

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY OR FORM OF DIRECTION (AS APPLICABLE) ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, please seek personal financial advice immediately from your stockbroker, bank manager, fund manager, solicitor, accountant or other appropriate independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you sell or transfer or have sold or transferred all of your ordinary shares of NIS 0.01 in the capital of Albert Technologies Ltd. ("**Ordinary Shares**") or depositary interests representing Ordinary Shares ("**Depositary Interests**"), please forward this document, together with the accompanying Form of Proxy or Form of Direction (as applicable), as soon as possible to the purchaser or the transferee or to the bank, stockbroker or other agent through or to whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or transfer or have sold or transferred only part of your holding of Ordinary Shares or Depositary Interests, you should retain this document and the accompanying Form of Proxy or Form of Direction (as applicable).

Albert™

Notice of Annual General Meeting

To be held at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom at 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 6 September 2018.

Whether or not you intend to attend the Annual General Meeting, please complete and submit the enclosed Form of Proxy or Form of Direction (as applicable) in accordance with the instructions printed on it.

The Form of Proxy must be received by Link Asset Services no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 5 September 2018. The Form of Direction must be received by Link Asset Services no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018.

ALBERT TECHNOLOGIES LTD.

Incorporated under the laws of Israel with registered number 514497601

Registered Office:
20 Lincoln St.
Tel Aviv 6713412
Israel

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ALBERT TECHNOLOGIES LTD.

(incorporated under the laws of Israel with registered number 514497601)

Registered Office:

20 Lincoln St.
Tel Aviv 6713412
Israel

July 31, 2018

Dear Shareholder or Depositary Interest holder,

Notice of Annual General Meeting

I am pleased to be writing to you with details of the upcoming annual general meeting of the shareholders of Albert Technologies Ltd. ("**Albert**" or the "**Company**") to be held at 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 6 September 2018 at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom (the "**Meeting**").

The formal notice of the Meeting is set out on pages 9-12 of this document. The explanatory notes on pages 5-7 outline the business to be considered at the Meeting. Voting on all resolutions at the Meeting will be by show of hands.

Actions to be taken in respect of the Meeting

The action to be taken in respect of the Meeting depends on whether you hold your Ordinary Shares in certificated form or as Depositary Interests.

Certificated Shareholders

Please check that you have received with this document a Form of Proxy for use in respect of the Meeting.

Whether or not you propose to attend the Meeting, you are strongly encouraged to complete, sign and return the Form of Proxy in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by post, at Link Asset Services, PXS, 34 Beckenham Road, Beckenham, United Kingdom BR3 4TU or, during normal business hours, by hand, in each case by no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 5 September 2018.

This will enable your vote to be counted at the Meeting in the event of your absence. The completion and return of the Form of Proxy will not prevent you from attending and voting at the Meeting, or any adjournment of the Meeting, in person should you wish to do so.

Depositary Interest holders

Please check that you have received with this document a Form of Direction for use in respect of the Meeting.

Whether or not you propose to attend the Meeting, you are strongly encouraged to complete, sign and return the Form of Direction in accordance with the instructions printed on it as soon as possible but, in any event, so as to be received by post, at Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom or, during normal business hours by hand, to the same address, in each case by no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018.

This will enable your vote to be counted at the Meeting. If you would like to attend the Meeting in person as a Depositary Interest holder, please contact the Depositary (the "**Depositary**") Link IRG Trustees Limited to request a Letter of Representation to be issued to you.

Recommendation

The directors of the Company believe that all of the proposals to be considered at the Meeting are in the best interests of the Company and its shareholders as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions.

Yours faithfully,

John Allwood

Chairman

EXPLANATORY NOTES

Resolution 1 – financial statements and reports

The directors are required to present to the Meeting the Company's financial statements for the year ended 31 December 2017 and the reports of the directors and the auditors on such financial statements. These are all contained in the 2017 Annual Report.

Resolutions 2, 3 and 4 – re-election of directors

The Company's articles of association (the "**Articles**") require the directors (other than 'External Directors', as defined in the Articles) to retire and if wishing to serve again, to offer themselves for re-election by shareholders at each Annual General Meeting.

The biographies of the directors seeking re-election are set out on page 8 of this document.

The board of directors of the Company (the "**Board**") considers that the performance of each of the directors seeking re-election continues to be effective, that each of such directors demonstrates the commitment required to continue in his or her present role, and accordingly supports each such director's re-election.

Resolution 5 – election of new director

After a thorough selection process, the nomination committee has identified Robert Norman as suitable non-executive director and has recommended his appointment to the Company's Board. Robert Norman agreed to be appointed as a non-executive director of the Company. The proposed resolution is to ratify Robert Norman's appointment as a director.

Robert Norman's biography is set out on page 8 of this document.

As required under the Israeli Companies Law, 5759-1999 and the rules and regulations promulgated thereunder (the "**Companies Law**"), Robert Norman has executed a declaration confirming that he is qualified to serve as a director of the Company.

Resolution 6 – election of Chairman

Albert announced John Allwood's intention to step down as the Company's Chairman in May 2018. The Board has resolved that Lisa Gordon will be nominated as Chairman of the Company. The proposed resolution is to ratify Lisa Gordon's appointment as Chairman of the Company.

Resolution 7 – re-appointment of auditors and auditors' remuneration

Resolution 7 proposes the re-appointment of Kost Forer Gabbay & Kasierer (a Member of Ernst & Young Global) as the auditor to the Company and gives the directors authority to fix their remuneration.

Resolution 8 – Amendment to US Taxpayers Appendix to the 2013 Israeli Option Plan

Resolution 8 proposes the amendment of the U.S. Taxpayers Appendix to the Company's 2013 Israeli Option Plan by way of increasing the number of Ordinary Shares available for grant of equity awards to employees, consultants and officers of the Company who are subject to U.S. federal income tax, from 2,000,000 Ordinary Shares to 3,000,000 Ordinary Shares.

Resolution 9 – Purchase of own shares

This resolution seeks authority for the Company to make market purchases of its own Ordinary Shares. If passed, the resolution gives authority for the Company to purchase up to 9,964,545 Ordinary Shares, representing just under 10 per cent. of the Company's issued Ordinary Shares as calculated at 30 July 2018 (being the latest practicable date prior to publication of this document).

The resolution specifies the minimum and maximum prices which may be paid for any Ordinary Shares purchased under this authority. The power conferred by this resolution will expire at the conclusion of the next Annual General Meeting of the Company or, if sooner, 15 months after the date of the passing of this resolution. The directors have no immediate plans to make use of this authority.

Any purchase by the Company of its own Ordinary Shares will also be subject to the approval of the Israeli courts in accordance with the requirements of the Israeli Companies Law.

Resolutions 1 to 9 will be proposed as ordinary resolutions. An ordinary resolution requires a majority of the votes cast at the Meeting to be in favour of the resolution for the resolution to be passed.

Resolutions 10 and 11 – election of External Director

In accordance with the Companies Law the Company is required to appoint at least two external directors.

Barak Salomon, has agreed to offer himself for re-election as an independent non-executive director and an external director of the Company. The Board considers that the performance of Barak Salomon continues to be effective, that he demonstrates the commitment required to continue in his present role, and accordingly supports his re-election.

