

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 20-F

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report

Commission file number: 001-33668

SUPERCOM LTD.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Israel

(Jurisdiction of incorporation or organization)

3 Rothschild Street

Tel Aviv 6688106, Israel

(Address of principal executive offices)

Ordan Trabelsi, Chief Executive Officer

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(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Ordinary Shares, NIS 0.25 Par Value	SPCB	The NASDAQ Capital Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

Ordinary Shares, par value NIS 0.25 per share: 28,239,372 (as of December 31, 2021)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 13(a) of the Exchange Act.

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

This annual report on Form 20-F is incorporated by reference into the registrant's Registration Statements on Form S-8, File No. [333-175785](#), [333-121231](#), and on Form F-3 File No. [333-261442](#)

INTRODUCTION

Founded in 1988, we are a global provider of traditional and digital identity solutions, advanced IoT and connectivity solutions, and cyber security products and solutions, to governments and private and public organizations throughout the world.

We are comprised of three main Strategic Business Units (SBU): e-Gov, IoT and Connectivity, and Cyber Security:

e-Gov

Through our proprietary e-Government platforms and innovative solutions for traditional and biometrics enrollment, personalization, issuance and border control services, we have helped governments and national agencies design and issue secured multi-identification, or Multi-ID, documents and robust digital identity solutions to their citizens, visitors and Lands.

We have focused on expanding our activities in the traditional identification, or ID, and electronic identification, or e-Gov, market, including the design, development and marketing of identification technologies and solutions to governments in Europe, Asia, America and Africa using our e-Government platforms. Our activities include: (i) utilizing paper secured by different levels of security patterns (UV, holograms, etc.); and (ii) electronic identification secured by biometric data, principally in connection with the issuance of national Multi-ID documents (IDs, passports, driver's licenses, vehicle permits, and visas, Secure Land Certificated) border control applications and Land Information System (LIS).

IoT and Connectivity

Our IoT products and solutions reliably identify, track and monitor people or objects in real time, enabling our customers to detect unauthorized movement of people, vehicles and other monitored objects. We provide all-in-one field proven IoT suite, accompanied with services specifically tailored to meet the requirements of an IoT solutions. Our proprietary IoT suite of hybrid hardware, connectivity and software components are the foundation of these solutions and services. Our IoT division has primarily focused on growing the following markets: (i) public safety; (ii) healthcare and homecare; (iii) Smart Cities; (iv) Smart Campus; and (iv) transportation.

During 2006, we identified the growing electronic tracking and monitoring vertical markets for public safety, real time healthcare and homecare, and transportation management. We have developed the PureRF Hybrid suite of wrist devices, connectivity, and controlling software, from 2012 we have developed the next generation IoT suite of devices, connectivity and Monitoring software; the PureSecurity Hybrid Suite of wrist band, tags, beacons, PureCom, Pure Monitors, PureTrack and other components.

On January 1, 2016, we acquired Leaders in Community Alternatives, Inc., or LCA. LCA is a California based, private criminal justice organization, providing community-based services and electronic monitoring programs to government agencies in the U.S. for more than 25 years. LCA offers a broad range of competitive solutions for governmental institutions across the U.S. in addressing realignment strategies and plans.

Connectivity

In 2016, as part of our strategy to enhance and broaden our IoT connectivity products and solutions offerings for public safety, enterprises, hospitality and smart cities markets, on May 18, 2016, we acquired Alvarion Technologies Ltd., or Alvarion. Alvarion designs solutions for carrier wi-fi, enterprise connectivity, smart city, smart hospitality, connected campuses and connected events that are both complete and heterogeneous to ensure ease-of-use and optimize operational efficiency. Carriers, local governments and hospitality sectors worldwide deploy Alvarion's intelligent wi-fi networks to enhance productivity and performance, as well as its legacy backhaul services and products.

Cyber Security

During 2015, we identified the cyber security market as a very fast-growing market where we believe that SuperCom has major advantages due to synergic technologies and a shared customer base to our e-Gov, IoT and connectivity SBUs. In 2015, we acquired Prevision Ltd., or Prevision, a company with a strong presence in the market and a broad range of competitive and well-known cyber security services. During the first quarter of 2016, we acquired Safend Ltd, or Safend, an international provider of cutting edge endpoint data protection guarding against corporate data loss and theft through content discovery and inspection, encryption methodologies, and comprehensive device and port control. Safend maps sensitive information and controls data flow through email, web, external devices and additional channels.

Both acquisitions significantly expanded the breadth of our cyber security capabilities globally, while providing us with outstanding market and technological experts and over 3,000 customers in the United States, Europe, and Asia, and more than three million software license seats deployed by multinational enterprises, government agencies and small to mid-size companies around the globe, together with leading data and cyber security platforms and technologies.

SELECTED FINANCIAL DATA

The following table presents selected consolidated financial data as of the dates and for each of the periods indicated. The selected consolidated financial data set forth below should be read in conjunction with and is qualified entirely by reference to “Item 5. Operating and Financial Review and Prospects” and our consolidated financial statements and notes thereto included elsewhere in this Annual Report.

The following summary consolidated financial data for and as of the five years ended December 31, 2021 are derived from our audited consolidated financial statements, which have been prepared in accordance with U.S. GAAP. Our audited consolidated financial statements for the two years ended December 31, 2021 and 2020 appear elsewhere in this Annual Report. Our selected consolidated financial data for the years ended December 31, 2017, 2018 and 2019 have been derived from our audited consolidated financial statements not included in this Annual Report.

Income Statement Data:

	Year Ended December 31,				
	2021	2020	2019	2018	2017
	<i>(U.S. dollars in thousands, except per share data)</i>				
Summary of Statement of Operations Data:					
Revenues	12,267	11,770	16,475	21,882	33,264
Cost of revenues	6,063	6,189	10,127	13,743	20,351
Gross profit	6,204	5,581	6,348	8,139	12,913
Operating expenses:					
Research and development	2,763	2,386	3,971	4,790	7,238
Selling and marketing	1,655	1,721	3,526	5,005	8,099
General and administrative	4,149	4,074	5,389	5,748	6,113
Other (income) expenses	4,374	1,149	1,635	2,271	(2,021)
Total operating expenses	12,941	9,330	14,521	17,814	19,429
Operating loss	(6,737)	(3,749)	(8,173)	(9,675)	(6,516)
Financial expenses, net	(3,396)	(4,113)	(3,289)	(335)	(538)
loss before income tax	(10,133)	(7,862)	(11,462)	(10,010)	(7,054)
Income tax (expense) benefit	(5)	(5)	(43)	5,730	393
Net (loss)	(10,138)	(7,867)	(11,505)	(15,740)	(6,661)
Per Share Data:					
Basic loss per share	(0.39)	(0.45)	(0.71)	(1.03)	(0.45)
Diluted loss per share	(0.39)	(0.45)	(0.71)	(1.03)	(0.45)

	2021	2020	2019	2018	2017
	<i>(U.S. dollars in thousands, except per share data)</i>				
Summary of Balance Sheet Data:					
Cash and cash equivalents and restricted cash	4,604	3,952	1,210	1,639	1,037
Total Current Assets	26,108	24,942	23,147	25,664	27,413
TOTAL ASSETS	42,119	40,344	40,004	44,349	54,198
Total Current Liabilities	5,603	19,599	14,313	13,543	17,960
Total Long-term Liabilities	32,124	15,827	17,359	11,256	3,531
SHAREHOLDERS' EQUITY	4,392	4,919	8,332	19,550	32,707

Statements made in this Annual Report on Form 20-F (this “Annual Report”) concerning the contents of any contract, agreement or other document are summaries of such contracts, agreements or documents and are not complete descriptions of all their terms. If we filed any of these documents as an exhibit to this Annual Report or to any previous filing with the U.S. Securities and Exchange Commission, or the SEC, you may read the document itself for a complete recitation of its terms.

In this Annual Report, all references to “SuperCom,” the “Company,” “we,” “us” or “our” are to SuperCom Ltd., a company organized under the laws of the State of Israel, and its subsidiaries. On January 24, 2013 we changed our name back to SuperCom Ltd., our original name, from Vuance Ltd.

In this Annual Report, unless otherwise specified or unless the context otherwise requires, all references to “\$” or “dollars” are to U.S. dollars and all references to “NIS” are to New Israeli Shekels. Except as otherwise indicated, the financial statements of and information regarding SuperCom are presented in U.S. dollars in accordance with generally acceptable accounting principles in the United States (“U.S. GAAP”). The representative rate exchange rate between the NIS and the dollar as published by the Bank of Israel and effective on December 31, 2021, was NIS 3.11 per \$1.00.

This Annual Report contains various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Private Securities Litigation Reform Act of 1995, as amended, with respect to our business, financial condition and results of operations. Such forward-looking statements reflect our current view with respect to future events and financial results. Statements which use the terms “anticipate,” “believe,” “expect,” “plan,” “intend,” “estimate” and similar expressions are intended to identify forward looking statements. We remind readers that forward-looking statements are merely predictions and therefore inherently subject to uncertainties and other factors and involve known and unknown risks that could cause the actual results, performance, levels of activity, or our achievements, or industry results, to be materially different from any future results, performance, levels of activity, or our achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by applicable law, including the securities laws of the United States, we undertake no obligation to publicly release any update or revision to any forward-looking statements to reflect new information, future events or circumstances, or otherwise after the date hereof. We have attempted to identify significant uncertainties and other factors affecting forward-looking statements in the section captioned “Risk Factors” that appears in this Annual Report in Item 3D “Key Information - Risk Factors.”

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ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. [RESERVED]

B. CAPITALIZATION AND INDEBTEDNESS

Not applicable.

C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not applicable.

D. RISK FACTORS

Investing in our ordinary shares involves a high degree of risk. You should carefully consider the risks described below, together with the financial and other information contained in this Annual Report, before you decide to invest in our ordinary shares. If any of the following risks actually occur, our business, financial condition and results of operations could be materially adversely affected. In that case, the trading price of our ordinary shares would likely decline and you might lose all or part of your investment.

Risks Related to Our Business

If we are unable to manage our growth profitably, our business, financial results and stock price could suffer.

Our future financial results will depend in part on our ability to profitably manage our growth. Management will need to maintain existing customers and attract new customers, recruit, retain and effectively manage employees, as well as expand operations and integrate customer support and financial control systems. If integration-related expenses and capital expenditure requirements are greater than anticipated or if we are unable to manage our growth profitably after the acquisition, our financial results and the market price of our ordinary shares may decline.

Purchase price allocation in connection with our acquisition of OTI's SmartID division, Safend, Alvarion and Prevision requires estimates, which may be subject to change in the future. Future changes to these estimates could impact our future operating results.

The application of purchase price allocation requires that the total purchase price we paid for the SmartID division of OTI, Safend, Alvarion and Prevision be allocated to the fair value of assets acquired and liabilities assumed based on their fair values at the acquisition date. All amounts in excess of or below the fair value are recorded as goodwill or extraordinary profit, as applicable. The allocation process requires an analysis and valuation of acquired assets, including fixed assets, technologies, intellectual properties, deferred tax assets, customer contracts and relationships, trade names and liabilities assumed, including contractual commitments and legal contingencies. We identified and recorded the assets, including specifically identifiable intangible assets, and liabilities assumed in connection with the acquisitions of the SmartID division, Safend, Alvarion and Prevision at their respective estimated fair values as of the date of the acquisition. This process requires estimates by our management and by our expert independent consultant based upon the best available information at the time of the preparation of the financial statements. We have completed the purchase price allocation as reflected in this report. Any future changes to our estimates of the fair value of the assets and liabilities of OTI's SmartID division, Safend, Alvarion and Prevision, respectively, as of the date of the acquisition could impact our future operating results.

In the 3 years ended December 31, 2021, we depended on orders from large customers for a substantial portion of our revenues. The loss of all or any of these customers or a decrease in their orders could adversely impact our business, operating results and financial condition.

In the year ended December 31, 2021, 10% of our consolidated net revenue is attributable to sales to one large customer.

In the year ended December 31, 2020, 23% of our consolidated net revenue is attributable to sales to two large customers.

In the year ended December 31, 2019, 7% of our consolidated net revenue is attributable to sales to one large customer.

Because competition in our industry is intense, our business, operating results and financial condition may be adversely affected.

The global markets for our IoT and connectivity, e-Gov, and Cyber Security solutions are highly fragmented and intensely competitive. They are characterized by rapidly changing technology, frequent new product introductions and rapidly changing customer requirements. We expect competition to increase as the industry grows and as IoT, e-Gov, and Cyber Security, are adopted by public and private sectors around the world, we may not be able to compete successfully against current or future competitors. We face competition from technologically sophisticated companies, many of which have substantially greater technical, financial, and marketing resources than we do. In some cases, we compete with entities that have pre-existing relationships with potential customers. As the markets in which our IoT, e-Gov, and Cyber Security, compete expand, we expect additional competitors to enter the market. We cannot ensure that we will be able to maintain the quality of our products relative to those of our competitors or continue to develop and market new products effectively. Continued competitive pressures could cause us to lose significant market share.

Some of our competitors and potential competitors have larger technical staffs, larger customer bases, more established distribution channels, greater brand recognition and greater financial, marketing and other resources than we do. Our competitors may be able to develop products and services that (i) are superior to our products and services, (ii) achieve greater customer acceptance or (iii) have significantly improved functionality as compared to our existing and future products and services. In addition, our competitors may be able to negotiate strategic relationships on more favorable terms than we are able to negotiate. Many of our competitors may also have well-established relationships with our existing and prospective customers. Increased competition may result in our experiencing reduced margins, loss of sales or decreased market share.

The average selling prices for our products and solutions may decline as a result of competitive pricing pressures, promotional programs and customers who negotiate price reductions in exchange for longer-term purchase commitments. The pricing of products and solutions depends on the specific features and functions of the products, purchase volumes and the level of sales and service support required. As we experience pricing pressure, the average selling prices and gross margins for our products and solutions may decrease over product lifecycles. These same competitive pressures may require us to write down the carrying value of any inventory on hand, which could adversely affect our operating results and earnings per share.

