

**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 Annual General Meeting for further information regarding the process).

**BATM ADVANCED COMMUNICATIONS LTD.**

**Notice of Annual General Meeting**

**of 19 December 2024**

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52-0042813 – Registered in Israel

International H.Q.

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

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

## Chairman's letter

14 November 2024

Dear Shareholder,

### Annual General Meeting

I am pleased to enclose the notice of the Annual General Meeting (“AGM” 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, building E, 12th floor, Hod Hasharon, Israel on 19 December 2024 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 AGM, in accordance with the Notes to the Notice of Annual General Meeting set out below.** To register to attend the AGM webinar or to submit a question, please email [yair.livneh@batm.com](mailto:yair.livneh@batm.com), stating your full name, at your earliest opportunity and no later than 5.30 p.m. UK-time on 12 December 2024.

### Recommendation

The Board of the Company considers that all the resolutions to be considered at the AGM are in the best interests of the Company and are most likely to promote the success of the Company for the benefit of its members as a whole. Accordingly, the Board recommends that you vote in favour of all the proposed resolutions.

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 Company’s offices at 4 Ha’harash Street, Nave Ne’eman Industrial Area, building E, 12th floor, Hod Hasharon, Israel on 19 December 2024 at 12.00 p.m. Israel-time (10.00 a.m. UK-time).

The purpose of the AGM is to receive and discuss the Company’s audited annual accounts for the year ended 31 December 2023 and the directors’ report thereon and to consider and, if thought fit, pass the resolutions detailed below.

## **RESOLUTIONS**

### **I. Annual Report, Accounts and Re-appointment of Auditors**

1. To receive the Company’s audited annual accounts for the financial year ended 31 December 2023 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 2023 together with the auditor’s report on the auditable part of the remuneration report.
3. To re-appoint the auditors of the Company (Brightman Almagor Zohar & Co., a firm in the Deloitte global network) as external auditors for the 2024 financial year and to authorise the Board of Directors to fix the auditor’s remuneration for such period.

### **II. Election and Re-election of Directors**

4. To re-elect Dr. Gideon Chitayat to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
5. To re-elect Mr. Moti Nagar to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
6. To re-elect Mr. Ran Noy to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
7. To re-elect Prof. Varda Shalev (an external director) to the Board of Directors of the Company for an additional term of three years in accordance with the provisions of the Israeli Companies Law - 1999 ("Israeli Companies Law") (Note A).
8. To re-elect Dr. Avigdor Shafferman (an independent non-executive director) to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
9. To re-elect Dr. Zvi Marom to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).
10. To elect Dr. Shmuel Ben Zvi to the Board of Directors of the Company until the next Annual General Meeting of the Company (Note A).

### **III. Remuneration**

11. To approve the Company's Remuneration Policy (which, according to Israeli Companies Law, should be approved every three years, and was last approved in 2021), as set forth in Annex A attached to this Notice (Note B).
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12. To approve that the remuneration for the role of Chairman of the Board of the Company will be an annual salary of USD 100,000 (Note C).

#### **IV. Disapplication of pre-emption rights**

13. That the Directors will be generally authorised and empowered to allot equity securities pursuant to the authority conferred by article 10B of the Company's articles of association as if article 10A (existing shareholders' right of pre-emption) did not apply to the allotment provided that this power shall:
  - 13.1 refer to the allotment of equity securities or sale of treasury shares up to such number of equity securities that equal 10% of the issued and allotted share capital of the Company;
  - 13.2 refer to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13.1 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 13.1 above, such authority to be used only for the purposes of making a follow-on offer that the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice;
  - 13.3 be limited to the allotment of equity securities or sale of treasury shares up to such number of equity securities that equal 10% of the issued and allotted share capital of the Company, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice;
  - 13.4 be limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph 13.3 above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph 13.3 above, such authority to be used only for the purposes of making a follow-on offer that the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this notice; and
  - 13.5 such disapplication to expire on the earlier of 31 March 2026 (unless renewed, varied or revoked by the Company prior to or on that date), or on the date of the next annual general meeting of the Company save, however, that the Company may, before such expiry make an offer or agreement that would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

(see Note D)

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*Resolutions 1-6, 8-10 and 12 are being proposed as ordinary resolutions, and resolutions 7, 11 and 13 are being proposed as special resolutions.*

*In accordance with Israeli law, resolution 7 requires the special majority set forth in section 239 of the Israeli Companies Law for the appointment of external directors. Please see Note A for an explanation of such requirements.*

*In accordance with Israeli law, resolution 11 requires the special majority set forth in section 267A of the Israeli Companies Law for the approval of a Remuneration Policy. Please see Note B for an explanation of such requirements.*

*In accordance with Israeli law, resolutions 11 and 12 have been approved by the Company's Remuneration Committee and Board of Directors.*

## **Explanatory Notes to the Resolutions**

### **Note A:**

1. Dr. Chitayat is the Chairman of the Board of the Company. He has been a Board member since 2010 and the Chairman since 2015. The Board considers Dr. Chitayat as independent in character and judgement. His knowledge of the business and the understanding of its various components, which is built on his experience, combined with his independence of mind, enables a critical review of strategy and operations. In addition, his vast business experience, expertise and knowledge of directing large business organisations within Israel is a valuable resource for the Board and the Company as a whole. As a result, the Board believes that Dr. Chitayat remaining as Chairman is in the best interests of the Company and its shareholders as a whole.
  2. Mr. Nagar has been the Chief Executive Officer of the Company since 1 January 2023. Prior to that, he was the CFO and a director of the Company. He joined the Company in 2014. During his time at BATM, Mr. Nagar has been instrumental in driving the business' development, including leading several M&A transactions, the Company's IPO on TASE and, since his appointment as CEO, renewing the Company's strategy. Prior to BATM, Mr. Nagar held several senior positions at Deloitte, which he joined in 2005. As a Senior Manager, Mr. Nagar was responsible for handling the accounts of leading corporate clients in Israel and overseas, with companies traded on the LSE, NASDAQ and TASE as well as private businesses operating in a range of sectors. Mr. Nagar graduated in Business Management and Accounting and qualified as an Israeli Certified Public Accountant (CPA, Israel) in 2008. He also holds an MBA in Financial Management from Tel Aviv University.
  3. Mr. Ran Noy has been the Chief Financial Officer of the Company since 1 February 2023 and an executive director since 13 July 2023, having served as VP Finance since joining the Group in 2021. Prior to BATM, Mr. Noy spent 10 years in the finance department at ADAMA Ltd., a global agri-chem business. Latterly as Financial Reporting Manager, he was responsible for ADAMA's financial reporting to the Shenzhen Stock Exchange and the Tel-Aviv Stock Exchange. He was also instrumental in ADAMA's listing on the Shenzhen Stock Exchange via the reverse takeover of a subsidiary of ChemChina and was responsible for the financial integration of that business. Mr. Noy is an Israeli Certified Public Accountant who began his career as an auditor at EY Israel.
  4. Dr. Avigdor Shafferman was appointed as a non-executive director on 13 April 2022. Dr. Shafferman had an established career at the Israel Institute for Biological Research,
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a leading governmental applied research institute specialising in the fields of biology, medicinal chemistry and environmental sciences, where he worked for almost 40 years. Most recently, from 1995 until his retirement in 2013, he was Director General of the organisation. Other roles have included serving as a visiting professor in the University of California, San Diego at the biology department as well as a visiting senior research scientist at various leading research institutions in the United States in various medical areas, including vaccines. The Company has classified Dr. Shafferman as an Independent Director (as defined under Israeli law), and he serves as a member of the Audit Committee, Remuneration Committee, Nomination Committee and Responsible Business Committee.

