

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 Adgorithms 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).



Notice of Annual General Meeting

To be held at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA, United Kingdom at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017.

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 *Capita Asset Services* no later than 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 21 June 2017. The Form of Direction must be received by *Capita Asset Services* no later than 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017.

ADGORITHMS LTD.

Incorporated under the laws of Israel with registered number 514497601

Registered Office:
20 Lincoln St.
Tel Aviv 6713412
Israel

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ADGORITHMS LTD.

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

Registered Office
20 Lincoln St.
Tel Aviv 6713412
Israel

15 May 2017

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 Adgorithms Ltd. ("**Adgorithms**" or the "**Company**") to be held at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017 at the offices of Berwin 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 and 10 of this document. The explanatory notes on pages 5 to 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 Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom or, during normal business hours, by hand, in each case by no later than 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 21 June 2017.

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 Capita 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 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017.

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**”) Capita IRG Trustees Limited to request a Letter of Representation to be issued to you.

Options

The notice of the Meeting includes special majority resolutions to approve the grant of options over, in aggregate, 617,253 Ordinary Shares pursuant to the Adgorithms Ltd. 2013 Israeli Share Option Plan (the “**Share Option Plan**”). All of the options will be exercisable at a price equal to 24.4 pence (equal to 1.113 NIS or 0.315 U.S. dollars), based on the average closing price of the Company's shares for the 60 trading days preceding the close of business on 12 May 2017 (being the date on which the Board resolved to grant such options), and will be subject to vesting conditions. There are no performance conditions.

Following the grant of the options, there will be outstanding options of 6,320,850 Ordinary Shares representing approximately 10.24% of the current issued share capital of the Company.

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 2016 and the reports of the directors and the auditors on such financial statements. These are all contained in the 2016 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

Adgorithms announced Ron Stern's intention to stand down as the Company's Chief Financial Officer in February 2017. Following the recommendation of the nomination committee, Yoram Freund replaced Mr. Stern in April 2017 as the Company's Chief Financial Officer. The proposed resolution is to ratify Mr. Freund's appointment as a director.

Mr. Freund's biography is set out on page 8 of this document.

As required under the Israeli Companies Law, 5759-1999 (the "**Israeli Companies Law**"), Mr. Freund has executed a declaration confirming that he is qualified to serve as a director of the Company.

Resolution 6 – re-appointment of auditors and auditors' remuneration

Resolution 6 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 7 – Change in Company's Name

The Company proposes that its name be changed to one of the following names:

In English: Albert Technologies Ltd.; in Hebrew: אלברט טכנולוגיות בע"מ

In English: Albert.ai Ltd.; in Hebrew: אלברט ב.מ. בע"מ

In English: Albert.ai Technologies Ltd.; in Hebrew: אלברט ב.מ. טכנולוגיות בע"מ

(or any other similar name approved by the Israeli Registrar of Companies) and that the Articles be amended to reflect the change in the Company's name.

The Board considers that changing the Company's name to include a reference to "Albert" would better reflect its core business of developing and promoting "Albert", an artificial intelligence (AI) marketing platform.

If the resolution to approve the change of name of the Company is passed at the Annual General Meeting, the Company will apply to the Israeli Registrar of Companies to change its name to one of the proposed names listed above. The Israeli Registrar of Companies has the discretion to approve or decline the change of name application, and the Company is of the view that providing several options to the Israeli Registrar of Companies will increase the likelihood of the application being approved. If the Israeli Registrar of Companies approves the change of name application, the Company will make an announcement regarding its new name, TIDM and any change to its website address.

In an effort to reduce costs, the Company does not intend to issue new share certificates to shareholders if the change of name is approved.

Resolution 8 – 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 6,172,527 Ordinary Shares, representing just under 10% of the Company's issued Ordinary Shares as calculated at 12 May 2017 (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 8 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.

