Trendlines Building, Misgav Industrial Park, 17 T'chelet Street, M.P. Misgav 2017400, Israel, for a period of three (3) months commencing from the date of this Circular.

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

28 June 2022

APPENDIX
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The proposed amendments to the Articles of Association are set out below. It is proposed that the following Articles be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Constitution of the Company.

1. **Article 1**

The proposed amendments to Article 1 are set out below:

“(16) “SCA” means the ~~Singapore~~ Companies Act (~~Cap. 50~~) 1967 of Singapore, as currently in effect, and as may be amended from time to time, and any regulations promulgated by virtue thereof

...

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the SCA Securities and Futures Act 2001 of Singapore.”

2. **Article 25**

The proposed amendments to Article 25 are set out below:

“25. Annual General Meeting

An Annual General Meeting shall be held once in every calendar year at such time (within a period of not more than fifteen (15) months after the last preceding Annual General Meeting) provided that the ~~interval between the close of a financial year of the Company and the Company's Annual General Meeting shall not exceed four (4) months~~ Company's Annual General Meeting shall be held within four (4) months from the end of the Company's financial year (or such other period as may be prescribed by the listing rules of the Exchange).”

3. **Article 39**

The proposed amendments to Article 39 are set out below:

“39. Number of Directors

The Board of Directors shall consist of up to ~~ten~~ eleven (11) Directors all of whom shall be natural persons, but no less than five (5) directors including at least two (2) External Directors required to be appointed under the Israeli Companies Law, and such number may be fixed from time to time by the Board of Directors.”

4. **Article 71**

The proposed amendments to Article 71 are set out below:

“71. Notices

- (a) All notices and other communications made pursuant to these Articles shall be in writing. Any written notice or other document may be served by the Company upon any Shareholder either personally, or by facsimile transmission, or by e-mail or by sending it by prepaid mail (airmail or overnight air courier if sent to an address on a different continent from the place of mailing) addressed to such Shareholder at his address (post address, facsimile number or e-mail address) as described in the Shareholders Register or such other address as he may have designated in writing for the receipt of notices and other documents. Such designation may include a broker or other nominee holding shares at the instruction of the Shareholder. Proof

APPENDIX
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

that an envelope containing a notice was properly addressed, stamped and mailed shall be conclusive evidence that notice was given. A declaration of an authorised person on behalf of the stock transfer agent of the Company or other distribution agent stating that a notice was mailed to a Shareholder will suffice as proof of notice for purposes of this Article. Any written notice or other document may be served by any Shareholder upon the Company by tendering the same in person to the Secretary of the Company or the General Manager of the Company at the principal office of the Company, or by facsimile transmission, or by sending it by prepaid registered mail (airmail or overnight air courier if posted outside Israel) to the Company at its Registered Office. Any such notice or other document served on the Company or on any Shareholder shall be deemed to have been served (i) in the case of mailing, three (3) business days after it has been posted (five (5) business days if sent internationally), or when actually received by the addressee if sooner than three business days or five business days, as the case may be, after it has been posted; (ii) in the case of overnight air courier, two (2) business days following the day sent, with receipt confirmed by the courier, or when actually received by the addressee if sooner than two (2) business days after it has been sent; (iii) in the case of personal delivery, on the date such notice was actually tendered in person to such Shareholder (or to the Secretary or the General Manager); or (iv) in the case of facsimile transmission, on the date on which the sender receives automatic electronic confirmation by the recipient's facsimile machine that such notice was received by the addressee; ~~or (v) in the case of electronic mail, one (1) business day after being sent via electronic mail or when actually received by the addressee.~~ If a notice is, in fact, received by the addressee, it shall be deemed to have been duly served, when received, notwithstanding that it was defectively addressed or failed, in some respect, to comply with the provisions of this sub-Article 71(a).

A Shareholder may change or supplement the address for service of any notice pursuant to these Articles, or designate additional addresses, facsimile numbers and email addresses for the purposes of this Article 71 by giving the Company a written notice of the new contact details in the manner set forth above.