5. Dr. Zvi Marom founded BATM in 1992. A former first lieutenant in the Israeli Navy, he graduated with excellence in Electronics from the Naval Academy and with excellence from the Advanced Naval Command Course. He has a post-graduate degree in medicine from the Sackler – Gold Schlagger School of Medicine, Israel and an MSc in Industrial Electronics. Dr. Marom was the Chairman of the Board of the Israeli Hi-Tech & Innovation Industries Association of the Manufacturers' Association of Israel until January 2021. He is currently a director of Shore Capital Group plc. As of 1 January 2023, he stepped down from his role as CEO, and serves as a non-executive director of the Company.
6. Dr. Chitayat, Mr. Nagar, Dr. Shafferman and Dr. Marom were re-appointed as directors and Mr. Noy was appointed as a director at the 2023 AGM until the then-next AGM of the Company. The shareholders are requested to re-appoint each of Dr. Chitayat, Mr. Nagar, Mr. Noy, Dr. Shafferman and Dr. Marom for an additional term with such term to expire at the next AGM of the Company. Their re-election requires a simple majority, as set out under sections 59 and 85 of the Israeli Companies Law and article 39 of the Company's Articles of Association.
7. In addition to Dr. Chitayat, Mr. Nagar, Mr. Noy, Dr. Shafferman and Dr. Marom, there are currently two "external directors" (as defined in the Israeli Companies Law) who are serving members of the Board of the Company. According to the Israeli Companies Law, the term of office of an external director is three years and the Company is entitled to re-appoint the director for two additional terms of three years each. Prof. Varda Shalev was appointed as an external director by the AGM of 14 December 2021 for her second three-year term. As the Board has recommended that Prof. Shalev be appointed for a further term, the shareholders are requested to re-appoint her for a third three-year term (in accordance with the Israeli Companies Law). This resolution requires the special majority set forth in section 239 of the Israeli Companies Law for the re-appointment of external directors.

Prof. Shalev is a specialist in epidemiology, medical informatics and predictive analytics in community healthcare. She was a founder and director of the Morris Kahn & Maccabi Institute for Health Research and Innovation and is an active primary care physician. She has pioneered the development of multiple disease registries to support chronic disease management, and has authored or co-authored over 200 publications in peer-reviewed medical journals. She is a Managing Partner of Team8 Health, a medtech-focused venture capital company, and a director of Teva Pharmaceutical Industries Ltd. In addition, she is a Professor at the Tel Aviv University School of Public Health and sits on the advisory board of several med-tech businesses. Prof. Shalev brings 30 years' experience in medicine, including clinical research, healthcare information technology and epidemiology. Her industry and clinical knowledge is

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complemented by business acumen, having established and grown a number of organisations, making Prof. Shalev a valuable addition to the Group as it develops its bio-medical product offering and markets.

Under section 239 of the Israeli Companies Law, external directors are appointed by the General Meeting provided one of the following conditions is met: (a) The appointment is supported by a majority of the shareholders participating in the vote at the General Meeting who are not a controlling party and do not have a personal interest in the appointment (except for a personal interest which is not as a result of a relationship with a controlling party), excluding abstaining votes; or (b) the aggregate number of those voting against the proposed resolution did not exceed two per cent of the aggregate voting rights in the company.

8. Dr. Shmuel (Muli) Ben Zvi was elected Chairman of the board of Bank Leumi, the largest banking corporation in Israel, in October 2023 for the final year of his nine-year tenure as a director. At Bank Leumi, he was a member of the board's audit, risk management, credit, technology and strategy committees. Dr. Ben Zvi has extensive executive and board experience across multiple industries, including currently being a director of Protalix Biotherapeutics (NYSE American: PLX) and previously of Sol-Gel Technologies (NASDAQ: SLGL) and VBL Therapeutics (NASDAQ: VBLT). From 2004 to 2014, he held a number of managerial positions at Teva Pharmaceuticals (NASDAQ and TASE: TEVA), including Vice President of Strategy and Vice President of Finance. From 2000 to 2004, Dr. Ben Zvi was the Financial Advisor to the Chief of General Staff of the Israel Defense Forces and Head of the Defense Ministry Budget Department. Dr. Ben Zvi holds a B.A., M.A. and Ph.D. in Economics from Tel Aviv University. He also participated in the Harvard Business School Advanced Management Program and in National Security & Political Science programmes at the National Security College, Israel and Haifa University, Israel. Dr. Ben Zvi performed post-doctoral studies in Economics at the Massachusetts Institute of Technology.

**Note B:**

Section 267A of the Israeli Companies Law states that a publicly traded company should set a policy for the remuneration of directors and officers, and that such policy requires the approval every three years by the Company's shareholders at a general meeting. The Company's remuneration policy was approved in the AGM of 2021 (with a 92% support of the shareholders), and is therefore now due for re-approval. The Board decided to utilise the opportunity to adjust its policy to better enable the Company to attract and retain quality candidates. The new policy was approved by the Company's Remuneration Committee and Board of Directors. The new Remuneration Policy is attached as Annex A.

Pursuant to the Israeli Companies Law, the approval of a Remuneration Policy requires the affirmative vote of a majority of the Company's shares voting on the matter, provided that either (i) such a majority includes at least the majority of the votes of shareholders who are not controlling parties and do not have personal interest in the approval of the Remuneration Policy (abstentions will not be taken into account); or (ii) the total number of votes against such proposal among the shareholders mentioned in clause (i) above does not exceed two percent (2%) of the total voting rights in the Company. Nevertheless, the Board can set the Remuneration Policy even if the General Meeting opposed its approval, provided that the Remuneration Committee and the

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Board decided, based on detailed reasoning and following re-discussion of the Remuneration Policy, that approving the Remuneration Policy despite the General Meeting's opposition is in the best interests of the Company.

**Note C:**

Pursuant to Israeli Companies Law, the Company requires the approval of shareholders for any remuneration of its non-executive directors that is greater than the statutory minimum remuneration for external directors. Resolution 12 seeks shareholder approval to establish the remuneration for the position of Chairman of the Board of Directors as an annual salary of USD 100,000, being the annual salary that was approved by shareholders on 21 December 2022 for the current Chairman of the Board of the Company.

