

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY OR FORM OF DIRECTION (AS APPLICABLE) ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, please seek personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or transfer or have sold or transferred all of your ordinary shares of NIS 0.001 nominal value each in the capital of Ethernity Networks Ltd. (“**Ordinary Shares**”) or depositary interests representing Ordinary Shares (“**Depositary Interests**”), please forward this document, together with the accompanying Form of Proxy or Form of Direction (as applicable), as soon as possible to the purchaser or the transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or transfer or have sold or transferred only part of your holding of Ordinary Shares or Depositary Interests, you should retain this document and the accompanying Form of Proxy or Form of Direction (as applicable).

If you have received this document from another Shareholder or holder of Depositary Interests, or transferee, please contact the Company’s Registrar for a Form of Proxy or Form of Direction (as applicable).

Any person (including without limitation custodians, nominees and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom should seek appropriate legal advice before taking any action. The distribution of this document and any accompanying documents into jurisdictions other than the United Kingdom may be restricted by law. Any person not in the United Kingdom into whose possession this document and any accompanying documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities or other laws of any such jurisdiction.



Notice of Extraordinary General Meeting

To be held at 3rd Floor Beit Golan, 1 Golan St. Corner HaNegev, Airport City 7019900, Israel at 11.00 a.m. Israel time (9.00 a.m. UK time) on 9 February 2023.

Your attention is drawn to the letter from Yosi Albagli, Chairman of the Company, which is set out on pages 5 to 7 (inclusive) of this document and which recommends you to vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting.

Enclosed with this document is a Form of Proxy for use by Shareholders or a Form of Instruction for use by holders of Depositary Interests. Please complete, sign and return the accompanying Form of Proxy and/or Form of Direction (as applicable) in accordance with the instructions printed on it as soon as possible but, in any event so as to be received by the Company’s registrar, Link Group, by 9.00 a.m. (UK time) (11.00 a.m. Israel time) on 7 February 2023 in the case of a Form of Proxy or by 9.00 a.m. (UK time) (11.00 a.m. Israel time) on 6 February 2023 in the case of a Form of Direction.

ETHERNITY NETWORKS LTD.

Incorporated and registered in Israel with registered no. 51-347834-7

Registered Office:

3rd Floor Beit Golan
1 Golan St. Corner HaNegev
Airport City 7019900
Israel

A copy of this document including the Form of Proxy and the Form of Instruction will be available on the Company’s website at <http://www.ethernitynet.com>

CONTENTS

DIRECTORS, SECRETARY AND ADVISERS	3
DEFINITIONS	4
EXPLANATORY LETTER	5
NOTICE OF EXTRAORDINARY GENERAL MEETING	8

DIRECTORS, SECRETARY AND ADVISERS

Directors	Yosi Albagli (Chairman) David Levi (Chief Executive Officer) Mark Reichenberg CA (SA) (Chief Financial Officer) Shavit Baruch (VP Research & Development) Richard Bennett (Non-Executive Director) Chen Saft Feiglin (External Director) Zohar Yinon (External Director)
Company Secretary	Mark Reichenberg
Registered Office	3rd Floor Beit Golan 1 Golan St. Corner HaNegev Airport City 7019900 Israel
Nominated Adviser and Joint Broker	Allenby Capital Limited 5 St. Helens Place London EC3A 6AB
Joint Broker	Peterhouse Capital Limited 80 Cheapside London EC2V 6DZ
English Solicitors to the Company	Edwin Coe LLP 2 Stone Buildings Lincoln's Inn London WC2A 3TH
Israeli Solicitors to Company	Gornitzky & Co. 20 HaHarash St. Tel Aviv-Yafo 6761310 Israel
Registrar	Link Group 10 th Floor Central Square, 29 Wellington Street, Leeds, LS1 4DL
Investor Relations	Harbor Access Inc. 4th Floor, 107 Elm St. Stamford, Connecticut 06902 USA

DEFINITIONS

The following words and expressions shall have the following meanings in this document unless the context otherwise requires:

“AIM”	the AIM market operated by the London Stock Exchange plc
“Board” or “Directors”	the board of directors of the Company
“certificated” or “in certificated form”	the description of a share or security which is not in uncertificated form (that is, not in CREST)
“Company” or “Ethernity”	Ethernity Networks Ltd., incorporated and registered in Israel (with registration number 51-347834-7) whose registered office is at 3rd Floor Beit Golan, 1 Golan St. Corner HaNegev, Airport City 7019900, Israel
“CREST”	the computerised settlement system to facilitate transfer of title to or interests in securities in uncertificated form operated by Euroclear UK & International Limited
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations for the time being in force
“Depository”	Depository Link Market Services Trustees Limited, incorporated in England (No 02729260) whose registered office is at The Registry, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL
“Depository Interest” or “DI”	dematerialised interests representing underlying Ordinary Shares in the ratio of 1:1 that can be settled electronically through and held in CREST, as issued by the Depository who holds the underlying securities on trust
“Depository Interest Holder(s)”	holder(s) of Depository Interests
“EGM” or “Extraordinary General Meeting” or “Meeting”	the extraordinary general meeting of the Company being convened by this notice or any adjournment of such meeting
“Existing Ordinary Shares”	the 102,616,066 Ordinary Shares in issue at the date of this document after the placement
“Form of Proxy”	the form of proxy for use by Shareholders at the Meeting which accompanies this document
“Form of Direction”	the form of direction for use by Depository Interest Holder(s) at the Meeting which accompanies this document
“Notice of Extraordinary General Meeting”	the notice of the Extraordinary General Meeting, which is set out at the end of this document
“Ordinary Shares”	ordinary shares of NIS 0.001 nominal value each in the share capital of the Company
“Resolutions”	the resolutions to be proposed at the Extraordinary General Meeting, as set out in the Notice of Extraordinary General Meeting
“Shareholder(s)”	holder(s) of Ordinary Shares
“uncertificated” or “in uncertificated form”	a share or security recorded in the Company’s register of members as being held in uncertificated form, title to which may be transferred by means of CREST

EXPLANATORY LETTER
ETHERNITY NETWORKS LTD.

(Incorporated and registered in the State of Israel with registered no. 51-347834-7)

Directors: David Levi
Shavit Baruch
Mark Reichenberg
Yosi Albagli
Richard Bennett
Chen Saft Feiglin
Zohar Yinon

Registered Office:
1 Golan St. Corner HaNegev
Airport City 7019900
Israel

17 January 2023

Dear Shareholder or Depositary Interest Holder,

Notice of Extraordinary General Meeting

Introduction

I am pleased to be writing to you with details of the forthcoming Extraordinary General Meeting of the shareholders of Ethernity Networks Ltd. to be held at 3rd Floor Beit Golan, 1 Golan St. Corner HaNegev, Airport City 7019900, Israel at 11.00 a.m. Israel time (9.00 a.m. UK time) on 9 February 2023.

The formal notice of the Meeting is set out on page 8 of this document.

Background to and Reasons for the Meeting

On 17 January 2023, the Company announced a placing of its shares, raising approximately £1.55m (before expenses). This was carried out under the Company's existing share pre-emption right disapplication authority, as approved by Shareholders at the Company's last annual general meeting held on 16 May 2022. At the same time, the Company announced a broker option granting to its joint broker, Peterhouse Capital, the right to subscribe for or allocate for allotment a further 2,142,857 new Ordinary Shares which will raise up to a further £150,000. In conjunction with the placing and broker option, it is contemplated that the investors will be issued warrants to subscribe for an equivalent number of new Ordinary Shares at a price of 15p per Ordinary Share, (over and above the outstanding 13.4 million £0.60 Warrants issued in connection with the successful placing completed in September 2021 that remain unexercised). These new warrants will be issued conditional on approval of the Resolutions that are the subject of the Meeting.

Since the annual general meeting, we have also satisfied, through the issues and allotments of new Ordinary Shares, a portion of the Subscription Agreement with 5G Innovation Leaders Fund LLC entered into on 25 February 2022, with the final instalments to be issued and allotted by 31 August 2023.

