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**BATM ADVANCED COMMUNICATIONS LTD.**

**(“BATM” or the “Company”)**

**Notice of Annual General Meeting**

**of 8 September 2015**

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**International H.Q.**

4 Ha'harash Street, Nave Ne'eman Ind. Area,

P.O.B. 7318, 4524075 Hod Hasharon, Israel

**52-0042813 – Registered in Israel**

**Chairman's letter**

5 August 2015

Dear Shareholder,

**Annual General Meeting**

I am pleased to enclose the notice of the Annual General Meeting of BATM Advanced Communications Ltd., which is to be held at the offices of finnCap Limited, 60 New Broad Street London, EC2M 1JJ, on 8 September 2015 at 11.00 a.m.

**Recommendation**

The directors of the Company consider that all such proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole.

The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do so in respect of their own beneficial holdings to the extent that they have any.

Yours sincerely,

Dr. Gideon Chitayat

Chairman

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Notice is hereby given that the Annual General Meeting ("AGM" or the "Meeting") of BATM Advanced Communications Ltd. will be held at the offices of finnCap Ltd, at 60 New Broad Street, London, EC2M 1JJ on 8 September 2015 at 11.00 a.m. to consider and, if thought fit, to pass the following Resolutions, of which Resolutions 1 to 5 inclusive will be proposed as ordinary resolutions:

### Ordinary Resolutions

1. To receive, consider and adopt the Company's audited annual accounts for the financial year ended 31 December 2014 together with the directors' report and the auditors' reports on those accounts.
2. To approve the report of the Company's remuneration committee for the financial year ended 31 December 2014 together with the auditors' reports on the auditable part of the remuneration report.
3. To appoint the auditors of the Company (Brightman Almagor Zohar & Co., a member firm of Deloitte Touche Tohmatsu) as external auditors for the 2015 financial year and to authorise the board of directors to fix the auditors' remuneration for such period.
4. Election of directors  
To re-elect the directors mentioned in sections 4.1 - 4.3 below for an additional term until the next Annual General Meeting of the Company (Note 1):
  - 4.1 Dr. Gideon Chitayat (Note 1);
  - 4.2 Dr. Zvi Marom;
  - 4.3 Mr. Ofer Barner; and
  - 4.4 To elect Mrs. Orna Pollack as a new external director for a term of three years in accordance with the provisions of the Israeli Companies Law (Note 2).
5. To approve a change in Dr. Gideon Chitayat's annual remuneration since his appointment as Chairman of the Board on 1 January 2015 to the level of remuneration paid to the previous chairman, Peter Sheldon, as set forth in Part II of the Appendix to this Notice. The increase in the annual remuneration arises as a result of the additional responsibilities and work he has taken on in his capacity as the chairman of the Company (Note 4).

Note 1: Dr. Chitayat was appointed by the Board members as Chairman on 1 January 2015 and has held that office since that time.

Note 2: In addition to the four candidates up for election, the Company has two additional external directors (Mr. Gideon Barak and Dr. Avigdor Shafferman) whose positions are in effect under the mandatory provisions of the Israeli Companies Law for a term of three years and are still within their current term.

Note 3: Under the Israeli Companies Law of 1999, an external director is an independent public director which an Israeli publicly listed company is obligated to appoint to its Board. Each public company must have at least two such external directors on its Board and their appointment is by the shareholders for a defined term of three years. For Mrs. Pollack's resume, see Part 1 of the Appendix to this Notice.

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Note 4: The particulars of Dr. Chitayat's current annual remuneration and the proposed change are set forth in Part II of the Appendix to this Notice.

Dated: 5 August 2015

By order of the Board  
Dr. Zvi Marom  
Chief Executive Officer

Company number: 52-0042813

Registered office: 4 Ha'harash Street, Park Sharonim,  
PO Box 7318, Hod Ha'sharon, 45240 Israel.

