

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in BATM Advanced Communications Ltd., please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Please note that this document sets out different voting processes for securities traded on the London Stock Exchange and for securities traded on the Tel-Aviv Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holding (see note 4 below in the Notes to the Notice of Annual General Meeting for further information regarding the process).

BATM ADVANCED COMMUNICATIONS LTD.

Notice of Annual General Meeting

of 21 December 2022



52-0042813 – Registered in Israel

International H.Q.

4 Ha'harash Street, Nave Ne'eman Ind. Area,
P.O.B. 7318, 4524075 Hod Hasharon, Israel

Chairman's letter

24 November 2022

Dear Shareholder,

Annual General Meeting

I am pleased to enclose the notice of the Annual General Meeting (“AGM” or “the Meeting”) of BATM Advanced Communications Ltd., which is to be held at the Company's offices at 4 Ha'harash Street, Nave Ne'eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel on 21 December 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time).

In order to enable shareholder engagement and participation for those unable to physically attend the Meeting, shareholders will be able to access the Meeting via videoconference.

PLEASE NOTE, shareholders will not be able to vote at the Meeting via the videoconference. Shareholders attending the Meeting via videoconference are therefore strongly encouraged to submit their vote in advance of the AGM, in accordance with the Notes to the Notice of Annual General Meeting set out below. To register to attend the AGM webinar or to submit a question, please email yair.livneh@batm.com, stating your full name, at your earliest opportunity and no later than 5.30 p.m. GMT on 14 December 2022.

Recommendation

The directors of the Company consider that all the resolutions to be considered at the AGM are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its members as a whole.

The directors unanimously recommend that you vote in favour of all the proposed resolutions as, where permitted, they intend to do so in respect of their own beneficial holdings. As at 23 November 2022, being the latest practicable date prior to publication of this AGM circular, the directors in the Company hold in aggregate 22.7% of the issued share capital of the Company.

I would also like to take this opportunity, on behalf of the shareholders, the Board of Directors, and all BATM's employees, to thank Dr. Zvi Marom for his 30 years of service as CEO since founding BATM. We look forward to benefiting from his continued contribution as a Board member.

Yours sincerely,

Dr. Gideon Chitayat

Chairman

Notice is hereby given that the Annual General Meeting (“AGM” or the “Meeting”) of BATM Advanced Communications Ltd. will be held at the Company’s offices at 4 Ha’harash Street, Nave Ne’eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel on 21 December 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time).

The purpose of the AGM is to receive and discuss the Company’s audited annual accounts for the year ended 31 December 2021 and the directors’ report thereon and to consider and, if thought fit, pass the resolutions detailed below.

RESOLUTIONS

I. Annual Report, Accounts, re-appointment of Auditors

1. To receive the Company’s audited annual accounts for the financial year ended 31 December 2021 together with the directors’ report and the auditor’s report on those accounts.
2. To approve the report of the Company’s Remuneration Committee for the financial year ended 31 December 2021 together with the auditor’s report on the auditable part of the remuneration report.
3. To re-appoint the auditors of the Company (Brightman Almagor Zohar & Co., a firm in the Deloitte global network) as external auditors for the 2022 financial year and to authorise the Board of Directors to fix the auditor’s remuneration for such period.

II. Re-election of Directors

4. To re-elect Dr. Gideon Chitayat to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
5. To re-elect Dr. Zvi Marom to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
6. To re-elect Mr. Moti Nagar to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
7. To re-elect Mr. Harel Locker (an external director) to the Board of Directors of the Company for an additional term of three years in accordance with the provisions of the Israeli Companies Law - 1999 (“Israeli Companies Law”) (Note A).
8. To re-elect Dr. Avigdor Shafferman (an independent non-executive director) to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).

III. Directors' Remuneration

9. To approve the remuneration of Mr. Moti Nagar as the Company's Chief Executive Officer, effective from 1 January 2023, as detailed in Annex A to this notice (Note B).
10. To approve the remuneration of Dr. Zvi Marom as a Director of the Company, effective from 1 January 2023, as detailed in Annex B to this notice (Note C).

11. To approve the remuneration of Dr. Gideon Chitayat as the Chairman of the Board of the Company, effective from 1 January 2023, as detailed in Annex C to this notice (Note D).

IV. Exemption and indemnification

12. To approve an amendment to article 70 of the Company's articles of association, as set forth in Annex D to this notice, so that the Company will be authorised to indemnify, commit to indemnify and exempt directors and office holders in accordance with the Israeli Companies Law and the common practice in Israeli publicly traded companies (Note E).
13. To exempt and commit to indemnify, to the extent allowed by the Israeli Companies Law and the Company's articles of association and subject to the terms and conditions thereof, and to sign exemption and indemnification agreements accordingly with,
 - 13.1 the Executive Director, the CEO of the Company, Dr. Zvi Marom;
 - 13.2 the Executive Director, the CFO of the Company, Mr. Moti Nagar;
 - 13.3 all other current and future directors and office holders in the Company;

provided that the maximum aggregate liability per case or per year to all office holders cumulatively does not exceed an amount equal to 24.99% of the average of the Company's profits (as calculated for classification purposes) for the last three financial years (losses should be taken as nil profit and included in this average) and is limited to the difference between the amount of the financial liability and the sum of amounts received for that liability by virtue of insurance policies or other indemnity agreements, and the exemption is limited to 4.99% of any class tests as set out in the FCA Listing Rules (in aggregate with all other transactions or arrangements with the same related party (and any of its associates) in any 12 month period).

(see Note E)

V. Disapplication of pre-emption rights

14. That the Directors will be generally authorised and empowered to allot equity securities pursuant to the authority conferred by article 10B of the Company's articles of association as if article 10A (existing shareholders' right of pre-emption) did not apply to the allotment provided that this power shall:
 - 14.1 refer to the allotment of equity securities or sale of treasury shares up to such number of equity securities which equal 10% of the issued and allotted share capital of the Company;
 - 14.2 refer to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 14.1 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice;
 - 14.3 be limited to the allotment of equity securities or sale of treasury shares up to such number of equity securities which equal 10% of the issued and allotted

share capital of the Company, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice;

- 14.4 be limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 14.33 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 14.3 above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and
- 14.5 such disapplication to expire on the earlier of 31 March 2024 (unless renewed, varied or revoked by the Company prior to or on that date), or on the date of the next annual general meeting of the Company save however that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

(see Note F)

Resolutions 1, 2, 3, 4, 5, 6, 8 and 14 are being proposed as ordinary resolutions and resolutions 7, 9, 10, 11, 12, 13.1, 13.2 and 13.3 are being proposed as special resolutions.

