

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.

Please note that this document sets out different voting processes for securities traded on the London Stock Exchange and for securities traded on the Tel-Aviv Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings (see note 12 below in the Notes to the Notice of Annual General Meeting for further information regarding the process).

BATM ADVANCED COMMUNICATIONS LTD.

Notice of Annual General Meeting

of 5 December 2019



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

7 November 2019

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 5 December 2019 at 10.00 a.m. GMT.

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 22.7% of the issued share capital of the Company.

Yours sincerely,

Dr. Gideon Chitayat

Chairman

Notice is hereby given that the Annual General Meeting (“the “Meeting”) of BATM Advanced Communications Ltd. will be held at the offices of Luther Pendragon, 48 Gracechurch Street, London, EC3V 0EJ on 5 December 2019 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 2018 together with the directors’ report and the auditor’s report on those accounts.
2. To approve the report of the Company’s Remuneration Committee for the financial year ended 31 December 2018 together with the auditor’s report 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 2019 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 (Note A):
 - 4.1 Dr. Gideon Chitayat
 - 4.2 Dr. Zvi Marom
 - 4.3 Mr. Moti Nagar
5. To renew the term of office of Mr. Harel Locker as an external director for a second term of three years pursuant to section 245 of the Israeli Companies Law (Note B).
6. To approve the payment of a one-time annual bonus to the Chief Financial Officer, Moti Nagar, of US\$80,000 (at the representative rate of the Israeli NIS on the date of approval by the Board), in accordance with his entitlement under his employment agreement, as reward for his special contribution to the Company during 2018 given that the Company achieved the financial criteria set forth in his employment agreement and Mr. Nagar met the annual targets set for him at the beginning of the year (see Note C).

Note A: In addition to the above-mentioned directors, there are two external directors who are currently within their three-year term of office and therefore under the Israeli Companies Law 5759-1999 (the “Israeli Companies Law”), these external directors need not be proposed for re-election. The re-election of Messrs. Chitayat and Nagar requires a simple majority and the re-election of Dr. Marom requires a special majority as set forth in section 275 (a) (3) of the Israeli Companies Law.

Note B: Given that the renewal of Mr. Locker’s term of office was proposed by a shareholder of the Company holding 1% percent or more of the voting rights in the Company, under section 245 of the Israeli Companies Law, the renewal of the term of office of an external director for an additional three-year term is subject to the approval of the shareholders by a majority vote provided all of the following conditions are 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 in favour of the proposed resolution who are not a 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) exceeds two per cent of the aggregate voting rights in the Company; and (c) the proposed external director is not a related party or a competitor or a relative of any said shareholder at the date of the appointment and does not have a link to a related party shareholder or competitor at the date of the appointment, or within the two years preceding the date of appointment. The Board of Directors of the Company put forward the renewal of Mr. Locker's term of office for an additional three-year term and this was approved by all of the directors present at the meeting of the Board on 15 August 2019. In the opinion of the Board, relying, inter alia, on statements of competence that Mr. Locker has provided to the Company, Mr. Locker possesses "financial and accounting expertise" under the Israel Companies Law and regulations promulgated thereunder.

For the purpose of Section 245 of the Israeli Companies Law, "personal interest" is defined as: (1) a shareholder's personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of any of his or her relatives (which includes for these purposes foregoing shareholder's spouse, siblings, parents, grandparents, descendants, and spouse's descendants, siblings, and parents, and the spouse of any of the foregoing); (ii) a personal interest of a corporation in which a shareholder or any of his/her aforementioned relatives serve as a director, or the chief executive officer, owns at least 5% of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer; and (iii) a personal interest of an individual voting via a power of attorney given by a third party (even if the empowering shareholder has no personal interest), and the vote of an attorney-in-fact shall be considered a personal interest vote if the empowering shareholder has a personal interest, and all with no regard as to whether the attorney-in-fact has voting discretion or not, but (2) excludes a personal interest arising solely from the fact of holding shares in the Company.

If you do not state whether or not you are a controlling shareholder or do not confirm whether or not you have personal interest, your shares will not be voted for this resolution.

Note C: Given that the CFO, Moti Nagar, also holds the position of an executive director in the Company, section 270 (3) of the Israeli Companies Law-1999 provides that the proposed resolution relating to his employment terms requires the approval of the Remuneration Committee and the Board of Directors and, following this, the approval by a simple majority of the shareholders. The Remuneration Committee of the Company discussed the proposed resolution to pay the CFO a one-time annual bonus of US\$80,000 (at the representative rate of the Israeli NIS on the date of approval by the Board) at its meeting on 28 February 2019 and noted that the CFO had exceeded the financial targets for 2018, which had been set for him at the beginning of the year, and recommended to the Board of Directors to approve the payment of the bonus in recognition of the exceptional performance and contribution made by the CFO during 2018. The Board of Directors approved the proposed resolution at its meeting on 28 February 2019. Both the Remuneration Committee and the Board of Directors found the proposed resolution reasonable under the circumstances and in full compliance with the Company's Remuneration Policy as approved by the shareholders, and that the approval thereof was in the best interest of the Company and in accordance with the Company's approved Remuneration Policy. The Board noted and took account of the following when making its recommendation and approving payment of the bonus:

- (a) the strong growth of the Company in 2018, including achieving revenue, EBITDA and operating profit ahead of market expectations;
 - (b) the improvement in operational cash flow to \$2.6 million (compared with \$0.1 million in 2017);
 - (c) the responsibility of the CFO in negotiating and agreeing the investment agreement of up to \$30 million in respect of ADOR; and
 - (d) the CFO's success in overseeing a decrease of 31% in finance expenses.
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Dated: 7 November 2019

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:
Close of business on **20 November 2019** (the "**Record Date**") 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. Quorum and adjourned meeting – the quorum shall be two or more shareholders present in person or by proxy. If such quorum is not present within one hour from the time scheduled for the Meeting, the Meeting will be adjourned for one week (to the same day, time and place). Any two members present in person or by proxy at the adjourned meeting, shall be deemed a quorum.
 4. Enclosed with this document is (1) a form of proxy for holders of certificated securities admitted to trading on the London Stock Exchange (a "Form of Proxy"), (2) a form of direction for holders of uncertificated securities (i.e. Depositary Interests) representing ordinary shares admitted to trading on the London Stock Exchange (the "Form of Direction") and (3) a form of proxy for holders of the Company's shares listed on the Tel-Aviv Stock Exchange (a "Form of Proxy to a TASE Member"). Please note that this document sets out different processes for securities admitted to trading on the London Stock Exchange and securities traded on the Tel-Aviv Stock Exchange. You must follow the correct process applicable to the securities you hold. If you hold multiple types of securities, you must follow a different process for each portion of your holdings.
 5. **Shareholders holding through the London Stock Exchange** - 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
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below. 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.

6. 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).
7. 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.
8. 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 applies 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 9.00 a.m. – 5.30 p.m. 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 5 above. The revocation notice must be received by Link Asset Services not less than 48 hours prior to the Meeting.

9. 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.
 10. 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 below.
 11. 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
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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.

12. **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Member (bank, broker or other nominee that is admitted as member of the TASE) through which they hold their shares as “proxies” to vote on their behalf, and they must direct the TASE Member on how to vote their shares. A duly executed Form of Proxy must be received by the TASE Member no later than 10:00 a.m. (Israel-time) on November 28 2019, in order to be counted in the vote to be held in the Meeting. A shareholder’s returned proxy may be revoked at any time prior to its exercise by giving a written notice to the TASE Member of such revocation, sending a duly executed Form of Proxy bearing a later date, no later than 10:00 a.m. (Israel-time) on 28 November 2019, requesting the return of the original Form of Proxy. The vote at the Meeting shall be carried out by the TASE Clearing House. The TASE Member shall direct the TASE Clearing House on how to vote the shares held by it, according to the TASE Clearing House by-laws, and submit to the TASE Clearing House a summary of the final results of all the proxies received by it and which it requests the TASE Clearing House to vote in its name, including the information required in the Form of Proxy regarding personal interests of the shareholders, if they are senior officers in the Company or controlling shareholders in the Company or a foreign institutional client, joint investment fund manager or trust fund, by no later than 2:00 p.m. (Israel-time) on 28 November 2019. A shareholder whose ordinary shares are registered with a TASE Member and are not registered on the Company’s shareholder register is entitled to receive from the TASE Member who holds the ordinary shares on the shareholder’s behalf, by email, for no charge, a link to the text of the Form of Proxy and to the position statements posted on the Israel Securities Authority website unless the shareholder has notified that he or she is not so interested; provided, that the notice was provided with respect to a particular securities account, prior to the Record Date. Beneficial owners who hold ordinary shares through TASE Members, or the TASE, may attend at the Meeting, by presenting a certificate signed by the TASE Member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares, or they may send such certificate to the Company's registered office prior to the Meeting. However, beneficial owners who hold ordinary shares through TASE Members will not be able to vote at the Meeting in person and will have to follow the voting instructions detailed in this sub-section 12 above and in the Form of Proxy.
 13. Appointment of a proxy does not preclude you from attending the Meeting and voting in person (except for shareholders whose shares are listed on the TASE, to whom sub-section 12 herein shall apply). If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.
 14. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:
 - 14.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
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- 14.2 the answer has already been given on a website in the form of an answer to a question; or
- 14.3 it is undesirable in the interest of the Company or the good order of the Meeting that the question be answered.
15. As at 11.00 a.m. on 6 November 2019, the Company's issued share capital comprised 440,279,074 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 6 November 2019 is 440,279,074.
16. If you hold securities traded on the London Stock Exchange and 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.
17. You may not use any electronic address provided either:
- 17.1 in this notice of Annual General Meeting; or
- 17.2 any related documents (including the Chairman's letter and proxy form)
- to communicate with the Company for any purposes other than those expressly stated.
18. The following documents will be available for inspection at **the registered office of the Company** from 7 November 2019 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:
- 18.1 An up to date copy of the Company's Articles
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Form of Proxy