### Notes to the Notice of Annual General Meeting

1. Only those members registered on the Company's register of members at:
    - 1.1 6.00 p.m. on **6 September 2015**; or
    - 1.2 if this Meeting is adjourned, at 6.00 p.m. on the day two Business days prior to the adjourned Meeting,shall be entitled to attend and vote at the Meeting.
  2. Information regarding the Meeting is available from [www.batm.com](http://www.batm.com).
  3. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. A proxy need not be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy are set out in the notes to the proxy form. **In order to be valid, proxy forms must be lodged at either Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or at the registered office of the Company in Israel marked for the attention of the CFO not less than 48 hours prior to the Meeting.** A form of proxy appears on the following page. In the case of a member which is a corporation, the proxy (or any related document) should be given under its common seal or under the hand of an officer or attorney duly authorised in writing. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such party or authority) must be included with the proxy form.
  4. 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).
  5. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time 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.
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Where you have appointed a proxy using the hard copy proxy form, please contact the Company's Registrars, Capita Registrars, on Tel: 0871 664 0300 or (overseas) +44 20 8639 3399.

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.

In order to revoke a proxy instruction, you will need to inform the Company by sending a hardy copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars at the address referred to in Note 3 above. The revocation notice must be received by Capita Registrars not less than 48 hours prior to the Meeting.

6. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.
  7. In the case of holders of depositary interests representing shares in the Company, a form of direction must be completed in order to direct Capita IRG Trustees Limited, the Depositary, to vote on the holder's behalf at the Meeting (in person or by proxy) or, if the Meeting is adjourned, at the adjourned Meeting. **In order to be effective, a completed and signed form of direction (and any power of attorney or other authority under which it is signed) must be delivered to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 72 hours before the time fixed for the Meeting or any adjourned Meeting.** A form of direction appears on the penultimate page of this notice.
  8. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
  9. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:
    - 9.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
    - 9.2 the answer has already been given on a website in the form of an answer to a question; or
    - 9.3 it is undesirable in the interest of the Company or the good order of the Meeting that the question be answered.
  10. As at 11.00 a.m. on 5 August 2015, the Company's issued share capital comprised 403,150,820 ordinary shares at 0.01 NIS each. 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 11.00 a.m. on 5 August 2015 is 403,150,820.
  11. If you do not have a proxy form or form of direction and believe that you should have one, or if you require additional forms, please contact Capita Registrars on 0871 664 0300 if calling from the UK (calls cost 10p per minute plus network extras) or +44 (0)208 639 3399 if calling from outside the UK.
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12. You may not use any electronic address provided either:
    - 12.1 in this notice of Annual General Meeting; or
    - 12.2 any related documents (including the Chairman's letter and proxy form)to communicate with the Company for any purposes other than those expressly stated.
  13. The following documents will be available for inspection at **the registered office of the Company** from **5 August 2015** until the time of the Meeting and at the Meeting venue itself for at least 15 minutes prior to the Meeting until the end of the Meeting:
    - 13.1 copies of the service contracts of executive directors of the Company;
    - 13.2 copies of the letters of appointment of the non-executive directors of the Company; and
    - 13.3 copy of the suggested amendments to the Articles of Association of the Company.
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## Form of proxy

for use at the 2015 Annual General Meeting  
of BATM Advanced Communications Ltd. to be convened  
at 11.00 a.m. on 8 September 2015 at the offices of finnCap Ltd, at 60 New Broad  
Street, London, England

I/We

.....

of

.....

being a member of the Company hereby appoint ...../  
the Chairman of the meeting to act as my/our proxy and to vote for me/us as indicated  
below with an "X" at the Annual General Meeting of the Company convened for 8  
September 2015 at 11.00 a.m. and at any adjourned meeting.

Date .....

Signed .....

Please indicate how you wish to vote with an "X" in the appropriate box opposite each  
resolution. If no specific indication as to voting is given the proxy will vote or abstain in  
their own direction as they will on any other matter arising at the meeting.

Ordinary Resolutions	FOR	AGAINST
1. Receipt of directors' report and annual accounts	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of report of the remuneration committee	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-appointment of auditors and fixing their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of directors		
4.1 Re-appointment of Dr. Gideon Chitayat	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Re-appointment of Dr. Zvi Marom	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Re-appointment of Ofer Barner	<input type="checkbox"/>	<input type="checkbox"/>
4.4 Appointment of Orna Pollack as a new external director to the Board	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of a change in annual remuneration for the newly appointed Chairman of the Board, Dr. Gideon Chitayat	<input type="checkbox"/>	<input type="checkbox"/>

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Notes:

1. This form of proxy to be valid must be completed and signed and must be deposited with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or at the registered office of the Company not less than 48 hours before the time fixed for the meeting.
  2. In the case of a corporation this proxy should be under its common seal, or if not so required under the hand of an officer duly authorised in writing.
  3. In the case of joint holders the signature of any one of them will suffice but the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for the purposes seniority shall be determined by the order in which the names stand on the Company's register of members in respect of the joint holding.
  4. Any alteration made in the form of proxy should be initialled.
  5. You are referred to the Notes to the Notice of Annual General Meeting for further information.
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## Form of direction

**For use by holders of depositary interests representing shares on a one for one basis in BATM Advanced Communications Ltd (“BATM”) in respect of the Annual General Meeting of BATM to be convened at 8 September 2015 at 11.00 a.m. at the offices of finnCap Ltd at 60 New Broad Street, London, England**

I/We

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of

.....

being a holder of depositary interests representing shares in BATM hereby direct Capita IRG Trustees Limited, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the Annual General Meeting of BATM to be held on the above date (and at any adjournment thereof) as directed by an “X” in the appropriate box opposite each resolution. **If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.**

Ordinary Resolutions	FOR	AGAINST
1. Receipt of directors’ report and annual accounts	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of report of the remuneration committee	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-appointment of auditors and fixing their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of directors		
4.1 Re-appointment of Dr. Gideon Chitayat	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Re-appointment of Dr. Zvi Marom	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Re-appointment of Ofer Barner	<input type="checkbox"/>	<input type="checkbox"/>
4.4 Appointment of Orna Pollack as a new external director to the Board	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of a change in annual remuneration for the newly appointed Chairman of the Board, Dr. Gideon Chitayat	<input type="checkbox"/>	<input type="checkbox"/>

Signature: .....

Date: .....

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Notes:

1. To be effective, this form of direction and the power of attorney or other authority (if any) under which it is signed, or a notarised or otherwise certified copy of such power of attorney, must be deposited at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU not later than 72 hours before the time appointed for holding the meeting.
  2. Any alterations made to this form of direction should be initialled.
  3. In the case of a corporation this proxy should be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
  4. Please indicate how you wish your votes to be cast by placing "X" in the boxes provided. On receipt of this form duly signed, you will be deemed to have authorised Capita IRG Trustees Limited to vote, or to abstain from voting, as per your instructions.
  5. If a depositary interest holder wishes to attend the Annual General Meeting they should notify Capital IRG Trustees Limited (the Depositary) accordingly who will issue a Letter of Representation to the depositary interest holder giving them authorisation to attend the Annual General Meeting. If any depositary interest holder attends the Annual General Meeting without a Letter of Representation, they will only be allowed to enter the Annual General Meeting as a guest. Requests for a Letter of Representation should be made to the Depositary no later than 72 hours prior to the meeting or any adjourned meeting.
  6. You are referred to the Notes to the Notice of Annual General Meeting for further information.
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## **APPENDIX**

### **Part 1**

#### **Resume and particulars of Orna Hadassa Pollack**

Mrs. Orna Hadassa Pollack (née Kaldi), aged 55, has extensive experience in the medical technology industry having spent more than twenty years in senior management positions in the fields of biotechnology, medical diagnostics, medical devices and clinical laboratory automation.

Mrs. Pollack holds a B.Sci degree from the Hebrew University of Jerusalem and a Masters in Science degree in biochemistry from the Hebrew University of Jerusalem.

She currently holds the position of CEO of Galmedics Biotechnologies and previously held CEO or similar level executive positions in well-known medical biotech companies, such as MicroMedic Technologies (TASE:MCTC), AgroGreen and Gamidor Diagnostics.

### **Part 2**

#### **Particulars of Dr. Chitayat's current annual remuneration and proposed change**

Prior to his appointment as Chairman of the Board on 1 January 2015, Dr. Chitayat's annual remuneration as director was US \$45,000. The annual emolument from the Company in 2014 for the previous chairman, Peter Sheldon, was US \$54,000.

The Remuneration Committee recommended to the Board to change Dr. Chitayat's annual remuneration and to bring it in line with the level of remuneration paid to the previous chairman of US \$54,000 (which had been approved by the shareholders) in recognition of the additional time, effort and responsibilities he has taken on as Chairman since 1 January 2015.

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