**Note D:**

The proposed resolution is to allow the Company to disapply the pre-emption rights in the Company's articles of association for up to 10% of the allotted and issued share capital of the Company for general purposes, together with a further 20% of the relevant offer for a follow-on offer, and 10% for specified purposes in accordance with the Pre-Emption Group's most recent statement of principles, together with a further 20% of the relevant offer for a follow-on offer. This will expire on 31 March 2026 or, if held earlier, on the Company's next annual general meeting. If passed it will give the Directors power, pursuant to the authority to allot equity securities (as defined by section 560 of the United Kingdom Companies Act 2006) and to sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings as the Directors otherwise consider necessary. The maximum amount will be such number of shares that represent no more than 24% of the issued and allotted share capital of the Company. This proposed resolution is in line with guidance by the investment association, the Pre-Emption Group's Statement of Principles and the template resolutions published by the Pre-Emption Group in 2022. This resolution requires the special majority set forth in the definition of "Special Resolution" in article 1 of the Company's Articles of Association.

Dated: 14 November 2024

By order of the Board  
Moti Nagar  
Chief Executive Officer

Company number: 52-0042813

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

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## 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 28 November 2024 (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](http://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. Depository 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, 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](http://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](mailto: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.
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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 that 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, 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 & International 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 their 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
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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 12 December 2024, 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 12 December 2024, 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 12 December 2024. 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 at the Meeting any question you submit in advance as detailed above relating to the business being dealt with 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 13 November 2024, the Company's issued share capital comprised 441,026,659 ordinary shares of 0.01 NIS each, including 4,495,000 ordinary shares held in treasury. Each ordinary share (other than those held in treasury) 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 13 November 2024 is 436,531,659.
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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 Annual 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](http://www.batm.com).
  20. The following documents will be available for inspection at **the registered office of the Company** from 14 November 2024 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
    - A copy of the proposed Remuneration Policy
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## Form of Proxy

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

**For use at the Annual General Meeting  
of BATM Advanced Communications Ltd. To be convened  
At 12.00 p.m. Israel-time (10.00 a.m. UK-time) on 19 December 2024 at the Company's  
offices at 4 Ha'harash Street, Nave Ne'emán Industrial Area, building E, 12th floor,  
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 Annual General Meeting of the Company convened for 19 December 2024 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.

No.	Resolution	Your vote		
		For	Against	Abstain
1	To receive the annual accounts and directors' and auditor's reports thereon			
2	To approve the report of the Remuneration Committee			
3	To re-appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration			
4	To re-elect Dr. Gideon Chitayat to the Board			
5	To re-elect Mr. Moti Nagar to the Board			
6	To re-elect Mr. Ran Noy to the Board			
7	To re-elect Prof. Varda Shalev to the Board			
8	To re-elect Dr. Avigdor Shafferman to the Board			
9	To re-elect Dr. Zvi Marom to the Board			
10	To elect Dr. Shmuel Ben Zvi to the Board			

11	To approve the Company's Remuneration Policy			
12	To approve the remuneration for the Chairman position			
13	To authorize the Directors to allot equity securities as if article 10A of the Company's articles of association did not apply			

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, 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](http://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. By voting using this form of proxy you are declaring that you have no personal interest in the approval of any of the resolutions except a personal interest of which you have specifically informed the Company.
  6. 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 19 December 2024 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, building E, 12th floor, 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 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 the resolution. **If no indication is given, you will be deemed as instructing the Depositary to abstain from voting.**

No.	Resolution	Your vote		
		For	Against	Abstain
1	To receive the annual accounts and directors' and auditor's reports thereon			
2	To approve the report of the Remuneration Committee			
3	To re-appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration			
4	To re-elect Dr. Gideon Chitayat to the Board			
5	To re-elect Mr. Moti Nagar to the Board			
6	To re-elect Mr. Ran Noy to the Board			
7	To re-elect Prof. Varda Shalev to the Board			
8	To re-elect Dr. Avigdor Shafferman to the Board			
9	To re-elect Dr. Zvi Marom to the Board			
10	To elect Dr. Shmuel Ben Zvi to the Board			
11	To approve the Company's Remuneration Policy			
12	To approve the remuneration for the Chairman position			

13	To authorize the Directors to allot equity securities as if article 10A of the Company's articles of association did not apply			
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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, 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 Annual 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 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 Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL, United Kingdom or by email to [nominee.enquiries@linkgroup.co.uk](mailto:nominee.enquiries@linkgroup.co.uk), no later than 72 business hours prior to the meeting or any adjourned meeting.
  7. By voting using this Form of Direction you are declaring that you have no personal interest (as defined in Israeli Companies Law) in the approval of any of the resolutions except a personal interest of which, if applicable, you have specifically informed the Company. In accordance with Israeli Companies Law, a 'personal interest' is deemed to be a personal interest in the engagement contemplated by the resolution, including the interest of certain family relatives and of corporations affiliated to any person having such interest, but excluding a personal interest stemming from the fact of a shareholding in the Company.
  8. 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 Annual General Meeting

of **BATM Advanced Communications Ltd**, Israeli company no. 520042813,  
to be convened at **12.00 p.m. Israel-time (10.00 a.m. UK-time) on 19 December 2024** at  
the Company's offices at **4 Ha'harash Street, Nave Ne'eman Industrial Area, building  
E, 12th floor, Hod Hasharon, Israel**

I/We .....

ID / company number .....

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 19 December 2024 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.

No.	Resolution	Your vote		
		For	Against	Abstain
1	To receive the annual accounts and directors' and auditor's reports thereon			
2	To approve the report of the Remuneration Committee			
3	To re-appoint the auditors of the Company and authorise the Board of Directors to fix their remuneration			
4	To re-elect Dr. Gideon Chitayat to the Board			
5	To re-elect Mr. Moti Nagar to the Board			
6	To re-elect Mr. Ran Noy to the Board			
7	To re-elect Prof. Varda Shalev to the Board			
8	To re-elect Dr. Avigdor Shafferman to the Board			
9	To re-elect Dr. Zvi Marom to the Board			
10	To elect Dr. Shmuel Ben Zvi to the Board			

11	To approve the Company's Remuneration Policy			
12	To approve the remuneration for the Chairman position			
13	To authorize the Directors to allot equity securities as if article 10A of the Company's articles of association did not apply			

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 12 December 2024, 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. By voting using this form of proxy you are declaring that you have no personal interest in the approval of any of the resolutions except a personal interest of which you have specifically informed the Company.
  7. You are referred to the Notes to the Notice of Annual General Meeting for further information.
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## Annex A

### Remuneration Policy

#### Updated Directors' & Officers' Remuneration Policy

Dear shareholders,

In 2021, the Company introduced a new Remuneration Policy after a comprehensive drafting process, ensuring compliance with the best practice and regulatory frameworks of both the UK and Israel. This undertaking presented substantial challenges due to the differing, and at times conflicting, legal requirements and market expectations inherent in the two jurisdictions. Throughout this process, we engaged remuneration experts from both jurisdictions, culminating in a policy that received over 90% approval from our shareholders.

In accordance with Israeli law, the approval for the current Remuneration Policy remains valid for a period of three years. Consequently, we are presenting an updated Remuneration Policy for ratification at the forthcoming 2024 Annual General Meeting.

Since the implementation of the 2021 Remuneration Policy, the Company has established new remuneration agreements for key personnel, including the Chairman and both the current and former CEOs. These agreements also received over 90% shareholder approval.

