

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 holding (see note 4 below in the Notes to the Notice of General Meeting for further information regarding the process).

BATM ADVANCED COMMUNICATIONS LTD.

Notice of General Meeting

of 17 March 2022



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

23 February 2022

Dear Shareholder,

General Meeting

I enclose the notice of a general meeting (“GM” or “**the Meeting**”) of BATM Advanced Communications Ltd., which is to be held at the Company’s offices at 4 Ha’harash Street, Nave Ne’eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel on 17 March 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time).

In order to enable shareholder engagement and participation for those unable to physically attend the Meeting, shareholders will be able to access the Meeting via videoconference.

PLEASE NOTE, shareholders will not be able to vote at the Meeting via the videoconference. Shareholders attending the Meeting via videoconference are therefore strongly encouraged to submit their vote in advance of the GM, in accordance with the Notes to the Notice of General Meeting set out below. To register to attend the GM via videoconference, please email yair.livneh@batm.com, stating your full name, at your earliest opportunity and no later than 7.30 p.m. Israel-time (5.30 p.m. UK-time) on 10 March 2022.

Background to the Meeting

The directors of BATM (“**the Board**”) intend to launch a share buyback programme of ordinary shares of NIS0.01 (“**Ordinary Shares**”) in the capital of the Company of up to 44,053,412 Ordinary Shares (**the “Buyback Programme”**), representing 10% of the Company’s issued share capital as at the date of this notice, and are convening the GM to seek the requisite approval of shareholders of the Buyback Programme. The Board believes that the Buyback Programme is in the best interests of the Company and the shareholders as a whole. The Company has a strong balance sheet and the Buyback Programme, which would be funded from the Company’s net cash position, forms part of the Board’s broader strategy to deliver shareholder value. The Board therefore requests shareholder approval for a buyback of up to 44,053,412 Ordinary Shares, noting that actual purchases will likely amount to less than this amount, and that the Company is not obliged to make any purchases and may make no purchases at all.

According to Israeli law, a buy-back of shares is considered a distribution and therefore is subject to certain conditions, including that the distribution is made out of distributable profits, and that there is no reasonable concern that the distribution will deny the Company of the

ability to uphold its current and foreseeable obligation when they are due. In addition, the actual performance of the buy-back may be subject to additional rules and regulation, such as insider information rules. Additionally, the buy-back will be subject to the management discretion and judgement at the time of the actual purchase of shares, taking into account and considering all the relevant aspects, including share price, Company cash reserves, possible alternatives for use of funds, general market status, Company general business status and any other relevant data and considerations.

The Israeli Companies Law allows the Company to cancel shares that have been repurchased, and, if they have not been cancelled, they would be classified as dormant and would not be granted any rights for as long as they are owned by the Company. Therefore, no dividends would be paid on, and no voting rights would be exercised in respect of, any repurchased shares.

Buyback of Ordinary Shares may create tax consequences for the Company, sellers (shareholders who participate in the Buyback) and shareholders, subject to applicable tax-related laws and regulations in Israel and the UK.

Recommendation

The directors of the Company consider that the resolution to be considered at the GM is in the best interests of the Company and is 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 the proposed resolution as, where permitted, they intend to do so in respect of their own beneficial holdings. As at 22 February 2022, being the latest practicable date prior to publication of this GM circular, the 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 a General Meeting (“GM” or the “Meeting”) of BATM Advanced Communications Ltd. will be held at the Company’s offices at 4 Ha’harash Street, Nave Ne’eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel on 17 March 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time).

The purpose of the Meeting is to consider and, if thought fit, pass the resolution detailed below.