After a thorough selection process, the nomination committee has identified Meir Moshe as suitable external director and has recommended his appointment to the Company's Board. Meir Moshe agreed to be appointed as an independent non-executive director and an external director of the Company.

If appointed, each of Barak Salomon and Meir Moshe, subject to the provisions of the Companies Law, will serve as a member of the Board for an additional period of three years.

The biographies of Barak Salomon and Meir Moshe are set out on page 8 of this document.

As required under the Companies Law, Meir Moshe has executed a declaration confirming that he is qualified to serve as an external director of the Company.

Resolution 12 – Indemnification Agreements

Under the Israeli Companies Law, the Company may indemnify a director or officer against certain claims, subject to approval by the Board, the remuneration committee and shareholders.

The proposed resolution is to approve, following the approval of the Board and the remuneration committee, the terms of the indemnification agreements to be entered into by the Company and each newly appointed director.

Resolution 13 – the remuneration of Robert Norman

Robert Norman will serve as the non-executive director of the Company and will receive an annual fee of £32,000.

Resolution 14 – the remuneration of Lisa Gordon

Lisa Gordon will serve as a non-executive chairman of the Company and will receive an annual fee of £60,000.

Resolution 15 – the remuneration of Barak Salomon

Barak Salomon will continue to serve as an External Director of the Company and chairman of the Remuneration Committee and will receive the following remuneration for his service:

- (i) an annual fee of £34,000 (gross);
- (ii) an amount of NIS 700 (gross) for each meeting of the Board and/or committee of the Board that he attends.

Resolution 16 – the remuneration of Meir Moshe

Meir Moshe will serve as an External Director of the Company and chairman of the audit committee and will receive the following remuneration for his service:

- (i) an annual fee of £34,000 (gross).
- (ii) an amount of NIS 700 (gross) for each meeting of the Board and/or committee of the Board that he attends.

Resolution 17 – remuneration and terms of employment of new Chief Marketing Officer, Mark Kirschner

The proposed resolution is to ratify and approve the terms of employment of Mark Kirschner, Albert's new Chief Marketing Officer (the "CMO") which includes an annual salary of US\$220,000 and other benefits commensurate with his position.

Resolution 18 – increase of salary of Company's Chief Financial Officer, Yoram Freund

The proposed resolution is to approve the increase of Yoram Freund's monthly salary, to a monthly salary of NIS 45,000.

Resolution 19, 20, 21 and 22 – Management Annual Bonus

The proposed resolution is to approve, following the approval of the Board and the remuneration committee, the terms of the annual performance bonus of the each of (i) Or Shani, the Albert group CEO (the "CEO") in an amount of up to 96 per cent. of his annual salary, (ii) Tomer Naveh, Company's CTO (the "CTO") in an amount of up to 33 per cent. of his annual salary, (iii) Or Russo, GM Israel (the "GM Israel") in an amount of up to 29 per cent. of his annual salary, and (iv) Geoff Farris, the Albert group CRO (the "CRO") in an amount of up to 100 per cent. of his annual salary, in each case subject to achievement of individual performance goals as determined and approved by the Board and the remuneration committee.

Resolution 23 – Remuneration Policy

In accordance with the Companies Law the Company it is required to formulate a remuneration policy addressing guidelines for remuneration of the Company's officers, based on the recommendations made by the Company's remuneration committee. The proposed resolution is to approve, following the approval of the Board and the remuneration committee, the remuneration policy attached hereto as Schedule I (the "Remuneration Policy").

It should be emphasized, that in accordance with Israeli Law, following the approval of the Remuneration Policy, any change to the remuneration terms of any of the directors of the Company, including the CEO, shall continue to require the approval of the Company's shareholders.

Resolutions 10 to 23 will be proposed as special majority resolutions. In order for a special majority resolution to be passed, either (i) at least a majority of the votes cast in favour of the resolution at the Meeting must be cast by persons who are neither controlling shareholders of the Company nor shareholders who have a personal interest in the approval of such a resolution, or (ii) the total votes cast by non-controlling shareholders and non-interested shareholders against such a resolution must not represent more than two per cent. of the aggregate voting power.

Resolution 24 – disapplication of pre-emption rights

Under article 10 of the Articles, if the directors wish to allot any shares or grant rights over shares (other than pursuant to an employee share scheme) for cash they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the directors need the flexibility to finance business opportunities by the issue of shares for cash without a pre-emptive offer to existing shareholders. This cannot be done under the Articles unless the shareholders have first waived their pre-emption rights. Resolution 24 asks shareholders to do this, and provides the directors with the authority to make non-pre-emptive allotments of up to 9,964,545 Ordinary Shares, representing 10 per cent. of the Company's issued ordinary share capital as at 30 July 2018 (being the latest practicable date prior to publication of this document) until the 2019 Annual General Meeting.

Resolution 25 – electronic documents

The Company is interested to distribute information to its shareholders in electronic means (email) as opposed to physical means. This will allow shareholders to receive information in a more expedited fashion and will save unnecessary costs to the company. The shareholders are requested to approve such distribution of company reports and information including but not limited to the Company's Annual Report and any other information that the company needs to communicate to its shareholders.

Resolutions 24 and 25 will be proposed as special resolutions. A special resolution requires a majority of not less than three-fourths of the votes cast at the Meeting to be in favour of the resolution for the resolution to be passed.

BIOGRAPHIES OF DIRECTORS SEEKING RE-ELECTION/ELECTION

Lisa Gordon, Independent Non-Executive Chairman

Lisa Gordon brings over 23 years of industry experience to Albert. She was a founder Director and Corporate Development Director of Local World, a large media network focused on regional news via online and print titles in the UK which was acquired by Trinity Mirror Plc in November 2015. She previously served on the board of Chrysalis Group plc, as Corporate Development Director and latterly CEO of Chrysalis New Media. She started her career in the City as a research analyst and part of the No 1 Extel rated Media and Leisure team for County Natwest. She was appointed as Independent Non-Executive Director of Albert in June 2015 and is also a Non-Executive Director of Alpha FX plc, the listed currency risk management business and Magic Light Pictures, the leading children TV and Film producer.

Robert Norman, Independent Non-Executive Director

Robert Norman carries significant media agency experience having retired as Global Chief Digital Officer of GroupM in December 2017, after 31 years with companies within the WPP media agency network, and continues to act as a Senior Advisor to GroupM following his retirement. Rob started his career with CIA, part of the Tempus Group, until its acquisition by WPP in 2001. Following the sale of Tempus to WPP, Rob became UK Chairman of Media Edge: CIA, which later became known as MEC, in 2002. He became Chief Executive of Group M Interaction in New York in 2005, Chief Executive of Group M North America in 2011 and Global Chief Digital Officer in 2012.

Or Shani, Chief Executive Officer

Or Shani founded Albert in 2010. He has significant leadership experience from the online advertising industry, previously serving as the Head of Online Marketing at Online365 (now WebForce), Director of Trading Business Development at SupersonicAds and Head of Affiliates and Media Team at ValueNet. Previously, he worked at Mansion Group, an online gaming operator, in a Media Buying capacity. Mr. Shani also served as an officer in the Israeli Air-Force for 8 years.

