

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your shares in BATM Advanced Communications Ltd please forward this document, together with the accompanying documents, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

BATM ADVANCED COMMUNICATIONS LTD.

Notice of Annual General Meeting

of 28 November 2018



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

1 November 2018

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 Luther Pendragon, 48 Gracechurch Street, London, EC3V 0EJ on 28 November 2018 at 10.00 a.m. GMT.

At this general meeting we will be putting forward standard formal resolutions, including resolutions to appoint Prof. Ari Shamiss and Prof. Varda Shalev as external directors of the Company, in accordance with Israeli law, who will be replacing Dr. Avigdor Shafferman and Mrs Orna Pollack respectively, whose three-year tenures as external directors expired during 2018.

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. The current directors in the Company hold in aggregate 24.71% of the issued shares in the Company.

Yours sincerely,

Dr. Gideon Chitayat

Chairman

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 Luther Pendragon, 48 Gracechurch Street, London, EC3V 0EJ on 28 November 2018 at 10.00 a.m. GMT to consider and, if thought fit, to pass the following Resolutions, all of which are proposed as ordinary resolutions:

1. To receive, consider and adopt the Company's audited annual accounts for the financial year ended 31 December 2017 together with the directors' report and the auditor's reports on those accounts.
2. To approve the report of the Company's Remuneration Committee for the financial year ended 31 December 2017 together with the auditor's 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 2018 financial year and to authorise the Board of Directors to fix the auditor's remuneration for such period.
4. Election of directors
To re-elect the directors mentioned in section 4.1 - 4.3 below for a one-year term until the next Annual General Meeting of the Company:
 - 4.1 Dr. Gideon Chitayat
 - 4.2 Dr. Zvi Marom
 - 4.3 Mr. Moti Nagar
5. To elect Prof. Ari Shamiss as a new external director for a term of three years in accordance with the provisions of the Israeli Companies Law (Note A). A summary resume of his qualifications is set forth in Part 1 of the Appendix.
6. To elect Prof. Varda Shalev as a new external director for a term of three years in accordance with the provisions of the Israeli Companies Law (Note A). A summary resume of her qualifications is set forth in Part 2 of the Appendix.

Note A: Under section 239 of the Israeli Companies Law 1999, the election of an external director is subject to the approval of the shareholders by a majority vote provided one of the following conditions is met: (a) In counting all of the votes of the shareholders at the general meeting the votes of any controlling party or a shareholder having a personal interest in the appointment (except for a personal interest which is not as a result of a relationship with a controlling party) as well as the votes of those abstaining will not be counted; (b) the aggregate number of those voting against the proposed resolution must not exceed two per cent of the aggregate voting rights in the company.

Dated: 1 November 2018

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

Company number: 52-0042813

Registered office: 4 Ha'harash Street, Nave Neeman,
PO Box 7318, Hod Ha'sharon, 4524075 Israel.

Notes to the Notice of Annual General Meeting

1. Only those members registered on the Company's register of members at:
 - 1.1 Close of business on **26 November 2018**; or
 - 1.2 if this Meeting is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the Meeting.
2. Information regarding the Meeting is available and can be found on the Company's website at 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 Link Asset Services, at its address: Link Asset Services, PXS, The Registry, 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. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.
6. 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.

Where you have appointed a proxy using the hard copy proxy form, please contact the Company's Registrars, Link Asset Services, on Tel: UK – 0371 664 0300. Calls within the UK cost 12p per minute plus your phone company's access charge. From overseas - +44 (0)371 664 0300. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9.00am - 5.30pm UK-time, Monday to Friday excluding public holidays in England and Wales.

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 hard copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services at the address referred to in Note 3 above. The revocation notice must be received by Link Asset Services not less than 48 hours prior to the Meeting.

7. 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
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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.

