



T42 IoT Tracking Solutions PLC ("the Company")

(Incorporated in Jersey with registered number 111932)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of the Company will be held at 96 Dereh Ramatayim Street, Hod - Hasharon, 4532532, Israel on 14 November 2023 at 11.00 a.m. GMT for the purpose of considering and, if thought fit, passing the resolutions below.

The meeting may also be attended by using the following access link:

https://teams.microsoft.com/l/meetup-join/19%3ameeting_MGY0ZThkYWltZDQ2Zi00NzYwLWI5NWQtYjFlYzdkOGE3MTE3%40thread.v2/0?context=%7b%22Tid%22%3a%22979406d0-ac76-4ca4-8b92-51f4fd3a908f%22%2c%22Oid%22%3a%2219b25ee5-b630-4839-b611-7691a3631ac5%22%7d

Meeting ID: 349 820 755 917

Passcode: veeynu

Join on your computer, mobile app or room device

ORDINARY RESOLUTIONS:

1. To receive the Audited Financial Statements for the year ended 31st December 2022 (*available at www.T42.co.uk*).
2. To re-elect Avraham Hartmann as a director who retires by rotation in accordance with article 28.1 of the Company's articles of association and being eligible, offers himself for re-election;
3. To re-appoint Barzily & Co of 19 Hartom Street, Har Hotzvim, Jerusalem, Israel as Auditor of the Company to hold office from conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company;
4. To authorise the directors to determine the remuneration of the Auditor;
5. That pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities in connection with any offer by way of rights, open offer or other pre-emptive offer up to in aggregate 36,611,370 shares (representing approximately two thirds of the current allotted and fully paid ordinary shares), such authority to expire at the earlier of the date falling 15 months after the date of the AGM and the conclusion of the next Annual General Meeting of the Company.

Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

6. That, in addition to any authorities granted under Resolution 5, pursuant to article 1.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities up to in aggregate 18,305,685 shares (representing approximately one third of the current issued share capital of the Company), such authority to expire at the date of the next Annual General Meeting of the Company.

Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

7. That in the event of conversion of the convertible loan instrument issued on Ewave Mobile on 26th July 2023 in whole or in part a total of up to 22,606,968 additional shares are authorised to be issued. In addition, under the anti-dilution provisions contained in the agreement dated 26th July 2023 a further 9,061,870 shares may also be required to be issued based on the current shares in issue and are hereby authorised to be issued.

SPECIAL RESOLUTION:

8. That pursuant to article 2.10 of the Company's articles of association, the Directors of the Company be given power to allot equity securities for cash up to in aggregate 27,367,555 shares (representing approximately one third of the current allotted and fully paid ordinary shares plus 9,061,870 shares pursuant to the anti-dilution provisions explained in Resolution 7) as if the pre-emption rights in the articles of association did not apply to any such allotment, such authority to expire at the earlier of the date falling 15 months after the date of the AGM and the conclusion of the next Annual General Meeting of the Company.

Under the authority conferred by this Resolution, the Directors may before the authority expires, make an offer or enter into an agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the relevant authority conferred in this Resolution had not expired.

By order of the Board,

For and on behalf of
AST Secretaries Limited
Secretary

IFC 5, St Helier, Jersey, JE1 1ST

23 October 2023.

NOTES:

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf at a general meeting of the Company.

2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. In the event of a conflict between a blank proxy form and a proxy form which states the number of shares to which it applies, the specific proxy form shall be counted first, regardless of whether it was sent or received before or after the blank proxy form, and any remaining shares in respect of which you are the registered holder will be apportioned to the blank proxy form. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy you must complete a separate Form of Proxy for each proxy or, if appointing multiple proxies electronically, follow the instructions given on the relevant electronic facility. Members can copy their original Form of Proxy, or additional Forms of Proxy can be obtained from Share Registrars Limited on +44 (0)1252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. We are open between 09:00 - 17:00, Monday to Friday excluding public holidays in England and Wales.

4. The return of a completed proxy form, other such instrument, or any CREST proxy instruction (as described in note 13 below) does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

5. You can register your vote(s) for the Annual General Meeting either:

- by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions (you can locate your log-in details on the top of the proxy form);

- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;

- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 13 below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 11.00 a.m. GMT on 10 November 2023.

6. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. 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 no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

7. To be valid any proxy form or other instrument appointing a proxy must be:

- o completed and signed;
- o sent or delivered to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX; and
- o received by Share Registrars Limited no later than 11.00 a.m. GMT on 10 November 2023 or, in the event that this meeting is adjourned, 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting.

8. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
9. In the case of a member which is a company, your proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer of the Company or an attorney for the Company.
10. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
11. 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.
12. You may not use any electronic address provided in your proxy form to communicate with the Company for any purposes other than those expressly stated.
13. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting to be held on 14 November 2023 at 11.00 a.m. GMT and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent, Share Registrars Limited (CREST ID: 7RA36), no later than 48 hours, ignoring any part of a day that is not a working day, before the time appointed for the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in article 34 of the Uncertificated Securities (Jersey) Order 1999.
15. Only those members entered on the register of members of the Company at 11.00 a.m. GMT on 10 November 2023 or, in the event that this meeting is adjourned, on the register of members 48 hours (ignoring any part of a day that is not a working day) before any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares registered in their names at that time. Changes to the entries on the register of members after 11.00 a.m. GMT on 10 November 2023 or, in the event that this meeting is adjourned, 48 hours (ignoring any part of a day that is not a working day) before the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
17. Any member attending the meeting has the right to ask questions. The Company has to answer any questions raised by members at the meeting which relate to the business being dealt with at the meeting unless:
 - 17.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
 - 17.2 the answer has already been given on a website in the form of an answer to a question, or;
 - 17.3 it is undesirable in the interests of the company or the good order of the meeting to answer the question.