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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, 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.

If you have received this document from another Shareholder or holder of Depositary Interests, or transferee, please contact the Company's Registrar as explained below.

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 Annual General Meeting

A notice convening an Annual General Meeting of the Company (the "**AGM**") to be held at the offices of the Company at 3rd Floor, Beit Golan, 1 Golan St., Corner HaNegev, Airport City 7019900 Israel at 09.00 a.m. UK time (11.00 a.m. Israel time) on 28 August 2024, is set out at the end of this document.

Your attention is drawn to the letter from the Chairman of the Company which is set out on pages 5 and 6 of this document. The Board of the Directors of the Company unanimously recommends you vote in favour of the Resolutions to be proposed at the Annual General Meeting.

The Company will be handling the appointment of proxies and the votes for the AGM electronically, and therefore, a hard copy Form of Proxy for use by shareholders (the "**Form of Proxy**") and a Form of Direction for use by Depositary Interest Holders (the "**Form of Direction**") have **NOT** been sent to you.

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

Publication on website

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

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DIRECTORS, SECRETARY AND ADVISERS

Directors	Yosi Albagli (Chairman) David Levi (Chief Executive Officer) Shavit Baruch (VP Research & Development) Ayala Deutsch (CFO) Richard Bennett (Non-Executive Director) Aviva Banczewski (External Director) Julie Kunstler (External Director)
Company Secretary	Ayala Deutsch
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	CMC Markets UK plc 133 Houndsditch London EC3A 7BX
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 Central Square, 29 Wellington Street, Leeds, LS1 4DL

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
"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
"Depository"	Depository Link Market Services Trustees Limited, incorporated in England (No 02729260) whose registered office is at The Registry, 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
"Existing Ordinary Shares"	the 516,392,243 Ordinary Shares in issue at the date of this document
"External Director"	a director who meets certain statutory requirements of independence and is appointed as an External Director in accordance with the Israel Companies Law, 5759-1999
"Meeting", "AGM" or "Annual General Meeting"	the Annual General Meeting of the Company convened for 28 August 2024 (or any adjournment thereof)
"Notice of Annual General Meeting"	the notice of the 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 Meeting, as set out in the Notice of Annual 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

LETTER FROM THE CHAIRMAN

ETHERNITY NETWORKS LTD.

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

Registered Office:

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

18 July 2024

Dear Shareholder or Depositary Interest Holder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of the forthcoming Annual General Meeting of the Shareholders of Eternity Networks Ltd. to be held at the offices of the Company at 3rd Floor, Beit Golan, 1 Golan St., Corner HaNegev, Airport City 7019900, Israel at 09.00 a.m. UK time (11.00 a.m. Israel time) on 28 August 2024.

The formal notice of the Meeting is set out on page 9 of this document. The explanatory notes on pages 7 and 8 outline the business to be considered at the Meeting.

Please note that a hard copy Form of Proxy for use by Shareholders and a Form of Direction for use by Depositary Interest Holders have NOT been sent to you as the Company will be handling the appointment of proxies and the votes for this Meeting's Resolutions electronically (instructions follow below).

Actions to be taken in respect of the Meeting

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

Shareholders can submit questions to the Board in advance of the AGM by emailing such questions to the Company CFO and Secretary, Ayala Deutsch, at ayala@ethernitynet.com by no later than 9.00 a.m. (UK time)/11.00 a.m. (Israel time) on 21 August 2024. We will consider all questions received and endeavour to provide responses to them at the AGM to the extent appropriate and practicable.

Any Shareholder or proxy appointed by a Shareholder who wishes to attend the AGM by video conference is requested to contact Ayala Deutsch (details above) in order to obtain details of how to join the video conference. 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 Depositary Interest Holder who wishes to join the AGM by video conference is requested first to contact the Depositary at Link Market Services Trustees Limited, 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 22 August 2024. Any such Depositary Interest Holder is then requested to contact Ayala Deutsch as set out above once they have received the Letter of Representation in order to obtain details of how to join the video conference. However, Depositary Interest holders will not be able to vote at the Meeting.