8. In the case of holders of Depositary Interests representing shares in the Company, a Form of Direction must be completed in order to direct Link Market Services 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 Link 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.
 9. 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.
 10. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:
 - 10.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - 10.2 the answer has already been given on a website in the form of an answer to a question; or
 - 10.3 it is undesirable in the interest of the Company or the good order of the Meeting that the question be answered.
 11. As at 11.00 a.m. on 31 October 2018, the Company's issued share capital comprised 403,500,820 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 31 October 2018 is 403,500,820.
 12. 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 Link Asset Services on 0371 664 0300 if calling from the UK (calls cost 10p per minute plus network extras) or +44 (0)371 664 0300 if calling from outside the UK.
 13. You may not use any electronic address provided either:
 - 13.1 in this notice of Annual General Meeting; or
 - 13.2 any related documents (including the Chairman's letter and proxy form)to communicate with the Company for any purposes other than those expressly stated.
 14. The following documents will be available for inspection at **the registered office of the Company** from 1 November 2018 unless 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:
 - 14.1 A full resume of the proposed new external director – Prof. Ari Shamiss.
 - 14.2 A full resume of the proposed new external director – Prof. Varda Shalev.
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Form of Proxy
for use at the 2018 Annual General Meeting
of BATM Advanced Communications Ltd. to be convened
at 10.00 a.m. GMT on 28 November 2018 at the offices of Luther Pendragon,
48 Gracechurch Street, London, EC3V 0EJ, 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 28 November 2018 at 10.00 a.m. and at any adjournment.

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 the Directors' report and annual accounts | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the report of the remuneration committee | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-appointment of the 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 Mr. Moti Nagar | <input type="checkbox"/> | <input type="checkbox"/> |

With respect to proposed resolution 4.2 for re-election of Zvi Marom who is a "controlling shareholder", I/we hereby confirm that I/we do not have a personal interest in this proposed resolution [Please confirm this by checking the box]

| | | |
|---|--------------------------|--------------------------|
| 5. Appointment of Prof. Ari Shamiss as a new external director to the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Appointment of Prof. Varda Shalev as a new external director to the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> |

Notes:

1. This form of proxy to be valid must be completed and signed and must be deposited with Link Asset Services to its address at **Link Asset Services, PXS, The Registry, 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 on 28 November 2018 at 10.00 a.m. GMT at the offices of Luther
Pendragon, 48 Gracechurch Street, London, EC3V 0EJ, England**

I/We

of

being a holder of Depositary Interests representing shares in BATM hereby direct Link Market Services 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 the Directors' report and annual accounts | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of the report of the remuneration committee | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-appointment of the 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 Mr. Moti Nagar | <input type="checkbox"/> | <input type="checkbox"/> |

With respect to proposed resolution 4.2 for re-election of Zvi Marom who is a "controlling shareholder", I/we hereby confirm that I/we do not have a personal interest in this proposed resolution [Please confirm this by checking the box]

| | | |
|---|--------------------------|--------------------------|
| 5. Appointment of Prof. Ari Shamiss as a new external director to the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Appointment of Prof. Varda Shalev as a new external director to the Board of Directors | <input type="checkbox"/> | <input type="checkbox"/> |

Signature:

Date:

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 Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 72 business 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 Link Market Services Trustees Limited to vote, or to abstain from voting, as per your instructions.
 5. The Depositary will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
 6. If a Depositary Interest holder wishes to attend the Annual General Meeting they should notify Link Market Services 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 at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to CAGtrustees@linkgroup.co.uk, no later than 72 business hours prior to the meeting or any adjourned meeting.
 7. 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 qualifications of Prof. Ari Shamiss

Prof. Shamiss has global experience and expertise in medical technology and biotechnology. He currently serves as the Chief Executive Officer of Assuta Medical Centres (eight hospitals and medical centres) and was previously the CEO at the Sheba Medical Centre, which is the largest hospital and medical centre in Israel.

He has held the position of Surgeon General in the Israeli Air Force (1997 – 2000), received his MD degree from the Technion in Israel and his MPA (Master of Public Administration) from Harvard University (2001).

He has also served in an advisory position with leading organisations, including Quantason (in the field of BioQuantetics), MegAir, Karyopharm, CDI Negev and BioGaming.

APPENDIX

PART 2

Resume and qualifications of Prof. Varda Shalev

Prof. Varda Shalev has global experience and expertise in epidemiology, medical informatics and predictive analytics and bio-medicine. She currently holds the position of Director of the Morris Kahn & Maccabi Institute for Health Research and Innovation in Tel-Aviv and is a faculty member at the Tel-Aviv University School of Public Health. She has pioneered the development of multiple disease registries to support chronic disease management.

Prof. Shalev holds an MD degree from Ben-Gurion University in Israel, an MPA (Master of Public Administration) from Clark University in the USA and received a two-year fellowship in medical informatics which she spent at John Hopkins University Hospital in Maryland, USA.

She has authored or co-authored over 200 publications in peer-reviewed medical journals.
