

STARCOM PLC

GENERAL MEETING

FORM OF PROXY

I/We, the undersigned [*insert full name*]

of [*insert address*]

being the holder(s) of ordinary shares in Starcom Plc (the “**Company**”) hereby appoint the Chairman of the meeting OR the following person:

.....

as my/our proxy to exercise all or any of my/our rights to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held on 19 November 2021 at 11.00 am GMT at 16a Hataas St, Kfar Saba, Israel or any adjournment thereof.

I/We instruct my/our proxy to vote as follows.

[Please indicate with an ‘X’ in the appropriate box how you wish your vote to be cast. If no indication is given, your proxy will be deemed to have the authority to vote or to abstain at his/her discretion on the resolutions below and any other business transacted at the meeting.]

Special Resolution	For	Against	Withheld
1. THAT the Company’s name be changed to t42 IoT Tracking Solutions plc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. THAT paragraph 1 of the Company’s Memorandum of Association be deleted in its entirety and replaced as follows: “1. The name of the Company is t42 IoT Tracking Solutions plc.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. THAT the Company’s Memorandum of Association be amended pursuant to Article 38A of the Companies (Jersey) Law 1991 (as amended), and that, subject to and conditional to admission of the New Ordinary Shares (as defined below) to trading on AIM becoming effective, all of the ordinary shares with no par value in the capital of the Company (the “ Existing Ordinary Shares ”) be consolidated into new ordinary shares with no par value (the “ New Ordinary Shares ”) on the basis of one (1) New Ordinary Share with no par value for every eight (8) Existing Ordinary Shares with no par value each, each such New Ordinary Share having the rights and being subject to the restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Company’s articles of association, provided that (a) any fractions of New Ordinary Shares to which any holder of Existing Ordinary Shares would otherwise be entitled arising from such consolidation shall be aggregated with other fractions of New Ordinary Shares to which other members of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

may be entitled and consolidated so far as is possible into New Ordinary Shares and sold for the benefit of the Company.

- (b) the Directors of the Company be authorised to sell on behalf of the relevant members, all fractional entitlement shares or any New Ordinary Shares arising therefrom and to pay the purchase price (net of expenses) in due proportion among the relevant members entitled thereto (save that no amounts shall be paid to any member where the individual amount of net proceeds to which any member is entitled is less than ten pounds sterling (£10.00) (which proceeds may be retained for the benefit of the Company) and any fraction of a penny which would otherwise be payable shall be rounded down in accordance with the usual practice of the registrar of the Company).
- (c) any director (or any person appointed by the directors) shall be and is hereby authorised on behalf of all relevant members to execute an instrument or transfer in respect of such fractional entitlement shares or any New Ordinary Shares arising therefrom and to do all acts and things the directors consider necessary or expedient to effect the transfer of such shares to or in accordance with the directions of, any buyer of such shares.

For the purposes of implementing the provisions of this Resolution 3 the Board may appoint any other person to execute sales, transfers or renunciations on behalf of persons otherwise entitled to such fractions and generally may make all arrangements which appear to them to be necessary or appropriate for the settlement and disposal of the fractional entitlement shares or New Ordinary Shares arising therefrom.

ORDINARY BUSINESS:

4. **THAT**, in the event that the special resolution numbered 3. above is adopted, with regards to the authorities conferred on the Directors of the Company pursuant to the resolutions to allot and issue securities numbered 5, 6 and 7 passed at the annual general meeting of the Company held on 15 July 2021 (the "**Previous Resolutions**"), the authorities given under the Previous Resolutions shall be read and construed as if the numbers of shares referred to the Previous Resolutions were divided by eight (8), so that for the purposes of the authorities given under the Previous Resolutions, the numbers of shares in relation to which such authorities have been given shall, for the avoidance of doubt, be as follows:

<u>Previous Resolutions</u>	<u>Amended (Post-Consolidation) Authority</u>
Resolution 5 : 243,151,050 shares	30,393,881 shares
Resolution 6 : 121,575,525 shares	15,196,940 shares
Resolution 7 : 7,905,881 shares	988,235 shares



Signature(s) Date

NOTES:

1. To appoint as a proxy a person other than the Chairman of the meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy; or
 - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, delete the words 'the Chairman of the meeting (or)' and insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - 1.3 To appoint more than one proxy, please sign and date the Form of Proxy and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. The Form of Proxy below must arrive not later than 11:00 am on 18 November 2021 at Share Registrars Limited, Molex House, Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7DR during usual business hours or by e-mail to voting@shareregistrars.uk.com, accompanied by any Power of attorney under which it is executed (if applicable).
4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
5. The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. Shares held in uncertified form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.