(for holders of securities listed on the London Stock Exchange)

**For use at the 2019 Annual General Meeting
of BATM Advanced Communications Ltd. to be convened
at 10.00 a.m. GMT on 5 December 2019 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 5 December 2019 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 authorising the Board of Directors to fix the auditor's remuneration for such period	<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 Moti Nagar	<input type="checkbox"/>	<input type="checkbox"/>

With respect to proposed resolution 4.2 for the 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 – if you do not check the box, your vote will not be counted for this resolution.)	<input type="checkbox"/>
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5. To renew the term of office of Mr. Harel Locker as an external director for a second term of three years pursuant to section 245 of the Israeli Companies Law

With respect to proposed resolution 5 for the renewal of the appointment of Mr. Locker as external director, I/we hereby confirm that I am/we are not a controlling shareholder and I/we do not have a personal interest in the proposed resolution. (Please confirm this by checking the box – if you do not check the box, your vote will not be counted for this resolution.)

6. To approve the payment of a one-time annual bonus to the CFO, Moti Nagar, of US\$80,000, pursuant to his employment agreement, as reward for his special contribution to the Company during 2018 and meeting the financial targets that had been set for him at the beginning of the year (see Note C above)
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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 this purpose, 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 5 December 2019 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 authorising the Board of Directors to fix the auditor’s remuneration for such period	<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 Moti Nagar	<input type="checkbox"/>	<input type="checkbox"/>

With respect to proposed resolution 4.2 for the 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 – if you do not check the box, your vote will not be counted for this resolution.)

5. To renew the term of office of Mr. Harel Locker as an external director for a second term of three years pursuant to section 245 of the Israeli Companies Law	<input type="checkbox"/>	<input type="checkbox"/>
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With respect to proposed resolution 5 for the renewal of the

appointment of Mr. Locker as external director, I/we hereby confirm that I am/we are not a controlling shareholder and I/we do not have a personal interest in the proposed resolution. (Please confirm this by checking the box – if you do not check the box, your vote will not be counted for this resolution.)

6. To approve the payment of a one-time annual bonus to the CFO, Moti Nagar, of US\$80,000, pursuant to his employment agreement, as reward for his special contribution to the Company during 2018 and meeting the financial targets that had been set for him at the beginning of the year (see Note C above)

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 Form of Direction 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) that 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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Form of Proxy

for Holders of Shares Listed on the Tel-Aviv Stock Exchange

**For use at the 2019 Annual General Meeting
of BATM Advanced Communications Ltd. to be convened
at 10.00 a.m. GMT on 5 December 2019 at the offices of Luther Pendragon,
48 Gracechurch Street, London, EC3V 0EJ, England**

I/We

of

being a holder of share(s) of the Company listed on the Tel-Aviv Stock Exchange and entitled to attend and vote hereby appoint (the "TASE MEMBER") to vote on my behalf in person or by proxy as indicated below with an "X" at the Annual General Meeting of the Company convened for 5 December 2019 at 10.00 a.m. and at any adjournment thereof.

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 TASE Member (or his 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 authorising the Board of Directors to fix the auditor's remuneration for such period	<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 Moti Nagar	<input type="checkbox"/>	<input type="checkbox"/>

With respect to proposed resolution 4.2 for the 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 – if you do not check the box, your vote will not be counted for this resolution.)	<input type="checkbox"/>
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5. To renew the term of office of Mr. Harel Locker as an external director for a second term of three years pursuant to section 245 of the Israeli Companies Law

With respect to proposed resolution 5 for the renewal of the appointment of Mr. Locker as external director, I/we hereby confirm that I am/we are not a controlling shareholder and I/we do not have a personal interest in the proposed resolution. (Please confirm this by checking the box – if you do not check the box, your vote will not be counted for this resolution.)

6. To approve the payment of a one-time annual bonus to the CFO, Moti Nagar, of US\$80,000, pursuant to his employment agreement, as reward for his special contribution to the Company during 2018 and for meeting the financial targets that had been set for him at the beginning of the year (see Note C above)
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Notes:

1. For this form of proxy to be valid, the broker, bank or other nominee company through which the shareholder holds his shares must receive, by no later than 10:00 a.m. (Israel-time) on 28 November 2019, a legible PDF scan of the duly completed and signed Form of Proxy.
 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 this purpose, 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. The TASE Member or his proxy will appoint the Chairman of the meeting as their 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) that may properly come before the meeting.
 5. Any alteration made in the form of proxy should be initialled.
 6. You are referred to the Notes to the Notice of Annual General Meeting for further information.
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