Certificated Shareholders

If you are a Shareholder of the Company, you can find a Form of Proxy on the Company's website <https://ethernitynet.com/investors/> under the Regulatory Documents section. 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 by no later than 23 August 2024 at 9.00 a.m. UK time. 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 09.00 – 17.30 (UK), Monday to Friday, excluding public holidays in England and Wales. You may also contact our Registrar for help via email at shareholderenquiries@linkgroup.co.uk.

This will enable your vote to be counted at the Meeting in the event of your absence. The completion and submission of your vote ahead of time will not prevent you from attending the Meeting, or any adjournment of the Meeting by video conference.

Depository Interest Holders

If you are a holder of Depository Interests / CREST member, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment 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’s (“**EUI**”) 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 issuer’s agent (ID: RA10) by 22 August 2024 at 9.00 a.m. UK time. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer’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 sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 service 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.

If you encounter technical issues using the CREST system, you may use the Form of Direction which is available on the Company’s website – <https://ethernitynet.com/investors/>. You must fully complete and have the form signed and email it to ayala@ethernitynet.com by 22 August 2024 at 9.00 a.m. UK time/11.00 a.m. (Israel time). This will enable your vote to be counted at the Meeting. The completion and submission of your vote will not prevent you from attending the Meeting, or any adjournment of the Meeting by video conference (subject to obtaining a valid Letter of Representation). However, you will not be able to vote at the Meeting.

Recommendation

The Directors of the Company believe that all of the proposals to be considered at the Meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings, amounting in aggregate, as at the date of this document, to 27,887,442 Ordinary Shares, representing approximately 5.4 per cent. of the Existing Ordinary Shares.

Yours faithfully,

Yosi Albagli,
Chairman

EXPLANATORY NOTES TO THE PROPOSED ACTIONS AND RESOLUTIONS

Presentation of Audited Financial Statements

The audited financial statements of the Company for the year ended 31 December 2023 will be presented to the Meeting pursuant to the provisions of the Israeli Companies Law, 5759-1999 (the “**Companies Law**”). These financial statements are available on the Company’s website at <http://www.ethernitynet.com/>. None of the financial statements, the accompanying auditors’ report, the contents of the Company’s website, or the information that can be accessed through the Company’s website, form part of the voting solicitation materials.

Resolution 1. Reappointment of the Independent External Auditor

Pursuant to the Companies Law, it is proposed to approve and ratify the reappointment of Fahn Kanne & Co., a member firm of Grant Thornton International Limited, as the Company’s independent External Auditor for the year ending 31 December 2024 and to serve as the Company’s independent External Auditor until the next Annual General Meeting of the Company’s shareholders and to authorise the Company’s Board to determine their remuneration upon recommendation of the Audit Committee of the Company.

Resolution 2. Increasing the authorised share capital of the Company

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 by NIS 400,000 to NIS 1,000,000 consisting of 1,000,000,000 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. The Directors believe that the power provided by this resolution will maintain a desirable degree of flexibility and will support the Company’s needs for the foreseeable future.

Resolution 3. Disapplication of pre-emption rights on equity issues for cash

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 term is 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 400,000.00 (equivalent to 400,000,000 Ordinary Shares), or in connection with a rights issue or similar offer. The Directors believe that the authority provided by Resolution 3 will maintain a desirable degree of flexibility for the Company.

The disapplication shall not be in substitution and replacement of remaining existing authorities, and without prejudice to any allotment of Ordinary Shares or other Equity Securities or grants of rights already made, offered or agreed made pursuant to such authorities, including with respect to previously granted unexercised warrants, the Chairman’s Remuneration Contract and maintaining headroom for future equity issuances, should the Directors deem appropriate, without the requirement to hold a general meeting of shareholders. The Directors believe that the power 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.