Resolution 9 – 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. Following the approval of the Board and the remuneration committee, the Company entered into officer indemnity and exculpation agreements with each of Barak Salomon, Ofir Gomeh, Tomer Naveh, Or Russo and Geoff Farris in November 2016, and a director indemnity and exculpation agreement with Yoram Freund in April 2017 (together, the "Indemnification Agreements").

The proposed resolution is to ratify and approve the terms of the Indemnification Agreements.

Resolution 10 – the remuneration of John Allwood

John Allwood will continue to serve as the non-executive chairman of the Company and will continue to receive an annual fee of £60,000.

Resolution 11 – the remuneration of Lisa Gordon

Lisa Gordon will continue to serve as a non-executive director of the Company and will continue to receive an annual fee of £40,000.

Resolution 12 – the remuneration and terms of employment of the new Adgorithms Chief Financial Officer, Yoram Freund

The proposed resolution is to approve the terms of employment of Yoram Freund, which includes a monthly salary of NIS 39,000 and other benefits commensurate with his position.

Resolution 13 – grant of options to the new Adgorithms Chief Financial Officer, Yoram Freund

The proposed resolution is to ratify the Board's decision to grant, and approve the grant, to Yoram Freund of options to purchase up to 617,253 Ordinary Shares, at an exercise price equal to 24.4 pence (equal to 1.113 NIS or 0.315 U.S. dollars), based on the average closing price of the Ordinary Shares during the 60 trading day period preceding the close of business on 12 May 2017 (being the date on which the Board resolved to grant such options). The options have certain vesting criteria. There are no performance conditions.

Resolutions 9 to 13 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 14 – 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 14 asks shareholders to do this, and provides the directors with the authority to make non-pre-emptive allotments of up to 6,172,527 Ordinary Shares, representing 10 per cent. of the Company's issued ordinary share capital as at 12 May 2017 (being the latest practicable date prior to publication of this document) until the 2018 Annual General Meeting.

Resolution 14 will be proposed as a special resolution. 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

John Allwood, Independent Non-Executive Chairman

John Allwood is a non executive director of TalkTalk plc and Chairman of IMImobile plc. He has spent his career in media and telecoms holding a number of senior executive positions including Chief Executive of Orange UK and Chief Executive and Finance Director at Mirror Group plc. He also worked at News International plc, Mecom plc and Telegraph Media Group. He was appointed Independent non executive Chairman of Adgorithms in June 2015.

Or Shani, Chief Executive Officer

Or Shani founded Adgorithms 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 has significant financial leadership experience within the technology industry. He served as VP Finance at Radware Ltd., a large NASDAQ listed company, for 6 years and had been with Radware Ltd. since 2000. Prior to his role at Radware Ltd., Mr. Freund worked at KPMG. Mr. Freund is a qualified accountant.

Lisa Gordon, Independent Non-Executive Director

Lisa Gordon brings over 23 years of industry experience to Adgorithms. 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 Adgorithms 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.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an annual general meeting of Adgorithms Ltd. (the “**Company**”) will be held at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017 at the offices of Berwin 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 2016 together with the reports of the directors and the auditors thereon.
2. To re-elect John Allwood, who retires pursuant to Article 45 of the Company’s articles of association (the “**Articles**”), as a director (if re-elected, Mr. Allwood shall continue to serve as Chairman of the Board following the Annual General Meeting).
3. To re-elect Lisa Gordon, who retires pursuant to Article 45 of the Articles, as a director.
4. To re-elect Or Shani, who retires pursuant to Article 45 of the Articles, as a director.
5. To elect Yoram Freund as a director.
6. 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.
7. To approve the change in the name of the Company from “Adgorithms Ltd.” to one of the following names:

In English: Albert Technologies Ltd.; in Hebrew: אלברט טכנולוגיות בע"מ

In English: Albert.ai Ltd.; in Hebrew: אלברט ב.מ. בע"מ

In English: Albert.ai Technologies Ltd.; in Hebrew: אלברט ב.מ. טכנולוגיות בע"מ

or any other similar name approved by the Israeli Registrar of Companies and to authorise and approve an amendment to the Articles to reflect the change in the Company’s name.