Yoram Freund, Chief Financial Officer

Yoram Freund joined Albert in April 2017 and brings with him significant financial leadership experience within the technology industry. He served as VP Finance at Radware Ltd., a NASDAQ listed company, for 6 years and had been with Radware Ltd. since 2000. Prior to his role at Radware Ltd., Yoram worked at KPMG. Yoram is a qualified accountant.

Barak Salomon, External Director

Barak Salomon has extensive experience in private equity investments in the technology and industrial sectors. Barak is a Founding Partner at Q3P, an investment group focusing in industrial investments, and serves as board member at Amir Marketing & Investments, an Israel-based public company, as well as a board member at MaxQ AI, an Israeli based venture backed medical AI Company. Previously, Barak was with Viola Private Equity, a technology growth capital and buyout fund, managing the investment team and executing investments in the technology and industrial sectors. Prior to Viola, Barak worked in the Technology group of Apax Partners in Israel. Barak holds an MBA from the MIT Sloan School of Management and a Bachelor's degree in mathematics and computer science (cum laude) from Bar Ilan University in Israel.

Meir Moshe, External Director

Meir Moshe carries significant experience as senior executive and financial expert, with proven record in the High-Tech industry. Meir served as Chief Financial Officer of Radware Ltd., a NASDAQ traded company, for 17 years, among which he led the IPO and the Secondary Offering of the company and built the infrastructure for a world-wide company while managing cross company global activities. Prior to this Meir served as the CFO of Formula Group and a Director of Formula Ltd., and led several IPO's and Secondary Offerings of the Group companies. Prior to this Meir served as CFO of Koor Communications. Meir started his career in Ernest & Young and is a qualified accountant. Meir holds BA in Accounting and Economics from Tel Aviv University.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Albert Technologies Ltd. (the “**Company**”) will be held at 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 6 September 2018 at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom, for the following purposes:

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the financial statements of the Company for the year ended 31 December 2017 together with the reports of the directors and the auditors thereon.
2. To re-elect Lisa Gordon, who retires pursuant to Article 45 of the Company’s articles of association (the “**Articles**”), as a director (if re-elected, Lisa Gordon shall serve as Chairman of the Board following the Annual General Meeting).
3. To re-elect Or Shani, who retires pursuant to Article 45 of the Articles, as a director.
4. To re-elect Yoram Freund, who retires pursuant to Article 45 of the Articles, as a director
5. To elect Robert Norman as a director.
6. To approve the nomination of Lisa Gordon as Chairman of the Company.
7. To re-appoint the Company’s auditors, Kost Forer Gabbay & Kasierer (a Member of Ernst & Young Global) (the “**Auditors**”) and authorise the Board to fix the Auditors’ remuneration.
8. To approve the amendment of the U.S. Taxpayers Appendix to the Company’s 2013 Israeli Option Plan by way of increasing the number of Ordinary Shares available for grant of equity awards to employees, consultants and officers of the Company who are subject to U.S. federal income tax, from 2,000,000 Ordinary Shares to 3,000,000 Ordinary Shares
9. To generally and unconditionally authorise the Company to make market purchases (within the meaning of section 693(4) of the UK Companies Act 2006) of Ordinary Shares, provided that:
 - (a) the maximum aggregate number of Ordinary Shares that may be purchased is 9,964,545;
 - (b) the minimum price, exclusive of any expenses, which may be paid for each Ordinary Share is NIS 0.01;
 - (c) the maximum price, exclusive of any expenses, which may be paid for each Ordinary Share is an amount equal to the higher of: (a) 105 per cent. of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is purchased; and (b) an amount equal to the higher of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share on the London Stock Exchange; and
 - (d) the authority conferred by this resolution shall expire (unless previously renewed, varied or revoked) on the date being 15 months after the passing of this resolution or, if earlier, at the conclusion of the Company’s next annual general meeting save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase Ordinary Shares which will or may be executed wholly or partly after the expiry of such authority.

To consider and, if thought fit, pass the following resolutions which will be proposed as special majority resolutions:

10. To re-elect Barak Salomon, who retires pursuant to section 245 of the Companies Law, as an independent non-executive director and an External Director.
11. To elect Meir Moshe as an independent non-executive director and an External Director.
12. To approve the terms of the officers’ indemnity and exculpation agreements to be executed by the Company and each of the newly appointed directors of the Company.

13. To approve the remuneration terms of Robert Norman for his service as a director of the Company.
14. To approve the remuneration terms of Lisa Gordon for her service as a director of the Company.
15. To approve the remuneration terms of Barak Salomon for his service as an External Director of the Company.
16. To approve the remuneration terms of Meir Moshe for his service as an External Director of the Company.
17. To ratify and approve the terms of employment of the CMO.
18. To ratify and approve the increase of Yoram Freund's monthly salary, to a monthly salary of NIS 45,000.
19. To ratify and approve the CEO's annual performance bonus in an amount of up to 96 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee.
20. To ratify and approve the CTO's annual performance bonus in an amount of up to 33 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee.
21. To ratify and approve the GM Israel's annual performance bonus in an amount of up to 29 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee.
22. To ratify and approve CRO's annual performance bonus in an amount of up to 100 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee.
23. To ratify and approve the Company's Remuneration Policy.

To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution:

24. To authorise the directors pursuant to Article 10.2 of the Company's Articles of Association to allot and issue up to 9,964,545 Ordinary Shares (representing 10 per cent. of the Company's issued share capital) for cash as if Article 10.2 of the Articles of Association did not apply to such allotment and issue, provided that this power shall expire on the conclusion of the Company's 2019 Annual General Meeting or, if sooner, 15 months after the date of the passing of this resolution save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be issued after such expiry and the directors may issue equity securities in pursuance of such an offer or agreement as if the power had not expired.
25. To approve the submission of electronic documents by the company, in lieu of printed documents to shareholders, including but not limited to the financial reports of the Company.

Voting on each resolution will be by show of hands.

By order of the Board

Yoram Freund
Chief Financial Officer

20 Lincoln St.
Tel Aviv 6713412
Israel

Incorporated under the laws of Israel with registered number 514497601

31 July 2018

Notes to the Notice of Annual General Meeting:

1. Enclosed with this Notice of Annual General Meeting is a Form of Proxy for shareholders (the **"Form of Proxy"**) or a Form of Direction for Depository Interest holders (the **"Form of Direction"**).
2. Only those shareholders registered in the Company's register of members as of the close of business (London time) on 5 September 2018 (the **"Original Cut-off"**) shall be entitled to attend and/or vote at the Meeting, and each only in respect of such number of shares registered in his or its name at that time. If the Meeting is adjourned to a time not more than 48 hours after the original Meeting time, the Original Cut-off will continue to apply. Any changes to the Company's register of members made after the Original Cut-off shall be disregarded for these purposes.
3. If you are a shareholder of the Company, whether or not you intend to be present at the Meeting, please complete and return the Form of Proxy (in accordance with the instructions set out in that document) to Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom, as soon as possible and in any event so as to be received by no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 5 September 2018 or 24 hours before any meeting following adjournment thereof (in accordance with the Uncertificated Securities Regulations 2001, and any other provisions notwithstanding). Completion and return of a signed Form of Proxy will not prevent you from attending the Meeting and voting in person, if you so wish.
4. If you are a holder of Depository Interests, please complete and return the Form of Direction (in accordance with the instructions set out in that document) to Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom, as soon as possible and in any event so as to be received by no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018 or 72 hours before any meeting following adjournment thereof.
5. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy, or Form of Direction (as applicable) but the vote of the first named on the register of members or register of Depository Interests (as applicable) will be accepted to the exclusions of the other joint holders.
6. According to the Israeli Companies Law the proposed resolutions of the Notice of Annual General Meeting require the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, with respect to proposed resolutions No. 10 through 23 of the Notice of Annual General Meeting, either (i) the shareholders' approval must include at least a majority of the votes cast by persons who are neither controlling shareholders of the Company nor who are shareholders who have a personal interest in the approval of such a resolution, or (ii) the total votes cast by non-controlling shareholders and non-interested shareholders against such a resolution must not represent more than two per cent. of the aggregate voting power.

For this purpose, you are asked to indicate in the Form of Proxy or Form of Direction (as applicable) whether you are a controlling shareholder or have a personal interest in any of these proposals.
7. Depository Interest holders wishing to attend the meeting should contact the Depository at Link IRG Trustees Limited, 34 Beckenham Road, Beckenham, United Kingdom BR3 4TU or by email to CAGtrustees@linkgroup.co.uk in order to request a Letter of Representation no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018. However, Depository Interest holders will not be able to vote at the Meeting.
8. Depository Interest holders who are CREST members and who wish to issue an Instruction through the CREST electronic proxy appointment service may do so 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 service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
9. In order for an instruction made using the CREST service to be valid, the appropriate CREST message (a **"CREST Proxy Instruction"**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited specifications, and must contain the information required for such Instruction, as described in the CREST Manual (available via www.euroclear.co.uk). The message, regardless of whether it constitutes an Instruction or is an amendment to a previously made Instruction must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of Instructions made through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland 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 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 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.
11. A corporation which is a member may by resolution of its directors or other governing body authorise a person to act as its representative who may exercise, on its behalf, all its powers as a member, provided they do not do so in relation to the same shares.
12. Please note that the Company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that shareholders and Depository Interest holders subject all messages to virus checking procedures before use. Any electronic communication received by the Company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

13. As at close of business on 30 July 2018 (being the latest practicable date prior to publication of this Notice of Annual General Meeting), the Company's issued share capital comprised 99,645,451 Ordinary Shares. Each Ordinary Share 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 close of business on 30 July 2018 is 99,645,451.
14. Voting on all resolutions will be by way of a show of hands.
15. The directors' declarations required pursuant to Section 224(b) of the Israeli Companies Law, including the declaration executed by the Robert Norman, the external directors' declarations required pursuant to Section 241 of the Israeli Companies Law the service agreements and letters of appointment of Barak Salomon, Meir Moshe, Lisa Gordon and Robert Norman, the form of amendment to the employment agreement of the CFO, the Indemnification Agreements, the CMO's offer letter and the annual performance bonus schedules of each of the CEO, CTO, GM Israel and CRO, will be available for inspection at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom during normal business hours from the date of this Notice of Annual General Meeting for at least 15 minutes prior to the Meeting and during the Meeting.

Albert™

ALBERT TECHNOLOGIES LTD.

REMUNERATION POLICY

FOR

EXECUTIVE OFFICERS AND DIRECTORS

(As Adopted on July 30, 2018)

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ALBERT TECHNOLOGIES LTD.

Remuneration Policy for Executive Officers and Directors

This Remuneration Policy for Executive Officers and Directors (this “**Remuneration Policy**” or this “**Policy**”) of Albert Technologies Ltd., an Israeli company (“**we**”, “**Albert**” or the “**Company**”), was adopted by the Board of Directors of the Company (the “**Board**”), following the recommendation of the Company’s Compensation Committee (the “**Compensation Committee**” or the “**Committee**”).

A. Overview and Objectives

1. Introduction

This Policy was adopted in accordance with the requirements of the Israeli Companies Law, 1999 (the “**Companies Law**”) and applies to the compensation and remuneration arrangements of all “Office Holders” (as such term is defined in the Companies Law) of the Company, including:

- “**Executives**,” which, for purposes of this Policy, shall mean “Office Holders” (as such term is defined in the Companies Law), excluding, unless otherwise expressly indicated, the non-employee members of our Board; and
- “**Directors**,” which, for purposes of this Policy, shall mean the non-employee members of our Board.

2. Our Objectives

We believe that compensation is a key element in our overall HR strategy to attract, retain, reward, and motivate highly skilled individuals who assist Albert to reach its business and financial goals and enhance shareholder value. Accordingly, this Policy was designed to correlate executive compensation with Albert’s objectives and goals and embraces a performance culture that is based on merit, and differentiates and rewards excellent performance both in the short-term and the long-term.

In light of the foregoing, the main principles and objectives that underlie this Policy, include the following:

- **Compensation should be aligned with our long-term goals.** Promoting the Company’s goals and purposes, its work program and its policy with a long-term view;
- **Compensation should serve to attract and retain the best executives, while monitoring our business risks.** Creating appropriate incentives to attract, retain, reward, and motivate highly skilled individuals while considering, among other things, our risk management practices. To that end, this Policy is designed to align the interests of the Executives with those of Albert’s shareholders in order to enhance shareholder value and, at the same time, maintain appropriate balances, such as imposing limitations on cash bonus, commissions and equity based compensation (together, “**Variable Pay**”) so as to ensure adequate control of risks;
- **Compensation should be appropriate for our business.** Creating a compensation package that takes into account the Company’s size and nature of operations, including in light of the Company’s goal of building a global business with a global workforce;
- **Compensation should be competitive.** Providing a competitive compensation package to attract, retain, reward, and motivate highly skilled individuals, including by providing increased rewards for superior individual and corporate performance; and
- **Compensation should be correlated to individual as well as to overall performance.** With respect to Variable Pay, compensation should be based on the individual’s contribution to achieving the Company’s objectives and generating profits, with a long-term perspective and in accordance with the individual’s role and contribution to the Company.

3. Process and Elements of Compensation

The Compensation Committee shall determine the appropriate level of total compensation for each Executive, including the appropriate allocation among the different elements and components of the compensation package, based on the principles set forth in this Policy.

In setting compensation of an Executive, the Committee and the Board shall consider, among other things, the following factors:

- the educational background, professional experience and accomplishments of the Executive;
- his or her position, responsibilities and prior compensation arrangements;
- compensation for comparably situated executives;
- competitiveness with compensation of executives of similar companies;
- the Executive's past performance and expected contribution to our future growth and profitability;
- the proportion between (i) the Fixed and Variable Pay components of the Executive and (ii) the compensation of the Executive and that of other comparable employees in Albert, as more fully described in Sections A-4 and A-5 below, respectively; and
- any requirements prescribed by applicable law from time to time.