Furthermore, most contracts with governments or with state or public agencies or municipalities or large enterprises are awarded through a competitive bidding process, and some of the business that we expect to seek in the future will likely be subject to a competitive bidding process. Competitive bidding presents a number of risks, including:

- the frequent need to compete against companies or teams of companies with more financial and marketing resources and more experience than we have in bidding on and performing major contracts;

- the need to compete against companies or teams of companies that may be long-term, entrenched incumbents for a particular contract we are competing for and which have, as a result, greater domain expertise and established customer relations;
- the substantial cost and managerial time and effort necessary to prepare bids and proposals for contracts that may not be awarded to us;
- the need to accurately estimate the resources and cost structure that will be required to service any fixed-price contract that we are awarded; and
- the expense and delay that may arise if our competitors protest or challenge new contract awards made to us pursuant to competitive bidding or subsequent contract modifications, and the risk that any of these protests or challenges could result in the resubmission of bids on modified specifications, or in termination, reduction or modification of the awarded contract.

We may not be afforded the opportunity in the future to bid on contracts that are held by other companies and are scheduled to expire, if the governments, or the applicable state or local agency or municipality determines to extend the existing contract. If we are unable to win particular contracts that are awarded through the competitive bidding process, we may not be able to operate in the market for the products and services that are provided under those contracts for a number of years. If we are unable to win new contract awards or retain those contracts, if any, that we are awarded over any extended period, our business, prospects, financial condition and results of operations will be adversely affected.

Our business plan is subject to the risks of technological uncertainty, which may result in our products failing to be competitive or readily accepted by our target markets.

There can be no assurance that our research and development efforts will be successful. In addition, the technology that we integrate or that we may expect to integrate with our product and service offerings is rapidly changing and developing. We face risks associated with the possibility that our technology may not function as intended and the possible obsolescence of our technology and the risks of delay in the further development of our own technologies. In addition, any service interruption that results in the unavailability of our system or reduces its capacity could result in real or perceived public safety issues that may affect customer confidence in our services. Such instances may result in loss of customer accounts or similar problems if they occur again in the future. Given rapidly changing technologies, we are not certain that we will be able to adapt the use of our services to permit, upgrade, and expand our systems or to integrate smoothly with new technologies. Network and information systems and other technologies are critical to our business activities. Network and information systems-related events, including those caused by us, our service providers or by third parties, such as computer hacking, cyber-attacks, computer viruses, or other destructive or disruptive software, process breakdowns, denial of service attacks, malicious social engineering or other malicious activities, or any combination of the foregoing could result in a degradation or disruption of our services. These types of events could result in a loss of customers and large expenditures to repair or replace the damaged properties, networks or information systems or to protect them from similar events.

Any acquisitions that we have completed, or may complete in the future, may not perform as planned and could disrupt our business and harm our financial condition and operations.

In an effort to effectively compete in the IoT and connectivity, cyber security, and e-Gov products and services business, we have sought to acquire complementary businesses in the past and we may continue to do so in the future. In the event of any future acquisitions, we could:

- issue additional securities that would dilute our current shareholders' percentage ownership;
- incur debt and assume liabilities; and
- incur large and immediate write-offs of intangible assets, accounts receivable or other assets.

These events could result in significant expenses and decreased revenue, which could adversely affect the market price of our ordinary shares. In addition, integrating product and service acquisitions and completing any future acquisitions involve numerous operational and financial risks. These risks include difficulty in assimilating acquired operations, diversion of management's attention, and the potential loss of key employees or customers of acquired operations. Furthermore, companies acquired by us may not generate financial results consistent with our management's plans at the time of acquisition.

Although we have had profitable operations in one (1) of the last seven (7) years ended December 31, 2021, if we do not generate sufficient cash from operations, we will be required to obtain additional financing or reduce our level of expenditure. If we are unable to obtain adequate financing, when we require it, our business, financial condition and results of operations could be adversely affected. Such financing may not be available in the future, or, if available, may not be on terms favorable to us.

Historically, we had profitable operations in one (1) of the last seven (7) years ended December 31, 2021 and have funded our business operations and capital expenditures primarily through equity and/or debt issuances (including convertible securities). To support our growing business, we must have sufficient capital to continue to make significant investments in our platform and product offerings. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to those of our ordinary shares, and our existing shareholders may experience dilution. Any debt financing secured by us in the future could involve restrictive covenants relating to our capital-raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities. Any refinancing of our existing indebtedness could be at significantly higher interest rates, require additional restrictive financial and operational covenants, or require us to incur significant transaction fees, issue warrants or other equity securities, or issue convertible securities. These restrictions and covenants may restrict our ability to finance our operations and engage in, expand, or otherwise pursue our business activities and strategies. Our ability to comply with these covenants and restrictions may be affected by events beyond our control, and breaches of these covenants and restrictions could result in a default and an acceleration of our obligations under a debt agreement. If we raise additional funds through collaborations and licensing arrangements, we might be required to relinquish significant rights to our technologies or our solutions under development, or grant licenses on terms that are not favorable to us, which could lower the economic value of those programs to us.

We evaluate financing opportunities from time to time, and our ability to obtain financing will depend, among other things, on our development efforts, business plans and operating performance and the condition of the capital markets at the time we seek financing. We cannot be certain that additional financing will be available to us on favorable terms, or at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us, when we require it, this would have the potential to decrease both our ability to attain profitability and our financial flexibility, our ability to continue to support our business growth and to respond to business challenges could be significantly limited, and our business, financial condition and results of operations could be adversely affected.

The market for our products is characterized by changing technology, requirements, standards and products, and we may be adversely affected if we do not respond promptly and effectively to these changes.

The market for our products is characterized by evolving technologies, changing industry standards, changing regulatory environments, frequent new product introductions and rapid changes in customer requirements. The introduction of products embodying new technologies and the emergence of new industry standards and practices can render existing products obsolete and unmarketable. Our future success will depend on our ability to enhance our existing products and to develop and introduce, on a timely and cost-effective basis, new products and product features that keep pace with technological developments and emerging industry standards and address the increasingly sophisticated needs of our customers. In the future:

- we may not be successful in developing and marketing new products or product features that respond to technological change or evolving industry standards;
- we may experience difficulties that could delay or prevent the successful development, introduction and marketing of these new products and features; or
- our new products and product features may not adequately meet the requirements of the marketplace and achieve market acceptance.

If we are unable to respond promptly and effectively to changing technologies and market requirements, we will be unable to compete effectively in the future.

There can be no assurance that we will successfully identify new product opportunities and develop and bring new products to market in a timely manner, or that the products and technologies developed by others will not render our products or technologies obsolete or noncompetitive. The failure of our new product development efforts could have a material adverse effect on our business, results of operations and future growth.

We have sought in the past and will seek in the future to enter into contracts with governments, as well as state and local governmental agencies and municipalities, which subjects us to certain risks.

Governmental contracts subject us to several other risks, including risks associated with public budgetary restrictions and uncertainties, actual contracts that are less than awarded contract amounts, and cancellation at any time at the option of the governmental agency. Governments may also be in a position to obtain greater rights with respect to our intellectual property than we would grant to other entities. In addition, governmental agencies have the power, based on financial difficulties or investigations of their contractors, to deem contractors unsuitable for new contract awards. Because we engage in the government contracting business, we are subject to audits, and may be subject to investigation, by governmental entities.

Any failure to comply with the terms of any governmental contracts could result in substantial civil and criminal fines and penalties, as well as suspension from future contracts for a significant period of time, any of which could adversely affect our business by requiring us to pay significant fines and penalties or prevent us from earning revenues from governmental contracts during the suspension period. Cancellation of any one of our major governmental contracts could have a material adverse effect on our financial condition.

Our dependence on third-party representatives, resellers and distributors could result in marketing and distribution delays, which would prevent us from generating sales revenues.

We market and sell some of our products and solutions using a network of representatives, resellers and distributors covering the Americas, Europe, Asia and Africa. We establish relationships with such persons through agreements that provide for the marketing and support of our systems and products. These agreements generally do not grant exclusivity to the representative, resellers or distributors, and some of them are not long-term contracts, do not have commitments for minimum sales, and could be terminated by the representative, reseller or distributor. We do not have agreements with all of our representatives, resellers and distributors. We are currently engaged in discussions with additional potential representatives, resellers or distributors. Such arrangements may never be finalized and, if finalized, such arrangements may not increase our revenues or profitability.

Our ability to terminate a representative, reseller or distributor who is not performing satisfactorily may be limited. Inadequate performance by a representative, reseller or distributor could adversely affect our ability to develop markets in the regions for which such person is responsible and could result in substantially greater expenditures by us in order to develop such markets. Our operating results are highly dependent upon: (i) our ability to maintain our existing representative, reseller and distributor arrangements; (ii) our ability to establish and maintain coverage of major geographic areas and establish access to customers and markets; and (iii) the ability of our representatives, resellers and distributors to successfully market our products. A failure to achieve these objectives could result in lower revenues.

If our technology and solutions cease to be adopted and used by government and public and private organizations, we may lose some of our existing customers and our operations will be negatively affected.

Our ability to grow depends significantly on whether governmental and public and private organizations adopt our technology and solutions as part of their new standards and whether we are able to leverage our expertise with government products into commercial products. If these organizations do not adopt our technology, we might not be able to penetrate some of the new markets we are targeting, or we might lose some of our existing customer base.

In order for us to achieve our growth objectives, our e-Gov, IoT and connectivity, Cyber Security, technology and solutions must be adapted to and adopted in a variety of areas, any or all of which may not adopt our technology. These areas include, among others:

- national ID and e-Government;
- counties and municipals;
- public safety;
- safe and smart cities
- educational campus;
- healthcare and homecare; and
- large enterprises

We cannot accurately predict the future growth rate, if any, or the ultimate size of the e-Gov, IoT, Cyber Security, markets. The expansion of the market for our products and services depends on a number of factors such as:

- the cost, performance and reliability of our products and services compared to the products and services of our competitors;
- customer perception of the benefits of our products and solutions;
- public perception of the intrusiveness of these solutions and the manner in which organizations use the information collected;
- public perception of the privacy protection for their personal information;
- customer satisfaction with our products and services; and
- marketing efforts and publicity for our products and services.

Even if our products and solutions gain wide market acceptance, our products and services may not adequately address market requirements and may not gain wide market acceptance. If our solutions or our products and services do not gain wide market acceptance, our business and our financial results will suffer.

If we are unable to develop and sustain our position as a provider of e-Gov, IoT and Connectivity, and Cyber Security, solutions and services and earn high margins from our technology, our business will not be as profitable as we hope, if at all.

The increasing sophistication of our e-Gov, IoT, Cyber Security, and Connectivity based technology places a premium on providing innovative software systems and services to customers, in addition to manufacturing and supplying products. While we have had some success positioning ourselves as a provider of such services and systems, we may not continue to be successful with this strategy and we may not be able to capture a significant share of the market for the sophisticated solutions and services that we believe are likely to produce attractive margins in the future. A significant portion of the value of our e-Gov, Cyber Security, and Connectivity technology lies in the development of software, firmware and applications that will permit the use of our products and technology in selected new markets. In contrast, the margins involved in manufacturing and selling IoT and Connectivity based technology can be relatively small and may not be sufficient to permit us to earn an attractive return on our development investments.

Our operating results may be adversely affected by unfavorable economic and market conditions and the uncertain geopolitical environment.

Challenging economic conditions worldwide have from time to time contributed, and may continue to contribute, to slowdowns in the communications and networking industries at large, as well as in specific segments and markets in which we operate, resulting in:

- Increased price competition for our products, not only from our competitors but also as a consequence of customers disposing of unutilized products
- Risk of excess and obsolete inventories
- Risk of supply constraints
- Risk of excess facilities and manufacturing capacity
- Higher overhead costs as a percentage of revenue and higher interest expense

The global macroeconomic environment continues to be challenging and inconsistent and is being significantly impacted by the COVID-19 pandemic. During fiscal 2021, we continued to see a more broad-based weakening in the global macroeconomic environment which impacted our commercial and enterprise markets. We also experienced continuing weakness in the service provider market and emerging countries, and we expect ongoing uncertainty in these markets. Additionally, instability in the global credit markets, the impact of uncertainty regarding global central bank monetary policy, the instability in the geopolitical environment in many parts of the world including as a result of Russia's hostile activities in Ukraine,¹ the current economic challenges in China, including global economic ramifications of Chinese economic difficulties, and other disruptions may continue to put pressure on global economic conditions. If global economic and market conditions, or economic conditions in key markets, remain uncertain or deteriorate further, we may experience material impacts on our business, operating results, and financial condition.

Our efforts to expand our international operations are subject to a number of risks, any of which could adversely reduce our future international sales and increase our losses.

Most of our revenues to date are attributable to sales in jurisdictions other than the United States. For the years ended December 31, 2021 and 2020, approximately 44% and 50%, respectively, of our revenues were derived from sales to markets outside of the United States. Our inability to obtain or maintain federal or foreign regulatory approvals relating to the import or export of our products on a timely basis could adversely affect our ability to expand our international business. Additionally, our international operations could be subject to a number of risks, any of which could adversely affect our future international sales and operating results, including:

- increased collection risks;
- trade restrictions;
- export duties and tariffs;
- uncertain political, regulatory and economic developments;
- inability to protect our intellectual property rights;
- highly aggressive competitors;
- currency issues;
- difficulties in staffing, managing and supporting foreign operations;
- longer payment cycles; and
- difficulties in collecting accounts receivable.

Negative developments in any of these areas in one or more countries could result in a reduction in demand for our products, the cancellation or delay of orders already placed, difficulty in collecting receivables, and a higher cost of doing business, any of which could adversely affect our business, results of operations or financial condition.