In accordance with Israeli law, resolution 7 requires the special majority set forth in section 239 of the Israeli Companies Law for the appointment of external directors. Please see Note A for an explanation of such requirements.

In accordance with Israeli law, resolutions 9, 10, 11, 13.1, 13.2 and 13.3 require the special majority set forth in sections 273(b) and 267A(b)(1) or (2) of the Israeli Companies Law for approval of remuneration of directors. Please see Note B for an explanation of such requirements.

In accordance with Israeli law, resolutions 9, 10, 11 and 13 have been approved by the Company's Remuneration Committee and Board of Directors.

Explanatory Notes to the Resolutions

Note A:

1. Dr. Chitayat is the Chairman of the Board of the Company. He has been a Board member since 2010 and the Chairman since 2015. The Board considers Dr. Chitayat as independent in character and judgement, and there are no relationships or circumstances that could affect his judgement. His knowledge of the business and the understanding of its various components, which is built on his experience, combined with his independence of mind, enables a critical review of strategy and operations. In addition, his vast business experience, expertise and knowledge of directing large business

organizations within Israel is a valuable resource for the Board and the Company as a whole.

2. Dr. Zvi Marom founded BATM in 1992. A former first lieutenant in the Israeli Navy, he graduated with excellence in Electronics from the Naval Academy and with excellence from the Advanced Naval Command Course. He has a post-graduate degree in medicine from the Sackler – Gold Schlagger School of Medicine, Israel and an MSc in Industrial Electronics. Dr. Marom was the Chairman of the Board of the Israeli Hi-Tech & Innovation Industries Association of the Manufacturers' Association of Israel until January 2021. He is currently a director of Shore Capital Group plc. As of 1 January 2023, he will be stepping down from his role as CEO, and (subject to shareholders approval) will serve as a non-executive director of the Company.
3. Mr. Nagar was appointed by the Board of Directors to the role of Chief Executive Officer of the Company, effective from 1 January 2023. He is currently the CFO and a director of the Company. He joined the Company in 2014.

Dr. Chitayat, Dr. Marom and Mr. Nagar were re-appointed as directors at the 2021 AGM until the then-next AGM of the Company. The shareholders are requested to re-appoint each of Dr. Chitayat, Dr. Marom and Mr. Nagar for an additional term with such term to expire at the next AGM of the Company. Their re-election requires a simple majority, as set out under sections 59 and 85 of the Israeli Companies Law.

4. In addition to Dr. Chitayat, Dr. Marom and Mr. Nagar, there are currently three other directors who are serving members of the Board of the Company - two "external directors" and one "independent director" (as these two terms are defined in the Israeli Companies Law). According to the Israeli Companies Law, the term of office of an external director is three years and the Company is entitled to re-appoint the director for two additional terms of three years each. Mr. Harel Locker was appointed as an external director by the AGM of 5 December 2019 for his second three-year term. As the Board has recommended that Mr. Locker be appointed for a further term, the shareholders are requested to re-appoint him for a third (and last) three-year term (in accordance with the Israeli Companies Law). This resolution requires the special majority set forth in section 239 of the Israeli Companies Law for the re-appointment of external directors.

Mr. Locker served as the Director General of the Israeli Prime Minister's Office and head of Prime Minister Benjamin Netanyahu's economic headquarters between 2011 and 2015. Mr. Locker practiced commercial law for more than 25 years with both Tel Aviv and Wall Street, New York City, first tier law firms. Mr. Locker was the Chairman of the Board of Israel Aerospace Industries Ltd, the leading Israeli aerospace and defence company, from 2017 to 2021, and he has been the Chairman of the Board of Paz Oil Ltd, the leading Israeli energy company, since 2021. Mr. Locker was appointed to the Board of BATM in September 2016 and his second three-year term, in accordance with Israeli law, was approved by shareholders in December 2019.

Under section 239 of the Israeli Companies Law, external directors are appointed by the General Meeting provided one of the following conditions is met: (a) The appointment is supported by a majority of the shareholders participating in the vote at the General Meeting who are not a controlling party and do not have a personal interest in the appointment (except for a personal interest which is not as a result of a relationship with a controlling party), excluding abstaining votes; or (b) the aggregate

number of those voting against the proposed resolution did not exceed two per cent of the aggregate voting rights in the company.

5. Dr. Avigdor Shafferman was appointed as a non-executive director on 13 April 2022. Dr. Shafferman had an established career at the Israel Institute for Biological Research, a leading governmental applied research institute specialising in the fields of biology, medicinal chemistry and environmental sciences, where he worked for almost 40 years. Most recently, from 1995 until his retirement in 2013, he was General Director of the organisation. Other roles have included serving as a visiting professor in the University of California, San Diego at the biology department as well as a visiting senior research scientist at various leading research institutions in the United States in various medical areas, including vaccines. Dr. Shafferman holds a Ph.D. in physical chemistry from the Hebrew University of Jerusalem.

Previously, Dr. Shafferman served as an external director of the Company (as defined under Israeli law) from February 2015 to February 2018. External directors under Israeli law are appointed for terms of three years. With his recent appointment as a non-executive Director, Dr. Shafferman is subject to annual re-election at the Company's annual general meeting.

The Company has classified Dr. Shafferman as an independent director (as defined under Israeli law), and he serves as a member of the Audit Committee, Remuneration Committee, Nomination Committee, Financial Reports Approval Committee, and Responsible Business Committee.