In light of these share issues and to maintain an adequate level of pre-emption right disapplication for new Ordinary Shares pursuant to permit (i) future issues and exercises of Warrants and (ii) equity issues (should the Directors deem appropriate), the Company is now seeking for a renewed level of authority to disapply pre-emption rights. This renewed authority, if approved, will be in substitution and replacement of existing authorities (but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities).

It should also be noted that Article 9.2 of the Company's articles of association requires that if the Company intends to issue Ordinary Shares or other Equity Securities (as such terms are defined in the Company's articles of association), subject to certain exceptions, it must first offer them to existing Shareholders, which may prove to be both costly and cumbersome.

This Resolution will enable the Directors to allot Ordinary Shares or other Equity Securities on a non-pre-emptive basis, up to an aggregate nominal value of NIS 55,000.00 (equivalent to 55,000,000 Ordinary Shares), which is equal to approximately 53% of the nominal value of the issued ordinary share capital of the Company as of 16 January 2023 after the announced placing, or in connection

with a rights issue or similar offer. The Directors believe that the disapplication authority provided by this Resolution will maintain a desirable degree of flexibility. Unless previously revoked or varied, the disapplication will expire on the conclusion of the next annual general meeting of the Company, provided that it would apply to offers and agreements made prior to such time.

Further to the above, so as to make available a sufficient number of Ordinary Shares, the Company is seeking to increase its authorised share capital to NIS 200,000, consisting of 200,000,000 Ordinary Shares, each having a nominal value of NIS 0.001.

The Directors believe that these Resolutions will maintain a desirable degree of flexibility.

Actions to be taken in respect of the Meeting

WE STRONGLY ENCOURAGE SHAREHOLDERS TO VOTE ON THE RESOLUTIONS BY APPOINTING THE CHAIR OF THE MEETING AS YOUR PROXY, TO REGISTER ANY QUESTIONS IN ADVANCE AND NOT TO ATTEND THE MEETING IN PERSON.

Shareholders are encouraged to submit their voting instructions as soon as possible, even if they might intend to attend the EGM in person. See below for details with regard to voting instructions.

Shareholders can submit questions to the Board in advance of the EGM by emailing such questions to the Company Secretary, Mark Reichenberg at markr@ethernitynet.com by no later than 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) on 6 February 2023. We will consider all questions received and endeavour to provide responses to them at the EGM to the extent appropriate and practicable.

Any Shareholder or proxy appointed by a Shareholder who wishes to attend the EGM by telephone is requested to contact Mark Reichenberg (details above) in order to obtain details of how to join the teleconference. Such Shareholders or proxies are requested to provide in that email details of their registered shareholding or proxy appointment in order that their entitlement to attend may be verified.

Any Depository Interest Holder who wishes to join the EGM by telephone is requested first to contact the Depository at Link Market Services Trustees Limited, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by email by using nominee.enquiries@linkgroup.co.uk in order to request a Letter of Representation no later than 5.00 p.m. (UK time) / 7.00 p.m. (Israel time) on 6 February 2023. Any such Depository Interest Holder is then requested to contact Mark Reichenberg as set out above once they have received the Letter of Representation in order to obtain details of how to join the teleconference.

I would reiterate that the Board would encourage all Shareholders and Depository Interest Holders in the strongest possible terms to use their Form of Proxy or Form of Direction, as relevant, and appoint the Chair of the EGM as their proxy. This will allow their votes to count. The action to be taken in respect of the Meeting depends on whether you hold your Ordinary Shares in certificated form or as Depository Interests.

Certificated Shareholders

Please check that you have received the following with this document:

- a Form of Proxy for use in respect of the Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Proxy (in the UK only).

You are strongly encouraged to complete, sign and return the Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by post, at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL or, during normal business hours, by hand to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, in **each case by no later than by 9.00 a.m. (UK time) (11.00 Israel time) on 7 February 2023.**

This will enable your vote to be counted at the Meeting in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting, or any adjournment of the Meeting by telephone. However, Shareholders are urged not to attend the Extraordinary General Meeting in person.