8. 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 6,172,527;
 - (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:

9. To ratify and approve the terms of the officer indemnity and exculpation agreements executed by and between the Company and each of Barak Salomon, Ofir Gomeh, Tomer Naveh, Or Russo and Geoff Farris in November 2016, and by and between the Company and Yoram Freund in April 2017.
10. To approve the remuneration terms of John Allwood for his service as a director of the Company.
11. To approve the remuneration terms of Lisa Gordon for her service as a director of the Company.
12. To ratify and approve the remuneration and terms of employment of the new Algorithms Chief Financial Officer, Yoram Freund (the "CFO").
13. To ratify and approve the grant of options to the CFO to purchase up to 617,253 Ordinary Shares, at an exercise price equal to 24.4 pence (equal to 1.113 NIS or 0.315 U.S. dollars), based on the average closing price of the Ordinary Shares for the 60 trading days preceding 12 May 2017, and subject to the terms of the CFO's option letter.

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

14. To authorise the directors pursuant to Article 10.2 of the Company's Articles of Association to allot and issue up to 6,172,527 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 2018 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.

Voting on each resolution will be by show of hands.

By order of the Board

Hadar Harosh Fabian
Company Secretary

20 Lincoln St.
Tel Aviv 6713412
Israel

Incorporated under the laws of Israel with registered number 514497601

15 May 2017

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 12 June 2017 (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 Capita 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 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 21 June 2017 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 Capita 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 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017 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. 9 through 13 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 Capita IRG Trustees Limited, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom or by email to custodymgmt@capita.co.uk in order to request a Letter of Representation no later than 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017. 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 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017. 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 12 May 2017 (being the latest practicable date prior to publication of this Notice of Annual General Meeting), the Company's issued share capital comprised 61,725,271 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 12 May 2017 is 61,725,271.
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 CFO, the service agreements and letters of appointment of the directors, the form of employment agreement of the CFO and options letter and the Indemnification Agreements, will be available for inspection at the offices of Berwin 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.

Adgorithms Ltd. Form of Proxy

Form of Proxy for completion by shareholders of Adgorithms Ltd. in respect of the Annual General Meeting to be held at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017 at the offices of Berwin 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 Adgorithms 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 Adgorithms Ltd. to be held at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017 at the offices of Berwin 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 2016 together with the reports of the directors and the auditors thereon			
2. To re-elect John Allwood, who retires pursuant to Article 45 of the Articles, as a director (if re-elected, Mr. Allwood shall continue to serve as Chairman of the Board)			
3. To re-elect Lisa Gordon, who retires pursuant to Article 45 of the Articles, as a director			
4. To re-elect Or Shani, who retires pursuant to Article 45 of the Articles, as a director			
5. To elect Yoram Freund as a director			
6. 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			
7. To approve the change in the name of the Company from "Adgorithms Ltd." to one of the following names: In English: Albert Technologies Ltd.; in Hebrew: אלברט טכנולוגיות בע"מ In English: Albert.ai Ltd.; in Hebrew: אלברט ב.מ. בע"מ In English: Albert.ai Technilgies Ltd.; in Hebrew: אלברט ב.מ. טכנולוגיות בע"מ			

or any other similar name approved by the Israeli Registrar of Companies and to authorize and approve an amendment to the Articles to reflect the change in the Company's name.			
8. 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			
9. To ratify and approve the terms of the officer indemnity and exculpation agreement executed by and between the Company and each of Barak Salomon, Ofir Gomeh, Tomer Naveh, Or Russo and Geoff Farris in November 2016, and by and between the Company and Yoram Freund in April 2017			
10. To approve the remuneration terms of John Allwood for his service as a director of the Company			
11. To approve the remuneration terms of Lisa Gordon for her service as a director of the Company			
12. To ratify and approve the remuneration and terms of employment of the CFO			
13. To ratify and approve the grant of options to the CFO to purchase up to 617,253 Ordinary Shares at an exercise price equal to 24.4 pence (equal to 1.113 NIS or 0.315 U.S. dollars), based on the average closing price of the Ordinary Shares for the 60 trading days preceding 12 May 2017, and subject to the terms of the CFO's option letter			
14. To authorise the directors pursuant to Article 10.2 of the Company's Articles of Association to allot and issue up to 6,172,527 Ordinary Shares (representing 10 per cent. of the Company's issued share capital)			

