

**STARCOM PLC**

**ANNUAL GENERAL MEETING**

**FORM OF PROXY**

I/We, the undersigned .....  
of .....  
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 Annual General Meeting of the Company to be held on 15<sup>th</sup> July 2021 at 11.00 am BST 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.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>
1. To receive the Audited Financial Statements for the year ended 31 <sup>st</sup> December 2020 (available at <a href="http://www.starcomsystems.com">www.starcomsystems.com</a> ).			
2. To re-elect Avraham Engel 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 243,151,050 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.			

<p>6. That, in addition to any authorities granted under Resolution 5 and Resolution 7, pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities up to in aggregate 121,575,525 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.</p> <p>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.</p>			
<p>7. That, in addition to any authorities granted under Resolution 5 and Resolution 6, pursuant to article 2.3 of the Company's articles of association, the Directors of the Company be given power to allot relevant securities representing up to in aggregate 6,251,163 shares in connection with Resolution 8, such authority to expire at the date of the next Annual General Meeting of the Company.</p> <p>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.</p>			
<p>8. To approve the grant of a total of 6,251,163 options to subscribe for ordinary shares in the Company under the Company's share option scheme at nil cost in consideration of the agreement by certain directors to reduce fees and salaries due to them for the period starting 1 June 2021 and ending 30 May 2022 (the "Fee Options") as follows:</p> <ul style="list-style-type: none"> <li>• Michael Rosenberg will be granted Fee Options in respect of 60% of the amount payable to his company Eastkings Ltd (which is £3,333 per month) and the balance will be paid in cash on a monthly basis for the period. The total number of Fee Options granted to him will therefore be 2,232,558.</li> <li>• Avi Engel will be granted Fee Options in respect of 60% of the amount payable to him on a monthly basis (being £ 3,000) and the balance will be paid in cash on a monthly basis. The total number of Fee Options granted to him will therefore be 2,009,302.</li> <li>• Martin Blair will be granted Fee Options in respect of 60% of the amount payable to him on a monthly basis (being £3,000) and the balance will be paid in cash on a monthly basis. The total number of Fee Options granted to him will therefore be 2,009,302.</li> </ul>			

<p>The number of Fee Options granted to each director has been calculated based on an issue price of 1.075 per share, being the latest practicable mid-market price prior to issuing this notice. The Fee Options would vest on 1st June 2022, subject to the grantees' continued employment with the Company, and can be exercised from date of grant until 10 years from date of grant. As the Fee Options are being granted in place of salaries and fees, the Fee Options are exercisable at nil cost. Pursuant to the Company's share option scheme, the Fee Options will be subject to certain customary good leaver and bad leaver provisions. The Fee Options would represent 1.71 per cent. of the Company's issued share capital as at the date of this document.</p>			
<p><b>Special Resolution</b></p>	<p><b>For</b></p>	<p><b>Against</b></p>	<p><b>Withheld</b></p>
<p>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 121,575,525 shares (representing approximately one third of the current allotted and fully paid ordinary shares) 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.</p> <p>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.</p>			

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 13<sup>th</sup> July 2021 at Share Registrars Limited, The Courtyard, 17 West Street, Farnham, Surrey, GU9 7DR during usual business hours or by e-mail to [voting@shareregistrars.uk.com](mailto: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.