Note B:

1. Pursuant to the Israeli Companies Law, the Chief Executive Officer is appointed by the Board of Directors, and the remuneration of directors is to be approved by the Remuneration Committee, the Board, and the shareholders. The approval by the shareholders requires the affirmative vote of a majority of the Company's shares voting on the matter, provided that either (i) such a majority includes at least the majority of the votes of shareholders who are not controlling parties and do not have personal interest in the approval of the decision (abstentions will not be taken into account); or (ii) the total number of votes against such proposal among the shareholders mentioned in clause (i) above does not exceed two percent (2%) of the total voting rights in the Company.
2. The Board has appointed Mr. Nagar as CEO effective from 1 January 2023, Mr. Nagar's remuneration was approved by the Remuneration Committee and the Board, and the Company hereby request the approval of the shareholders for the remuneration.
3. Mr. Nagar has been the Company's Chief Financial Officer since 1 January 2015 having joined BATM in June 2014 as VP of Finance. Over the past three years, in addition to being the CFO, Mr. Nagar has been the de facto Chief Operating Officer of the Group, supporting Dr. Marom in the running of day-to-day operations. Prior to BATM, Mr. Nagar held several senior positions at Deloitte from 2005, including as a Senior Manager from 2011-2014. During that time, Mr. Nagar had various responsibilities, including handling the accounts of leading corporate clients in Israel and overseas, with companies traded on the LSE, NASDAQ and TASE, as well as private businesses operating in a range of sectors.

4. The Board believes that Mr. Nagar brings a sound financial knowledge to the CEO position and, coupled with his capital markets and M&A expertise, will help shape the future of BATM as a global company. Most importantly, having helped in running the day-to-day operations over the past three years, he not only provides continuity but has impressed the Board with exciting ideas on how to take the Company to the next level. Mr. Nagar has the necessary pedigree and is highly respected by the employees of the Company and its wider stakeholders.
5. The Remuneration Committee and the Board have examined market standards in Israel and the UK to determine adequate remuneration level for the role of Chief Executive Officer in the Company. According to the findings, the proposed base salary and annual bonus do not deviate from standard levels for CEOs of comparable companies in the UK and Israel, and the long-term incentive is in line with market views as to the benefits to shareholders from significant shareholding by management. Therefore, the Remuneration Committee and the Board consider the proposed remuneration for Mr. Nagar as a CEO (as detailed in Annex A) to be appropriate for the role of the CEO of BATM and in the best interest of the Company.

Note C:

1. According to Israeli Law, the remuneration of directors (if exceeds the maximum amount set in the Israeli Companies Regulations (Rules Regarding Compensation and Expense Reimbursement of External Directors) 2000) is to be approved by the Remuneration Committee, the Board, and the shareholders. Accordingly, the remuneration of Dr. Marom as Director was approved by the Remuneration Committee and the Board, and the Company hereby requests the approval of the shareholders.
2. The Remuneration Committee and the Board took into account Dr. Marom's knowledge of the group, its markets and various stakeholders, his abilities and experience, and the organizational memory he holds, and they are of the opinion that the proposed remuneration for Dr. Marom as director (as detailed in Annex B) is reasonable and adequate.

Note D:

1. According to Israeli Law, the remuneration of directors (if exceeds the maximum amount set in the Israeli Companies Regulations (Rules Regarding Compensation and Expense Reimbursement of External Directors) 2000) is to be approved by the Remuneration Committee, the Board, and the shareholders. Accordingly, the remuneration of Dr. Chitayat as Chairman of the Board (as detailed in Annex C) was approved by the Remuneration Committee and the Board, and the Company hereby request the approval of the shareholders.
2. Dr. Gideon Chitayat is the Chairman and CEO of GMBS Ltd, a strategic consulting firm. He served as a Chairman and director of Delta Galil Industries, and as a director in many boards such as Milissron Shopping malls, Paz Oil Company, Teva Israel Pharmaceutical Industries, Bank Hapoalim and Israel Aircraft Industries. He has provided consultancy services in business strategy to the board and presidents of large companies. He served as Adjunct Professor at Tel Aviv University, Recanati Business School. Dr. Chitayat holds a Ph.D. in Business & Applied Economics from the University of Pennsylvania, Wharton School and a Master's in Business & Applied

Economics from the Hebrew University, Jerusalem. Dr. Chitayat joined the Board of BATM in June 2010 and was appointed Chairman in January 2015. He has extensive knowledge of the business and understanding of its various components, vast business experience, expertise and knowledge of directing large business organizations within Israel.

3. The Remuneration Committee and the Board took into account Dr. Chitayat's contributions to the Company, his leadership, experience and knowledge of the Company, his effectiveness in leading the Board and his commitment to the success of the Company, his vast business experience and his high level of responsibility and accountability, as well as the fact that his remuneration has not been updated for many years, and they are of the opinion that the proposed remuneration for Dr. Chitayat as Chairman is reasonable and adequate. In structuring Dr. Chitayat's remuneration, the Committee took into account the fact that there is a market practice in Israel of granting shares to a chair who does not have an active managerial role in the company.

Note E:

1. Exemption and indemnification of office holders (including directors) is common practice in Israeli publicly listed companies. The rules, conditions and limitations for such exemption and indemnification are detailed in the Israeli Companies Law. The Law sets the balance between, on the one hand, maintaining accountability and liability; and on the other hand, enabling balanced business decisions and productive risk-taking within reasonable market standards, and enabling publicly listed companies to attract quality directors and managers by balancing personal risk levels.
2. The Israeli Companies Law details the duties of office holders towards the company, which include a duty of care and a fiduciary duty. The Law also allows a company, subject to having adequate provisions in its articles of association, to provide office holders (including directors) with insurance, exemption and indemnification. A company is allowed to insure the liability of an office holder in respect of a breach of his duty of care to the Company or to another person; a breach of his fiduciary duty to the Company, provided that the office holder acted in good faith and had reasonable cause to assume that such act would not prejudice the interests of the Company; and a financial obligation imposed on him in favour of another person in respect of an act performed in his capacity as an office holder. A company is also allowed to indemnify an office holder in respect of a financial obligation imposed on him in favour of another person by a court judgment, including a compromise judgment or an arbitrator's award approved by court, in respect of an act performed in his capacity as an office holder; reasonable litigation expenses, including attorney's fees, expended by an office holder due to investigation or procedure taken against him by an authority authorized to perform investigation or procedure, and that ended without indictment against him and with no financial liability as an alternative to a criminal procedure imposed on him, or that ended without indictment against him but with financial liability as an alternative to a criminal procedure imposed on him in an offense that does not require proof of Mens Rea or with regard to a financial sanction, all terms as defined in the Companies Law; and reasonable litigation expenses, including attorney's fees, expended by an office holder or charged to him by a court, in a proceeding instituted against him by the Company or on its behalf or by another person, or in a criminal charge from which he was acquitted, or in a criminal charge on which he was convicted of an offense that does not require proof of Mens Rea, all in respect of an act performed in his capacity