We intend to provide fair and equitable compensation for our Executives by using various compensation elements and instruments, including base salary; benefits and perquisites; cash bonuses and commissions; equity-based compensation; and retirement and termination of service arrangements.

4. Ratio between Fixed and Variable Pay

In setting compensation of an Executive, we will attempt to balance the mix of Fixed Pay (base salary, benefits and perquisites) and Variable Pay in order to, among other things, appropriately incentivize Executives to meet Albert's goals while considering, among other things, Albert's risk management practices. To that end, the table below reflects the ratio between Fixed and Variable Pay that we target under this Policy, measured on an annual basis:

Position	Range for Fixed Pay* out of the Total Compensation	Range for Variable Pay out of the Total Compensation**
<i>Non-Executive Chairman</i>	85-100%	0-15%
<i>CEO</i>	33-100%	0-67%
<i>Non-Sales Executives</i>	33-100%	0-67%
<i>Sales Executives</i>	25-80%	20-75%

(*) For purposes hereof, consists of base salary only.

(**) The variable component in regard of the equity-based compensation reflects the value at the date of grant.

The ratios stated in the table above represent the optimal compensation mix desired by the Company and assuming that the bonus and/or commission milestones and targets are fully achieved. Accordingly, the actual ratio may vary based on performance in the relevant year.

5. Executive-Employee Compensation Ratio

In the process of composing this Policy, we have examined the ratio between overall compensation of Executives and the average and median salaries of the other employees (including contractors and agency contractors), as well as the possible ramifications of such ratio on the work environment in Albert in order to ensure, among other things, that levels of executive compensation (taking into account, a number of factors such as the location of such employees) will not have a negative impact on the positive work relations in our company.

In setting compensation of any Executive, we will attempt to maintain a ratio where the overall compensation of each Executive, including the CEO, compared to the average (and median) compensation of the overall compensation of the other employees (taking into account the location of such employees) will not have a negative impact on the positive work relations in our company. To that end, we currently target a ratio where the overall compensation of each Executive, including the CEO, shall be no more than 20 times the average (and median) of the overall compensation for the other employees in such location.

B. Base Salary, Benefits and Perquisites

1. Base Salary

The base salary varies between Executives, and is individually determined according to, among other things, the performance, educational background, prior business experience, aptitude, qualifications, role and responsibilities of the Executive.

In addition, since a competitive base salary is essential to Albert's ability to attract and retain highly skilled professionals, we seek to establish base salary that is competitive with executives of similar companies. Accordingly, we will utilize as a reference comparative market data, surveys, market practices and/or other means deemed appropriate by the Compensation Committee.

Even though it is hard to foresee the levels of base salary of highly qualified executives, the table below reflects the maximum annual base salary that we may offer (except under special circumstances approved by the Compensation Committee and the Board):

Position	Maximum Annual Base Salary
<i>CEO</i>	US\$ 375,000
<i>Non-Sales Executives</i>	US\$ 350,000
<i>Sales Executives</i>	US\$ 350,000

2. Benefits and Perquisites

In addition to the base salary, we may grant the following benefits and perquisites to any Executive in order, among other things, to comply with local legal requirements:

- Vacation;
- Sick days;
- Convalescence pay ('Dmey Havra'aa');
- Monthly remuneration for a study fund ('Keren Hishtalmut');
- Contribution on to a management insurance policy ('Bituach Menahalim') and/or a pension fund or similar arrangements;
- Contribution for work disability insurance; and
- Life and/or health insurance.

For the sake of clarity, any non-Israeli Executives may receive other similar, comparable or customary benefits and perquisites as applicable in the relevant jurisdiction in which they are employed.

In addition, we may offer additional benefits and perquisites to Executives, which will be comparable to customary market practices, such as: refund of business travel and other business related expenses; reimbursement of relocation expenses as well as, where applicable, continued contribution for increased cost of living and expenses associated with the relocation; insurances; communication (such as company cellular phone benefits); company car benefits; etc.; *provided however*, that such additional benefits and perquisites shall be determined in accordance with our standard policies and procedures.

C. Cash Bonuses and Commissions

1. Our Objective

A compensation in the form of cash bonus(es) and/or commissions that is payable upon meeting business goals is important in creating a correlation between Executives' compensation and Albert's objectives and business goals, such that both individual performance and overall company success are rewarded.

2. Bonuses and Commissions

Our policy is to allow bonuses and commission upon the attainment of pre-set annual financial objectives and/or personal targets, pursuant to distinguishable terms for the following Executives' populations (it being clarified that the payment of such annual-based bonuses and/or commissions may be made throughout the year):

CEO

- The bonus of the CEO will be based upon the achievement of milestones and targets and the measurable results of the Company, as may be compared to our budget and/or work plan (including product roadmap or the like) for the relevant year.
- Such measurable criteria will initially be determined on or about the commencement of each fiscal year (or start of employment, as applicable) and may include (but is not limited to) any one or more of the following criteria:
 - financial results of the Company, including profits and revenues (total revenue, license revenue, bookings and/or other breakdowns or subsets thereof), which may be measured on IFRS or Non-IFRS basis;
 - product releases;
 - software quality;
 - efficiency metrics;
 - internal and external customer satisfaction; and
 - execution of projects, etc.
- A portion of up to 25% of the annual bonus may be based on the achievement and performance of individual key performance indicators (KPIs), as approved by the Compensation Committee and the Board.
- In any case, the total amount of the bonus for the CEO in each year, including for over-achievement, will not exceed 100% of the amount of the CEO's annual base salary.

Non-Sales Executives

- The bonus of the Non-Sales Executives will be based upon achievement of milestones and targets and the measurable results of the Company, as may be compared to our budget and/or work plan (including product roadmap or the like) for the relevant year.
- Such measurable criteria will initially be determined on or about the commencement of each fiscal year (or start of employment, as applicable) and may include (but is not limited to) any one or more of the following criteria:
 - financial results of the Company, including profits and revenues (total revenue, license revenue, bookings and/or other breakdowns or subsets thereof), which may be measured on an IFRS or Non-IFRS basis;
 - product releases;
 - software quality;
 - efficiency metrics;

- internal and external customer satisfaction; and
- execution of projects, etc.
- A portion of the annual bonus may be based on the achievement and performance of individual KPIs and/or other appropriate criteria, as approved by the CEO, the Compensation Committee or the Board.
- A portion of the annual bonus of up to three (3) monthly salaries may be based on the achievement and performance of immeasurable criteria, as approved by the CEO, the Compensation Committee or the Board.
- In any case, the total amount of the bonus for any Non-Sales Executive in each year will not exceed 100% of the Executive's annual base salary.

Sales Executives

- The bonus and/or commissions of the Sales Executives will be based upon achievement of targets of revenues generated by the individual and/or his/her team or division and/or the Company as a whole, as well as, in appropriate circumstances, other measurable criteria, in each case, as initially determined on or about the commencement of each fiscal year (or start of employment, as applicable).
- A portion of the annual bonus and commissions may be based on the achievement and performance of individual KPIs and/or other appropriate criteria, as approved by the CEO, the Compensation Committee or the Board.
- A portion of the annual bonus and commissions of up to three (3) monthly salaries may be based on the achievement and performance of immeasurable criteria, as approved by the CEO, the Compensation Committee or the Board.
- In any case, the total amount of the bonus and commissions for any Sales Executive in each year, including for over-achievement, will not exceed 200% of the Executive's annual base salary.