	YES	NO
I/we the undersigned am a controlling shareholder and/or have a personal interest in the adoption of Resolution 9 above (see Note 6).		
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).		

Signed

Date:

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 Capita 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 10.00 a.m. (London time) /12.00 p.m. (Tel Aviv time) on 21 June 2017 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. 9 through 13 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.

Adgorithms Ltd. Form of Direction

Form of Direction for completion by Depositary Interest holders representing shares on a one-for-one basis in Adgorithms Ltd. in respect of the Annual General Meeting to be held at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017 at the offices of Berwin 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 Depositary Interest holder representing shares in Adgorithms Ltd. hereby direct Capita IRG Trustees Limited (the "**Depositary**") to vote for me/us and on my behalf in person or by proxy at the Annual General Meeting of Adgorithms Ltd. to be held at 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 22 June 2017 at the offices of Berwin 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 Depositary to abstain from voting.

	FOR	AGAINST	ABSTAIN
1. To receive the financial statements of the Company for the year ended 31 December 2016 together with the reports of the directors and the auditors thereon			
2. To re-elect John Allwood, who retires pursuant to Article 45 of the Articles, as a director (if re-elected, Mr. Allwood shall continue to serve as Chairman of the Board)			
3. To re-elect Lisa Gordon, who retires pursuant to Article 45 of the Articles, as a director			
4. To re-elect Or Shani, who retires pursuant to Article 45 of the Articles, as a director			
5. To elect Yoram Freund as a director			
6. 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			
7. To approve the change in the name of the Company from "Adgorithms Ltd." to one of the following names: In English: Albert Technologies Ltd.; in Hebrew: אלברט טכנולוגיות בע"מ In English: Albert.ai Ltd.; in Hebrew: אלברט ב.מ. בע"מ In English: Albert.ai Technologies Ltd.; in Hebrew: אלברט ב.מ. טכנולוגיות בע"מ or any other similar name approved by the Israeli Registrar of Companies and to authorise and approve an amendment to the Articles to reflect the change in the Company's name.			
8. 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			
9. To ratify and approve the terms of the officer indemnity and exculpation agreement executed by and between the Company and each of Barak Salomon, Ofir Gomeh Tomer Naveh, Or Russo and Geoff Farris in November 2016, and by and between the Company and Yoram Freund in April 2017			
10. To approve the remuneration terms of John Allwood for his service as a director of the Company			
11. To approve the remuneration terms of Lisa Gordon for her service as a director of the Company			
12. To ratify and approve the remuneration and terms of employment of the CFO			
13. To ratify and approve the grant of options to the CFO to purchase up to 617,253 Ordinary Shares at an exercise price equal to 24.4 pence (equal to 1.113 NIS or 0.315 U.S. dollars), based on the average closing price of the Ordinary Shares for the 60 trading days preceding 12 May 2017, and subject to the terms of the CFO's option letter			
14. To authorise the directors pursuant to Article 10.2 of the Company's Articles of Association to allot and issue up to 6,172,527 Ordinary Shares (representing 10 per cent. of the Company's issued share capital)			

	YES	NO
I/we the undersigned am/are a controlling shareholder and/or have a personal interest in the adoption of Resolution 9 above (see Note 7).		
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).		

Signed

Date:

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 Capita 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 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017 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. 9 through 13 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 Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, or by email to custodymgt@capita.co.uk in order to request a Letter of Representation no later than 10.00 a.m. (London time) / 12.00 p.m. (Tel Aviv time) on 19 June 2017. 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.