as an office holder. A company is allowed to indemnify an office holder as detailed above after the obligation was imposed on him or the expenses expended, and is also allowed to commit in advance to indemnify an office holder as detailed above, provided that the commitment to indemnify as detailed above regarding financial obligation imposed by a court judgment will be limited to events that the Board of Directors considers expected in light of the Company's actual activity in the time of grant of the indemnification commitment, and to sum or criteria that the Board of Directors decided to be reasonable under the circumstances, and that the indemnification commitment will specify the events that the Board of Directors considers expected in light of the Company's actual activity in the time of grant of the indemnification commitment, and the sum or criteria that the Board of Directors decided to be reasonable under the circumstances. A company is also allowed to indemnify an office holder as detailed above after the obligation was imposed on him or the expenses expended. A company is also allowed to exempt an office holder, in advance, from all or part of his liability for damage due to breach of duty of care to the company, except Director's liability to the company due to breach of duty of care in distribution.

3. In 2007 the general meeting of the Company approved issuing an indemnification of undertakings by the Company to its directors. In the 15 years since there were changes in the provisions of the Israeli Companies Law regarding liability of office holders (as defined in the Companies Law), in the level of risk to office holders, and in the market standards regarding such risk management in Israeli publicly traded companies. The shareholders are requested to approve an adjustment of the legal protection granted to office holders in the Company to the Israeli standard, to avoid sub-standard protection that may encourage sub-optimal balance of risk-taking by office holders, and may deter adequate candidates for office holder positions.
4. The proposed change includes an amendment to the Company's Articles of Association as detailed in Annex D, and shareholder's approval to the decision of the Remuneration Committee and the Board to exempt and commit to indemnify all current and future office holders in the Company.
5. The maximum aggregate liability per case or per year to all office holders cumulatively will not exceed an amount equal to 24.99% of the average of the Company's profits (as calculated for classification purposes) for the last three financial years (losses should be taken as nil profit and included in this average) and will be limited to the difference between the amount of the financial liability and the sum of amounts received for that liability by virtue of insurance policies or other indemnity agreements. The exemption will be limited to 4.99% of any class tests as set out in the FCA Listing Rules (in aggregate with all other transactions or arrangements with the same related party (and any of its associates) in any 12 month period).

Note F:

1. The proposed resolution is to allow the Company to disapply the pre-emption rights in the Company's articles of association for up to 10% of the allotted and issued share capital of the Company for general purposes, together with a further 20% of the relevant offer for a follow-on offer, and 10% for specified purposes in accordance with the Pre-Emption Group's most recent statement of principles, together with a further 20% of the relevant offer for a follow-on offer. This will expire on 31 March 2024 or if held earlier, on the Company's next annual general meeting. If passed it will give the

Directors power, pursuant to the authority to allot equity securities (as defined by section 560 of the United Kingdom Companies Act 2006) and to sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings as the Directors otherwise consider necessary. The maximum amount will be such number of shares which represent no more than 24% of the issued and allotted share capital of the Company. This proposed resolution is in line with guidance by the investment association, the Pre-Emption Group's Statement of Principles and the template resolutions published by the Pre-Emption Group in 2022.

Dated: 24 November 2022

By order of the Board
Dr. Zvi Marom
Chief Executive Officer

Company number: 52-0042813

Registered office: 4 Ha'harash Street, Nave Ne'eman,
PO Box 7318, Hod Ha'sharon, 4524075 Israel.

Notes to the Notice of Annual General Meeting

1. Only those members registered on the Company's register of members at close of business on 7 December 2022 (the "**Record Date**") shall be entitled to attend and vote at the Meeting.
2. Information regarding the Meeting is available and can be found on the Company's website at www.batm.com.
3. Quorum and adjourned meeting – the quorum shall be two or more shareholders present in person or by proxy. If such quorum is not present within one hour from the time scheduled for the Meeting, the Meeting will be adjourned for one week (to the same day, time and place). Any two members present in person or by proxy at the adjourned meeting, shall be deemed a quorum.
4. Enclosed with this document is (1) a form of proxy for holders of certificated securities admitted to trading on the London Stock Exchange (a "Form of Proxy"), (2) a form of direction for holders of uncertificated securities (i.e. Depositary Interests) representing ordinary shares admitted to trading on the London Stock Exchange (the "Form of Direction") and (3) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "Form of Proxy to a TASE Member"). Please note that this document sets out different processes for securities admitted to trading on the London Stock Exchange and securities traded on the Tel-Aviv Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.
5. **Shareholders holding through the London Stock Exchange** - If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights at the Meeting. A proxy need not be a member of the

Company but must attend the Meeting to represent you. Details of how to appoint your proxy are set out in the notes to the proxy form. **In order to be valid, proxy forms must be lodged at either Link Group, at its address: Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or at the registered office of the Company in Israel marked for the attention of the CFO not less than 48 hours prior to the Meeting. A Form of Proxy appears below. Alternatively, you may submit your proxy electronically using the Share Portal service at www.signalshares.com.** Shareholders can use this service to vote or appoint a proxy online. The same voting deadline of 48 hours before the time of the Meeting applies. Shareholders will need to use the unique personal identification Investor Code (“IVC”) printed on your share certificate. If you need help with voting online, please contact our Registrar, Link Group’s portal team on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Or you can contact Link Group via email at shareholderenquiries@linkgroup.co.uk

6. In the case of a member which is a corporation, the proxy (or any related document) should be given under its common seal or under the hand of an officer or attorney duly authorised in writing. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such party or authority) must be included with the Form of Proxy.
7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company’s register of members in respect of the joint holding (the first-named being the most senior).
8. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
9. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

In order to revoke a proxy instruction, you will need to inform the Company by sending a hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group at the address referred to above. The revocation notice must be received by Link Group not less than 48 hours prior to the Meeting.

10. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the “Discretionary” option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
11. In the case of holders of Depositary Interests representing shares in the Company, a Form of Direction must be completed in order to direct Link Market Services Trustees, the Depositary, to vote on the holder’s behalf at the Meeting (in person or by proxy) or, if

the Meeting is adjourned, at the adjourned meeting. **In order to be effective, a completed and signed Form of Direction (and any power of attorney or other authority under which it is signed) must be delivered to Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom by no later than 72 hours before the time fixed for the Meeting or any adjourned meeting.** A Form of Direction appears below.

12. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Member (bank, broker or other nominee that is admitted as a member of the TASE) through which they hold their shares as “proxies” to vote on their behalf, and they must direct the TASE Member on how to vote their shares. A duly executed Form of Proxy must be received by the TASE Member no later than 10.00 a.m. (Israel-time) on 14 December 2022, in order to be counted in the vote to be held in the Meeting. A shareholder’s returned proxy may be revoked at any time prior to its exercise by giving written notice to the TASE Member of such revocation, sending a duly executed Form of Proxy bearing a later date, no later than 10.00 a.m. (Israel-time) on 14 December 2022, requesting the return of the original Form of Proxy. The vote at the Meeting shall be carried out by the TASE Clearing House. The TASE Member shall direct the TASE Clearing House on how to vote the shares held by it, according to the TASE Clearing House by-laws, and submit to the TASE Clearing House a summary of the final results of all the proxies received by it and which it requests the TASE Clearing House to vote in its name, including the information required in the Form of Proxy regarding personal interests of the shareholders, if they are senior officers in the Company or controlling shareholders in the Company or a foreign institutional client, joint investment fund manager or trust fund, by no later than 2.00 p.m. (Israel-time) on 14 December 2022. A shareholder whose ordinary shares are registered with a TASE Member and are not registered on the Company’s shareholder register is entitled to receive from the TASE Member who holds the ordinary shares on the shareholder’s behalf, by email, for no charge, a link to the text of the Form of Proxy and to the position statements posted on the Israel Securities Authority website unless the shareholder has notified that he or she is not so interested; provided that the notice was provided with respect to a particular securities account prior to the Record Date. Beneficial owners who hold ordinary shares through TASE Members, or the TASE, would ordinarily be able to attend the Meeting by presenting a certificate signed by the TASE Member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares,

or they may send such certificate to the Company's registered office prior to the Meeting. However, beneficial owners who hold ordinary shares through TASE Members will not be able to vote at the Meeting in person and will have to follow the voting instructions detailed in this sub-section 13 and in the Form of Proxy.

14. Appointment of a proxy does not preclude you from attending the Meeting and voting in person (except for shareholders whose shares are listed on the TASE, to whom sub-section 13 herein shall apply).
15. The Company will answer at the Meeting any question you submit in advance as detailed above relating to the business being dealt with unless:
 - 15.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - 15.2 the answer has already been given on a website in the form of an answer to a question; or
 - 15.3 it is undesirable in the interest of the Company or the good order of the Meeting that the question be answered.
16. As at 23 November 2022, the Company's issued share capital comprised 440,334,124 ordinary shares of 0.01 NIS each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 23 November 2022 is 440,334,124.
17. If you hold securities traded on the London Stock Exchange and do not have a Form of Proxy or Form of Direction and believe that you should have one, or if you require additional forms, please contact Link Group on 0371 664 0391 if calling from the UK (calls are charged at the standard geographic rate and will vary by provider) or +44 (0)371 664 0391 if calling from outside the UK.
18. You may not use any electronic address provided either:
 - 18.1 in this notice of Annual General Meeting; or
 - 18.2 any related documents (including the Chairman's letter and proxy form)to communicate with the Company for any purposes other than those expressly stated.
19. Information concerning the Company may be found on its website at www.batm.com.
20. The following documents will be available for inspection at **the registered office of the Company** from 24 November 2022 until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:
 - A copy of the current Company's articles of association

Form of Proxy

(for holders of securities listed on the London Stock Exchange)

**For use at the Annual General Meeting
of BATM Advanced Communications Ltd. to be convened
at 12.00 p.m. Israel-time (10.00 a.m. UK-time) on 21 December 2022 at the Company's
offices at 4 Ha'harash Street, Nave Ne'eman Industrial Area, P.O.B. 7318, 4524075 Hod
Hasharon, Israel**

I/We

of

being a member of the Company hereby appoint/ the
Chairman of the meeting to act as my/our proxy and to vote for me/us as indicated below with
an "X" at the Annual General Meeting of the Company convened for 21 December 2022 at
12.00 p.m. Israel-time (10.00 a.m. UK-time) and at any adjournment.

Date

Signed

Please indicate how you wish to vote with an "X" in the appropriate box opposite the resolution.
If no specific indication as to voting is given, the proxy will vote or abstain in their own
direction as they will on any other matter arising at the meeting.

RESOLUTION	DECLARATION	FOR	AGAINST
1. To receive the annual accounts and directors' and auditor's reports thereon		<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the report of the Remuneration Committee		<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration		<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Dr. Gideon Chitayat to the Board		<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Dr. Zvi Marom to the Board		<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr. Moti Nagar to the Board		<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr. Harel Locker Declaration of lack of control and lack of personal interest other than personal		<input type="checkbox"/>	<input type="checkbox"/>

<p>interest which is not due to connections with a controlling shareholder:</p> <p>[Check the DECLARATION box to declare that you are not a controlling shareholder and that you have no personal interest other than personal interest which is not due to connections with a controlling shareholder. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>		
<p>8. To re-elect Dr. Avigdor Shafferman to the Board</p>		<input type="checkbox"/>	<input type="checkbox"/>
<p>9. To approve the remuneration of Mr. Moti Nagar as CEO</p> <p>Declaration of lack of personal interest:</p> <p>[Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. To approve the remuneration of Dr. Zvi Marom as Director</p> <p>Declaration of lack of personal interest:</p> <p>[Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>11. To approve the remuneration of Dr. Gideon Chitayat as Chairman</p> <p>Declaration of lack of personal interest:</p> <p>[Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>12. To approve the amendment of article 70 of the Company's articles of association, as set forth in Annex D attached to this Notice</p>		<input type="checkbox"/>	<input type="checkbox"/>
<p>13.1 To exempt and commit to indemnify Dr. Zvi Marom</p> <p>Declaration of lack of personal interest:</p> <p>[Check the DECLARATION box to declare that you have no personal interest. If you do</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

not check the box your vote will not be counted for this resolution]			
13.2 To exempt and commit to indemnify Mr. Moti Nagar Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.3 To exempt and commit to indemnify all other current and future directors and office holders in the Company Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Directors to allot equity securities as if article 10A of the Company's articles of association did not apply		<input type="checkbox"/>	<input type="checkbox"/>

Notes:

1. This form of proxy to be valid must be completed and signed and must be deposited with Link Group to its address at **Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom** or at the registered office of the Company not less than 48 hours before the time fixed for the meeting.