3. Board's Discretion; Special Bonuses

- Executives may receive a special bonus based on distinguished personal achievement (as shall be determined by the Board, following recommendation and approval of the Compensation Committee). In addition, the Board may, in extraordinary market conditions, following recommendation and approval of the Compensation Committee, reduce the bonus and commissions to which an Executive would otherwise be entitled. However, in both cases, such increase or decrease may be by no more than 33% of the annual bonus and/or commission for the relevant year.
- Where appropriate, we may also offer an Executive a "signing bonus" as an incentive to join the Company, not to exceed 33% of annual Total Compensation. In granting such signing bonus, the Compensation Committee, will consider, among other things, if and where appropriate, (i) awarding such signing bonus only to the extent that it provides a replacement bonus that the new Executive will likely forfeit from his or her previous employer due to the transition to the Company and (ii) if applicable, that such signing bonus will reflect performance and vesting conditions similar to those of the awards forfeited from the previous employer.
- Executives may also receive a bonus in connection with a corporate transaction involving a change of control; provided that such bonus will not exceed 50% of the Executive's annual base salary.
- For the sake of clarity, (i) such special bonuses will be subject to performance conditions, if and where possible and appropriate as shall be determined by the Board, following recommendation and approval of the Compensation Committee, and (ii) the Board, following recommendation and approval of the Compensation Committee may adjust, at any time, targets and criteria for special bonuses in the event of M&As or other external exceptional events.

4. Clawback & Malus

- In the event of an accounting restatement, Albert shall be entitled to recover (“clawback”) from any Executive bonus or commissions in the amount of the excess over what would have been paid under the accounting restatement, with a three-year look-back. Unless otherwise determined by the Compensation Committee, the clawback will not apply to former Executives of Albert.
- Our Compensation Committee and Board of Directors may, in circumstances it deems appropriate, also forfeit or restrict some or all of the bonuses or commissions that are otherwise payable to an Executive (“malus”) before they are paid or vested in the following events: (i) an accounting restatement, (ii) substantial downturn in our profits due to unintended short-term gains realized due to decision-making attributed to the Executive, or (iii) significant adverse legal and/or findings by a court or regulator against the Company in which the Executive is found to have been reckless or grossly negligent.
- Notwithstanding the aforesaid, it is hereby clarified that (i) these clawback and malus provisions will not be triggered in the event of a financial restatement required due to changes in applicable financial reporting standards or as a result of changes in applicable law and (ii) our Compensation Committee and Board of Directors may determine, subject to applicable law, not to seek compensation recovery or malus to the extent that doing so would be, in our Committee’s or Board’s discretion, unreasonable or impracticable.
- The Compensation Committee may take such actions as it deems appropriate to allow the Company to enforce the aforesaid compensation recovery, it being understood that it may take into account the viability, including cost-effectiveness, of such enforcement actions, such as in the case of pursuing such rights against former Executives.
- Nothing in this Section 4 derogates from any other “clawback,” “malus” or similar provisions regarding disgorging of profits or prevention thereof imposed on Executives by virtue of applicable law or other Company practices.

D. Equity Based Compensation

1. Our Objective

Granting equity based compensation for our Executives is designed to enhance the alignment between the Executives’ interests and the interests of Albert and its shareholders, and otherwise to strengthen the Executives’ retention and their motivation. In addition, since these equity based awards are typically structured to vest over several years and/or upon satisfaction of performance-based milestones, their incentive value to recipients is aligned with longer-term strategic plans.

The equity based compensation may be in a form of a mixture of various types of equity based instruments (whether performance-based or not), which includes, without limitation, stock options, restricted stock and restricted stock units.

2. Guidelines for Awards

- The equity based compensation shall be granted from time to time and individually determined and awarded according to the performance, educational background, prior business experience, aptitude, qualifications, role and the personal responsibilities of the Executive.
- Equity based compensation for Executives shall vest over a minimum period of three (3) years, except that if such equity based compensation is performance-based (i.e., subject to meeting performance criteria or milestone(s), whether for company-wide, individual targets or otherwise), vesting may occur within a minimal period of one (1) year.
- The fair market value of the equity based compensation for the Executives will be determined at the time of grant according to then acceptable valuation practices. Such fair market value, as measured at the time of the grant, shall not exceed, with respect to each year of vesting (measured on a linear basis), the equivalent of three (3) annual base salaries for each Executive.

- A portion of the equity-based compensation (up to the limit, if any, permitted under the Companies Law) may be based on the achievement and performance of individual KPIs and/or other appropriate criteria, including immeasurable criteria, as approved by the Compensation Committee and the Board.
- Consistent with the Company's equity incentive plans, the Board may, following approval by the Compensation Committee: (1) extend the period of time for which an award is to remain exercisable; and/or (2) make provisions with respect to the acceleration of the vesting period (i.e., notwithstanding any minimum vesting period) of any Executive's awards, including, without limitation, in connection with a corporate transaction involving a change of control, except that, where deemed relevant or advisable, the portion of the grant being accelerated will be pro-rated for the time served or tied to other events.

3. Clawback & Malus. For the sake of clarity, Section C-4 shall apply, *mutatis mutandis*, to performance-based equity based compensation.

E. Retirement and Termination of Service Arrangements

- Albert may provide an Executive a prior notice of termination of up to six (6) months, during which the Executive may be entitled to all or a portion of his or her compensation components, and to the continuation of vesting of his or her stock options or other equity based awards.
- Albert may provide an additional adaptation or transition period during which the Executive will be entitled to up to four (4) months (and in the case of CEO, up to six (6) months) of base salary, benefits and perquisites. Additionally, the Board may, upon approval by the Compensation Committee, approve to extend the vesting of Executive's stock options or other equity based awards during such period. In this regard, the Compensation Committee and Board shall take into consideration the Executive's term of employment, the Executive's compensation during employment with the Company, the Company's performance during such period, the contribution of the Executive in achieving the Company's goals, and the circumstances of the termination.
- Albert may also provide an additional retirement grant for appropriate Executives who served the Company for more than ten (10) years, provided the costs thereof do not exceed 50% of such Executive's latest annual base salary.
- Albert may provide additional retirement and terminations benefits and payments as may be required by applicable law (e.g., mandatory severance pay under Israeli labor laws), or to conform to customary market practices.

F. Exculpation, Indemnification and Insurance

- Except as may be otherwise approved from time to time by the shareholders, Albert may exempt its Directors and Executives from the duty of care.
- Albert may indemnify the Directors and Executives, to the fullest extent permitted by applicable law, for any liability and expense that may be imposed on them, as provided in an indemnity agreement.
- Albert will provide "Directors and Officers Insurance" for its Directors and Executives (the "**D&O Insurance**") with (i) aggregate coverage that will not exceed the higher of (A) US\$10 million and (B) 25% of its market cap as of the end of the prior fiscal year and (ii) annual premium that shall not exceed the higher of (A) US\$30,000 and (B) 110% of the prior year's annual premium, in each case, unless otherwise determined by the shareholders from time to time.
- Albert may also purchase directors' and officers' liability insurance with respect to specific events, such as public offerings, or with respect to periods of time following which the then existing insurance coverage ceases to apply, such as "run-off" coverage in connection with a change in control; provided that the premium therefor shall not exceed four (4) times the annual premium payable at such time for the D&O Insurance.