In addition, in many countries the national security organizations require our employees to obtain clearance before such employees can work on a particular transaction. Failure to receive, or delays in the receipt of, relevant foreign qualifications could also have a material adverse effect on our ability to make sales or fulfill our orders on a timely basis. Additionally, as foreign government regulators have become increasingly stringent, we may be subject to more rigorous regulation by governmental authorities in the future. If we fail to adequately address any of these regulations, our business will be harmed.

We are exposed to risks in operating in foreign markets, which may make operating in those markets difficult and thereby force us to curtail our business operations.

In conducting our business in foreign countries, we are subject to political, economic, legal, operational and other risks that are inherent in operating in other countries. Risks inherent to operating in other countries range from difficulties in settling transactions in emerging markets to possible nationalization, expropriation, price controls and other restrictive governmental actions. We also face the risk that exchange controls or similar restrictions imposed by foreign governmental authorities may restrict our ability to convert local currency received or held by us in their countries into U.S. dollars or other currencies, or to take those dollars or other currencies out of those countries.

Due to the nature of our business, our financial and operating results could fluctuate.

Our financial and operating results have fluctuated in the past and could fluctuate in the future from quarter to quarter. As a result of our dependence in the e-Gov division on a limited number of customers and our increased reliance on our e-Gov, and IoT solutions and products, our revenue has experienced wide fluctuations. We expect that our revenue will continue to fluctuate in the future as we market and implement solutions through our IoT and e-Gov divisions. A portion of our sales is not recurring sales; therefore, quarterly and annual sales levels will likely fluctuate. Sales in any period may not be indicative of sales in future periods. In addition, our result may fluctuate from year to year for the following reasons:

- long customer sales cycles;
- reduced demand for our products and services;

- price reductions;
- new competitors, or the introduction of enhanced products or services from new or existing competitors;
- changes in the mix of products and services we or our customers and representatives sell;
- contract cancellations, delays or amendments by customers;
- the lack of government demand for our products and services or the lack of government funds appropriated to purchasing our products and services;
- unforeseen legal expenses, including litigation costs;
- expenses related to acquisitions;
- other non-recurring financial charges;
- the lack of availability, or increased cost, of key components and subassemblies; and
- the inability to successfully manufacture in volume, and reduce the price of, certain of our products;

In addition, the period between our initial contact with a potential customer and the purchase of our products and services is often long and subject to delays associated with the budgeting, approval and competitive evaluation processes that frequently accompany significant capital expenditures, particularly by governmental agencies. The typical sales cycle for our government customers has, to date, ranged from three to 24 months and the typical sales cycle for our commercial customers has ranged from one to 12 months. A lengthy sales cycle may have an impact on the timing of our revenue, which may cause our quarterly operating results to fall below investor expectations. We believe that a customer's decision to purchase our products and services is discretionary, involves a significant commitment of resources, and is influenced by customer budgetary cycles. To successfully sell our products and services, we generally must educate our potential customers regarding their use and benefits, which can require significant time and resources. This significant expenditure of time and resources may not result in actual sales of our products and services.

Our reliance on third party technologies and components for the development of some of our products may delay product launches, impair our ability to develop and deliver products and hurt our ability to compete in the market.

Most of our products integrate third-party technology that we license and components that we purchase or otherwise obtain the right to use, including operating systems, microchips, security and cryptography technology for card operating systems and dual interface technology. Our ability to purchase and license new technologies and components from third parties is and will continue to be critical to our ability to offer a complete line of products that meets customer needs and technological requirements. We may not be able to renew our existing licenses or to purchase components on favorable terms, if at all. If we lose the rights to a patented technology, we may need to stop selling or may need to redesign our products that incorporate that technology. We may also lose the potential competitive advantage such technology gave us. In addition, competitors could obtain licenses for technologies for which we are unable to obtain licenses, and third parties may develop or enable others to develop a similar solution to security issues, either of which could adversely affect our results of operations. Also, dependence on the patent protection of third parties may not afford us any control over the protection of the technologies upon which we rely. If the patent protection of any of these third parties were compromised, our ability to compete in the market could also be impaired.

Although we generally use standard components for our systems, some of the key components are available only from limited sources. Even where multiple sources are available, we typically obtain components from only one vendor to ensure high quality, prompt delivery and low cost. If one of our suppliers was unable to meet our supply demands and we could not quickly replace the source of supply, it could have a material adverse effect on our business, operating results and financial condition, for reasons including a delay of receipt of revenues and damage to our business reputation.

Delays in deliveries from our suppliers, defects in goods or components supplied by our vendors, or delays in projects that are performed by our subcontractors could cause our revenues and gross margins to decline.

We rely on a limited number of vendors and subcontractors for certain components of the products we are supplying and projects we perform. In some cases, we rely on a single source vendor or subcontractor. Any undetected flaws in components to be supplied by our vendors could lead to unanticipated costs to repair or replace these parts. If one of our suppliers was unable to meet our supply demands and we could not quickly replace the source of supply, it could cause a delay of receipt of revenues and damage our business reputation. We depend on subcontractors to adequately perform a substantial part of our projects. If a subcontractor fails to fulfill its obligations under a certain project, it could delay our receipt of revenues for such project and damage our business reputation, and therefore could have a material adverse effect on our business, operating results and financial condition.

We may have significant differences between forecasted demands and actual orders received, which may adversely affect our business.

The lead time for ordering parts and materials and building many of our products can be many months. As a result, we must order parts and materials and build our products based on forecasted demand. If demand for our products lags significantly behind our forecasts, we may produce more products than we can sell, which can result in cash flow problems and write-offs or write-downs of obsolete inventory. If demand for our products exceeds our forecasts, our business may be harmed as a result of delays to perform contracts.

Breaches of network or information technology security, natural disasters or terrorist attacks could have an adverse effect on our business.

Cyber-attacks or other breaches of network or information technology, or IT, security, natural disasters, terrorist acts or acts of war may cause equipment failures or disrupt our systems and operations. We may be subject to attempts to breach the security of our networks and IT infrastructure through cyber-attack, malware, computer viruses and other means of unauthorized access. While we maintain insurance coverage for some of these events, the potential liabilities associated with these events could exceed the insurance coverage we maintain. A failure to protect the privacy of customer and employee confidential data against breaches of network or IT security could result in damage to our reputation. To date, we have not been subject to cyber-attacks or other cyber incidents which, individually or in the aggregate, resulted in a material impact to our operations or financial condition.

For us to further penetrate the marketplace, the marketplace must be confident that we provide effective security protection for national and other secured identification documents and cards. Although we have not experienced any act of sabotage or unauthorized access by a third party to our software or technology to date, if an actual or perceived breach of security occurs in our internal systems or those of our customers, regardless of whether we caused the breach, it could adversely affect the market's perception of our products and services. This could cause us to lose customers, resellers, alliance partners or other business partners, thereby causing our revenues to decline. If we or our customers were to experience a breach of our internal systems, our business could be severely harmed by adversely affecting the market's perception of our products and services.

Third parties could obtain access to our proprietary information or could independently develop similar technologies.

Despite the precautions we take, third parties may copy or obtain and use our technologies, ideas, know-how and other proprietary information without authorization or may independently develop technologies similar or superior to our technologies. In addition, the confidentiality and non-competition agreements between us and most of our employees, representatives and clients may not provide meaningful protection of our proprietary technologies or other intellectual property in the event of unauthorized use or disclosure. If we are not able to successfully defend our industrial or intellectual property rights, we may lose rights to technologies that we need to develop our business, which may cause us to lose potential revenues, or we may be required to pay significant license fees for the use of such technologies. To date, we have relied primarily on a combination of trade secret and copyright laws, as well as nondisclosure and other contractual restrictions on copying, reverse engineering and distribution to protect our proprietary technology.

Our current patents portfolio and any patents that we may register in the future may provide only limited protection for our technology and may not be sufficient to provide competitive advantages to us. For example, competitors could be successful in challenging any issued patents or, alternatively, could develop similar or more advantageous technologies on their own or design around our patents. Any inability to protect intellectual property rights in our technology could enable third parties to compete more effectively with us.

In addition, the laws of certain foreign countries may not protect our intellectual property rights to the same extent as do the laws of Israel or the United States. Our means of protecting our intellectual property rights in Israel, the United States or any other country in which we operate may not be adequate to fully protect our intellectual property rights.

Third parties may assert that we are infringing their intellectual property rights, and IP litigation could require us to incur substantial costs even when our efforts are successful.

We may face IP litigation, which could be costly, harm our reputation, limit our ability to sell our products, force us to modify our products or obtain appropriate licenses, and divert the attention of management and technical personnel. Our products employ technology that may infringe on the proprietary rights of others, and, as a result, we could become liable for significant damages and suffer other harm to our business. Our exposure to risks associated with the use of intellectual property may be increased as a result of acquisitions, as we have a lower level of visibility into the development process with respect to such technology or the care taken to safeguard against infringement risks.

We have not been subject to material IP litigation to date. We have received demand letters in the past alleging that products or processes of ours are in breach of patents, which we have denied, and after a respective lawsuit has been filed in respect of such claims, it has been resolved and dismissed with no effect on our business or any material cost to us.

Litigation may be necessary in the future to enforce any patents we have or may obtain and/or any other IP rights, to protect our trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity, and we may not prevail in any such future litigation. Litigation, whether or not determined in our favor or settled, could be costly, could harm our reputation and could divert the efforts and attention of our management and technical personnel from normal business operations. In addition, adverse determinations in litigation could result in the loss of our proprietary rights, subject us to significant liabilities, require us to seek licenses from third parties, prevent us from licensing our technology or selling or manufacturing our products, or require us to expend significant resources to modify our products or attempt to develop non-infringing technology, any of which could seriously harm our business.

Our products may contain technology provided to us by third parties. Because we did not develop such technology ourselves, we may have little or no ability to determine in advance whether such technology infringes the IP rights of any other party. Our suppliers and licensors may not be required to indemnify us in the event that a claim of infringement is asserted against us, or they may be required to indemnify us only with respect to intellectual property infringement claims in certain jurisdictions, and/or only up to a maximum amount, above which we would be responsible for any further costs or damages. In addition, we have indemnification obligations to certain parties with respect to any infringement of third-party patents and intellectual property rights by our products. If litigation were to be filed against these parties in connection with our technology, we would be required to defend and indemnify such parties.

We rely on the services of certain executive officers and key personnel, the loss of whom could adversely affect our business.

Our future success depends largely on the efforts and abilities of our executive officers and senior management and other key employees, including technical and sales personnel. The loss of the services of any of these persons could adversely affect our business. We do not maintain any “key-person” life insurance with respect to any of our employees.

Our ability to remain competitive depends in part on attracting, hiring and retaining qualified technical personnel, and if we are not successful in such efforts, our business could be disrupted.

Our future success depends in part on the availability of qualified technical personnel, including personnel trained in software and hardware applications within specialized fields. As a result, we may not be able to successfully attract or retain skilled technical employees, which may impede our ability to develop, install, implement and otherwise service our software and hardware systems and to efficiently conduct our operations.

The information technology and network security industries are characterized by a high level of employee mobility and the market for technical personnel remains extremely competitive in certain regions, including Israel. This competition means that (i) there are fewer highly qualified employees available for hire, (ii) the costs of hiring and retaining such personnel are high, and (iii) highly qualified employees may not remain with us once hired. Furthermore, there may be pressure to provide technical employees with stock options and other equity interests in us, which may dilute our shareholders and increase our expenses.

The additions of new personnel and the departure of existing personnel, particularly in key positions, can be disruptive, might lead to additional departures of existing personnel and could have a material adverse effect on our business, operating results and financial condition.

Some of our products are subject to government regulation of radio frequency technology, which could cause a delay in introducing, or an inability to introduce, such products in the United States and other markets.

The rules and regulations of the United States Federal Communications Commission (FCC), or the European CE, limit the radio frequency used by and level of power emitting from electronic equipment. Our Connectivity and IoT products and equipment are required to comply with these FCC and/or CE rules, which may require certification, verification or registration of the equipment with the FCC and CE. Certification and verification of new equipment requires testing to ensure the equipment’s compliance with the FCC’s and/or CE’s rules. The equipment must be labeled according to the FCC’s and/or CE’s rules to show compliance with these rules. Testing, processing of the FCC’s and/or CE’s equipment certificate or FCC registration and labeling may increase development and production costs and could delay introduction of our verification scanning device and next generation radio frequency technology scanning equipment into the U.S. and European markets. Selling, leasing or importing non-compliant equipment is considered a violation of FCC or CE rules and related law, and violators may be subject to an enforcement action by the related authorities. Any failure to comply with the applicable rules and regulations of the FCC and/or CE could have an adverse effect on our business, operating results and financial condition by increasing our compliance costs and/or limiting our sales in the United States and Europe.

War, terrorism, other acts of violence or natural or man-made disasters, including a global pandemic, may affect the markets in which the Company operates, the Company's customers, the Company's delivery of products and customer service, and could have a material adverse impact on our business, results of operations, or financial conditions.

The Company's business may be adversely affected by instability, disruption or destruction in a geographic region in which it operates, regardless of cause, including war, terrorism, riot, civil insurrection or social unrest, and natural or man-made disasters, including famine, food, fire, earthquake, storm or pandemic events and spread of disease. Such events may cause customers to suspend their decisions on using the Company's products and services, make it impossible to attend or sponsor trade shows or other conferences in which our products and services are presented to customers and potential customers, cause restrictions, postponements and cancellations of events that attract large crowds and public gatherings such as trade shows at which we have historically presented our products, and give rise to sudden significant changes in regional and global economic conditions and cycles that could interfere with purchases of goods or services, commitments to develop new products. These events also pose significant risks to the Company's personnel and to physical facilities, transportation and operations, which could materially adversely affect the Company's financial results.