Alternatively, you may submit your proxy electronically using the Share Portal service at www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. Shareholders will need to use the unique personal identification Investor Code printed on your share certificate.
2. In the case of a corporation, this proxy should be under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. In the case of joint holders, the signature of any one of them will suffice but the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
4. Any alteration made in the form of proxy should be initialled.
5. You are referred to the Notes to the Notice of Annual General Meeting for further information.

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 21 December 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time) at the Company’s offices at 4 Ha’harash Street, Nave Ne’eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel

I/We

of

being a holder of Depositary Interests representing shares in BATM hereby direct Link Market Services Trustees, 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 the resolution. **If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.**

RESOLUTION	DECLARATION	FOR	AGAINST
1. To receive the annual accounts and directors’ and auditor’s reports thereon		<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the report of the Remuneration Committee		<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration		<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Dr. Gideon Chitayat to the Board		<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Dr. Zvi Marom to the Board		<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr. Moti Nagar to the Board		<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr. Harel Locker Declaration of lack of control and lack of personal interest other than personal interest which is not due to connections with a controlling shareholder: [Check the DECLARATION box to declare that you are not a controlling shareholder and that you have no personal interest other than personal interest which is not due to connections with a controlling shareholder. If you do not check the box	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

your vote will not be counted for this resolution]			
8. To re- elect Dr. Avigdor Shafferman to the Board		<input type="checkbox"/>	<input type="checkbox"/>
9. To approve the remuneration of Mr. Moti Nagar as CEO Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the remuneration of Dr. Zvi Marom as Director Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the remuneration of Dr. Gideon Chitayat as Chairman Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To approve the amendment of article 70 of the Company's articles of association, as set forth in Annex D attached to this Notice		<input type="checkbox"/>	<input type="checkbox"/>
13.1 To exempt and commit to indemnify Dr. Zvi Marom Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.2 To exempt and commit to indemnify Mr. Moti Nagar Declaration of lack of personal interest:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

[Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]			
13.3 To exempt and commit to indemnify all other current and future directors and office holders in the Company Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To authorise the Directors to allot equity securities as if article 10A of the Company’s articles of association did not apply		<input type="checkbox"/>	<input type="checkbox"/>

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 Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom 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 Group to vote 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 Group (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 Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or by email to nominee.enquiries@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.

Form of Proxy

For Holders of Shares Listed on the Tel-Aviv Stock Exchange

For use at the Annual General Meeting

of BATM Advanced Communications Ltd. to be convened

at 12.00 p.m. Israel-time (10.00 a.m. UK-time) on 21 December 2022 at the Company's offices at 4 Ha'harash Street, Nave Ne'eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel

I/We

of

being a holder of share(s) of the Company listed on the Tel-Aviv Stock Exchange and entitled to attend and vote hereby appoint (the "TASE Member") to vote on my behalf in person or by proxy as indicated below with an "X" at the Annual General Meeting of the Company convened for 21 December 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time) and at any adjournment thereof.

Date

Signed

Please indicate how you wish to vote with an "X" in the appropriate box opposite the resolution. If no specific indication as to voting is given, the TASE Member (or his proxy) will vote or abstain in their own direction as they will on any other matter arising at the meeting.

RESOLUTION	DECLARATION	FOR	AGAINST
1. To receive the annual accounts and directors' and auditor's reports thereon		<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the report of the Remuneration Committee		<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration		<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Dr. Gideon Chitayat to the Board		<input type="checkbox"/>	<input type="checkbox"/>
5. To re- elect Dr. Zvi Marom to the Board		<input type="checkbox"/>	<input type="checkbox"/>
6. To re- elect Mr. Moti Nagar to the Board		<input type="checkbox"/>	<input type="checkbox"/>
7. To re- elect Mr. Harel Locker Declaration of lack of control and lack of personal interest other than personal interest which is not due to connections with a controlling shareholder:	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>[Check the DECLARATION box to declare that you are not a controlling shareholder and that you have no personal interest other than personal interest which is not due to connections with a controlling shareholder. If you do not check the box your vote will not be counted for this resolution]</p>			
<p>8. To re- elect Dr. Avigdor Shafferman to the Board</p>		<input type="checkbox"/>	<input type="checkbox"/>
<p>9. To approve the remuneration of Mr. Moti Nagar as CEO</p> <p>Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>10. To approve the remuneration of Dr. Zvi Marom as Director</p> <p>Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>11. To approve the remuneration of Dr. Gideon Chitayat as Chairman</p> <p>Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>12. To approve the amendment of article 70 of the Company's articles of association, as set forth in Annex D attached to this Notice</p>		<input type="checkbox"/>	<input type="checkbox"/>
<p>13.1 To exempt and commit to indemnify Dr. Zvi Marom</p> <p>Declaration of lack of personal interest: [Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>13.2 To exempt and commit to indemnify Mr. Moti Nagar</p> <p>Declaration of lack of personal interest:</p> <p>[Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>13.3 To exempt and commit to indemnify all other current and future directors and office holders in the Company</p> <p>Declaration of lack of personal interest:</p> <p>[Check the DECLARATION box to declare that you have no personal interest. If you do not check the box your vote will not be counted for this resolution]</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>14. To authorise the Directors to allot equity securities as if article 10A of the Company's articles of association did not apply</p>		<input type="checkbox"/>	<input type="checkbox"/>

Notes:

1. For this form of proxy to be valid, the broker, bank or other nominee company through which the shareholder holds their shares must receive, by no later than 10.00 a.m. (Israel-time) on 14 December 2022, a legible PDF scan of the duly completed and signed Form of Proxy.
2. In the case of a corporation, this proxy should be under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. In the case of joint holders, the signature of any one of them will suffice but the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
4. The TASE Member or their proxy will appoint the Chairman of the meeting as their 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.
5. Any alteration made in the Form of Proxy should be initialled.
6. You are referred to the Notes to the Notice of Annual General Meeting for further information.