SPECIAL RESOLUTION

1. That the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693(4) of the Companies Act 2006 (**Act**)) on the London Stock Exchange or the Tel-Aviv Stock Exchange of ordinary shares of NIS 0.01 par value each in the capital of the Company (**ordinary shares**) provided that:
 - 1.1 the maximum aggregate number of ordinary shares hereby authorised to be purchased is **44,053,412** ordinary shares;
 - 1.2 the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of:
 - 1.2.1 105 per cent of the average market value on the London Stock Exchange of an ordinary share in the Company for the five business days immediately preceding the day the purchase is made; and
 - 1.2.2 the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - 1.2.2.1 the last independent trade of; and
 - 1.2.2.2 the highest current independent bid for,any number of the Company's ordinary shares on the trading venue where the purchase is carried out.
 - 1.3 the authority conferred by this resolution shall expire on 30 June 2023 or, if earlier, at the conclusion of the Company's 2023 annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority;
 - 1.4 purchases will be made subject to all applicable laws, rules and regulations, including with regard to allowed distribution and to material non-public information; and
 - 1.5 purchases are subject to the absolute discretion of the management of the Company, which may decide not to perform any purchases, or to purchase any number of shares within the limits set in this resolution, at once or in separate purchases or not at all, on the London Stock Exchange or on the Tel-Aviv Stock Exchange or on both, in whatever manner the management considers fit, taking into account whatever business, financial, tax, regulatory, market and other considerations as the management sees fit, all within the rules and limits set in this resolution and in any applicable law, rule and regulation.

Dated: 23 February 2022

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

Company number: 52-0042813
Registered office: 4 Ha'harash Street, Nave Ne'eman,
PO Box 7318, Hod Ha'sharon, 4524075 Israel.

NOTES TO THE RESOLUTION

This resolution seeks authority for the Company to make market purchases of its own ordinary shares and is proposed as a special resolution. If passed, the resolution gives authority for the Company to purchase up to 44,053,412 of its ordinary shares, representing just under ten per cent of the Company's issued ordinary share capital as at the date of this notice.

The resolution specifies the maximum price which may be paid for any ordinary shares purchased under this authority. The authority will expire on the earlier of 30 June 2023 and the Company's 2023 annual general meeting.

The directors do not currently have a specific intention of exercising the authority granted by this resolution. The directors intend to use the authority granted by this resolution to make market purchases of the Company's ordinary shares as a method of delivering value to shareholders. The directors will only exercise the authority to purchase ordinary shares where they consider that such purchases will be in the best interests of the Company and shareholders generally and will result in an increase in earnings per ordinary share.

The Company may cancel any shares it purchases under this authority, and shares that are not cancelled will be classified as dormant and not be granted any rights for as long as they are held by the Company.

On 22 February 2022, the total number of outstanding options to subscribe for ordinary shares in the Company amounted to 5,147,867. This represented 1.17 per cent of the Company's issued ordinary share capital on that date. If this authority to purchase shares was exercised in full, the options would represent 1.16 per cent of the issued ordinary share capital as at 22 February 2022. The Company has 1,917,130 shares in treasury as at 22 February 2022.

Notes to the Notice of General Meeting

1. Only those members registered on the Company's register of members at close of business on 7 March 2022 (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 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 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 Group, at its address: Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom 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 below. Alternatively, 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. The same voting deadline of 48 hours before the time of the Meeting applies. 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 9.00 a.m. – 5.30 p.m., Monday to Friday excluding public holidays in England and Wales. Or you can contact Link Group via email at shareholderenquiries@linkgroup.co.uk
6. 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 Form of Proxy is signed (or a duly certified copy of such party or authority) must be included with the Form of Proxy.
7. 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).
8. 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.

9. 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.

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 Group at the address referred to above. The revocation notice must be received by Link Group not less than 48 hours prior to the Meeting.

10. 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.
11. 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, 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 Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom by no later than 72 hours before the time fixed for the Meeting or any adjourned meeting.** A Form of Direction appears below.
12. 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 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.
13. **Shareholders holding through the TASE** - Shareholders may vote their shares by appointing the TASE Member (bank, broker or other nominee that is admitted as a 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 10 March 2022, 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 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 10

March 2022, 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 10 March 2022. 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, would ordinarily be able to attend 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 13 and in the Form of Proxy.