The COVID-19 pandemic is adversely impacting our global economy, which could adversely impact other parts of our business, including our ability to access capital markets, if and when required. Additional factors could exacerbate such negative consequences and/or cause other and potentially materially adverse effects.

An outbreak of a novel strain of coronavirus, COVID-19 in December 2019 subsequently became a pandemic after spreading globally, including the United States, and continues as of the date of this Annual Report. The COVID-19 pandemic materially adversely affected our financial results and business operations during the fiscal year ended December 31, 2021. The extent to which the coronavirus impacts our results will depend on future developments, including new information which may emerge concerning the severity of the coronavirus and the actions taken by us and our partners to contain the coronavirus or treat its impact, among others. Our estimate of the ultimate impact of the coronavirus pandemic, including the extent of any adverse impacts on our business, revenues, results of operations, cash flows and financial condition, which will depend on, among other things, the duration and spread of coronavirus, the impact of federal and local government actions that have been and continue to be taken in response, and the effectiveness of actions taken to contain or mitigate the pandemic and economic conditions is subject to significant uncertainty.

Depending on the duration and severity of the current COVID-19 pandemic, it may also have the effect of heightening many of the other risks described in this Annual Report and our other filings with the SEC, such as risks relating to our ability to further develop and execute on our business plan; our ability to access capital markets to obtain additional sources of suitable and adequate financing; restricted access to capital and increased borrowing costs; our ability to fund our current debt obligations and complying with the covenants contained in the agreements that govern our existing indebtedness; our ability to fund potential acquisitions and capital expenditures; and our ability to maintain adequate internal controls in the event that our employees are restricted from accessing our regular offices for a significant period of time.

We cannot reasonably estimate the ultimate impact and duration of the coronavirus pandemic, including the extent of any adverse impacts on our business, revenues, results of operations, cash flows and financial condition, which cannot currently be predicted and will depend on, among other things, the duration and spread of coronavirus, the impact of federal and local government actions that have been and continue to be taken in response, and the effectiveness of actions taken to contain or mitigate the pandemic and economic conditions.

The ability of our employees to work may be significantly impacted by the coronavirus.

As of the date of this Annual Report, the COVID-19 pandemic continues. Our employees are being affected by the COVID-19 pandemic. Operationally, substantially all of our employees and consultants are working remotely, and we have restricted some of our production activities and business travel. The health of our workforce is of primary concern and we may need to enact further precautionary measures to help minimize the risk of our employees being exposed to the coronavirus. If significant portions of our workforce, including key personnel, are unable to work effectively because of illness, government actions or other restrictions in connection with the COVID-19 pandemic, any adverse impact of the pandemic on our businesses could be exacerbated. Furthermore, our management team is focused on mitigating the adverse effects of the COVID-19 pandemic, which has required and will continue to require a large investment of time and resources across our entire Company, thereby diverting their attention from other priorities that existed prior to the outbreak of the pandemic. If these conditions worsen, or last for an extended period of time, our ability to manage our business may be impaired, and operational risks, cybersecurity risks and other risks facing us even prior to the pandemic may be elevated.

We cannot predict the impact of the COVID-19 pandemic on our customers, suppliers, vendors, and other business partners, and the full effects of the COVID-19 pandemic are highly uncertain and cannot be predicted.

The COVID -19 pandemic is partially affecting our revenue partners, vendors and other business partners, and we are not able to assess the full extent of the current impact nor predict the ultimate consequences that will result therefrom.

We are continuously monitoring our own operations and intend to take appropriate actions to mitigate the risks arising from the COVID-19 pandemic to the best of our abilities, but there can be no assurances that we will be successful in doing so. To the extent we are able to obtain information about and maintain communications with our revenue partners, vendors and other business partners, we will seek to minimize disruptions to our revenue and distribution channels, but many circumstances will be beyond our control. Governmental action and/or regional quarantines may further result in labor shortages and work stoppages. All of these factors may have far-reaching direct and indirect impacts on our business, operations, and financial results and condition. The ultimate extent of the effects of the COVID-19 pandemic on our Company is highly uncertain and will depend on future developments which cannot be predicted. Even after the COVID-19 outbreak has subsided, we may continue to experience material adverse impact on our business as a result of its global economic impact, including any related recession, as well as lingering impact on demand for our services, our customers, suppliers, vendors and other business partners.

Risks Related to Our Ordinary Shares

Volatility of the market price of our ordinary shares could adversely affect our shareholders and us.

The market price of our ordinary shares has been, and is likely to be, highly volatile and could be subject to wide fluctuations in response to numerous factors, including the following:

- actual or anticipated variations in our quarterly operating results or those of our competitors;
- announcements by us or our competitors of technological innovations or new and enhanced products;
- developments or disputes concerning proprietary rights;
- introduction and adoption of new industry standards;
- changes in financial estimates by securities analysts;
- market conditions or trends in our industry;
- changes in the market valuations of our competitors;
- announcements by us or our competitors of significant acquisitions;
- entry into strategic partnerships or joint ventures by us or our competitors;
- failing to meet in the financial projection or guidance;
- Actual and anticipated market volatility due to the COVID-19;
- political and economic conditions, such as a recession or interest rate or currency rate fluctuations or political events; and
- other events or factors in any of the countries in which we do business, including those resulting from war, incidents of terrorism, natural disasters or responses to such events.

In addition, the stock market in general, and the market for Israeli companies in particular, has been highly volatile. Many of these factors are beyond our control and may materially adversely affect the market price of our ordinary shares, regardless of our performance. In the past, following periods of market volatility, shareholders have often instituted securities class action litigation relating to the stock trading and price volatility of the company in question. If we were involved in any securities litigation, it could result in substantial cost to us to defend and divert resources and the attention of management from our business.

We have a shareholder that is able to exercise substantial influence over us and all matters submitted to our shareholders.

Sigma Wave Ltd. (“Sigma”), which is controlled by family members of Mrs. Tsviya Trabelsi, and by her husband Mr. Arie Trabelsi, a member of our board of directors, is the beneficial owner of approximately 16.1% of our outstanding ordinary shares as of December 31, 2021. Mrs. Trabelsi and Mr. Trabelsi are also the parents of Ordan Trabelsi, our CEO and President, and Barak Trabelsi, our COO and CTO. Such ownership interest gives Sigma the ability to influence our corporate affairs and to control our Company, including our management, subject to approvals that may be required for related-party transactions pursuant to Israeli law. Sigma may have influence over the outcome of most matters submitted to our shareholders, including the election of our directors, and such influence could make us a less attractive acquisition or investment target. Because the interests of Sigma may differ from the interests of our other shareholders, actions taken by Sigma with respect to us may not be favorable to our other shareholders.

We do not expect to pay cash dividends.

We have never paid cash dividends on our ordinary shares and do not anticipate paying cash dividends in the near future. According to the Israeli Companies Law, dividends may only be paid out of profits legally available for distribution and provided that there is no reasonable concern that such payment will prevent us from satisfying our existing and foreseeable obligations as they become due. The payment of dividends will depend on earnings, financial condition, debt covenants in place, and other business and economic factors affecting us at such time as our board of directors may consider relevant. If we do not pay dividends, our ordinary shares may be less valuable because a return on your investment will only occur if our stock price appreciates.

We have failed to maintain effective internal control over financial reporting, which could result in material misstatements in our financial statements.

The Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley, imposes certain duties on us and our executives and directors. Our efforts to comply with the requirements of Section 404 of Sarbanes-Oxley governing internal controls and procedures for financial reporting have resulted in increased general and administrative expense and a diversion of management time and attention, and we expect these efforts to require the continued commitment of significant resources. Section 404 of Sarbanes-Oxley requires management's annual review and evaluation of our internal control over financial reporting in connection with the filing of the Annual Report on Form 20-F for each fiscal year. We have identified material weaknesses or significant deficiencies in our internal control over financial reporting. Failure to maintain effective internal control over financial reporting could result in material misstatements in our financial statements. Any such failure could also adversely affect the results of our management's evaluations and annual auditor reports regarding the effectiveness of our internal control over financial reporting. Failure to maintain effective internal control over financial reporting could result in investigation or sanctions by regulatory authorities and could have a material adverse effect on our operating results, investor confidence in our reported financial information and the market price of our ordinary shares.

Risks Related to Our Location and Incorporation in Israel

Political, economic and military instability, war and/or acts of terror in Israel may disrupt our operations and negatively affect our business condition, harm our results of operations and adversely affect our share price.

We are incorporated under the laws of, and our principal executive offices and research and development facilities are located in, the State of Israel. As a result, political, economic and military conditions, war and/or acts of terror affecting Israel directly influence us. Any major hostilities involving Israel, a full or partial mobilization of the reserve forces of the Israeli army, the interruption or curtailment of trade between Israel and its present trading partners, or a significant downturn in the economic or financial condition of Israel could adversely affect our business, financial condition and results of operations.

Since its establishment in 1948, Israel has been involved in a number of armed conflicts with its Arab neighbors and a state of hostility, varying from time to time in intensity and degree, has continued into 2022. Also, since 2011, uprisings in several countries in the Middle East and neighboring regions have led to severe political instability in several neighboring states and to a decline in the regional security situation. Such instability may affect the local and global economy, could negatively affect business conditions and, therefore, could adversely affect our operations. In addition, Iran has threatened to attack Israel and is widely believed to be developing nuclear weapons. Iran is also believed to have a strong influence among extremist groups in areas that neighbor Israel, such as Hamas in Gaza and Hezbollah in Lebanon. Any armed conflicts, terrorist activities or political instability in the region could materially and adversely affect our business, financial condition and results of operations. In addition, the political and security situation in Israel may result in parties with whom we have agreements involving performance in Israel claiming that they are not obligated to comply with their undertakings under those agreements pursuant to force majeure provisions in such agreements. To date, these matters have not had any material effect on our business and results of operations; however, the regional security situation and worldwide perceptions of it are outside our control and there can be no assurance that these matters will not negatively affect us in the future.

Furthermore, we could be adversely affected by the interruption or reduction of trade between Israel and its trading partners. Some countries, companies and organizations continue to participate in a boycott of Israeli companies and others doing business with Israel or with Israeli companies. As a result, we are precluded from marketing our products to these countries, companies and organizations. Foreign government defense export policies towards Israel could also make it more difficult for us to obtain the export authorizations necessary for our activities. Also, over the past several years, there have been calls, in Europe and elsewhere, to reduce trade with Israel. Restrictive laws, policies or practices directed towards Israel or Israeli businesses may have an adverse impact on our operations, our financial results or the expansion of our business.

Our financial results may be adversely affected by inflation and currency fluctuations.

We report our financial results in dollars, while a portion of our expenses, primarily salaries, are paid in NIS. Therefore, our NIS related costs, as expressed in U.S. dollars, are influenced by the exchange rate between the U.S. dollar and the NIS. The appreciation of the NIS against the U.S. dollar will result in an increase in the U.S. dollar cost of our NIS expenses. We are also influenced by the timing of, and the extent to which, any increase in the rate of inflation in Israel over the rate of inflation in the United States is not offset by the devaluation of the NIS in relation to the dollar. Our dollar costs in Israel will increase if inflation in Israel exceeds the devaluation of the NIS against the dollar or if the timing of such devaluation lags behind inflation in Israel. In the past, the NIS exchange rate with the dollar and other foreign currencies had fluctuated, generally reflecting inflation rate differentials. We cannot predict any future trends in the rate of inflation in Israel or the rate of devaluation or appreciation of the NIS against the dollar. If the dollar cost of our operations in Israel increases, our dollar measured results of operations will be adversely affected.

Our operations could be disrupted as a result of the obligation of management or key personnel to perform military service in Israel.

Generally, all nonexempt male adult citizens and permanent residents of Israel under the age of 40, or older for reserves officers or citizens with certain occupations, as well as certain female adult citizens and permanent residents of Israel, are obligated to perform annual military reserve duty and are subject to being called for active duty at any time under emergency circumstances. While we have operated effectively under these requirements since our incorporation, we cannot predict the full impact of such conditions on us in the future, particularly if emergency circumstances occur. If many of our employees are called for active duty, our operations in Israel and our business, operating results and financial condition may be adversely affected.

We may not be able to enforce covenants not-to-compete under current Israeli law.

We have non-competition agreements with most of our employees, many of which are governed by Israeli law. These agreements generally prohibit our employees from competing with us or working for our competitors for a specified period following termination of their employment. However, Israeli courts are reluctant to enforce non-compete undertakings of former employees and tend, if at all, to enforce those provisions for relatively brief periods of time in restricted geographical areas and only when the employee has unique value specific to that employer's business and not just regarding the professional development of the employee. Any such inability to enforce non-compete covenants may cause us to lose any competitive advantage resulting from advantages provided to us by such confidential information.

We may become subject to claims for remuneration or royalties for assigned service invention rights by our employees, which could result in litigation and adversely affect our business.

A significant portion of our intellectual property has been developed by our Israeli employees in the course of their employment for us. Under the Israeli Patent Law, 5727-1967 (the "Israeli Patent Law"), inventions conceived by an employee during the term and as part of the scope of his or her employment with a company are regarded as "service inventions," which belong to the employer, absent a specific agreement between the employee and employer giving the employee service invention rights. The Israeli Patent Law also provides that if there is no such agreement between an employer and an employee, the Israeli Compensation and Royalties Committee (the "C&R Committee"), a body constituted under the Israeli Patent Law, shall determine whether the employee is entitled to remuneration for his inventions. The C&R Committee (decisions of which have been upheld by the Israeli Supreme Court) has held that employees may be entitled to remuneration for their service inventions despite having specifically waived any such rights. Further, the C&R Committee has not yet set specific guidelines regarding the method for calculating this remuneration or the criteria or circumstances under which an employee's waiver of his right to remuneration will be disregarded. We generally enter into intellectual property assignment agreements with our employees pursuant to which such employees assign to us all rights to any inventions created in the scope of their employment or engagement with us. Although our employees have agreed to assign to us service invention rights and have specifically waived their right to receive any special remuneration for such assignment beyond their regular salary and benefits, we may face claims demanding remuneration in consideration for assigned inventions. As a consequence of such claims, we could be required to pay additional remuneration or royalties to our current or former employees, or be forced to litigate such claims, which could negatively affect our business.