Depository Interest holders

Please check that you have received the following with this document:

- a Form of Direction for use in respect of the Meeting; and
- a reply-paid envelope for use in connection with the return of the Form of Direction (in the UK only).

You are strongly encouraged to complete, sign and return the Form of Direction in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by post, at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL United Kingdom or, during normal business hours by hand, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, in **each case by no later than 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) on 6 February 2023.**

This will enable your vote to be counted at the Meeting. The completion and return of the Form of Direction will not prevent you from attending the Meeting, or any adjournment of the Meeting by telephone (subject to obtaining a valid Letter of Representation), however you will not be able to vote at the Meeting. Depository Interest holders are urged not to attend the Extraordinary General Meeting in person.

Recommendation

The Directors of the Company believe that the proposals to be considered at the Meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings amounting in aggregate, to 18,423,276 Ordinary Shares representing approximately 17.95 per cent. of the Existing Ordinary Shares.

Yours faithfully,

Yosi Albagli
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of Ethernity Networks Ltd. (the "Company") will be held at 3rd Floor Beit Golan, 1 Golan St. Corner HaNegev, Airport City 7019900, Israel, at 11.00 a.m. (Israel time) / 9.00 a.m. (UK time) on 9 February 2023, to consider and, if thought fit, pass the following resolutions:

1. **Resolution 1.**

Under the Companies Law, the authorised share capital of the Company may only be increased with the consent of the Shareholders. This resolution increases the authorised share capital to NIS 200,000 consisting of 200,000,000 Ordinary Shares, each having a nominal value of NIS 0.001, and amends the Company's articles of association to reflect said increase in the authorised share capital.

2. **Resolution 2.**

THAT, in substitution for existing authorities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities, the board of directors of the Company be authorised to allot Ordinary Shares or other Equity Securities for cash and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if Article 9.2 of Company's articles of association did not apply to any such allotment or sale, such authority to be limited to:

2.1 the allotment of Ordinary Shares or other Equity Securities or sale of treasury shares in connection with a rights issue or similar offer in favour of Shareholders where the Ordinary Shares, other Equity Securities or treasury shares are proposed to ordinary shareholders proportionately (as nearly as may be) to the respective number of ordinary shares held by them subject only to such exclusions or other arrangements as the board of directors of the Company may consider appropriate to deal with fractional entitlements or legal or practical difficulties under the laws of, or the requirements of any recognised regulatory body in, any territory; and

2.2 the allotment of Ordinary Shares or other Equity Securities or sale of treasury shares (otherwise than under paragraph 2.1 above) up to an aggregate nominal value of NIS 55,000.00, such authority and power to expire at the conclusion of the next annual general meeting of the Company, save that the Company may, before the expiry of such period, make an offer or agreement which would or might require Ordinary Shares or other Equity Securities to be allotted after such expiry and the board of directors of the Company may allot Ordinary Shares or other Equity Securities in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

The approval of Resolution 1 requires the affirmative vote of the majority of the Ordinary Shares present in person or represented by proxy and voting at the Extraordinary General Meeting on such Resolution. The approval of Resolution 2 requires the affirmative vote of three fourths of the Ordinary Shares present in person or represented by proxy and voting at the Extraordinary General Meeting on such Resolution.