Over the past three years, our experience in operating in accordance with the approved Remuneration Policy has highlighted several matters. Specifically, our commitment to align with UK standards inadvertently led to the introduction of arrangements that are atypical within the Israeli market. This misalignment posed challenges in the recruitment and retention of top managerial talent. Furthermore, we recognised that the policy's restrictions exceeded those typically observed in Israel, consequently restricting the CEO's ability to leverage remuneration as an effective management tool.

The updated Remuneration Policy that is now being proposed, and having consulted with our major shareholders, has been revised where necessary to address these challenges, ensuring it better aligns with market practices while still upholding the principles of good governance.

In our assessment of the Company's remuneration practices over the past three years, it has become evident that a commendable level of cost control has been consistently demonstrated. Although the current Remuneration Policy permits annual bonuses of up to fifteen monthly salaries, none of the Executive Directors or Office Holders received any bonuses for the fiscal year 2022. Furthermore, for the year 2023, the highest bonus granted was less than half of the maximum cap of fifteen monthly salaries. Specifically, while the existing Remuneration Policy allows an annual bonus up to 125% of annual base salary, no executive has received a bonus exceeding 60% of their annual base salary.

Similarly, concerning share-based long-term incentives (LTIs), the existing Remuneration Policy allows annual grants of up to fifteen monthly salaries without requiring shareholder approval. However, in practice, the majority of managers did not receive any LTI grants in 2022 and 2023, with awards to the Chairman and CEO being subject to shareholder approval.

Overall, barring the observations mentioned, we feel that the current Remuneration Policy has functioned effectively and has served the Company well. As such, we believe that only minor updates are necessary, and the fundamental structure of the Remuneration Policy can be maintained.

The self-restraint exhibited by the Company regarding remuneration decisions provides us with the confidence to incorporate greater flexibility into the Remuneration Policy. This adjustment aims to enhance the Company's capacity to utilise remuneration as a strategic tool for attracting and retaining top talent, as well as for managerial effectiveness.

It is important to note that, in accordance with the corporate governance provisions outlined in Israeli Companies Law, and as referenced in opinion no. 101-21 of the Israel Securities Authority, a Remuneration Policy does not confer rights. The rights of Office Holders are defined within their employment agreements and governed by applicable laws and regulations.

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The Remuneration Policy establishes a structured framework of authorities and procedures guiding remuneration decisions within the Company. It is important to clarify that this Policy does not extend to members of the Remuneration Committee themselves. As stipulated in Section 118A(b) of the Israeli Companies Law, the remuneration for Remuneration Committee members is determined in accordance with Israeli regulations, taking into account the size of the Company and the frequency of meetings held.

Members of the Remuneration Committee do not receive bonuses or share-based remuneration. For 2023, the total remuneration received by the members of the Remuneration Committee ranged between \$43,000 and \$46,000, with the variance reflecting attendance at meetings, as detailed in the Company's Annual Report.

We sincerely thank our shareholders for their ongoing trust and support. We believe that the proposed Remuneration Policy is balanced, and we are optimistic that the amendments will further enhance the equilibrium between effective monitoring and managerial performance.

We confidently recommend the approval of this Remuneration Policy, as we believe it serves the best interests of the Company. Your support in this matter is greatly appreciated.

Prof. Varda Shalev

Chair of the Remuneration Committee

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# DIRECTORS' & OFFICERS' REMUNERATION POLICY

The BATM Remuneration Committee (the "Committee") was established by the Board of Directors of the Company and operates in accordance with the functions set forth in the Israeli Companies Law and UK corporate governance expectations. This is a separate independent Committee comprised of three external independent directors who are appointed by the shareholders' meeting.

The Committee's responsibilities and duties are:

- (1) Recommending for approval to the Board the framework or broad policy for the remuneration of the Company's Chairman of the Board, Chief Executive Officer, executive directors, non-executive directors and other senior management and "Officers" (as designated under Israeli Companies Law);
- (2) Recommending appropriate remuneration packages and service contracts of the Executive Directors and Officers, and reviewing the ongoing appropriateness and relevance of the Remuneration Policy;
- (3) Recommending and determining the goals for all performance-related remuneration offered by the Company and approving the total annual payments made under such schemes;
- (4) Reviewing the design of all long-term incentive schemes, such as options and equity awards and recommending these for approval by the Board and, if and when required by law, by the shareholders.
- (5) Reviewing the CEO's compensation policies for the overall management of BATM.

The Committee's terms of reference are available on the Company's website and are available in hard copy on request from the Company Secretary.

This Remuneration Policy sets out the remuneration policy of BATM Advanced Communications Ltd (hereinafter – the "Company") for its executive and non-executive directors, and Officers (as that term is defined in section 1 of the Israeli Companies Law), which includes the CEO and other senior executives in the Company that report directly to the CEO of the BATM Group. This policy will be put to a shareholders' vote at the forthcoming AGM of 2024.

The proposed Remuneration Policy will, if approved by shareholders will take effect from its approval. The policy has been developed taking into account the mandatory provisions of the Israeli Companies Law on directors' and officers' remuneration as well as the principles of the UK Corporate Governance Code 2018. As a UK-listed company with a premium listing, the Policy also includes certain voluntary disclosures as set out in UK company law under the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013.

## Remuneration philosophy and objectives

The Company believes that the most effective Executive remuneration policy is one that is designed to reward achievement, to encourage a high degree of performance and that aligns Executives' interests with those of the Company and its shareholders while ensuring that the Company can maintain its ability to attract and retain outstanding executives for the long-term leading employees for key positions. The remuneration philosophy of the Company is to offer Executives remuneration which is comprised of a mix of fixed annual salary and benefits and variable performance – through annual bonus and/or long term equity incentives.

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The Company has undertaken an independent review of executive remuneration and has sought to create an appropriate balance that takes into account BATM's Israeli origins and the pay expectations for a company listed on the UK Main Market, in particular the structure of variable pay and good practice expectations. The Committee has established the following main remuneration objectives:

- Remuneration should be related to performance on both a short-term and long-term basis with a portion of a senior Executive's potential annual bonus and long-term equity-based remuneration conditional on achievement of pre-determined performance objectives.
- The mix of the fixed and performance based variable remuneration should serve to encourage senior Executives to remain with the Company. The Policy's components are designed to retain talented executives. A significant element of the Policy is therefore a long-term equity-based incentive remuneration reward that vest on a rolling basis over a minimum of three years. As a way of motivating and retaining executives, the Company believes that packages should include a meaningful share component to further align the interests of the senior Executives with the interests of the shareholders.
- The overall level of salary, incentives, pension and other benefits should be competitive (but not excessive) when compared with other companies of a similar size and global spread and should be sufficient to attract, retain and motivate Executive Directors and Officers of superior calibre in order to deliver long-term objectives.
- Remuneration should be designed to encourage initiative, innovation and appropriate levels of risk. It should be structured to discourage taking excessive short-term risk without constraining reasonable risk taking. Therefore, a portion of the incentive variable remuneration should be linked to longer-term Company performance.
- The Policy should ensure transparency and accountability and encourage a high-performing culture in the Company.