Your rights and responsibilities as a shareholder will be governed by Israeli law and differ in some respects from the rights and responsibilities of shareholders under U.S. law.

We are incorporated under Israeli law. The rights and responsibilities of holders of our ordinary shares are governed by our Memorandum of Association and Articles of Association and by Israeli law. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders in typical U.S. corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith and customary manner in exercising his or her rights and fulfilling his or her obligations toward the company and other shareholders, and to refrain from misusing his power, including, among other things, when voting at the general meeting of shareholders on certain matters. Israeli law provides that these duties are applicable to shareholder votes on, among other things, amendments to a company's articles of association, increases in a company's authorized share capital and mergers and interested party transactions requiring shareholder approval. A shareholder also has a general duty to refrain from exploiting any other shareholder of his or her rights as a shareholder. In addition, a controlling shareholder of an Israeli company or a shareholder who knows that it possesses the power to determine the outcome of a shareholder vote or who, under our Articles of Association, has the power to appoint or prevent the appointment of a director or executive officer in the company, has a duty of fairness toward the company. Israeli law does not define the substance of this duty of fairness, but provides that remedies generally available upon a breach of contract will apply also in the event of a breach of the duty to act with fairness. Because Israeli corporate law has undergone extensive revision in recent years, there is little case law available to assist in understanding the implications of these provisions that govern shareholder behavior.

Provisions of Israeli law may delay, prevent or otherwise encumber a merger with or an acquisition of our company, which could prevent a change of control, even when the terms of such transaction are favorable to us and our shareholders.

Israeli corporate law regulates mergers, requires tender offers for acquisitions of shares above specified thresholds, requires special approvals for transactions involving directors, officers or significant shareholders and regulates other matters that may be relevant to these types of transactions. Furthermore, Israeli tax considerations may make potential transactions unappealing to us or to some of our shareholders whose country of residence does not have a tax treaty with Israel exempting such shareholders from Israeli tax. These provisions of Israeli law could delay, prevent or impede a merger with or an acquisition of our company, which could prevent a change of control, even when the terms of such transaction are favorable to us and our shareholders and therefore potentially depress the price of our shares.

Our shareholders may face difficulties in the enforcement of civil liabilities against us and our officers and directors or in asserting U.S. securities law claims in Israel.

Most of our officers and directors are residents of Israel or otherwise reside outside of the United States. SuperCom Ltd. is incorporated under Israeli law and its principal office and facilities are located in Israel. All or a substantial portion of the assets of such persons are or may be located outside of the United States. Therefore, service of process upon SuperCom Ltd., such directors and officers may be difficult to effect in the United States. It also may be difficult to enforce a U.S. judgment against SuperCom Ltd., such officers and directors as any judgment obtained in the United States against such parties may not be collectible in the United States. In addition, it may be difficult to assert U.S. securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws because Israel is not the most appropriate forum to bring such a claim. In addition, even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel addressing these matters.

Being a foreign private issuer exempts us from certain Securities and Exchange Commission requirements.

As a foreign private issuer within the meaning of rules promulgated under the U.S. Securities and Exchange Act of 1934, as amended, or the Exchange Act, we are exempt from certain provisions applicable to U.S. public companies including:

- the rules under the Exchange Act requiring the filing with the Securities and Exchange Commission of quarterly reports on Form 10-Q and current reports on Form 8-K;
- the sections of the Exchange Act regulating the solicitation of proxies in connection with shareholder meetings;
- the provisions of Regulation FD aimed at preventing issuers from making selective disclosures of material information; and
- the sections of the Exchange Act requiring insiders to file public reports of their stock ownership and trading activities and establishing insider liability for profits realized from any “short-swing” trading transaction (i.e., a purchase and sale, or sale and purchase, of the issuer’s equity securities within less than six months).

Because of these exemptions, investors are not afforded the same protections or information generally available to investors holding shares in public companies organized in the United States.

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

SuperCom Ltd. is a company organized under the laws of the State of Israel. Our registered office is located at 3 Rothschild Street, Tel-Aviv, Israel, and our telephone number is +972-9-889-0880. Our agent in the United States is SuperCom, Inc., and is located at 160 Franklin Street, Suite 310, Oakland, CA, 94607, telephone number +1 (510) 505-2600.

The Company web address is SuperCom.com.

The SEC maintains an internet site located at <https://www.sec.gov/edgar.com>, that contains reports, other statements and other information regarding issuers that file electronically with the SEC.

SuperCom Ltd. was incorporated in the State of Israel on July 4, 1988 pursuant to the provisions of the then-current Israeli Companies Ordinance. The legislative framework within which we now operate is the Israeli Companies Law, which became effective on February 1, 2000, and the Israeli Companies Ordinance (New Version) 1983, as amended (the "Companies Ordinance").

From our incorporation in 1988 until 1999, we were a development-stage company primarily engaged in research and development, establishing relationships with suppliers and potential customers and recruiting personnel with a focus on the governmental market. In 2001, we implemented a reorganization plan, which we completed in 2002. As a result of the reorganization, we expanded our marketing and sales efforts to include the commercial market with a new line of advanced smart card and identification technologies products, while maintaining our governmental market business.

During 2002, we sold, in three separate transactions with third party purchasers, our entire equity interest in a U.S. subsidiary, InkSure Technologies, Inc., for which we received aggregate proceeds of approximately \$6.6 million. In December 2002, we discontinued the operations, disposed of all of the assets and terminated the employees of two U.S. subsidiaries, Genodus Inc. and Kromotek, Inc.

In 2006 we decided to sell most of our e-Gov Division in order to focus on opportunities in the U.S. for our IoT businesses as well as our Critical Situation Management System, or CSMS, business, which we sold in 2010.

On December 31, 2006, we sold the majority of the e-Gov Division activities and related intellectual property to OTI for 2,827,200 restricted ordinary shares of OTI, as of December 31, 2008, we sold all of the OTI shares that we received in the transaction.

On August 28, 2007, we purchased, through our wholly owned subsidiary, Vuance, Inc., all of the issued and outstanding stock capital of Security Holding Corp., or SHC, from Homeland Security Capital Corporation and other minority shareholders for approximately \$4.34 million of our ordinary shares and direct expenses of approximately \$600,000 in our ordinary shares. A total of 258,218 ordinary shares were issued to the sellers. SHC was a Delaware corporation engaged in the manufacture and distribution of RFID-enabled solutions, access control and security management systems. During the fourth quarter of 2007, SHC and its subsidiaries were merged into our Vuance, Inc. subsidiary.

In September 2007, we entered into a definitive agreement to acquire the credentialing division of Disaster Management Solutions Inc., or DMS. This acquisition complemented our former incident management solutions business and added the RAPTOR system to our former CSMS business, both of which were sold in 2010.

On March 25, 2009, we completed the acquisition of certain of the assets and certain of the liabilities of Intelli-Site, Inc. pursuant to an asset purchase agreement. We agreed to pay Intelli-Site \$262,000 payable in cash and in our shares (which were subject to a certain lock up mechanism) and included a contingent consideration of up to \$600,000 based upon certain conditions.

In January 2010, we completed the sale to OLTIS Security Systems International, LLC, or OSSSI, of certain assets (including certain accounts receivable and inventory of a subsidiary) and certain liabilities (including certain accounts payable) related to our electronic access control market for \$146,822 in cash. In addition, OSSSI paid off a loan that our subsidiary had taken from Bridge Bank, National Association.

In January 2010, we completed the sale of certain of the assets of Vuance, Inc and certain of its liabilities related to our Government Services Division, pursuant to an asset purchase agreement for \$250,000. In addition, the purchasers agreed to pay Vuance, Inc. an earn-out of up to \$1.5 million over the course of calendar years 2010 through 2013.

At the beginning of 2012, we decided to leverage our experience in the e-Gov market and increase our position in the market by: (i) proposing other new technologies and solutions to our existing e-Gov customers, (ii) securing other e-Gov projects and solutions by virtue of entering into joint ventures with partners with a global presence and complementary goals and products and (iii) retaining an outstanding group of market executives and experts, which allowed us to propose and implement what we believe to be competitive ID and e-Gov solutions to the global markets.

During 2012, we altered our strategy with respect to the IoT division to focus on solutions for three growing electronic monitoring vertical markets: (i) public safety, (ii) healthcare and homecare and (iii) transportation management. We have enhanced and developed a series of new products and solutions including the Pure Security Suite, Puretag, PureCom, Pure Monitor and PureTrack,

Between 2013 and through 2016, our product depth and global presence was expanded significantly with our acquisitions of the SmartID division of OTI in 2013, Prevision in 2015, and LCA, Safend, the PowaPOS business, and Alvarion in 2016, together with our extensive research and development of new product lines for the e-Gov, IoT, cyber security, and connectivity businesses.

On December 26, 2013, we acquired the SmartID division of OTI, including all contracts, software, other related technologies and IP assets.

On November 12, 2015, we acquired Prevision, an Israeli based cyber security company. We paid \$1.1 million at the closing and agreed to make contingent annual payments of approximately \$250,000 pursuant to an earn-out mechanism until the end of 2019. As of December 31, 2021, no earn-out liability exists.

On January 1, 2016, we acquired LCA, a U.S. based company, including all contracts, software, other related technologies and IP assets. We paid \$2.9 million at the closing and committed to certain contingent earn-out payments over the next three years that are structured as a single digit percentage of annual revenues in excess of stand-alone LCA management revenue projections, as of January 2020 the contingent earn-out is no longer exists.

On March 13, 2016, we acquired Safend, an Israeli based cyber security company. Safend is an international provider of cutting-edge endpoint data protection guarding against corporate data loss and theft through content discovery and inspection, encryption methodologies, and comprehensive device and port control. Safend maps sensitive information and controls data flow through email, web, external devices and additional channels. Founded in 2003, Safend sold its products to over 3,000 customers in the United States, Europe, and Asia, and more than three million software license seats deployed by multinational enterprises, government agencies and small to mid-size companies around the globe.

On April 18, 2016, we acquired the PowaPOS business, a division of POWA Technologies Ltd., the developer of a fully integrated mobile and tablet-based system integrating industry-leading retail and secure payment solutions into one simplified, attractive and innovative POS platform.

On May 18, 2016, we acquired Alvarion. Alvarion designs solutions for carrier wi-fi, enterprise connectivity, smart city, smart hospitality, connected campuses and connected events that are both complete and heterogeneous to ensure ease-of-use and optimize operational efficiency.

B. BUSINESS OVERVIEW

Founded in 1988, we are a global provider of traditional and digital identity solutions, advanced IoT and connectivity solutions, and cyber security products and solutions, to governments and private and public organizations throughout the world.

We are comprised of three main Strategic Business Units (SBU): e-Gov, IoT and Connectivity (or “IoT”), and Cyber Security:

e-Gov

Through our proprietary e-Government platforms and innovative solutions for traditional and biometrics enrollment, personalization, issuance and border control services, we have helped governments and national agencies design and issue secured multi-identification, or Multi-ID, documents and robust digital identity solutions to their citizens, visitors and Lands.

We have focused on expanding our activities in the traditional identification, or ID, and electronic identification, or e-Gov, market, including the design, development and marketing of identification technologies and solutions to governments in Europe, Asia, America and Africa using our e-Government platforms. Our activities include: (i) utilizing paper secured by different levels of security patterns (UV, holograms, etc.); and (ii) electronic identification secured by biometric data, principally in connection with the issuance of national Multi-ID documents (IDs, passports, driver’s licenses, vehicle permits, and visas, Secure Land Certificated) border control applications and Land Information System (LIS) .

IoT and Connectivity

IoT

Our IoT products and solutions reliably identify, track and monitor people or objects in real time, enabling our customers to detect unauthorized movement of people, vehicles and other monitored objects. We provide all-in-one field proven IoT suite, accompanied with services specifically tailored to meet the requirements of an IoT solutions. Our proprietary IoT suite of hybrid hardware, connectivity and software components are the foundation of these solutions and services. Our IOT division has primarily focused on growing the following markets: (i) public safety; (ii) healthcare and homecare; (iii) Smart Cities (iv) Smart Campus and (iv) transportation.

During 2006, we identified the growing electronic tracking and monitoring vertical markets for public safety, real time healthcare and homecare, and transportation management. We have developed the PureRF Hybrid suit of wrist devices, connectivity, and controlling software, and from 2012 we have been developing and enhancing our next generation IoT suite; the PureSecurity Hybrid Suite of wrist band, tags, beacons, PureCom, Pure Monitors, PureTrack and other components.

On January 1, 2016 we acquired Leaders in Community Alternatives, Inc., or LCA. LCA is a California based, private criminal justice organization, providing community-based services and electronic monitoring programs to government agencies in the U.S. for more than 25 years. LCA offers a broad range of competitive solutions for governmental institutions across the U.S. in addressing realignment strategies and plans.

Connectivity

In 2016, as part of our strategy to enhance and broaden our IoT connectivity products and solutions offerings for public safety, enterprises, hospitality and smart cities markets, on May 18, 2016, we acquired Alvarion Technologies Ltd., or Alvarion. Alvarion designs solutions for carrier wi-fi, enterprise connectivity, smart city, smart hospitality, connected campuses and connected events that are both complete and heterogeneous to ensure ease-of-use and optimize operational efficiency. Carriers, local governments and hospitality sectors worldwide deploy Alvarion’s intelligent wi-fi networks to enhance productivity and performance, as well as its legacy backhaul services and products.