14. 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 13 herein shall apply).
15. The Company will answer any question you ask relating to the business being dealt with at the Meeting unless:
 - 15.1 answering the question would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information;
 - 15.2 the answer has already been given on a website in the form of an answer to a question; or
 - 15.3 it is undesirable in the interest of the Company or the good order of the Meeting that the question be answered.
16. As at 22 February 2022, the Company's issued share capital comprised 440,534,124 ordinary shares of 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 22 February 2022 is 440,534,124.
17. If you hold securities traded on the London Stock Exchange and do not have a Form of Proxy or Form of Direction and believe that you should have one, or if you require additional forms, please contact Link Group on 0371 664 0391 if calling from the UK (calls are charged at the standard geographic rate and will vary by provider) or +44 (0)371 664 0391 if calling from outside the UK.
18. You may not use any electronic address provided either:
 - 18.1 in this notice of General Meeting; or

- 18.2 any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
19. Information concerning the Company may be found on its website at www.batm.com.
20. The following documents will be available for inspection at **the registered office of the Company** from 22 February 2022 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:
- A copy of the current Company's articles of association

Form of Proxy

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

**For use at the General Meeting
of BATM Advanced Communications Ltd. to be convened
at 12.00 p.m. Israel-time (10.00 a.m. UK-time) on 17 March 2022 at the Company's
offices at 4 Ha'harash Street, Nave Ne'emán Industrial Area, P.O.B. 7318, 4524075 Hod
Hasharon, Israel**

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 General Meeting of the Company convened for 17 March 2022 at 12.00 p.m.
Israel-time (10.00 a.m. UK-time) and at any adjournment.

Date

Signed

Please indicate how you wish to vote with an "X" in the appropriate box opposite the 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.

SPECIAL RESOLUTION	FOR	AGAINST
1. To grant the Company the authority to purchase its own ordinary shares	<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 Group to its address at **Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom** or at the registered office of the Company not less than 48 hours before the time fixed for the meeting.

Alternatively, 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. Shareholders will need to use the unique personal identification Investor Code printed on your share certificate.

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 General Meeting for further information.

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 General Meeting of BATM to be convened on 17 March 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time) at the Company’s offices at 4 Ha’harash Street, Nave Ne’eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel

I/We

of

being a holder of Depositary Interests representing shares in BATM hereby direct Link Market Services Trustees, the Depositary, to vote for me/us and on my/our behalf in person or by proxy at the 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 the resolution. **If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.**

SPECIAL RESOLUTION	FOR	AGAINST
1. To grant the Company the authority to purchase its own ordinary shares	<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 Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom 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 Group to vote 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 General Meeting, they should notify Link Group (the Depositary) accordingly who will issue a Letter of Representation to the Depositary Interest holder giving them authorisation to attend the General Meeting. If any Depositary Interest holder attends the General Meeting without a Letter of Representation, they will only be allowed to enter the General Meeting as a guest. Requests for a Letter of Representation should be made to the Depositary at Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or by email to nominee.enquiries@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 General Meeting for further information.

Form of Proxy

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

For use at the General Meeting

of BATM Advanced Communications Ltd. to be convened

at 12.00 p.m. Israel-time (10.00 a.m. UK-time) on 17 March 2022 at the Company's offices at 4 Ha'harash Street, Nave Ne'eman Industrial Area, P.O.B. 7318, 4524075 Hod Hasharon, Israel

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 General Meeting of the Company convened for 17 March 2022 at 12.00 p.m. Israel-time (10.00 a.m. UK-time) and at any adjournment thereof.

Date

Signed

Please indicate how you wish to vote with an "X" in the appropriate box opposite the 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.

SPECIAL RESOLUTION	FOR	AGAINST
1. To grant the Company the authority to purchase its own ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>

Notes:

1. For this form of proxy to be valid, the broker, bank or other nominee company through which the shareholder holds their shares must receive, by no later than 10.00 a.m. (Israel-time) on 10 March 2022, 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 their 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 General Meeting for further information.