By order of the Board

Mark Reichenberg
Company Secretary

3rd Floor Beit Golan
1 Golan St. Corner HaNegev
Airport City 7019900
Israel

Incorporated and registered in Israel with registered no. 51-347834-7

17 January 2023

Notes to the Notice of Extraordinary General Meeting

1. Enclosed with this document is either a Form of Proxy for use by shareholders (the “**Form of Proxy**”) or a Form of Direction for use by Depository Interest Holders (the “**Form of Direction**”).
 2. Only those Shareholders registered in the Company’s register of shareholders as of close of business (UK time) **7 February 2023 (the “Original Cut-Off”)** are entitled to attend and/or vote at the Meeting, and each only in respect of such number of Ordinary Shares registered in his or its name at that time. If the Meeting is adjourned to a time not more than 48 hours after the original Meeting time (other than an adjournment due to a lack of a quorum), the Original Cut-Off will continue to apply. Any changes to the Company’s register of shareholders made after the Original Cut-Off shall be disregarded for these purposes.
 3. The quorum for the Meeting shall be two or more shareholders present in person or by proxy and holding Ordinary Shares conferring in the aggregate 25 per cent. or more of the voting power of the Company. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall be adjourned to the same day in the next week, at the same time and place and the Original Cut-Off shall apply. Two or more shareholders who attend an adjourned meeting in person or by proxy will constitute a quorum, regardless of the number Ordinary Shares they hold or represent.
 4. If you are a Shareholder of the Company, whether or not you intend to be present at the Meeting, please complete and return the Form of Proxy (in accordance with the instructions set out in that document) to Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, as soon as possible and in any event so as to be received by no later than 9.00 a.m. (UK time) (11.00 Israel time) on 7 February 2023 or 48 hours before any meeting following adjournment thereof (in accordance with the Uncertified Securities Regulations 2001, and any other provisions notwithstanding). Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting thereat in person if you so wish.
 5. If you are a holder of Depository Interests, please complete and return the Form of Direction (in accordance with the instructions set out in that document) to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom, as soon as possible and in any event so as to be received by no later than 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) on 6 February 2023 or 72 hours before any meeting following adjournment thereof. Holders of DI’s must be registered in the Company’s depository interest register at 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) on 6 February 2023 (or at 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) three days before the date of any adjourned Meetings).
 6. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy, or Form of Direction (as applicable), but the vote of the first named on the register of shareholders or register of Depository Interests (as applicable) will be accepted to the exclusion of the other joint holders.
 7. The approval of Resolution 1 requires the affirmative vote of the majority of the Ordinary Shares present in person or represented by proxy and voting at the Extraordinary General Meeting on such Resolution. The approval of Resolution 2 requires the affirmative vote of three fourths of the Ordinary Shares present in person or represented by proxy and voting at the Extraordinary General Meeting on such Resolution.
 8. Any Shareholder or proxy appointed by a Shareholder who wishes to attend the EGM by telephone is requested to contact the Company Secretary, Mark Reichenberg (at markr@ethernitynet.com), in order to obtain details of how to join the teleconference. **Such Shareholders or proxies are requested to provide in that email details of their registered shareholding or proxy appointment in order that their entitlement to attend may be verified.**
 9. Any Depository Interest Holder who wishes to join the EGM by telephone is requested first to contact the Depository at Link Market Services Trustees Limited, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL or by email by using nominee.enquiries@linkgroup.co.uk in order to request a Letter of Representation no later than 5.00 p.m. (UK time)/ 7.00 p.m. (Israel time) on 6 February 2023. Any such Depository Interest Holder is then requested to contact the Company Secretary as set out in the immediately preceding paragraph once they have received the Letter of Representation. However, Depository Interest holders will not be able to vote at the Meeting.
 10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on 9 February 2023 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.
 11. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & International Limited specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company’s agent, Link Group CREST Participant ID: RA10, no later than 72 hours before the time appointed for the Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
 12. 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 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 Uncertified Securities Regulations 2001.
 13. Unless otherwise indicated on the Form of Proxy, CREST voting or any other electronic voting channel instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
 14. A corporation which is a shareholder may by resolution of its directors or other governing body authorise a person to act as its representative who may exercise, on its behalf, all its powers as a shareholder, provided the corporation does not do so in relation to the same shares.
 15. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out, but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders and Depository Interest holders subject all messages to virus checking procedures before use. Any electronic communication received by the Company, including the lodgment of an electronic proxy form, that is found to contain any virus will not be accepted.
- As at the close of business (UK time) on 16 January 2023 being the date immediately prior to the date of this Notice, the Company’s issued share capital comprised of 78,084,437 Ordinary Shares. 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 close of business (UK time) on 16 January 2023 is 78,084,437.