Cyber Security

During 2015, we identified the cyber security market as a very fast growing market where we believe that SuperCom has major advantages due to synergic technologies and shared customer base to our e-Gov, IoT and connectivity SBUs. In 2015, we acquired Prevision Ltd., or Prevision, a company with a strong presence in the market and a broad range of competitive and well-known cyber security services. During the first quarter of 2016, we acquired Safend Ltd, or Safend, an international provider of cutting edge endpoint data protection guarding against corporate data loss and theft through content discovery and inspection, encryption methodologies, and comprehensive device and port control. Safend maps sensitive information and controls data flow through email, web, external devices and additional channels.

Both acquisitions significantly expanded the breadth of our cyber security capabilities globally, while providing us with outstanding market and technological experts and over 3,000 customers in the United States, Europe, and Asia, and more than three million software license seats deployed by multinational enterprises, government agencies and small to mid-size companies around the globe, together with leading data and cyber security platforms and technologies.

Market Opportunity

We believe that our wide range of solutions offers us several opportunities across global markets and industries. The overall e-Gov market remains strong. Our addressable market includes both developing and developed countries.

We plan to grow the e-Gov division organically, by adding new e-Gov government customers and by offering more services to existing customers. We believe that our platform is agile and scalable, meaning that once a customer is using one of our applications, it is easy to add additional applications and services, which can increase a client's return on their investment. In addition, and as a result of the integration of SuperCom and the SmartID division, we are now well-positioned to work on larger international tenders, we began actively bidding on larger international tenders in markets where we see significant opportunities.

The opportunities we see for our e-Gov division may have an impact on the number of opportunities for our IoT, and Cyber security divisions as well. We have begun to leverage our e-Gov existing customer base, and we believe that the expertise and robust innovative solutions in these two segments represent a significant opportunity for SuperCom.

We offer our new generation IoT and connectivity hybrid suite, which provides a full solution encompassing proprietary software and various secure connectivity technology, to customers in the United States and in Europe, South America and Africa, by exhibiting and demoing to potential customers in those regions. We launched our new generation Pure Security offender monitoring suite and began submitting it to tenders in the public safety market. These tenders range in value from tens of thousands to tens of millions of dollars.

On January 1, 2016, we acquired LCA, a California based, private criminal justice organization with over 25 years of experience running electronic monitoring programs for government customers in the U.S. It has significantly bolstered our competitive edge in competitive tenders allowing us to offer not only cutting edge technology, but also extensive industry experience. We have since then beat market competitors in competitive processes and have been awarded projects in various countries around the world including USA, Canada, Latvia, Czech Republic, Denmark, Bulgaria and other countries in Europe and Asia. Following our recent success and status in active tenders, we believe we are well positioned to win additional new projects in years to come.

In addition, there is always demand for better security systems and services. We believe that personnel and asset management are now leading security concerns in commercial and governmental enterprises, and that this should drive an increasing demand for secure, precise and cost-effective means to positively identify, locate, track, monitor, count and protect people and objects, including inventory and vehicles. Our IoT solutions provide an optimal solution to these problems as our solutions reliably identify and track the movement of people and objects in real time, enabling our customers to detect unauthorized movement of vehicles as well as trace packages, containers and the access to premises by control personnel and vehicles.

We identified the Cyber Security market as a fast-growing market where SuperCom has major advantages due to synergic technologies and shared customer bases with our e-Gov, and IoT divisions. In 2015, we acquired Prevision Ltd., a company with a broad range of competitive and well-known Cyber Security services. During the first quarter of 2016, we acquired Safend Ltd, an international provider of cutting-edge endpoint data protection guarding against corporate data loss and theft. We now have a platform of thousands of sophisticated enterprise customers which run our proprietary endpoint protection software and utilize our cyber security services. Through this platform we hope to more easily deploy additional innovations in cyber security, such as our proprietary Safe Mobile security software, to high quality enterprise customers.

Our Strategy

We are focused on our core competencies, which are comprised of our e-Gov platform and solutions, our IoT suite and connectivity solutions, our extensive Cyber Security products and solutions. Our growth strategy includes the following components:

- Develop strong strategic relationships with our business partners, including the systems integrators and representatives that introduce our products and solutions into their respective markets.
- Employ dedicated sales personnel to work closely with our business partners. Our sales personnel will customize and adapt solutions that can then be installed and supported by these business partners.
- Expand our IoT and Cyber Security activities globally, particularly in the Americas, Europe, and the Far East.
- Leverage our customer base, superior PureSecurity hybrid suite of IoT solutions, and Cyber Security capabilities to secure additional long-term contracts with governments and communities in the public safety markets.
- Leverage our reputation, talented personnel, and project management capabilities in the e-Gov market to secure additional projects and solutions in the growing e-Government market.
- Leverage our customer base, Connectivity solutions, and Cyber Security capabilities to secure additional long-term contracts with governments and communities in the Communication Infrastructure market.
- Develop strong strategic relationships with business partners that will introduce our solutions into the healthcare, homecare, Safe City and Smart Campus markets.
- Develop strong strategic relationships with business partners in the financial services industry, and un-banked and mobile payments markets.
- Identify and acquire synergistic contracts or businesses in order to reduce time to market, obtain complementary technologies and secure required references for international bids.
- Grow our business in emerging markets with perceived significant growth opportunities.

We currently target the following markets:

National e-Government Market. Additional national e-Government clients with our e-Gov and Cyber Security technologies and products.

Public Safety Market. Public safety, including law enforcement agencies, community, safety agencies and ministries of justice around the world, with our electronics monitoring, or EM, solutions, including electronic identification, monitoring and tracking solutions for house arrests, GPS tracking, inmate control, detainee monitoring, juvenile supervision and tracking of persons returned to communities.

Airports and Ports. Airports and ports with our IoT, e-Gov, cyber security and connectivity products and solutions. Our IoT products can help common carriers monitor, track, locate and manage multiple baggage items simultaneously, thereby reducing the risk of lost baggage, increasing customer service and improving security. Our e-Gov solutions can offer airports and ports turnkey border control systems. Our border control system is based on passenger biometric identification applications, electronic passport identification, and both optical and electronic means to detect forged passports. The system, which is operable whether it is online or offline, enables border control officers to receive accurate identification based on a combination of two machine-readable biometric applications: fingerprints and facial recognition. We offer short implementation and quick integration with the existing border control system of the country and provide external interfaces to digital certificate authority for signature verification as well as interfaces to other agencies.

Enterprises and Industrial Companies. Enterprises and industrial companies with our cyber security, connectivity, and IoT products and solutions, which can be used by enterprises, shippers and warehouse operators to manage and track cartons, pallets, containers and individual items in order to facilitate movement, pick up orders, verify inventory and reduce delivery time. In addition, industrial companies can manage and track their mobile equipment and tools. We believe that our IoT suite can increase efficiency at every stage of asset, inventory and supply chain management by enabling long-range identification and location of products and removing the need for their human visual identification. Our products also work in conjunction with existing bar coding and warehouse systems to reduce the risk of loss, theft and slow speed of transfer.

Hospitals and Homecare. Hospitals and homecare with our cyber security, Connectivity, and IoT products and solutions. The healthcare sector has successfully utilized IoT technologies for the purposes of infant protection in maternity wards and resident safety in care homes similar to our asset and personnel location and identification system targeted at the secure facility and hazardous business sectors. Our IoT Suite can provide solutions for the healthcare sector for asset, staff, patient and medical record location and identification. We believe that as hospitals continue to upgrade their security measures, IoT and connectivity technology will be utilized in real-time location systems that are designed to immediately locate persons, equipment and objects within the hospital.

Municipals and Educations. Municipals and education institution with our Safe City, Smart City and Smart Campus products and solutions and cyber security, connectivity, and IoT products and solutions.

Government and Enterprise Cyber Security Markets. Homeland and enterprise cyber security markets with our Cyber Security products and services to governments and large enterprises.

Our Solutions and Products

e-Government (e-Gov) SBU Products and Solutions

We have been active in the national ID and e-Government industry for more than 25 years. We work with governments and public sectors, and we believe SuperCom e-Gov is an internationally recognized competitor in the design, development, integration and delivery of highly secured national ID and e-Government solutions.

We offer a complete end-to-end in-house solution for credentialing, identifying and verifying individuals by combining the capability to support biometric identification with the portability of smart cards. Most of our products are based on a common platform, which we refer to as MAGNA™, a complete end-to-end solution for such items as e-passports, national identity cards, voter identification cards and drivers' licenses. Our solution covers everything necessary for a government to offer a particular service to the public: business process engineering, solution design and integration, hardware and software implementation, operator and technician training. The solution covers all workflows, managerial and operational reports, and it interfaces directly with the government's business activity.

In addition, our e-Gov division offers a variety of related services, including: requirements extraction and system design, project management, project operation, training, operational processes optimization, assimilation, project financing (under BOT/PPP scheme), knowledge transfer, fee collection, maintenance and support and more.

We believe our e-Gov systems comply with regional and international standards and enhance usability by using smart card applications. Our systems' central servers include redundancy capabilities that provide disaster recovery or failover between sites. All solutions issue financial, accountability, transaction auditing and management information reports, which decrease the likelihood of tampering and fraud by individuals.

Our products combine the portability of smart cards with the capability to support advanced identification and authentication technology and manage significant amounts of information. Our MAGNA™ modular platform offers short implementation and quick integration with the existing border control system of a country and provides external interfaces to digital certificate authority for signature verification, as well as interfaces to other agencies. It offers a migration path to additional e-Government applications and to additional electronic ID documents, such as national IDs, voter IDs and drivers' licenses. Our platform can be customized to support a large number of applications, and it has been deployed in different e-passport/national ID contracts worldwide. It is also being developed for additional applications, such as medical services.

Our border control system is based on passenger biometric identification applications, electronic passport identification, and both optical and electronic means of detecting forged passports. The system, operable online or offline, enables border control officers to receive accurate identification based on a combination of two machine-readable biometric applications: fingerprints and facial recognition.

IoT and Connectivity SBU Products and Solutions

Our IoT division features a multiple connectivity base IoT hybrid suit accompanied by services specifically tailored to meet the requirements of the applicable industries, primarily: (i) public safety, (ii) healthcare and homecare, (iii) SafeCity, (iv) Smart Campus, (v) Connectivity networks and (iii) transportation. Our PureRF and PureSecurity PureCare suite assists organizations in efficiently utilizing time and resources. We believe it has a number of advantages for remote hands-off authentication, validation, identification, location and real-time monitoring of valuable personal resources and assets.

Equipped with complex IT and cyber security knowledge and experience, our senior personnel from the IoT industry and our suite of products and software can customize IoT and connectivity programs and solutions at all levels, from tags to readers to servers, and at all stages, from design to implementation and maintenance.

PureRF Suite. Our PureRF Suite provides a secure, precise and cost-effective means to positively identify, locate, track, monitor, count and protect people and objects, including inventory and vehicles. Our PureRF Suite is a complete location position, or LP, system solution based on active RFID tag technology that provides commercial customers and governmental agencies enhanced asset management capabilities. The basic components of our PureRF Suite include:

PureRF Tags. The PureRF solution relies on small, low-powered PureRF tags that are attached to objects or people. These weatherproof and shock-resistant tags are inexpensive and attach easily to key chains, uniform equipment, property, or vehicles to allow identification and tracking wherever it is needed. License-free radio bands are used to track RF signals and can be read on handheld devices. Transmitters can be programmed for periodic or event-driven transmissions. For high-security sites or situations, encrypted tag-to-reader communication prevents cloning or copying. An integrated anti-collision algorithm allows multiple tags to be simultaneously identified by a single reader, allowing employees to be matched to individual laptops or assets, shipping pallets to merchandise, assets to “authorized” locations and drivers to specific vehicles.

Hands-Free Long-Range RFID Asset Tags. These tags provide real-time asset loss prevention, inventory management, and personnel/asset tracking. They identify and track laptops, office machines, computer systems, tools, and telephones. They also identify employees and visitors in office buildings, hospitals, retail stores, warehouses, industrial facilities, mines and military installations.

Hands-Free Long-Range RFID Vehicle Tags. These tags provide long-range vehicle ID for parking and fleet management, access control, asset loss prevention at airports, gated communities, truck and bus terminals, employee parking lots, hospitals, industrial facilities, railroads, mines and military installations.

PureRF Readers. Our PureRF reader is used to receive status messages from PureRF tags. The PureRF reader is an intelligent, reliable and effective small long-range RFID reader with an integrated protocol converter. The protocol converter supports various standard interfaces such as 26 bit Wiegand format, serial RS-232, serial RS-485 or TCP/IP (Ethernet) protocols, which can be utilized in various solutions. Range-adjustable antennas can be discretely hidden to identify and track PureRF tag activity. PureRF readers can operate individually for small applications or in a network to cover wide areas. The units are small, reliable and effective and can be controlled by multiple communications methods.

PureRF Activators. PureRF activators are used to improve the accuracy of locating assets compared to what is provided by the receiver ID. They are used primarily at entrances and exits. For this purpose, PureRF activators are deployed throughout the monitored space where improved tag location measurement is required. The PureRF activators continually transmit a short-range uniquely identifying LF signal. Tags can read this signal when they are close to the activator (up to about 24 feet). The activator ID that a tag reads is added to the message that the tag transmits to the receiver. An activator’s ID indicates the location of a PureRF tag.

PureRF Initializer. A PureRF initializer is a device that integrates an LF transmitter and an RF receiver into one device. This enables the PureRF initializer to perform bi-directional communication with the tags. The PureRF initializer is used to control a tag’s mode of operation (on/off) and to set or modify a tag’s operational parameters, such as transmission frequency (timing) and activated sensors.

House Arrest Monitoring System. Our house arrest monitoring system provides fully customizable surveillance programs to eliminate frustration and operational inefficiencies. Our house arrest system is based on our PureMonitor cloud-based software and includes the PureCom base station and the PureTag RF bracelet.