### Considerations when determining remuneration policy

In reviewing our Policy, and in planning for its implementation, good practice in both Israel and the U.K. has been a key touchstone. We have been careful to take full account of the remuneration-related provisions in the UK Corporate Governance Code (the Code) in our design considerations. With regard to how we have sought to comply with the six factors outlined in Provision 40 of the Code for example, we believe the following are worth noting in particular:

- **Clarity** – Our remuneration framework is structured to support financial delivery and the achievement of strategic objectives, aligning the interests of Executive Directors and Officers with those of our shareholders. Our proposed Policy is transparent and has been clearly articulated to our shareholders (during prior consultation).
  - **Simplicity** – Our remuneration framework adopts the typical model found in the UK and is straightforward to communicate and operate.
  - **Risk** – Our incentives have been structured to ensure that they are aligned with the Board's system of risk management and risk appetite. Inappropriate risk-taking is discouraged and mitigated through, for example (i) the operation of arrangements that provide an appropriate balance of fixed pay to short- and long-term incentive pay, (ii) the deferral of a proportion of annual bonus into shares and the operation of a post-vesting holding period for the LTIP (which replaces the more geared share option structure operated previously), (iii) the operation of significant in-employment and post-employment shareholding guidelines, and (iv) the operation of robust recovery and withholding provisions.
  - **Predictability** – Our incentive plans are subject to individual caps and the Committee has full discretion to alter the pay-out level or vesting outcome to ensure payments are appropriately aligned with the underlying performance of the Company.
  - **Proportionality** – Ensuring Executive Directors and Officers are not rewarded for failure underscores our approach to remuneration, e.g. the significant proportion of our packages is based on long-term performance targets linked to the KPIs of the Company, through our ability and openness to the use of discretion to ensure appropriate outcomes. There is a clear link between individual awards, delivery of strategy and our long-term performance. As mentioned above,
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formulaic incentive outcomes are reviewed by the Committee and may be adjusted having consideration to overall Group performance and wider workforce remuneration policies and practices.

- **Alignment to culture** – The Board sets the framework of KPIs against which we monitor the performance of the Company and the Committee links the performance metrics of our incentive arrangements to those KPIs. We are also keen to foster a culture of share ownership throughout the Company and operate all-employee share arrangements in pursuit of this objective.

### **Directors' & Officers' Remuneration Policy table**

The table below sets out the main components of the proposed Remuneration Policy for executive and non-executive directors and Officers (as that term is defined in section 1 of the Israeli Companies Law), together with further information on how these aspects of remuneration operate, subject to approval by shareholders at the 2024 AGM. The existing policy approved at the AGM in 2021 will remain in effect until shareholders approve the new Policy. For clarity, the incentive arrangements set out in this policy will apply from its approval.

The Committee has discretion to amend remuneration and benefits to the extent described in the table and the written sections that follow it.

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Element of Remuneration	Purpose and Link to Strategy	Operation	Maximum Potential Value	Performance Targets
<p><b>Basic Salary</b></p>	<p>To provide competitive fixed remuneration.</p> <p>To attract and retain Executive Directors and Officers of superior calibre in order to deliver long-term business success.</p> <p>Reflects individual experience, achievements, expertise, education, skills, role and responsibility.</p> <p>The Committee's aim is to position salaries around the mid-market level of companies of a similar size, scale and complexity.</p>	<p>Normally reviewed annually by the Committee with increases typically effective from 1 January.</p> <p>Increases take into account:</p> <ul style="list-style-type: none"> <li>• the executive's skills, experience, education, qualifications, achievements, expertise, role and responsibilities.</li> <li>• Affordability</li> <li>• Pay increases for the workforce</li> <li>• Performance</li> <li>• External market trends</li> <li>• Internal differentials/relativities</li> <li>• The value of total remuneration</li> <li>• The Committee's judgement</li> </ul> <p>Significant adjustments are infrequent and normally reserved for material changes in role, a significant increase in the size/complexity of the Group, or where an</p>	<p>Basic salary of Office Holders that report directly to the CEO will be capped at 80% of the CEO's basic salary.</p> <p>The normal approach will be to limit increases to the average level across the wider workforce, though increases above this level may be awarded subject to Committee discretion to take account of certain circumstances, such as those stated under 'Operation'.</p> <p>On recruitment or promotion, the Committee will consider previous remuneration and pay levels for comparable companies (for example, companies of a similar size and complexity, industry sector or location), when setting salary levels. This may lead to salary being set at a lower or higher level</p>	<p>Although there are no formal performance conditions, any increase in base salary is only implemented after careful consideration of individual contribution and performance and having due regard to the factors set out in the 'Operation' column of this table.</p>



		<p>individual has been appointed on a low salary with an intention to bring them to market levels over time and subject to performance.</p> <p>Other factors which will be taken into account will include pay and conditions elsewhere in the Group, progression within the role, and competitive salary levels in UK premium-listed and Israeli publicly listed companies of a broadly similar size and complexity.</p>	<p>than for the previous incumbent.</p> <p>The Committee also takes into account the ratio between the total remuneration of the applicable Executive Director and/or Officer and the salary of all other employees in the Company, especially the ratio between the total remuneration and the median and average salary of all such other employees in the Company - this analysis and ratio will be calculated or evaluated on a per division basis and on a per country basis so as to ensure that the comparison is made on the same underlying parameters.</p>	
<b>Element of Remuneration</b>	<b>Purpose and Link to Strategy</b>	<b>Operation</b>	<b>Maximum Potential Value</b>	<b>Performance Targets</b>
<b>Benefits</b>	To provide competitive fixed remuneration.	Executive Directors, Officers and all employees in Israel may be entitled to benefits such as a study fund / Further Education funds,	Study fund contributions are common in Israel and under this arrangement the employer deposits 7.5% of base salary to a study fund	Not applicable

	<p>To attract and retain Executive Directors and Officers of superior calibre in order to deliver long-term business success.</p>	<p>expansion of mandatory benefits (pension and end-of-work compensation) beyond the salary levels on which they are mandatory or carry tax benefits, travel-related benefits including a car or car allowance, use of mobile phone and newspaper. Executives will be eligible for any other benefits which are introduced for the wider workforce on broadly similar terms.</p> <p>Any reasonable business-related expenses (and any tax thereon) can be reimbursed if determined to be a taxable benefit. The Company may also arrange for reasonable insurance cover for Executive Directors (see 'Director and officer holder insurance' below).</p> <p>Executive Directors and Officers may be eligible to participate in future all-employee share plan operated by the Company,</p>	<p>(payable to the employee with no tax after 6 years), and deducts 2.5% from the employee's base salary to be also deposited to this fund.</p> <p>It is not possible to calculate in advance the cost of some benefits, and therefore a maximum potential value is not pre-determined.</p>	
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		<p>on the same terms as other eligible employees.</p> <p>For external and internal appointments or relocations, the Company may pay certain relocation and/or incidental expenses as appropriate.</p>		
<b>Element of Remuneration</b>	<b>Purpose and Link to Strategy</b>	<b>Operation</b>	<b>Maximum Potential Value</b>	<b>Performance Targets</b>
<b>Pension</b>	To reward sustained contributions by providing retirement benefits.	The Company funds contributions to an Executive Director or Officer's pension as appropriate through contribution to a pension fund.	<p>In line with all employees and in line with mandatory requirements in Israel, BATM contributes 6.5% of base salary towards pension and is obliged to deduct 6% of salary from the employee's base salary and deposit it into the pension fund.</p> <p>In addition, at the end of employment all Israeli employees (including Executive Directors and Officers) are entitled to end-of-employment compensation of 1 basic salary per every year of</p>	Not applicable