G. Non-Employee Directors Compensation

- The non-employee Directors, which are not statutory External Directors, may be entitled to annual fees of up to GBP 32,000 (approximately \$42,500, based on exchange rate of GBP/USD=1.32), and up to GBP 60,000 in case of the non-executive Chairman (approximately \$79,500, based on exchange rate of GBP/USD=1.32).
- The non-employee Directors, which are statutory External Directors, will be entitled to remuneration and refund of expenses according to the provisions of the Companies Regulations (Rules on Remuneration and Expenses of Outside Directors), 5760-2000, as amended by the Companies Regulations (Relief for Public Companies Traded in Stock Exchange Outside of Israel), 2000, as such regulations may be amended from time to time.
- Non-employee Directors may also be granted equity based compensation which shall vest over a period of at least three (3) years and having a fair market value (determined according to acceptable valuation practices at the time of grant) that will not to exceed, with respect to each year of vesting (measured on a linear basis), the equivalent of \$8,000 for each Director (\$15,000 in the case of a Non-Executive Chairman).
- Consistent with the Company's equity incentive plans, the Board may, following approval by the Compensation Committee: (1) extend the period of time for which an award is to remain exercisable; and/or (2) make provisions with respect to the acceleration of the vesting period (i.e., notwithstanding any minimum vesting period) of any Director's awards, including, without limitation, in connection with a corporate transaction involving a change of control.
- For the sake of clarity, other than as required by applicable law, Directors' compensation need not be identical.
- In order to maintain their independent status, non-employee directors will not be allowed to participate in performance-related incentive plans (excluding, for the sake of clarity, the aforesaid grant of equity-based awards) and pension schemes, except with the approval of the Company's shareholders.

H. Miscellaneous

- This Policy was initially approved by the Company's shareholders on [___], 2018, and will remain in effect for a period of three years thereafter. The Compensation Committee and the Board shall review and reassess the adequacy of this Policy from time to time, as required by the Companies Law.
- For the sake of clarity, in accordance with the Companies Law, this Policy shall not apply to compensation agreements and arrangements of Executives and Directors which were approved prior to the date on which this Policy was approved by the shareholders of Albert.
- This Policy is designed solely for the benefit of Albert and none of the provisions thereof are intended to provide any rights or remedies to any person other than us. In particular, this Policy does not, and shall not be deemed to, grant any rights to the Company's Directors or Executives to receive any elements of compensation set forth in this Policy. The elements of compensation to which a Director or Executive will be entitled will be exclusively those that are determined and approved specifically in relation to him or her in accordance with the approval requirements of the Companies Law.
- The Compensation Committee shall administer this Policy and its interpretation thereof shall be final and binding.

Albert Technologies Ltd.

Form of Proxy

Form of Proxy for completion by shareholders of Albert Technologies Ltd. in respect of the Annual General Meeting to be held at 11.00 a.m. (London time /13.00 p.m. (Tel Aviv time) on 6 September 2018 at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom.

I/We
Please insert full name(s) and address(es) in BLOCK CAPITALS

of

being a shareholder(s) of Albert Technologies Ltd. and entitled to attend and vote, 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 Albert Technologies Ltd. to be held at 11.00 a.m. (London time) /13.00 p.m. (Tel Aviv time) on 6 September 2018 at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom (and at any meeting following adjournment thereof).

Please indicate with an "X" in the spaces below how you wish your vote to be cast.

	For	Against	Abstain
1. To receive the financial statements of the Company for the year ended 31 December 2017 together with the reports of the directors and the auditors thereon			
2. To re-elect Lisa Gordon, who retires pursuant to Article 45 of the Articles, as a director (if re-elected, Lisa Gordon shall serve as Chairman of the Board)			
3. To re-elect Or Shani, who retires pursuant to Article 45 of the Articles, as a director			
4. To re-elect Yoram Freund, who retires pursuant to Article 45 of the Articles, as a director			
5. To elect Robert Norman as a director			
6. To approve the nomination of Lisa Gordon as Chairman of the Company			
7. To re-appoint the Company's auditors, Kost Forer Gabbay & Kasierer (a Member of Ernst & Young Global) (the "Auditors") and authorise the Board to set the Auditors' fees			
8. To approve the amendment of the U.S. Taxpayers Appendix to the Company's 2013 Israeli Option Plan by way of increasing the number of Ordinary Shares available for grant of equity awards to employees, consultants and officers of the Company who are subject to U.S. federal income tax, from 2,000,000 Ordinary Shares to 3,000,000 Ordinary Shares.			
9. To generally and unconditionally authorise the Company to purchase its own shares, in accordance with the limitations set out in the Notice of Annual General Meeting			
10. To re-elect Barak Salomon, who retires pursuant to section 245 of the Companies Law, as an External Director for a term of three years			
11. To elect Meir Moshe as an External Director for a term of three years			
12. To approve the terms of the officer indemnity and exculpation agreements to be executed by the Company and each of the newly appointed directors of the Company.			
13. To approve the remuneration terms of Robert Norman for his service as a director of the Company			
14. To approve the remuneration terms of Lisa Gordon for her service as a director of the Company			
15. To approve the remuneration terms of Barak Salomon for his service as an External Director of the Company			
16. To approve the remuneration terms of Meir Moshe for his service as an External Director of the Company			
17. To ratify and approve the terms of employment of the CMO			
18. To ratify and approve the increase of Yoram Freund's monthly salary, to a monthly salary of NIS 45,000.			
19. To ratify and approve the CEO's annual performance bonus in an amount of up to 96 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
20. To ratify and approve the CTO's annual performance bonus in an amount of up to 33 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
21. To ratify and approve the GM Israel's annual performance bonus in an amount of up to 29 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
22. To ratify and approve the CRO's annual performance bonus in an amount of up to 100 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
23. To ratify and approve the Company's Remuneration Policy			
24. To authorise the directors pursuant to Article 10.2 of the Company's Articles of Association to allot and issue up to 9,964,545 Ordinary Shares (representing 10 percent of the Company's issued share capital)			
25. To approve the submission of electronic documents by the company, in lieu of printed documents to shareholders, including but not limited to the financial reports of the Company.			

	YES	NO
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 10 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 11 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 12 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 13 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 14 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 15 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 16 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 17 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 18 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 19 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 20 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 21 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 22 above (see Note 6).		
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 23 above (see Note 6).		

Signed

Dated:.....