- (k) Deemed Consent: For the purposes of sub-Articles 71(a) above, the Directors may, at their discretion, give a Shareholder an opportunity to elect within a specified period of time whether to receive such document by way of electronic communications or as a physical copy, and such Shareholder shall be deemed to have consented to receive such document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such document, unless otherwise provided under ~~Applicable Laws~~ applicable law. Any election or deemed election by a Shareholder pursuant to this sub-Article 71(k) is a standing election but the Shareholder may make a fresh election at any time, provided that until the Shareholder makes a fresh election, the election or deemed election that is conveyed to the Company last in time prevails over all previous elections as that Shareholder's valid and subsisting election in relation to all documents to be sent.
- (m) Sub-Articles 71(i) to 71(l) above shall not apply to such documents which are excluded from being given, sent or served by electronic communications or means pursuant to applicable law, unless permitted by the applicable ~~laws~~ law or the ~~Exchange Listing~~ Catalist Rules."

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. (**Company**) will be convened and held in a virtual-only meeting format via a live audio-visual webcast and live audio-only stream on **Wednesday, 20 July 2022 at 3 p.m. (Singapore time)**, for the purpose of considering and, if thought fit, approving the following matters:

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning used in the circular dated 28 June 2022 issued by the Company.

SPECIAL RESOLUTION

THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

That:

1. the Articles of Association be and are hereby amended in the manner and to the extent set out in the Appendix to the Circular;
2. the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution and implement the foregoing as they think fit and in the interests of the Company; and
3. any and all actions of the Company, the Directors of the Company and/or such other persons as may be nominated by any of them taken in connection with the matters contemplated in this Special Resolution and/or the Proposed Amendments prior to the execution hereof, be and are hereby approved, confirmed and ratified in all respects.

BY ORDER OF
THE BOARD OF
THE TRENDLINES GROUP LTD.

Haim Brosh
Leong Chang Hong
Joint Company Secretaries

28 June 2022

NOTICE OF SPECIAL GENERAL MEETING

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 sent 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 at <https://www.trendlines.com/investors/investors-news>.

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 Chairman 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://www.conveneagm.com/sg/TrendlinesSGM2022> for verification purposes **by 3 p.m. on 18 July 2022**, 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://www.conveneagm.com/sg/TrendlinesSGM2022> by **3 p.m. on 18 July**, 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 **3 p.m. on 18 July 2022** deadline but have not received the Confirmation Email by **3 p.m. on 19 July 2022** 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 Chairman 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 3 p.m. on 12 July 2022**). The Company will endeavour to address the substantial and relevant questions on SGXNet and its website at <https://www.trendlines.com/> no later than three (3) days prior to the proxy form submission deadline of the SGM, i.e. by 3 p.m. on 15 July 2022. The responses to other questions, together with the minutes of the SGM, will be posted on the SGXNet and the Company's

NOTICE OF SPECIAL GENERAL MEETING

website within one (1) month after the date of the SGM.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the SGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. 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 Chairman of the SGM as proxy:** As an alternative to the above, shareholders may also vote at the SGM by appointing proxy(ies) or the Chairman 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 3 p.m. on 19 July 2022**. 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 Chairman 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 3 p.m. on 18 July 2022**). Notwithstanding the above, the Chairman 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.

In view of the current COVID-19 situation which may make it difficult for shareholders to submit the completed Proxy Forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

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

NOTICE OF SPECIAL GENERAL MEETING

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 Chairman 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 5 p.m. on 8 July 2022**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman 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 Chairman 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 Chairman 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. (**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 Chairman 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 held in a virtual-only meeting format via live audio-visual webcast and live audio-only stream on **Wednesday, 20 July 2022 at 3 p.m. (Singapore time)**.

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

- (a) (in the case of the appointment of the Chairman of the SGM as my/our proxy), such appointment of the Chairman 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 Chairman of the SGM as my/our proxy), the proxy(ies) will vote or abstain from voting at his/her/their discretion.

	Resolution	For*	Against*	Abstain*
1.	To approve the Proposed Amendments to the Articles of Association.			

* 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 _____ 2022.

PROXY FORM

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. Due to the current COVID-19 situation in Singapore, 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 Chairman 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 Chairman 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 Chairman 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 **3 p.m. on 18 July 2022**). Notwithstanding the above, the Chairman 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.

In view of the current Covid-19 situation which may make it 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 Chairman 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 **5 p.m. on 8 July 2022**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman 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 authorised attorney or, if such appointer is a company or other corporate body, under its common seal or stamp or the hand of its duly authorised 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 12 July 2022, 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.

Personal Data Privacy

By submitting an instrument appointing proxy(ies) or the Chairman 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 Chairman of the SGM as proxy for

PROXY FORM

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.