

## Form of Direction

**For use by holders of Depositary Interests representing shares on a one-for-one basis in  
BATM Advanced Communications Ltd (“BATM”) in respect of the Annual General Meeting of  
BATM to be convened on 5 December 2019 at 10.00 a.m. GMT at the offices of Luther  
Pendragon, 48 Gracechurch Street, London, EC3V 0EJ, England**

I/We .....

of .....

being a holder of Depositary Interests representing shares in BATM hereby direct Link Market Services Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of BATM to be held on the above date (and at any adjournment thereof) as directed by an “X” in the appropriate box opposite each resolution. **If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.**

<b>Ordinary Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>
1. Receipt of the directors’ report and annual accounts	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the report of the remuneration committee	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-appointment of the auditors and authorising the Board of Directors to fix the auditor’s remuneration for such period	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of directors:		
4.1 Re-appointment of Dr. Gideon Chitayat	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Re-appointment of Dr. Zvi Marom	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Re-appointment of Moti Nagar	<input type="checkbox"/>	<input type="checkbox"/>

With respect to proposed resolution 4.2 for the re-election of Zvi Marom who is a ‘controlling shareholder’, I/we hereby confirm that I/we do not have a personal interest in this proposed resolution. (Please confirm this by checking the box – if you do not check the box, your vote will not be counted for this resolution.)

5. To renew the term of office of Mr. Harel Locker as an external director for a second term of three years pursuant to section 245 of the Israeli Companies Law	<input type="checkbox"/>	<input type="checkbox"/>
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With respect to proposed resolution 5 for the renewal of the

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appointment of Mr. Locker as external director, I/we hereby confirm that I am/we are not a controlling shareholder and I/we do not have a personal interest in the proposed resolution. (Please confirm this by checking the box – if you do not check the box, your vote will not be counted for this resolution.)

6. To approve the payment of a one-time annual bonus to the CFO, Moti Nagar, of US\$80,000, pursuant to his employment agreement, as reward for his special contribution to the Company during 2018 and meeting the financial targets that had been set for him at the beginning of the year (see Note C above)

Signature: ..... Date: .....

Notes:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarised or otherwise certified copy of such power of attorney, must be deposited at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 72 business hours before the time appointed for holding the meeting.
  2. Any alterations made to this Form of Direction should be initialled.
  3. In the case of a corporation, this Form of Direction should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
  4. Please indicate how you wish your votes to be cast by placing "X" in the boxes provided. On receipt of this form duly signed, you will be deemed to have authorised Link Market Services Trustees Limited to vote, or to abstain from voting, as per your instructions.
  5. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) that may properly come before the meeting.
  6. If a Depositary Interest holder wishes to attend the Annual General Meeting, they should notify Link Market Services Trustees Limited (the Depositary) accordingly who will issue a Letter of Representation to the Depositary Interest holder giving them authorisation to attend the Annual General Meeting. If any Depositary Interest holder attends the Annual General Meeting without a Letter of Representation, they will only be allowed to enter the Annual General Meeting as a guest. Requests for a Letter of Representation should be made to the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to [CAGtrustees@linkgroup.co.uk](mailto:CAGtrustees@linkgroup.co.uk), no later than 72 business hours prior to the meeting or any adjourned meeting.
  7. You are referred to the Notes to the Notice of Annual General Meeting for further information.
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