

Ethernity Networks Ltd.

(the "Company")

Extraordinary General Meeting – Form of Direction

Before completing this form, please read the explanatory notes below

Form of Direction for completion by holders of Depositary Interests representing Ordinary Shares on a 1 for 1 basis in the Company in respect of the Extraordinary General Meeting of the Company to be held at the offices of the Company 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 7 December 2023 (the "Meeting") and any adjournment of the Meeting.

I/We

of

being a holder(s) of _____ **(insert total)** Depositary Interests representing underlying Ordinary Shares in the ratio of 1:1 hereby direct Link Market Services Trustees Limited, the Depositary, to represent/appear and vote for me/us on my/our behalf in person or by proxy at the Meeting (and any adjournment of the Meeting) on the resolutions to be proposed as directed by a "X" in the spaces below.

Resolutions	Your vote		
	For	Against	Withheld
1. That the Company's authorised share capital be increased to NIS 600,000 consisting of 600,000,000 Ordinary Shares.			
2. That the Directors be authorised to allot Ordinary Shares or other Equity Securities for cash as if Article 9.2 of the Company's articles of association did not apply: 2.1 In connection with rights issues or similar offer; and 2.2 Otherwise up to an aggregate nominal amount of NIS 200,000.00			

Signature(s) Date 2023

Notes:

- If you are a holder of Depositary Interests, please complete and return this Form of Direction to Link Group, PXS 1, 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 4 December 2023 or 72 hours before any meeting following adjournment thereof. Holders of Depositary Interests must be registered in the Company's depositary interest register at 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) on 4 December 2023 (or at 9.00 a.m. (UK time)/ 11.00 a.m. (Israel time) three days before the date of any adjourned Meetings.
- Any Depositary Interest Holder who wishes to join the Meeting by telephone is requested first to contact the Depositary at Link Market Services Trustees Limited, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom 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 1 December 2023. Any such Depositary Interest Holder is then requested to contact the Company Secretary Ayala Deutsch (at ayala@ethernitynet.com) once they have received the Letter of Representation. However, Depositary Interest holders will not be able to vote at the Meeting.
- Please indicate how you wish your votes to be cast by placing an "X" in the box provided. If no indication is given, you will be deemed as instructing the Depositary to abstain from voting on the specified resolution.
- 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 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 Meeting on such Resolution.
- The Depositary will appoint the chairman of the Meeting as its proxy to cast your votes. The Chairman of the Meeting may also vote or abstain from voting as he or she thinks fit on any other business (including amendments to resolutions) which may properly come before the Meeting.
- The 'Withheld' option is provided to enable you to abstain from voting on one or more resolutions. However, it should be noted that a 'Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- In the case of joint holders, the vote of the senior holder shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names appear in the Company's register of Depositary Holders in respect of the joint holding.
- In the case of a corporation, this Form of Direction must be given under its seal or signed on its behalf by an attorney or duly authorised officer.
- As at the close of business (UK time) on 13 November 2023 being the date immediately prior to the date of this Notice, the Company's issued share capital comprised of 149,221,091 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 13 November 2023 is 149,221,091.
- CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting to be held on 7 December 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.
- 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.
- CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system.

If in the UK please return using addressed envelope