Notes to the Form of Proxy:

1. For this Form of Proxy to be valid, it must be completed and signed and must be deposited with Link Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom as soon as possible and in any event so as to be received by the Company's registrars by no later than 11.00 a.m. (London time) /13.00 p.m. (Tel Aviv time) on 5 September 2018 or 24 hours before any meeting following adjournment thereof (in accordance with the Uncertificated Securities Regulations 2001, and any other provisions notwithstanding).
2. If you sign and return this Form of Proxy with no proxy named in the box, the Chairman of the Annual General Meeting will be deemed to be your proxy.
3. In the case the shareholder is a corporation, this Form of Proxy should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
4. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Proxy, but the vote of the first named on the register of members will be accepted to the exclusions of the other joint holders.
5. Any alteration made in the Form of Proxy should be initialled.
6. According to the Israeli Companies Law the proposed resolutions of the Notice of Annual General Meeting requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, with respect to proposed resolutions No. 10 through 23 of the Notice of Annual General Meeting, the shareholders' approval must either (i) include at least a majority of the votes cast by persons who are neither controlling shareholders of the Company nor who are shareholders who have a personal interest in the approval of such resolution, or (ii) the total votes cast by non-controlling shareholders and non-interested shareholders voting against such proposal must not represent more than two per cent of the aggregate voting power

For this purpose, you are asked to indicate in the Form of Proxy whether you are a controlling shareholder or have a personal interest in any of these proposals. If no indication is provided, your vote on these resolutions will not be counted.
7. You are referred to the Notes to the Notice of Annual General Meeting for further information.

PLEASE RETURN USING THE ENVELOPE PROVIDED

Albert Technologies Ltd.

Form of Direction

Form of Direction for completion by Depository Interest holders representing shares on a one-for-one basis in Albert Technologies Ltd. in respect of the Annual General Meeting to be held at 11.00 a.m. (London time) / 13.00 p.m. (Tel Aviv time) on 6 September 2018 at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom.

I/We
Please insert full name(s) and address(es) in BLOCK CAPITALS

of

being a Depository Interest holder representing shares in Albert Technologies Ltd. hereby direct Link IRG Trustees Limited (the "**Depository**") to vote for me/us and on my behalf in person or by proxy at the Annual General Meeting of Albert Technologies Ltd. to be held at 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 6 September 2018 at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom (and at any meeting following adjournment thereof) as directed by an "X" in the appropriate box opposite each Resolution.

If no indication is given, you will be deemed as instructing the Depository to abstain from voting.

	For	Against	Abstain
1. To receive the financial statements of the Company for the year ended 31 December 2017 together with the reports of the directors and the auditors thereon			
2. To re-elect Lisa Gordon, who retires pursuant to Article 45 of the Articles, as a director (if re-elected, Lisa Gordon shall serve as Chairman of the Board)			
3. To re-elect Or Shani, who retires pursuant to Article 45 of the Articles, as a director			
4. To re-elect Yoram Freund, who retires pursuant to Article 45 of the Articles, as a director			
5. To elect Robert Norman as a director			
6. To approve the nomination of Lisa Gordon as Chairman of the Company			
7. To re-appoint the Company's auditors, Kost Forer Gabbay & Kasierer (a Member of Ernst & Young Global) (the " Auditors ") and authorise the Board to set the Auditors' fees			
8. To approve the amendment of the U.S. Taxpayers Appendix to the Company's 2013 Israeli Option Plan by way of increasing the number of Ordinary Shares available for grant of equity awards to employees, consultants and officers of the Company who are subject to U.S. federal income tax, from 2,000,000 Ordinary Shares to 3,000,000 Ordinary Shares.			
9. To generally and unconditionally authorise the Company to purchase its own shares, in accordance with the limitations set out in the Notice of Annual General Meeting			
10. To re-elect Barak Salomon, who retires pursuant to section 245 of the Companies Law, as an External Director			
11. To elect Meir Moshe as an External Director			
12. To approve the terms of the officer indemnity and exculpation agreements to be executed by the Company and each of the newly appointed directors of the Company.			
13. To approve the remuneration terms of Robert Norman for his service as a director of the Company			
14. To approve the remuneration terms of Lisa Gordon for her service as a director of the Company			
15. To approve the remuneration terms of Barak Salomon for his service as an External Director of the Company			
16. To approve the remuneration terms of Meir Moshe for his service as an External Director of the Company			
17. To ratify and approve the terms of employment of the CMO			
18. To ratify and approve the increase of Yoram Freund's monthly salary, to a monthly salary of NIS 45,000.			
19. To ratify and approve the CEO's annual performance bonus in an amount of up to 96 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
20. To ratify and approve the CTO's annual performance bonus in an amount of up to 33 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
21. To ratify and approve the GM Israel's annual performance bonus in an amount of up to 29 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
22. To ratify and approve the CRO's annual performance bonus in an amount of up to 100 per cent. of his annual salary subject to achievement of performance goals as determined and approved by the Board and the remuneration committee			
23. To ratify and approve the Company's Remuneration Policy			
24. To authorise the directors pursuant to Article 10.2 of the Company's Articles of Association to allot and issue up to 9,964,545 Ordinary Shares (representing 10 percent of the Company's issued share capital)			
25. To approve the submission of electronic documents by the company, in lieu of printed documents to shareholders, including but not limited to the financial reports of the Company			

	YES	NO
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 10 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 11 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 12 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 13 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 14 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 15 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 16 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 17 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 18 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 19 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 20 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 21 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 22 above (see Note 7).		
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 23 above (see Note 7).		

Signed

Dated:

Notes to the Form of Direction:

1. For this Form of Direction to be valid, it must be completed and signed and must be deposited with Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom as soon as possible and in any event so as to be received by the Company's registrars by no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018 or 72 hours before any adjournment thereof.
2. In the case the Depositary Interest holder is a corporation, this Form of Direction should be given under its common seal, or if not so required, under the hand of an officer duly authorised in writing.
3. Please indicate how you wish your votes to be cast by marking an "X" in the boxes provided. On receipt of this Form of Direction duly signed, you will be deemed to have authorised the Depositary to vote, or to abstain from voting, as per your instructions.
4. 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) which may properly come before the meeting.
5. In the case of joint holders, the signature of only one of the joint holders is required on the Form of Direction but the vote of the first named on the register of Depositary Interests will be accepted to the exclusions of the other joint holders.
6. Any alteration made in the Form of Direction should be initialled.
7. According to the Israeli Companies Law the proposed resolutions of the Notice of Annual General Meeting requires the affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy. In addition, with respect to proposed resolutions No. 10 through 23 of the Notice of Annual General Meeting, the shareholders' approval must either (i) include at least a majority of the votes cast by persons who are neither controlling shareholders of the Company nor who are shareholders who have a personal interest in the approval of such resolution, or (ii) the total votes cast by non-controlling shareholders and non-interested shareholders voting against such proposal must not represent more than two per cent of the aggregate voting power.
For this purpose, you are asked to indicate in the Form of Direction whether you are a controlling shareholder or have a personal interest in any of these proposals. If no indication is provided, your vote on these resolutions will not be counted.
8. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual.
9. Depositary Interest holders wishing to attend the meeting should contact the Depositary at Link IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or by email to CAGtrustees@linkgroup.co.uk in order to request a Letter of Representation no later than 11.00 a.m. (London time)/13.00 p.m. (Tel Aviv time) on 3 September 2018. However, Depositary Interest holders will not be able to vote at the Meeting.
10. You are referred to the Notes to the Notice of Annual General Meeting for further information.

PLEASE RETURN USING THE ENVELOPE PROVIDED