			employment (1 month for every 12 months, or 8.333%). Israeli employers are bound to make on-going deposits of at least 6% of the employee's (including Executive Directors and Officers) salary to the pension fund for end-of-employment compensation.	
Element of Remuneration	Purpose and Link to Strategy	Operation	Maximum Potential Value	Performance Targets
<b>Annual Bonus</b>	<p>Rewards the achievement of annual financial and business targets aligned with the Group's KPIs.</p> <p>Deferred element encourages long-term considerations and discourages excessive risk taking.</p>	<p>Bonus is based on performance in the relevant financial year. Any payment is discretionary and will be subject to the achievement of performance targets.</p> <p>Bonus is normally paid in cash, except one-third of any bonus above 70% of annual base salary which is deferred into an award over Company shares for two years. In case of immediate tax obligations due to award of such shares, and subject to the provisions of the Company's Share Incentive Plan, the receiver of the</p>	<p>Capped at 125% of annual base salary.</p> <p>In the first full financial year of the policy only (being the year ending 31 December 2025), the bonus opportunity will be set at 100% of salary for the CEO and CFO.</p>	<p>The Committee sets performance measures and targets that are appropriately stretching each year, taking into account key strategic and financial priorities and ensuring there is an appropriate balance between incentivising Executive Directors and Officers to meet targets, while ensuring they do not drive unacceptable levels of risk or inappropriate behaviours.</p> <p>The Remuneration Committee will set bonus criteria at the start of the</p>

		<p>shares will be allowed to exercise shares immediately to the extent needed to finance coverage of tax obligations.</p> <p>Bonuses are not contractual and are not eligible for inclusion in the calculation of pension arrangements.</p> <p>Recovery and withholding provisions apply in cases of specific circumstances (see 'Recovery of Variable Remuneration' below).</p> <p>Dividends or dividend equivalents may accrue on deferred shares.</p> <p>It is expected, subject to shareholder approval of this policy, that the bonus scheme will apply from financial year 2024.</p>		<p>year which reflect the short term financial and strategic objectives of the Group.</p> <p>For directors and the CEO, the bonus will be based on performance and on measurable criteria; but bonus of up to 25% of annual salary can be based on strategic, non-measurable criteria and considering the director's / CEO's contribution to the Company.</p> <p>A graduated scale of targets is normally set for each financial measure, with no pay-out for performance below a threshold level of performance.</p> <p>The Committee has discretion to amend the overall bonus pay-out should the outcome not reflect the Committee's assessment of overall business and/or individual performance.</p>
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Element of Remuneration	Purpose and Link to Strategy	Operation	Maximum Potential Value	Performance Targets
<p><b>Long Term Incentive Plan (LTIP)</b></p>	<p>Designed to align Executive Directors' and Officers' interests with those of shareholders and to incentivise the delivery of sustainable earnings growth and superior shareholder returns.</p>	<p>Awards of conditional shares or option awards which normally vest over three years subject to the achievement of performance targets and/or continued service.</p> <p>For Executive Directors, an additional two-year holding period will apply after the end of the three-year vesting period, if so decided by the Committee. Sufficient awards may be sold during the holding period to satisfy any tax liabilities owed.</p> <p>Recovery and withholding provisions apply in cases of specific circumstances (see 'Recovery of Variable Remuneration' below).</p> <p>Dividend equivalents may be paid for awards to the extent they vest.</p>	<p>Executive Directors and Officers may receive an award with a face value of up to 125% of basic salary per annum in any financial year.</p> <p>For the first award to be granted in 2025, awards to Executive Directors will be limited to 100% of salary.</p> <p>The Committee will consider the prevailing share price when deciding on the number of shares to be awarded as part of any LTIP grant.</p> <p>A 10% in 10 years' dilution limit governing the issue of new shares to satisfy all share scheme operated by the Company will apply.</p>	<p>Performance measures may include, and are not limited to, EPS, absolute or relative total shareholder return, other financial measures, strategic measures and/or ESG-related objectives.</p> <p>The Committee retains discretion to set alternative weightings or performance measures for awards over the life of the policy.</p> <p>For directors and the CEO, the LTIP will be based on performance in long-term view and on measurable criteria; but LTIP of up to 25% of annual salary can be based on strategic, non-measurable criteria and considering the director's / CEO's contribution to the Company.</p>

		<p>It is expected that, subject to shareholder approval of this policy, the first awards will be made in financial year 2024.</p> <p>The Committee retains discretion to adjust vesting levels in exceptional circumstances, including but not limited to regard of the overall performance of the Company or the grantee's personal performance.</p> <p>The Committee also retains discretion to adjust provisions of LTIP regarding acceleration, change of ownership, restructuring and any other circumstances that justify adjustment of provisions, considering also the provisions of the Share Incentive Plan.</p> <p>Any options shall not be exercisable more than ten years after the date of grant.</p>		<p>100% of awards vest for stretch performance, up to 25% of an award vests for threshold performance and no awards vest below this.</p> <p>Underpins may apply.</p>
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Element of Remuneration	Purpose and Link to Strategy	Operation	Maximum Potential Value	Performance Targets
<b>Share Ownership Guidelines</b>	To increase alignment between Executive Directors and shareholders.	Nil or nominal cost options which have vested but are yet to be exercised and deferred bonus awards subject to a time condition only may be considered to count towards the in-employment shareholding on a notional post-tax basis.	<p>Executive Directors are expected to build up and maintain an in-employment shareholding worth 200% of salary.</p> <p>Executive Directors are normally expected to hold shares at a level equal to the lower of their shareholding at cessation and 200% of annual base salary for two years post-employment (excluding shares purchased with own funds and any shares from share plan awards made before the approval of this policy).</p>	Not applicable.
Element of Remuneration	Purpose and Link to Strategy	Operation	Maximum Potential Value	Performance Targets
<b>Non-Executive and Non-External Directors' salary and benefits</b>	Israeli publicly listed companies often have Directors that are both Non-Executive and Non-External, such as the current	Non-Executive and Non-External Directors may receive salary in cash or ordinary shares for their contribution and efforts for	No prescribed maximum or maximum increase.	Not applicable