ANNEX A

Remuneration of Mr. Moti Nagar as the Company's Chief Executive Officer, effective from 1 January 2023:

1. An annual basic salary of ILS 1,800,000 (GBP 436,385 according to the ILS-GBP exchange rate on 23 November 2022);
2. Pension and benefits (including study fund) on all the basic salary, company car (including gross-up of 66% of the tax on use of company car) and mobile phone. In line with all Israeli employees and in line with mandatory requirements in Israel, BATM contributes 6.5% of base salary towards pension and is obliged to deduct 6% of salary from the employee's base salary and deposit it into the pension fund. In addition, pursuant to Israeli law, at the end of employment all Israeli employees (including Executive Directors and Officers) are entitled to end-of-employment compensation of 1 basic salary per every year of employment (1 month for every 12 months, or 8.333%). Israeli employers are bound to make on-going deposits of at least 6% of the employee's (including Executive Directors and Officers) salary to the pension fund for end-of-employment compensation. Study fund contributions are common in Israel and are given to all Israeli employees in the Company, and under this arrangement the employer deposits 7.5% of base salary to a study fund (payable to the employee with no tax after 6 years), and deducts 2.5% from the employee's base salary to be also deposited to this fund.
3. An annual bonus of up to 67% of annual base salary - 50% of annual base salary subject to achievement of measurable targets, and 17% of annual base salary subject to achievement of non-measurable targets;
4. Long-term incentive, granted in options to purchase shares of the Company, with grant date of 1 January 2023 (subject to compliance with any applicable law, rule and/or regulation), that will vest in phases over 3 years, at a total grant value of 2% of the value of the Company on the grant date. Options give the grantee a right to purchase shares of the Company at a set price (the "exercise price"). Therefore, an option may turn out to have no monetary value - when the share price in the market is lower than the exercise price (and thus the option is "out of the money"). As such, options are inherently subject to performance standards - since if the share price does not increase, the options have no monetary value. The value of an option is calculated by an appraiser, taking into account the exercise price that the grantee needs to pay in order to receive the share, the possibility that the exercise price will be greater than the share price, vesting conditions, interest, options expiration date and other relevant data, all as of the grant date. One-third of the options will vest in each of the first, second and third anniversaries of the grant date. The exercise price will be the average closing price of the shares in the London Stock Exchange in the 30 days prior to the grant date.

ANNEX B

Remuneration of Dr. Zvi Marom as a Director in the Company, effective from 1 January 2023:

1. Dr. Marom has been granting the company his services according to a Management Services Agreement (the "Agreement") between the Company and Nostredamus Technology Services Ltd. ("Nostredamus"), according to which Nostredamus is entitled to certain rights with regard to the end of the Agreement. Therefore, from 1 January 2023 until 30 June 2023 Dr. Marom will receive (via Nostredamus) only payments according to the rights regarding the end of the Agreement.
2. From 1 July 2023, Dr. Marom's remuneration will be as follows:
 - a. Remuneration equal to the remuneration paid by the Company to expert External Directors, as prescribed in the Israeli Companies Regulations (Rules Regarding Compensation and Expense Reimbursement of External Directors) 2000.
 - b. A consulting agreement of USD 40,000 per annum for consultation on issues regarding which Dr. Marom has unique knowledge and expertise.

ANNEX C

Remuneration of Dr. Gideon Chitayat as Chairman of the Board of the Company, effective from 1 January 2023:

1. An annual salary of USD 100,000.
2. A one-time grant of share-based remuneration, at a total grant value of USD 210,000, with grant date of 1 January 2023, subject to compliance with any applicable law, rule and/or regulation.

ANNEX D

Amendment of article 70 of the Company's Articles of Association

To amend article 70 of the Company's Articles of Association, as follows:

INSURANCE, EXEMPTION AND INDEMNITY

70. Insurance, Exemption and Indemnity

- 70.1. For purposes of these articles, the term Office Holder shall mean every Director and every officer of the Company, including, without limitation, each of the persons defined as Office Holder in Section 1 (definitions) of the Companies Law.
- 70.2. Subject to the provisions of the Companies Law, the Company may enter into a contract for the insurance of all or part of the liability of any Office Holder, in respect of one of the following:
 - 70.2.1. a breach of his duty of care to the Company or to another person;
 - 70.2.2. a breach of his fiduciary duty to the Company, provided that the Office Holder acted in good faith and had reasonable cause to assume that such act would not prejudice the interests of the Company;
 - 70.2.3. a financial obligation imposed on him in favour of another person in respect of an act performed in his capacity as an Office Holder.
- 70.3. Subject to the provisions of the Companies Law, the Company may indemnify an Office Holder in respect of one of the following:
 - 70.3.1. a financial obligation imposed on him in favour of another person by a court judgment, including a compromise judgment or an arbitrator's award approved by court, in respect of an act performed in his capacity as an Office Holder;
 - 70.3.2. reasonable litigation expenses, including attorney's fees, expended by an Office Holder due to investigation or procedure taken against him by an authority authorized to perform investigation or procedure, and that ended without indictment against him and with no financial liability as an alternative to a criminal procedure imposed on him, or that ended without indictment against him but with financial liability as an alternative to a criminal procedure imposed on him in an offense that does not require proof of Mens Rea or with regard to a financial sanction, all terms as defined in the Companies Law;
 - 70.3.3. reasonable litigation expenses, including attorney's fees, expended by an Office Holder or charged to him by a court, in a proceeding instituted against him by the Company or on its behalf or by another person, or in a criminal charge from which he was acquitted, or in a criminal charge on which he was convicted of an offense that does not require proof of Mens Rea, all in respect of an act performed in his capacity as an Office Holder;