PureTag RF Bracelet. Our PureTag RF bracelet is a highly secure, hypoallergenic, lightweight and compact RF bracelet that operates across the complete spectrum of the PureSecurity Corrections Tracking Suite. Its features include: (i) an encrypted RF signal, (ii) easy installation, (iii) four years of battery life, (iv) a disposable strap, (v) proximity detection, (vi) motion tamper detection and (vii) a strap and case.

PureCom RF Base Station. The PureCom RF base station brings new features and functionality to new house arrest programs. Each PureCom RF base station supports up to 50 PureTag RF bracelets. Its features include (i) a smart LCD screen, (ii) fingerprint ID verification, (iii) two-way communications via text and voice, cell, landline, Wi-Fi, and Ethernet connections, (iv) streamlined field installation, (v) a 72-hour battery backup, (vi) dual SIM for broader coverage, (vii) onboard GPS tracking, and (viii) a rugged impact resistant shell.

GPS Offender Tracking System. Our GPS offender tracking system provides fully customizable surveillance programs to minimize frustration and operational inefficiencies. The GPS offender tracking system is based on our PureMonitor cloud-based software and includes the PureTrack smartphone device, the PureTag RF bracelet and an optional PureBeacon device.

PureTrack. Smartphone technology has made dramatic improvements in the way people work and talk. SuperCom channels a smartphone's capabilities into an unparalleled corrections supervision tool with the following features: (i) GPS, cell tower and Wi-Fi location tracking, (ii) RF tethering via Bluetooth, (iii) configurable GPS point frequency, (iv) GSM, CDMA and Wi-Fi communication support, (v) calendar management, (vi) persistent offender term notifications and reminders, (vii) smartphone voice, text, email, video communications, (viii) portable breath-alcohol integration and (ix) bio-identification, including face, fingerprint, and voice recognition.

PureBeacon. Our PureBeacon is a secure RF device designed to provide indoor surveillance of offenders when GPS is not suitable. In addition to preserving the PureTrack battery life, other features include (i) four years of battery life, (ii) encrypted RF protocol, (iii) Bluetooth support, (iv) proximity and case tamper detection, (v) an expansive range via a mesh network and (vi) a waterproof, dustproof and lightweight design.

PureMonitor Offender Electronic Monitoring Software. PureMonitor is our cloud-based software designed to deliver the information needed by officers. It enables quick navigation through e-interface to set schedules, generate reports, review tracking information and run efficiently and effectively. PureMonitor supports GPS monitoring, RF house arrest, alcohol monitoring, and biometric verification products. Officers can manage the complete platform of electronic monitoring tools through a single log-in. The PureMonitor platform leverages a consistent look, feel and functionality across the entire product line. It is designed to work with the agency's software suite, while integrated with existing case management, jail management and crime scene management systems. PureMonitor also contains a powerful suite of reports intended to allow complete and immediate visibility into any program. It supports static and mobile monitoring applications in and out of the office.

Inmate Monitoring System. We offer an inmate monitoring system that manages the authorized movement of inmates throughout a corrections facility. Validating the location of people and assets flowing through a corrections facility requires immense focus and dedicated resources, and inmate and officer safety depends on a system that ensures the right people are in the right place at the right time. We have developed a solution that comprehensively provides one system for all facility-based tracking concerns. Our inmate monitoring management solution is based on our cloud-based software and includes the DoorGuard tracking station, the PureTag RF bracelet and an optional Personnel Tag for staff members.

DoorGuard. DoorGuard is a tracking station that communicate the inmates' activities to the management system. A DoorGuard unit is installed at the entrance of each cell to monitor all entrances and exits. Units can also be placed in the corridors for additional tracking. The DoorGuard features include (i) accurate location tracking, (ii) Ethernet and Wi-Fi communications, (iii) advanced tamper detection, (iv) an encrypted RF signal, and (v) a waterproof and dustproof design.

Personnel Tag. The Personnel Tag is a highly secure RF tag worn by prison officers to obtain precise indoor location verification. It provides the following features: (i) panic button for immediate monitoring center alerts, (ii) advanced tamper detection, (iii) an encrypted RF signal, (iv) a four-year battery life and (v) a lightweight design.

Domestic Violence Victim Protection System. Our domestic violence victim protection system offers an additional line of defense for domestic violence victims, providing information regarding the location of the offender and the distance between the offender and the victim. Our solution incorporates the latest technology to develop a public safety solution that is easy to implement. Our domestic violence victim protection system is based on our PureMonitor cloud-based software and the PureTrack smartphone device, the PureTag RF bracelet and the PureProtect smartphone app.

PureProtect Smartphone App. Victims can download our PureProtect smartphone app to ensure that an offender is compliant with his or her restraining order. The PureProtect app identifies and alerts the victim of proximity violations without breaching the victim's privacy. Additionally, the app identifies offender movement and behavior patterns in order to prevent attacks. The PureProtect app supports both Android and iOS phones. It provides GPS, cell tower and RF proximity, indicates the direction of offender travel, includes GPS shielding and jamming detection, and is password protected. Alerts can be set up for a pre-defined distance so that an alert will be sent to local authorities if that distance is violated.

Connectivity Products and Solutions

AVIDITY WBSac. The Avidity WBSac product series is a high-performance Wi-Fi indoor and outdoor access point series intended to enable mobile operators, business and enterprises to deliver high capacity and high-quality Wi-Fi solutions.

- Multiple radios provide concurrent 802.11a/n/ac and 802.11b/g/n connections
- Up to 1300 Mbps combined data rate
- Dual concurrent MIMO, Dual-polarized antennas
- Self-configuring, plug-and-play deployment
- Smart MESH supported

BOLSTER WBSn. The Bolster WBSn is intended to enable mobile operators, governments and enterprises to deliver high-quality wi-fi solutions in metro and rural areas, with significantly fewer base stations, and much lower costs. Carrier-grade IP-68 is designed to provide a high standard of reliability, quality of service, security and manageability.

- Gigabit outdoor Wi-Fi support up to 450 Mbps, (per band) 900 Mbps for both bands, and maximum aggregated capacity of up to one Gigabit per unit
- Built in Access Controller, for flexible service planning
- Self-configuring, plug-and-play deployment

BreezeULTRA™ P6000. The BreezeULTRA family intends to provide high-capacity product in wireless broadband Point to Point communication license-exempt market. BreezeULTRA offers a bold combination of capacity, performance, organic growth and ease of use capabilities.

- Optimized for high-capacity applications
- Available in the Licensed Exempt frequencies: 5.1-5.9 GHz
- High Performance - supporting up to 500 Mbps net throughput and distances of up to 50km/32 miles (w/high-gain antenna)
- Dynamic up-link /down-link bandwidth allocation
- Optimized performance of voice, video and data using four priorities of service
- Optimized interference mitigation and NLOS performance
- Ease of ordering, installation and configuration

Arena controller. Arena controller is an essential element for constructing large scale carrier wi-fi networks for hotspot/hotzones and cellular offloading services.

- Cost effective and scalable network architecture with centralized control plane and distributed data plane
- Supporting up to 5,000 AP's and 50,000 users per controller
- Control and manage AP and backhaul radio, including statistic and reporting
- Automatic AP units detection, configuration and firmware distribution
- Secured control layer management

- Hotspots/Hotzones and cellular offloading services
- Providing a single peer to the AAA

BreezeNET® B. BreezeNet B is a comprehensive and highly proficient portfolio of wireless point-to-point solutions that offers long range and high-capacity support for high bandwidth applications. It is intended to provide efficient, reliable and secure communications for voice and real-time applications including building-to building connectivity and backhaul services.

- High capacity, point-to-point, robust outdoor wireless solution
- Flexible rate capacity options: B10, B14, B28, B100 reaching up to 100 Mbps gross
- Long reach: over 60 km
- Optimized uplink/downlink configuration to support different business applications such as public safety and video surveillance
- Robust performance in Non-Line-of-Sight (NLOS) environments
- Simple deployment, management and maintenance

Cyber Security SBU Products and Solutions

Safend's Encryption Suite is an easy to use security application based on a single, lightweight agent, providing a comprehensive solution that protects the organization's sensitive data residing on servers, PCs, laptops and detachable devices.

Safend's Data Protection Suite includes:

Safend Encryptor, which ensures that users' data is secure against loss or theft, by encrypting any data stored on internal hard disks.

Safend Protector, which applies customized, highly-granular security policies over all physical and wireless ports and devices. The Protector also mandates the encryption of all data transferred to removable storage devices and CD/DVD media.

Safend Inspector, which provides an additional protection layer for data transferred over approved data transfer channels, such as a white-listed storage device, an approved Wi-Fi connection, or a machine's LAN connection. It enforces an accurate, data-centric security policy on transferred data, without disrupting legitimate business processes or disturbing end user productivity.

Safend Discoverer, which allows security administrators to locate sensitive data stored on organizational endpoints. It helps identify gaps in data protection and compliance initiatives, and provides insight into which security policies should be implemented, using other components of the Safend Data Protection Suite.

SafeMobile, which provides high-end security framework designed to meet cyber threats on both the mobile client and on an organization's main server. The solution in development enables rapid deployment of any application on a smart device leaving the security challenges to the framework.

Research and Development

Our research and development efforts have enabled us to offer our customers a broader line of products and solutions, primarily in the areas of our e-Gov, IoT and Connectivity, and Cyber Security. We intend to continue to research and develop new technologies and products for the e-Gov, Cyber Security, Connectivity and IoT SBUs. There can be no assurance that we can achieve any or all of our research and development goals.

During the years ended December 31, 2021 and 2020, we have invested, \$2.8 million and \$2.4 million, respectively, in research and development. We anticipate that we will continue to invest up to 20% of our revenue in broadening our Cyber Security, e-Gov, IoT and Connectivity solutions and platforms. To expedite our development efforts, we may continue to acquire technologies from other companies, where we believe that such acquisition may cost effectively expedite our time to market of new products and solution.

Sales and Marketing

We sell our systems and products worldwide through local representatives, subsidiaries and distribution channels that include direct sales and marketing through representatives. We currently have 8 employees that are directly engaged in the sale, distribution and support of our products through centralized marketing offices in distinct world regions, including our employees and service providers located in the United States, Israel, and Philippines who sell and support our products in their regions. We are also represented by several independent representatives, resellers and distributors.

We establish relationships with representatives, resellers and distributors through agreements that provide the marketing of our solutions and products. These agreements generally do not grant exclusivity to the representative, resellers or distributors, and some of them are not long-term contracts, do not have commitments for minimum sales, and could be terminated by the representative, reseller or distributor. We do not have agreements with all of our representatives, resellers and distributors.

Principal Markets

The following table provides a breakdown of total revenue by geographic market for the two years ended December 31, 2021 and 2020 (all amounts in thousands of dollars):

	2021	2020
Africa	\$ 1,586	1,791
Europe	2,912	3,037
South and center America	37	21
United States	6,820	5,856
Israel	757	746
Asia Pacific	155	319
Total	\$ 12,267	11,770

As part of the Company's decision to switch from one technology segment, e-government, into three technology segments or Strategic Business Units; e-Gov, IoT, and Cyber Security, the Company made four acquisitions in 2016 of companies with various technologies and customer bases which enhanced and strengthened the capabilities and value offerings of each of the three segments.

The following table provides a breakdown of total revenue by segment for the two years ended December 31, 2021 and 2020 (all amounts in thousands of dollars):

	Year ended December 31,	
	2021	2020
e-Gov	\$ 1,729	1,911
IoT	8,904	7,656
Cyber Security	1,634	2,203
Total	\$ 12,267	11,770

The following table provides a breakdown of total revenue by products and services for the two years ended December 31, 2021 (all amounts in thousands of dollars):

	Year ended December 31,	
	2021	2020
Revenues		
Products	\$ 4,475	4,528
Services	7,792	7,242
Total revenues	\$ 12,267	11,770

Customer Service and Support

Customer service includes mainly maintenance and support services and plays a significant role in our sales and marketing efforts. Our ability to maintain customer satisfaction is critical to building our reputation and increasing growth in our existing markets, as well as penetrating new markets. In addition, both customer contact and the customer feedback we receive in our ongoing support services provide us with information on customer needs and contribute to our product development efforts. We generally provide maintenance and support services under separate customized agreements after the customer project is completed. We provide services through customer training, local third-party service organizations, our subsidiaries, or our personnel, including sending appropriate personnel from any of our offices in United States, Israel. We usually give our customers a twelve-month warranty for our products, and we offer additional extended warranty and maintenance programs. Costs incurred annually by us for product warranties have to date been insignificant; however, we expect that the warranty costs may increase going forward because our current e-Gov, IoT, and Cyber Security solutions are more complex than our previously offered solutions and additional new products may be deployed.

Manufacturing and Availability of Raw Materials

Our manufacturing operations consist primarily of materials planning and procurement, quality control of components, kit assembly and integration, final assembly, and testing of fully configured systems. A significant portion of our manufacturing operations consists of the integration and testing of off-the-shelf components. Most of our products and systems, whether or not they are manufactured by us, are configured to customer orders and undergo several levels of testing prior to delivery, including testing with the most current version of software.

We manufacture a range of IoT and e-Gov products and systems. We outsource the manufacturing of: (i) printed circuit boards, or PCBs, to a number of different suppliers both in Israel and the Far East, (ii) enclosures to suppliers in Israel and the Far East and (iii) Teslin paper (a synthetic material used in making ID cards), laminates, inlays, modules, cards, from suppliers from the Far East, Europe, the United States and Israel. The electronic assembly of our products is done in Israel, Europe, and the United States. We sometimes commit to long-term relationships with such suppliers in exchange for receiving competitive pricing. All PCBs and enclosures are built to our engineering specifications. All PCBs are received in our manufacturing facilities in Israel and are tested, assembled, calibrated and put in appropriate enclosures by outsource manufacturers in Israel. Then they go through a validation and quality assurance process. Other components are off-the-shelf products, which we purchase from a number of different suppliers.