	<p>Chairman. Due to their status and relationship to the Company, such Directors are distinguished from independent External Directors (see table below).</p> <p>Non-Executive and Non-External Directors should be paid in line with the demands of the roles at a level that attracts high calibre individuals and reflects their experience and knowledge.</p>	<p>the Company. Salary is typically set by reference to a proportion of the salary for a full-time Executive Director role (reflecting the part-time nature of the role).</p> <p>In addition, the Non-Executive and Non-External Director may receive modest benefits on the same basis as an Executive Director (as set out in the policy table above).</p> <p>There are currently no plans for Non-Executive and Non-External Directors to participate in the variable remuneration plans offered by the Company to its Executive Directors and Officers. Any future participation by Non-Executive and Non-External Directors in the Company's variable remuneration plans would be subject to prior approval by the Company's shareholders.</p>	<p>Salary is normally reviewed annually taking into account factors such as the time commitment and contribution of the role and market levels in companies of comparable size and complexity.</p> <p>Any increases will be informed by taking into account internal benchmarks such as the salary increase for the general workforce and will have due regard to the same factors that apply to Executive Directors.</p>	
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Element of Remuneration	Purpose and Link to Strategy	Operation	Maximum Potential Value	Performance Targets
<p><b>External Directors' fees and benefits</b></p>	<p>As an Israeli publicly listed company, BATM's Board must include at all times at least two External Directors (as defined in the Israeli Companies Law).</p> <p>Fee of External Directors in Israel is set by regulation.</p> <p>In addition to External Directors, the Israeli Companies Law defines an Independent Director, which receives the same remuneration as an External Director. Currently there is one such Independent Director in the Company.</p>	<p>External Directors remuneration is prescribed in the Israeli Companies Regulations (Rules Regarding Compensation and Expense Reimbursement of External Directors) 2000 (the "Israeli Compensation Regulations"), which includes an annual fixed pay and a per-meeting participation fee, both set according to the size of the Company and the expertise of the director.</p> <p>In addition, the Company may reimburse said directors for their reasonable expenses incurred in connection with attending meetings of the Board of Directors and of any Committees of the Board, all in accordance with the Israeli Compensation Regulations.</p> <p>The External Directors are not eligible to participate in the variable remuneration plans offered by the Company to its Executive Directors and Officers.</p> <p>The Israeli Companies Law states that a director defined as Independent Director will receive remuneration according to the same rules as an External Director.</p>	<p>Fees are paid according to strict rules set by the Israeli authorities.</p>	<p>Not applicable</p>

### **Recovery of variable remuneration**

Annual bonuses may be withheld in whole or in part if the business has suffered an exceptional negative event, even if some specific targets have been met. The Committee has overall discretion to ensure that a payment that is inappropriate in all the Company's circumstances is not made. The maximum aggregate bonus shall be as set forth in the above table, per executive level.

If there was a mistake in calculation of the annual bonus by the Company, or if the Company restates any of the financial data that was used in calculating the bonus (other than a restatement required due to changes in financial reporting standards), then the applicable bonus shall be recalculated using such restated data (the "Restated Bonus"). The balance between the original bonus and the Restated Bonus, if any, (the "Balance") will be repaid to the Company, or paid to the executive (as the case will be) by deducting, or adding such balance from the first amounts payable to such senior executive as a bonus immediately after the completion of the restatement. To the extent that no bonus will be payable to such senior executive in that year, then the Balance shall be deducted from the bonus payable in the next year and so forth up to three years. Notwithstanding the above, if the senior executive's employment relationship with the Company terminates before the Balance is fully repaid to the Company, then the Balance shall be deducted from all amounts due and payable to such senior executive in connection with such termination of employment and if there is still an unpaid balance to the Company, then such unpaid balance shall be repaid pursuant to the terms determined by the Board of Directors.

With regard to LTIP awards, in exceptional circumstances and/or cases of a restatement of any of the Company's financial statements, the Committee has the discretion to reduce future rewards of LTIs to the relevant senior executive.

### **Director and office holder insurance**

The Israeli Companies Law specifies rules and boundaries for directors' and officers' liability insurance. Accordingly, it is common practice for Israeli listed companies to provide directors and officers with liability insurance, and to include details of director insurance provisions within the remuneration policy (since such insurance is classed as remuneration under Israeli law). The following therefore summarises the ability of the Company to arrange insurance to Directors and Officers for liabilities incurred during office.

Subject to any applicable law and to the Company's articles of association, and in accordance with the common practice in Israeli listed companies, the Committee will be authorised to approve engagements of the Company in insurance policies to cover liability of Directors and Officers in the Company and in other entities wholly or partly held by the Company, provided that the total yearly cover within the insurance policy will not exceed USD 40,000,000 for any specific year or specific claim. Such policies will be entered into on normal market terms and will not be such that they may materially affect the profitability of the Company, its assets or obligations, and that the insurance premium and excess will be in common market terms and will not be such that may materially affect the profitability of the Company, its assets or obligations, and will be according to offers received from bodies that are not related to the Company.

The Committee will be authorised to approve exemption and indemnification as approved by the shareholders on 21 December 2022.

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## **Selection of performance measures and targets**

### **Annual bonus**

The annual bonus arrangements are focused on the achievement of the Company's short- and medium-term financial objectives, with financial measures selected to closely align the performance of the Executive Director or Officer with the strategy of the business and with shareholder value creation. Where non-financial objectives are set, these are chosen to support the delivery of strategic milestones and which link to those KPIs of most relevance to each Director or Officer's individual responsibilities.

Details of the measures to be used for the annual bonus will be determined at the start of the financial year and will be disclosed in the next year's remuneration report.

### **Long-Term Incentive Plan**

The aim of the LTIP is to motivate Executive Directors and other senior executives to achieve performance superior to the Company's peers and to maintain and increase earnings levels whilst at the same time ensuring that it is not at the expense of longer-term shareholder returns

The Committee will review the choice of performance measures and the appropriateness of the performance targets prior to each LTIP grant. It is expected that the first LTIP grant under this policy will be in 2025.

### **Measurable Targets**

Measurable targets / performance metrics for the annual bonus and / or for LTIP schemes can involve a number of BATM's KPIs and may include any number of the following:

- Work plan targets
- Budget targets
- Accomplishment of specific projects
- Meeting pre-defined goals of -
  - EBITDA
  - Revenue
  - Profit
  - Operating profit
  - Cash from operating activities
  - Cash flow
  - Share price
  - Earnings per share
  - Return on invested capital
  - Return on capital employed
  - Total shareholder return
  - Absolute total shareholder return
  - Relative total shareholder return

## **Flexibility, discretion and judgement**

The Committee operates the annual bonus and LTIP according to the rules of each respective plan which, consistent with market practice, include discretion in a number of respects in relation to the operation of each plan. Discretions include:

- who participates in the plan, the quantum of an award and/or payment and the timing of awards and/or payments
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- determining the extent of vesting
- treatment of awards and/or payments on a change of control or restructuring of the Group
- whether an Executive Director or an Officer is a good/bad leaver for incentive plan purposes and whether the proportion of awards that vest do so at the time of leaving or at the normal vesting date(s)
- how and whether an award may be adjusted in certain circumstances (e.g. for a rights issue, a corporate restructuring or for special dividends)
- what the weighting, measures and targets should be for the annual bonus plan and LTIP awards from year to year
- the Committee also retains the ability, within the policy, if events occur that cause it to determine that the conditions set in relation to an annual bonus plan or a granted LTIP award are no longer appropriate or unable to fulfil their original intended purpose, to adjust targets and/or set different measures or weightings for the applicable annual bonus plan and LTIP awards with, in the case of LTIP awards held by Executive Directors, adjusted performance conditions being not materially less difficult to satisfy than the original conditions would have been but for the relevant event(s)
- the ability to override formulaic outcomes in line with this Policy

All assessments of performance are ultimately subject to the Committee's judgement and discretion is retained to adjust payments in appropriate circumstances as outlined in this Policy. Any discretion exercised (and the rationale) will be disclosed in the relevant Directors' & Officers' remuneration report detailing the payment outcome.

