

# Ethernity Networks Ltd

## (the "Company")

### Extraordinary General Meeting – Form of Proxy

Before completing this form, please read the explanatory notes below

I/We..... appointment the chairman of the meeting or..... as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of the Company to be held at the offices of the Company at 13A Hamelacha Street, Lod Industrial Park, 7152025, Israel at 11.00am Israel time (9.00am UK time) on 29 December 2020 (the "Meeting") and any adjournment of the Meeting.

I/We instruct my/our proxy to vote on the resolutions to be proposed at the Meeting as indicated below (unless otherwise instructed, the proxy may vote or abstain from voting as he/she sees fit in relation to any business to be considered at the Meeting or any adjournment of the Meeting):

Resolutions	Personal Interest (required to indicate Yes or No)	Your Vote		
		For	Against	Abstain
1. Approval of allotment of Shares to Graham Woolfman				
2. Approval of allotment of Shares to Neil Rafferty				
3. Approval of issue of options grant to Mark Reichenberg				

Signature(s) ..... Date ..... 2020

#### Notes:

1. 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 Asset Services, PX1, 34 Beckenham Road, Beckenham BR3 4ZF, 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 23 December 2020 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 23 December 2020 (or at 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) three days before the date of any adjourned Meetings.
2. 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, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email by using [nominee.enquiries@linkgroup.co.uk](mailto: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 18 December 2020. 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.
3. 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 Asset Services, 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 24 December 2020 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 in person if you so wish.
4. The approval of Resolutions 1, 2 and 3 requires the affirmative vote of a disinterested majority shareholder approval of the Ordinary Shares present in person or represented by proxy and voting at the Extraordinary General Meeting on such Resolution. In such event, and any non-executive or executive director who has shares will be deemed as having a personal interest in the shareholder vote and would need to be excluded from the disinterested majority.
5. 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.
6. 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](mailto: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.
7. 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.
8. 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.
9. 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.
10. As at the close of business (UK time) on 17 November 2020 being the date immediately prior to the date of this Notice, the Company's issued share capital comprised of 41,713,150 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 17 November 2020 is 41,713,150.