- 70.4. The Company may commit in advance to indemnify an Office Holder as detailed in articles 70.3.1, 70.3.2 and 70.3.3 above, provided that the commitment to indemnify as detailed in article 70.3.1 above will be limited to events that the Board of Directors considers expected in light of the Company's actual activity in the time of grant of the indemnification commitment, and to sum or criteria that the Board of Directors decided to be reasonable under the circumstances, and that the indemnification commitment will specify the events that the Board of Directors considers expected in light of the Company's actual activity in the time of grant of the indemnification commitment, and the sum or criteria that the Board of Directors decided to be reasonable under the circumstances;
- 70.5. The Company may indemnify an Office Holder as detailed in articles 70.3.1, 70.3.2 and 70.3.3 above after the obligation was imposed on him or the expenses expended.
- 70.6. The maximum aggregate indemnification liability per case or per year to all office holders cumulatively will not exceed an amount equal to 24.99% of the average of the Company's profits (as calculated for classification purposes according to the FCA Listing Rules) for the last three financial years (losses should be taken as nil profit and included in this average) and will be limited to the difference between the amount of the financial liability and the sum of amounts received for that liability by virtue of insurance policies or other indemnity agreements.
- 70.7. Subject to the provisions of the Companies Law, the Company may exempt an Office Holder, in advance, from all or part of his liability for damage due to breach of duty of care to the Company, except Director's liability to the Company due to breach of duty of care in distribution. The exemption will be limited to 4.99% of any class tests as set out in the FCA Listing Rules (in aggregate with all other transactions or arrangements with the same related party (and any of its associates) in any 12 month period).
- 70.8. The provisions of this article 70 are not intended, and shall not be interpreted, to restrict the Company in any manner in respect of the procurement of insurance and/or in respect of exemption and/or in respect of indemnification (1) in connection with any person who is not an Office Holder, including, without limitation, any employee, agent consultant or contractor of the Company who is not an Office Holder, and/or (ii) in connection with any Office Holder to the extent that such insurance and/or exemption and/or indemnification is not specifically prohibited under law; provided that the procurement of any such insurance and/or the provision of any such exemption and/or indemnification shall be approved according to the Company's Law.

The changes from the existing wording of article 70 are as follows:

INSURANCE, EXEMPTION AND INDEMNITY

70. Insurance, Exemption and Indemnity

- 70.1. For purposes of these articles, the term Office Holder shall mean every Director and every officer of the Company, including, without limitation, each of the persons defined as Office Holder in Section 1 (definitions) of the Companies Law.
- 70.2. Subject to the provisions of the Companies Law, the Company may enter into a contract for the insurance of all or part of the liability of any Office Holder, in respect of one of the following:
- 70.2.1. a breach of his duty of care to the Company or to another person;
- 70.2.2. a breach of his fiduciary duty to the Company, provided that the Office Holder acted in good faith and had reasonable cause to assume that such act would not prejudice the interests of the Company;
- 70.2.3. a financial obligation imposed on him in favour of another person in respect of an act performed in his capacity as an Office Holder.
- 70.3. Subject to the provisions of the Companies Law, the Company may indemnify an Office Holder in respect of one of the following:
- 70.3.1. a financial obligation imposed on him in favour of another person by a court judgment, including a compromise judgment or an arbitrator's award approved by court, in respect of an act performed in his capacity as an Office Holder;
- 70.3.2. reasonable litigation expenses, including attorney's fees, expended by an Office Holder due to investigation or procedure taken against him by an authority authorized to perform investigation or procedure, and that ended without indictment against him and with no financial liability as an alternative to a criminal procedure imposed on him, or that ended without indictment against him but with financial liability as an alternative to a criminal procedure imposed on him in an offense that does not require proof of Mens Rea or with regard to a financial sanction, all terms as defined in the Companies Law;
- ~~70.3.2.~~70.3.3. reasonable litigation expenses, including attorney's fees, expended by an Office Holder or charged to him by a court, in a proceeding instituted against him by the Company or on its behalf or by another person, or in a criminal charge from which he was acquitted, or in a criminal charge on which he was convicted of an offense that does not require proof of Mens Rea, all in respect of an act performed in his capacity as an Office Holder.;
- 70.4. The provisions of articles 70.1, 70.2 and 70.3 aboveThe Company may commit in advance to indemnify an Office Holder as detailed in articles

70.3.1, 70.3.2 and 70.3.3 above, provided that the commitment to indemnify as detailed in article 70.3.1 above will be limited to events that the Board of Directors considers expected in light of the Company's actual activity in the time of grant of the indemnification commitment, and to sum or criteria that the Board of Directors decided to be reasonable under the circumstances, and that the indemnification commitment will specify the events that the Board of Directors considers expected in light of the Company's actual activity in the time of grant of the indemnification commitment, and the sum or criteria that the Board of Directors decided to be reasonable under the circumstances;

70.5. The Company may indemnify an Office Holder as detailed in articles 70.3.1, 70.3.2 and 70.3.3 above after the obligation was imposed on him or the expenses expended.

70.6. The maximum aggregate indemnification liability per case or per year to all office holders cumulatively will not exceed an amount equal to 24.99% of the average of the Company's profits (as calculated for classification purposes according to the FCA Listing Rules) for the last three financial years (losses should be taken as nil profit and included in this average) and will be limited to the difference between the amount of the financial liability and the sum of amounts received for that liability by virtue of insurance policies or other indemnity agreements.

70.7. Subject to the provisions of the Companies Law, the Company may exempt an Office Holder, in advance, from all or part of his liability for damage due to breach of duty of care to the Company, except Director's liability to the Company due to breach of duty of care in distribution. The exemption will be limited to 4.99% of any class tests as set out in the FCA Listing Rules (in aggregate with all other transactions or arrangements with the same related party (and any of its associates) in any 12 month period).

~~70.4.~~70.8. The provisions of this article 70 are not intended, and shall not be interpreted, to restrict the Company in any manner in respect of the procurement of insurance and/or in respect of exemption and/or in respect of indemnification (1) in connection with any person who is not an Office Holder, including, without limitation, any employee, agent consultant or contractor of the Company who is not an Office Holder, and/or (ii) in connection with any Office Holder to the extent that such insurance and/or exemption and/or indemnification is not specifically prohibited under law; provided that the procurement of any such insurance and/or the provision of any such exemption and/or indemnification shall be approved according to the Company's Law.