With regards to section 1B3 of the Israeli Companies Regulations (Reliefs in Related Party Transactions), 2000, immaterial changes to the remuneration of Office Holders (defined as up to 10% of the total annual cost of the remuneration of that Office Holder) that report directly to the CEO, as stated in section 272(c) to the Israeli Companies Law, will be approved by the CEO within the boundaries set in the Remuneration Policy.

### **Legacy arrangements**

For the avoidance of doubt, in approving this Policy, authority is given to the Company to honour any previous commitments entered into with current or former Directors and Officers and in scope employees (such as the BATM Employee Share Option Plan (ESOP) share awards granted before the approval of this Policy) that remain outstanding.

### **Approach to recruitment remuneration**

The Committee will take into consideration a number of factors, including the current pay for other Executive Directors and Officers, external market forces, skills and current level of pay at previous employer in determining the pay on recruitment.

In terms of additional benefits, the Committee will offer a package which is set in line with this Policy and the mandatory pension scheme levels in the Israeli market.

Annual bonus and LTIs will be set in line with this Policy.

Buy-Out awards: Where an individual forfeits outstanding variable opportunities or contractual rights at a previous employer as a result of his/her recruitment by the Company, the Committee may offer compensatory payments or buy-out awards, dependent on the individual circumstances of

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recruitment, determined on a case by case basis. Where appropriate, the Committee may choose to apply performance conditions to any of these awards.

### **Service contracts, letters of appointment and policy on payments for loss of office**

As part of the incentives under this Policy, the Company is permitted to approve retirement benefits and termination arrangements in its employment and services contracts in order to attract and retain highly skilled professional executives. The retirement and termination arrangements may include one or more of the following, as may be approved by the Committee and the Board (unless the termination is in circumstances that negate the payment of severance pay pursuant to applicable law):

- The Company may terminate an Executive Director or Officer's employment (as CEO or CFO) with immediate effect by making a payment in lieu of notice consisting of basic salary (but excluding any bonus, commission, benefits or holiday entitlement) during the notice period. Their office as directors may be terminated by the Company's shareholders' meeting.
- A pro-rated bonus may be paid subject to performance, for the period of active service only. Outstanding share awards may (if at all) vest in accordance with the provisions of the various scheme rules. Any outstanding deferred bonus awards will continue on the normal timetable, save for forfeiture for serious misconduct. Clawback and malus provisions will also apply. On a change of control, awards will generally vest on the date of a change of control, unless the Committee permits (or requires) awards to roll over into equivalent shares in the acquirer.
- Under the LTIP, any outstanding awards will ordinarily lapse, however in 'good leaver' cases the default treatment is that awards will vest subject to the original performance condition and time proration and the holding period will normally continue to apply. For added flexibility, the rules allow for the Committee to decide not to pro-rate (or pro-rate to a lesser extent) if it decides it is appropriate to do so, and to allow vesting to be triggered at the point of leaving by reference to performance to that date, rather than waiting until the end of the performance period if the Committee so decides. On a change of control, any vesting of awards will be subject to assessment of performance against the performance conditions and normally be time pro-rated.
- The Group may pay outplacement and professional legal fees incurred by executives in finalising their termination arrangements, where considered appropriate, and may pay any statutory entitlements or settle compromise claims in connection with a termination of employment, where considered in the best interests of the Company. Outstanding savings/shares under all-employee share plans would be transferred in accordance with the terms of the plans.
- The Committee may approve change in engagement type from service contract to employment or from employment to service contract, as long as there is no material change in engagement terms and in the costs for the Company.

The date of each Executive Director's contract is:

<b>Name</b>	<b>Date of service contract</b>	<b>Duration</b>
Moti Nagar	Employment agreement - 24 October 2022.	Re-election as director was for a one-year term until the next AGM of the Company.

	Terms approved by the shareholders on the AGM of 21 December 2022 Re-elected as director on 13 July 2023.	
Ran Noy	Employed as CFO since 2023. Elected as director on 13 July 2023.	Election as director was for a one-year term until the next AGM of the Company.

### Chair and External Directors

The External Directors are not entitled to notice periods of termination, as their position under the Israeli Companies Law is set for a defined term of three years following their appointment by the shareholders' meeting. Their office may only be terminated for cause in special circumstances by the Company's shareholders' meeting, or by the competent court at the request of a director or shareholder. The Chair's office as chair may be terminated by the Company's BOD, and as a director - by the shareholders' meeting.

For the Chair and each External Director, the effective date of their latest appointment is:

Name	Date of appointment	Term
Dr. Gideon Chitayat	13 July 2023	One-year until the next AGM of the Company
Harel Locker	21 December 2022	Three years
Prof. Varda Shalev	28 November 2018	Three years, up for renewal in the 2024 AGM
Dr. Zvi Marom	13 July 2023	One-year until the next AGM of the Company
Dr. Avigdor Shafferman	13 July 2023	One-year until the next AGM of the Company

### External appointments

The Company does not prohibit its directors from being appointed as directors in other companies, provided that such appointment will not create a conflict of interest between his/her position in the Company and his external appointment. In each such instances, the Company's Director may retain the remuneration paid to him/her by the other company. The Company provides a full disclosure on each such instance in its Directors' & Officers' remuneration report contained in the Company's Annual Report.

### **Consideration of shareholder views**

The Committee is committed to an ongoing dialogue with shareholders and welcomes feedback on Directors' and Officers' remuneration. The Committee seeks to engage directly with major shareholders and their representative bodies on changes to the Policy. The Committee also considers shareholder feedback received in relation to the remuneration-related resolutions each year following the AGM. This, plus any additional feedback received from time to time (including any updates to shareholders' remuneration guidelines), is then considered as part of the Committee's annual review of remuneration policy and its implementation.

### **Consideration of employment conditions elsewhere in the Group**

The Committee closely monitors the pay and conditions of the wider workforce and the design of the Directors' and Officers' Remuneration Policy is informed by the policy for employees across the Group.

While employees are not formally consulted on the design of the Directors' and Officers' Remuneration Policy, pay levels and increases across the business are taken into account when setting Directors' and Officers' remuneration. In February 2021 Varda Shalev was appointed as "voice of the workforce". In this role, she developed a programme to enable regular dialogue with employees across the business and report back to the Board to increase our awareness and understanding of their views, including remuneration.

### **Differences in pay policy for Executive Directors and senior employees compared to employees more generally**

As for the Executive Directors, general practice across the Group is to recruit employees at competitive market levels of remuneration, incentives and benefits to attract and retain employees, accounting for national and regional talent pools. When considering salary increases for Executive Directors and Officers, the Committee will take into account salary increases and pay and employment conditions across the wider workforce.

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