Resolution 4. Ratification of Reappointment of Mr. Albagli as a Member of the Board and Remuneration of Mr. Albagli as Chairman of the Board

On 8 March 2024, Mr. Albagli was re-appointed as a director of the Company for an interim period in accordance with the Company’s Articles of Association. At the Meeting, the Shareholders are being asked to approve and ratify his reappointment and remuneration. Please see below for details.

A. Mr. Albagli as a Member of the Board

Mr. Albagli was reappointed as a member of the Board on 8 March 2024 for an interim period in accordance with the Company’s Articles of Association. The Board also reappointed him as Chairman.

B. Chairman's Remuneration

The remuneration to Mr. Albagli being brought for approval at the Meeting is the same remuneration as during his first three-year term as Chairman. Under such terms, as Chairman, Mr. Albagli is entitled to an annual cash payment equal to £24,000, and a £15,000 payment payable through the issue of Ordinary Shares (the "**Equity Portion**"). The Equity Portion shall accrue on a monthly basis by reference to the average five-day closing mid-market price for the Company's Ordinary Shares prior to month-end. Ordinary Shares pursuant to the Share Portion are to be issued and allotted to Mr. Albagli on an approximately six-monthly basis. Furthermore, in line with the Company's adopted Compensation Policy, the Ordinary Shares to be issued pursuant to the Equity Portion will be subject to a lock-in period of one (1) year from the date of allotment. Mr. Albagli will continue to be entitled to exculpation, indemnification and insurance to fullest extent permitted by the Companies Law and the Company's Articles of Association and reimbursement for expenses arising from his directorship.

Resolution 5. Ratification of Appointment of Ms. Ayala Deutsch as a Member of the Board

Ms. Ayala Deutsch has served as the Company's Chief Financial Officer (CFO) since February 2024 after taking over the CFO duties in July 2023 following the departure of the Company's previous CFO. Prior to that, she served as the Company's VP Finance and has been with the Company since 2019. Ms. Deutsch has more than 15 years of financial experience in international high-technology companies. Ms. Deutsch was appointed as a member of the Board on 14 February 2024 in accordance with the Company's Articles of Association.

Ms. Deutsch will not receive additional compensation for her role as a director of the Company but will continue to be entitled to exculpation, indemnification and insurance to fullest extent permitted by the Companies Law and the Company's Articles of Association and reimbursement for expenses arising from her directorship and service as an office holder.

The Company's Directors

In accordance with the Company's Articles of Association, the Company's Directors serve for a period of three years.

In terms of the General Meeting of the Company held on 14 August 2023, the terms of David Levi and Shavit Baruch, in their capacity as Directors, have been extended until 22 June 2026.

Yosi Albagli was reappointed as a director on 8 March 2024 and the Shareholders are being asked at the Meeting to ratify his appointment such that his term as a director will extend for a three-year period ending 7 March 2027. See Resolution 4 below.

Richard Antony Bennett was appointed as a Non-Executive Director. His appointment is for a period of three years from ratification of the appointment by the shareholders at the 2022 AGM and extends until 15 May 2025.

Ayala Deutsch has been appointed as a director on 14 February 2024 and the Shareholders are being asked at the Meeting to ratify her appointment such that her term as a director will extend for a three-year period ending on 13 February 2027. See Resolution 5 below.

Aviva Banczewski and Julie Kunstler have both been appointed as External Directors at the EGM of 16 April 2024 for a three-year term ending on 15 April 2027.

Information about Compensation of Certain Executive Officers and Directors

For information about the compensation, on an individual basis, of our office holders (as such term is defined in the Companies Law) for the year ended 31 December 2023, as required by regulations promulgated under the Companies Law, please see Note 28C in our annual report for the year ended 31 December 2023, which is available on the Company's website at <http://www.ethernitynet.com/> and <http://www.londonstockexchange.com>.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the shareholders of Ethernity Networks Ltd. (the "**Company**") will be held at the offices of the Company at 3rd Floor, Beit Golan, 1 Golan St., Corner HaNegev, Airport City 7019900 Israel at 09.00 a.m. UK time (11.00 a.m. Israel time) on 28 August 2024 (the "**Meeting**") for the following purposes:

1. To receive and discuss the audited financial statements of the Company for the year ended 31 December 2023.
2. **Resolution 1:** To approve and ratify the reappointment of Fahn Kanne & Co., a member firm of Grant Thornton International Limited, as the Company's independent External Auditor for the year ended 31 December 2024 and to serve as the Company's independent External Auditor until the next Annual General Meeting of the Company's shareholders and to authorise the Company's Board of Directors to determine their remuneration upon recommendation of the Audit Committee of the Company.
3. **Resolution 2:** To increase the authorised share capital of the Company to NIS 1,000,000 consisting of 1,000,000,000 Ordinary Shares, each having a nominal value of NIS 0.001, and to amend the Company's Articles of Association to reflect said increase in the authorised share capital.
4. **Resolution 3:** That the Directors be authorised to allot and issue Ordinary Shares or other Equity Securities for cash as if Article 9.2 of the Company's Articles of Association did not apply:
 - 3.1 In connection with rights issues or similar offer; and
 - 3.2 Otherwise up to an aggregate nominal amount of NIS 400,000.00, over and above the existing authorities.
5. **Resolution 4:** To approve and ratify the reappointment of Mr. Albagli as a member of the Board and the remuneration of Mr. Albagli as Chairman of the Board.
6. **Resolution 5:** To approve and ratify the appointment of Ms. Ayala Deutsch as a member of the Board.

The approval of Resolutions 1, 2, 4 and 5 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 Resolutions.

The approval of Resolution 3 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.

By order of the Board

Ayala Deutsch

CFO and 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

18 July 2024

Notes to the Notice of Annual General Meeting:

1. A hard copy Form of Proxy for use by Shareholders and a Form of Direction for use by Depository Interest Holders have NOT been sent to you as the Company will be handling the appointment of proxies and the votes electronically.
2. Only those Shareholders registered in the Company's register of shareholders as of close of business (London time) on 12 August 2024 (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 - see note 3 below), 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 5 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 of 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, you can find a Form of Proxy on the Company's website <https://ethernitynet.com/investors/> under the Regulatory Documents section. 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 by no later than 23 August 2024 at 9.00 a.m. UK time. Shareholders will need to use the unique personal identification Investor Code ("**IVC**") printed on your share certificate. If you need help with voting online or to request a hard copy form of proxy, 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 09.00 – 17.30 (UK), Monday to Friday, excluding public holidays in England and Wales. You may also contact our Registrar for help via email at shareholderenquiries@linkgroup.co.uk.
5. Unless otherwise indicated on the Form of Proxy or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
6. If you are a holder of Depository Interests / CREST member, you may appoint a proxy or proxies by utilising the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available from <https://www.euroclear.com>). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment 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's ("**EUI**") 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 issuer's agent (ID: RA10) by 22 August 2024 at 9.00 a.m. UK time. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer'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 sponsors or voting service providers should note that EUI 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(s), to procure that his CREST sponsor or voting service provider(s) take(s)) 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 service 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.

7. The approval of Resolutions 1, 2, 4 and 5 requires the affirmative vote of the majority of the Ordinary Shares present in person or represented by proxy with each share representing one vote per ordinary share held and voting at the Meeting on such Resolutions.
8. The approval of Resolution 3 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.
9. 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.
10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply 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.
11. Any Shareholder or proxy appointed by a Shareholder who wishes to attend the Meeting by video conference is requested to contact the Company CFO, Ayala Deutsch (at ayala@ethernitynet.com), in order to obtain details of how to join the video conference. 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.
12. Any Depositary Interest Holder who wishes to join the Meeting by video conference is requested first to contact the Depositary at Link Market Services Trustees Limited, 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 22 August 2024. Any such Depositary 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, Depositary Interest holders will not be able to vote at the Meeting.

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.

14. 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 Depositary Interest holders subject all messages to virus checking procedures before use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

