

**STARCOM PLC**

**(the Company)**

**REGISTERED COMPANY NUMBER 111932**

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting of the Company will be held at the offices of K&L Gates Limited, One New Change, London, EC4M 9AF on the 27<sup>th</sup> day of May 2014 at 11.00am for the purpose of considering and, if thought fit, passing thereat, or at any adjournment thereof, resolutions relating to the directors, the auditors, the auditors' remuneration, the accounts and the share authorities.

Shareholders will be asked to consider and vote on the resolutions below.

**ORDINARY RESOLUTIONS:**

1. To receive the Audited Financial Statements for the year ended 31 December 2013;
2. To re-elect Avi Hartmann who was appointed as director during the year and retires in accordance with the article 28.2 of the Company's articles of association. Being eligible he offers himself for re-election;
3. To re-elect Eitan Yanuv who was appointed as director during the year and retires in accordance with the article 28.2 of the Company's articles of association. Being eligible he offers himself for re-election;
4. To re-elect Martin David Howard Bloom who was appointed as director during the year and retires in accordance with the article 28.2 of the Company's articles of association. Being eligible he offers himself for re-election;
5. To re-elect Michael Samuel Rosenberg O.B.E. who was appointed as director during the year and retires in accordance with the article 28.2 of the Company's articles of association. Being eligible he offers himself for re-election;
6. To propose that Barzily & Co of 19 Hartom Street, Har Hotzvim, Jerusalem, Israel be and are hereby re-elected as Auditors of the Company;
7. To authorise the Directors to determine the remuneration of the Auditors; and
8. 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 56,280,000 shares (representing approximately two thirds of the allotted and fully paid ordinary shares). **IT WAS NOTED** that this resolution would expire at the date of the third Annual General Meeting.

**SPECIAL RESOLUTION:**

9. 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 28,140,000 shares (representing approximately one third of the allotted and fully paid ordinary shares) as if the pre-emption rights in the articles of association did not apply to any such allotment. **IT WAS NOTED** that this resolution would expire at the date of the third Annual General Meeting.

**BY ORDER OF THE BOARD**

*Y & Holbrey*  
YVONNE HOLBREY  
**For and on behalf of**

**Appleby Secretaries (Jersey) Limited**

13-14 Esplanade

St Helier

Jersey

JE1 1BD

**DATED** 10 April 2014

**NOTES:**

10. 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.
11. 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.
12. 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 Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU.
13. The return of a completed proxy form, other such instrument or any CREST proxy instruction (as described in note 24 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.
14. 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.
15. To be valid any proxy form or other instrument appointing a proxy must be:
  - 15.1 completed and signed;
  - 15.2 sent or delivered to Capita Asset Services, PXS, The Registry, 34 Beckenham, Kent, BR3 4TU];  
and
  - 15.3 received by Capita Registrars no later than 11.00am on 25 May 2014.

16. 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).
17. 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.
18. 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.
19. 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.
20. 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.
21. The issued share capital of the Company consists of 84,433,333 Ordinary Shares, carrying one vote each. Therefore, the total number of voting rights of the Company at one vote per share is 84,433,333.
22. 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 27 May 2014 at 11.00am 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 & Ireland 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, Capita Registrars Limited (CREST Participant ID: RA10), no later than 48 hours 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 & Ireland 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.

23. 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.
24. Only those members entered on the register of members of the Company at 6.00 p.m. UK time on 25 May 2014 or, in the event that this meeting is adjourned, in the register of members as at 6.00 p.m. UK time on the day two days before the date of 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 by the close of business on 25 May 2014 or, in the event that this meeting is adjourned, in the register of members before the close of business on the day two days before the date of the adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.
25. 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.
26. 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:
  - 26.1 to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information;
  - 26.2 the answer has already been given on a website in the form of an answer to a question, or;
  - 26.3 it is undesirable in the interests of the company or the good order of the meeting to answer the question.
27. Copies of the directors' service contracts and letters of appointment are available for inspection at the registered office of the Company during normal business hours on any business day and will be available for inspection at the place where the meeting is being held from 15 minutes prior to and during the meeting.