ANNUAL GENERAL MEETING OF

I/We the undersigned, being (a) shareholder(s) of the above Company hereby appoint the Chair of the meeting as my proxy or the following person

I/We the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolutions:

19  yes  no
20  yes  no

Event Code: 

PROXY FORM FOR ANNUAL GENERAL MEETING

THE RESOLUTIONS

As ordinary business to consider, and, if thought fit, pass Resolutions 1 to 8 inclusive below:

1. To re-elect David Zruia, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as a Director.
2. To re-elect Elad Even-Chen, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as a Director.
3. To re-elect Steve Baldwin, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.
4. To re-elect Sigalia Heifetz, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.
5. To re-elect Prof. Varda Liberman, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director.
6. To re-elect Prof. Jacob A. Frenkel, who stands for re-election pursuant to Article 42 of the Company’s Articles of Association, as an Independent Non-Executive Director (if re-elected, Prof. Jacob A. Frenkel shall continue to serve as Chair of the Company’s Board of Directors following the Annual General Meeting).
7. To re-appoint Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent external auditor for 2023.
8. To authorise the Company’s Board of Directors (or, the Audit Committee, if authorised by the Board of Directors) to fix the remuneration of the Company’s independent external auditor.

As special business to consider, and, if thought fit, pass Resolutions 9 to 22 inclusive:

9. To authorise the Directors pursuant to Article 10(c) of the Company’s Articles of Association to allot and issue up to 4,586,553 ordinary shares (representing approximately 5 per cent. of the Company’s issued share capital (excluding shares held in treasury) as at 21 March 2023) for cash as if Article 10(b) of the Articles of Association did not apply to such allotment.
10. To authorise the Directors pursuant to Article 10(c) of the Company’s Articles of Association to allot and issue up to 4,586,553 ordinary shares (representing approximately 5 per cent. of the Company’s issued share capital (excluding shares held in treasury) as at 21 March 2023) for cash as if Article 10(b) of the Articles of Association did not apply to such allotment and issue, such authority to be limited to the allotment of equity securities or sale of treasury shares, to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group’s Statement of Principles published in 2015.

CONTINUED OVERLEAF
1. To authorise the Company to make purchases of up to 9,173,106 ordinary shares (representing approximately 10 per cent of the Company’s issued share capital (excluding shares held in treasury)) as at 21 March 2023 for cash.

12. To approve an increase in the fees payable to Anne Grim for her services as an Independent Non-Executive Director and External Director, from USD 124,000 gross per annum to USD 150,000 (plus VAT) gross per annum, effective 1 January 2024.

13. To approve an increase in the fees payable to Sigalia Heifetz for her services as an Independent Non-Executive Director, from USD 124,000 (plus VAT) gross per annum to USD 130,000 (plus VAT) gross per annum, effective 1 January 2024.

14. To approve the following remuneration terms for Mr David Zruia, the Chief Executive Officer and an Executive Director of the Company:

(a) an increase in the fees payable to Mr Zruia, as Chief Executive Officer and Executive Director from USD 639,000 to USD 750,000 gross per annum, effective 1 January 2024.

(b) the payment to Mr Zruia of an annual bonus for each FY during the Policy Period, with an aggregate value of up to 25 per cent of the Base Fees (USD 1,875,000), as set forth in the explanatory notes of the Annual General Meeting Notice.

(c) the grant to Mr Zruia of an LTIP award with an aggregate value of up to 250 per cent of the Base Fees (USD 1,875,000) for each FY during the Policy Period, and to approve that the effective grant date of which shall be 1 January 2024, as set forth in the explanatory notes of the Annual General Meeting Notice.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system times 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 member of a CREST personal member’s entity, to instruct that member’s CREST sponsor or voting service provider) 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 respect, this (or any message transmitted to a CREST personal member’s entity, or to whose CREST sponsor or voting service provider is referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

16. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in section 351(4) of the Companies Act 2006 in respect of each such resolution.

17. Under the Company’s laws, as required by the Israeli Companies law, 5759-1999, to adopt a new Company’s Remuneration Policy for Directors and Executives for the years 2024-2026.

18. As required by the Israeli Companies law, 5759-1999, to adopt a new Company’s Remuneration Policy for Directors and Executives for the years 2024-2026 ("Policy Period").

19. To be valid, any Form of Proxy or other instrument appointing a proxy and any power of attorney or other authority under which it is signed, or a notarised copy of such power of attorney, must be received by, or during normal business hours only, by hand at (i) Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, to the vote at the Annual General Meeting and (for the purpose of the determination of the Company’s the votes they may cast), shareholders to be registered in the register of the Company at close of business on 28 March 2023. Changes to the Company’s register after the relevant deadlines shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.

20. As required by the Israeli Companies law, 5759-1999, to approve the Directors’ Remuneration Report, in the form set out on pages 85 to 94 of the Circular of Reference for the Annual General Meeting (and for the purpose of the determination of the holders referred to in sub-section (i) does not exceed two per cent (2%) of the total voting rights in the Company. For this purpose, you are asked to indicate in the Form of Proxy or Form of Direction whether you are a controlling shareholder or have a personal interest in Resolution 19 through to 23. Failure to advise or indicate as described above will require the Company to assume that such holder has a Personal Interest in the approval of the Resolution. The Company may not assume that a holder who signs and returns a Form of Proxy or Form of Direction without a specific indication as to the lack of Personal Interest of such holder, has no Personal Interest with respect to the Resolution.

21. As required by the Israeli Companies law, 5759-1999, to approve the following resolutions, in form and content as described in the CREST Manual: CREST Personal member, or to either the CREST personal member, or his CREST sponsor and those CREST members who have appointed a service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

22. As an advisory vote, to approve the Directors’ Remuneration Report, in the form set out on pages 85 to 94 of the Company’s Annual Report for the financial year ended 31 December 2022.