Many of the activities for our e-Gov, IoT, and Cyber Security segments, such as purchasing, logistics, integration, training, installation and testing, are done by our employees. In locations where we do not have a local representative, we assign certain tasks to local third parties and service providers that we supervise. We have subcontracting agreements with local IT companies who have dedicated and experienced personnel. Such subcontractors provide all local support, maintenance services and spare parts to customers in a specified area.

Competition

We assess our competitive position from our experience and market intelligence, including third party competitive research materials. We believe that Guidance (G4S), Attenti Monitoring, STOP (Securus), Omnilink (Sierra Wireless), Sentinel, BI (GeoGroup), and Buddi, are our potential competitors with respect to our IoT products and solutions. We believe that Face Technologies, Zetes Industries, Mhlbauer Group, Oberthur Technologies, Gemalto(Thales), Bundesdruckerei GmbH and Nadra are our potential competitors in the e-Gov products and solutions market. We believe that McAfee (Intel Security), Symantec, Sophos, and Trend Micro are the primary competitors for our Cyber Security division. Due to the developing nature of the markets for our e-Gov, IoT, and Cyber Security products and solutions and the ongoing changes in this market, the above-mentioned list may not constitute a full list of all of our competitors and additional companies may be considered our competitors.

Our management expects competition to intensify as the markets in which our products and solutions compete continue to develop. Some of our competitors may be more technologically sophisticated or have substantially greater technical, financial or marketing resources than we do, or may have more extensive pre-existing relationships with potential customers. Although our products and services combine technologies and features that provide customers with complete and comprehensive solutions, we cannot assure that other companies will not offer similar products in the future or develop products and services that are superior to our products and services, achieve greater customer acceptance or have significantly improved functionality as compared to our products and services. Increased competition may result in our experiencing reduced margins, loss of sales or a decrease in market share.

Intellectual Property

Our ability to compete is dependent on our ability to develop and maintain the proprietary aspects of our technology. We rely on a combination of patents, trademarks, copyrights, trade secrets and other intellectual property laws, as well as employee and third-party nondisclosure agreements, licensing and other contractual arrangements. However, these legal protections afford only limited protection for our proprietary technology and intellectual property.

In addition, the laws of certain foreign countries may not protect our intellectual property rights to the same extent as do the laws of Israel or the United States. Our method of protecting our intellectual property rights in Israel, the United States or any other country in which we operate may not be adequate to fully protect such rights.

Currently we own 52 issued patents in the United States and 74 issued patents in the rest of the world.

Trademarks

We rely on trade names, trademarks and service marks to protect our name brands. We hold registered trademarks in several countries including Israel, the United States and the United Kingdom. We rely on trade names, trademarks and service marks to protect our name brands. We have registered trademarks for PureRFid[®], SuperCom[®], Vuance[®], EduGate[®], and “Vuance Validate your World”[®] and have applied for trademarks for PureMonitor[™], PureCom[™], PureTag[™], PureTrack[™], SmartID[™], MAGNA[™] and PureArrest[™].

Licenses

We license technology and software, such as operating systems and database software, from third parties for incorporation into our systems and products, and we expect to continue to enter into these types of agreements for future products. Our licenses are either perpetual or for specific terms.

As part of the acquisition of the SmartID division, we also received an irrevocable, worldwide, non-exclusive, non-assignable and non-transferable license to use certain intellectual property from OTI in connection with our past, ongoing and future e-Gov projects.

Government Regulation

Generally, we are subject to the laws, regulations and standards of the countries in which we operate and/or sell our products, which vary substantially from country to country. The difficulty of complying with these laws, regulations and standards may be more or less difficult than complying with applicable U.S. or Israeli regulations and the requirements may differ. Please see the section titled “Risk Factors” for more information on the effects of governmental regulation on our business.

C. ORGANIZATIONAL STRUCTURE

The following reflects our active subsidiaries and affiliates as of April 4, 2022:

SuperCom Inc. - wholly owned.

SuperCom Inc., incorporated in Delaware, is responsible for our sales, marketing and support in the United States, and wholly owns its subsidiary, LCA.

Leaders in Community Alternatives, Inc. (“LCA”) - wholly owned.

LCA, incorporated in California, was acquired by us on January 1, 2016, and provides electronic monitoring and community-based services under contracts with various government agencies.

Safend Ltd. - wholly owned.

Safend Ltd., incorporated in Israel, was acquired on March 13, 2016, and is a global data security company with a broad range of competitive and well-known encryption and data protection solutions.

Prevision Ltd. - wholly owned.

Prevision Ltd., incorporated in Israel, was acquired on November 12, 2015, and is an international provider of Cyber Security services and solutions.

Alvarion Technologies Ltd. - wholly owned.

Alvarion Ltd., incorporated in Israel, was acquired on May 18, 2016, and is a global provider of wireless broadband products and Wi-Fi networks.

D. PROPERTY, PLANTS AND EQUIPMENT

We do not own any real estate. We lease approximately 1,139 square meters of office and warehousing premise in Tel Aviv and Herzliya, Israel, under a new lease which started on April 1, 2021 and expires on March 30, 2023 with an option for 24-month extension. According to the lease agreements, the monthly fee (including management fees) is approximately \$35,430.

We lease approximately 1,278 square meters of office premises in California for our U.S. subsidiary, LCA Inc., which under the current lease contracts expire between 2022, with a monthly fee of approximately \$24,068.

We do not lease any facilities for any other subsidiary or branch.

Our total annual rental fees, for 2021 and 2020 were \$714,000 and \$753,000, respectively.

ITEM UNRESOLVED STAFF COMMENTS

4A.

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

A. OPERATING RESULTS

The following discussion of our results of operations should be read together with our consolidated financial statements and the related notes, which appear elsewhere in this Annual Report. The following discussion contains forward-looking statements that reflect our current plans, estimates and beliefs and involve risks and uncertainties. Our actual results may differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this Annual Report.

Overview

We are a global provider of traditional identification and e-Government solutions, IoT products and solutions, as well as Cyber Security products and services to governments and organizations throughout the world.

Our product depth and global presence was expanded significantly with our acquisition of the SmartID division of OTI in December 2013, as well as our acquisitions of Prevision, Safend, LCA, PowaPOS business, and Alvarion between November 2015 and May 2016. Initially, our operations grew significantly following the acquisition of the SmartID division and the 2016 acquisitions, especially our head count and research and development and sales and marketing expenses, as we did our best to respond to the new market and customer needs. Although in recent years, we have worked diligently through integration and restructuring processes to optimize our operational structure and costs.

We are headquartered in Israel and operate internationally with subsidiaries in the New York, California, and other geographical regions where we attain and deploy new projects.

General

Our consolidated financial statements appearing in this Annual Report are prepared in U.S. dollars and in accordance with generally accepted accounting principles in the United States, or U.S. GAAP. Transactions and balances originally denominated in dollars are presented at their original amounts. Transactions and balances in other currencies are re-measured into dollars in accordance with the principles set forth in Financial Accounting Standards Board, or FASB, Accounting Standards Codification, or ASC, Topic 830, "Foreign Currency Translation." The majority of our sales are made outside Israel in dollars. In addition, substantial portions of our costs are incurred in dollars. Since the dollar is the primary currency of the economic environment in which we and certain of our subsidiaries operate, the dollar is our functional and reporting currency and, accordingly, monetary accounts maintained in currencies other than the dollar are re-measured using the foreign exchange rate at the balance sheet date. Operational accounts and non-monetary balance sheet accounts are measured and recorded at the exchange rate in effect at the date of the transaction. The financial statements of certain subsidiaries, whose functional currency is not the dollar, have been translated into dollars. All balance sheet accounts have been translated using the exchange rates in effect at the balance sheet date. Statement of operations amounts have been translated using the average exchange rate for the period. The resulting translation adjustments are reported as a component of shareholders' equity in accumulated other comprehensive income (loss).

Key Factors Affecting Our Business

Our operations and the operating metrics discussed below have been, and will likely continue to be, affected by certain key factors as well as certain historical events and actions. The key factors affecting our business and our results of operations include, among others, competition, government regulation, the build out of infrastructures, macro-economic and political risks, churn rate, impact of currency fluctuations and inflation, effective corporate tax rate, conditions in Israel and trade relations. For further discussion of the factors affecting our results of operations, see Item 3D "Risk Factors."

Explanation of Key Income Statement Items, Significant Revenues and Expenses

General

2021 was an additional year of major operational challenges due to the Covid-19 global pandemic and its impact on our operations in Israel, USA and worldwide. Our sales, project operations and R&D processes have been materially affected by the Covid-19 related lockdowns, travels limitation, shipment limitations, productions stoppage, and inability to service or implement some of our contracts. In order to minimize the impact of the Covid-19 on our business, we optimized the operations of the company, and decreased our operating costs. Except for our investment in R&D which continued to enhance our product offerings and competitive standing among our target markets. We also adapted our product offerings to the current Covid-19 environment and offered solutions to customers to help deal with some of the issues surrounding the global pandemic. The optimized corporation generated numerous new opportunities and project wins in our target markets, but required us to use resources in many cases that have yet to yield income to the group as part of multi-year government sale and project deployment life cycles. We believe that comparing between 2021-2020 and 2019-2018 cannot be done effectively without taking into account the material impact of Covid-19 on our business.

Revenues

Some of our products and services are tailored to meet the specific needs of our customers. In order to satisfy these needs, the terms of each agreement, including the duration of the agreement and prices for our products and services, differ from agreement to agreement.

We generate a portion of our revenues from existing IoT, e-Gov, and Cyber Security long term services contracts, providing customers with turn-key systems, our products, software licenses, integration, installation, training, software upgrades, support, and multi-year maintenance services. Revenues from the sale of such services are generally recognized following delivery of such services and upon achievement of milestones as approved by our customers. A portion of these revenues are recurring in nature and billed monthly.

During 2016 we acquired Alvarion and Safend, which grew our suite of products from which we generate revenues. Revenues from the sale of such products are generally recognized upon delivery of Alvarion product, and over time for delivery of Safend products.

Costs and Operating Expenses

For the year 2021 and similar to 2020, our costs were materially impacted by the Covid-19 pandemic and attention of management was required to quickly adapt and optimize operational structures of the businesses as was described in the General section above.

Our research and development expenses consist of salaries, subcontractor expenses, related depreciation costs and overhead allocated to research and development activities. In 2021, our research and development expenses were increased by 15% compared to 2020.

Our selling and marketing expenses consist primarily of salaries and related costs, commissions earned by sales and marketing personnel, trade show expenses, promotional expenses and overhead costs allocated to selling and marketing activities, as well as depreciation expenses and travel costs. In 2021, our sales and marketing was limited by the Covid-19 imposed travel limitation and lockdowns.

Our general and administrative expenses consist primarily of salaries and related costs, allocated overhead costs, office supplies and administrative costs, fees and expenses of our directors, information technology, depreciation, and professional service fees, including legal, insurance and audit fees.

Our operating results are significantly affected by, among other things, the timing of contract awards and the performance of agreements. As a result, our revenues and income may fluctuate substantially from year to year, and we believe that comparisons over longer periods of time may be more meaningful. The nature of certain of our expenses is mainly fixed or partially fixed and any fluctuation in revenues will generate a significant variation in gross profit and net income. In 2021 Covid-19 related limitations and forces had a material effect on our operations revenue and income.

Operating Results

The following table sets forth selected our consolidated income statement data for each of the two years ended December 31, 2021 and 2020, expressed as a percentage of total revenues.

	<u>2021</u>	<u>2020</u>
Revenues	100%	100%
Cost of revenues	49.4	52.6
Gross profit	50.6	47.4
Operating expenses:		
Research and development	22.5	20.3
Selling and marketing	13.5	14.6
General and administrative	33.8	34.6
Other expenses	35.7	9.8
Total operating expenses	105.5	79.3
Operating loss	(54.9)	(31.8)
Financial expenses, net	(27.7)	(34.9)
Loss before income tax	(82.6)	(66.8)
Income tax expense	(0.0)	(0.0)
Net Loss	(82.6)	(66.8)

Year Ended December 31, 2021 Compared with Year Ended December 31, 2020

Revenues

Our total revenues in 2021 were \$12,267,000 compared to \$11,770,000 in 2020, an increase of 4.2%. The composition of revenues has changed during the fiscal year ended December 31, 2021 as follows: (i) the e-Gov segment revenue was \$1,729,000 in comparison to 1,911,000 in 2020, a decrease of 10% which reflects recurring revenue from some of our multiyear governments contracts (ii) the IoT segment revenue was \$8,904,000 in comparison to \$7,656,000 in 2020, an increase of 16.3% which is attributed to increase of revenue in USA, offset by decline of revenue in the European market due to operation limitations imposed by Covid-19 lockdowns and limitations on services based contracts mainly in Europe; (iii) the Cyber Security segment revenue was \$1,634,000 in comparison to \$2,203,000 in 2020, a decrease of 25.8% which is mainly attributed a decrease in our revenue from our products license renewals, and our consulting-based cyber offering also due to Covid-19 imposed lockdowns and travel limitations on us and on our worldwide distributions channels and customers.

Gross Profit

Our gross profit during the fiscal year ended December 31, 2021 was \$6,204,000 compared to \$5,581,000 in 2020, an increase of 11.2%. The gross profit margin for 2021 was 50.6% compared to 47.4% in 2020. The increase in our gross profit margin is mainly attributable to (i) a decrease in COGS as a result of cost optimization processes (ii) a change in the mix of revenues, (iii) an increase of 16.3% in IoT revenue, which contributes higher than average gross margin, offset by (v) decrease of revenue from Cyber services contracts which contributes higher than average gross margin

Expenses

Our operating expenses (without other expenses) increased during the fiscal year ended December 31, 2021 to \$8,567,000 from \$8,181,000 in 2020, an increase of 4.7%. The increase in operating expenses was primarily due to (i) an increase of 15.8% in research and development expenses, (ii) an increase of 1.9% in general and administrative expenses mainly related to an increase in our administration headcount, (iii) a decrease of 3.8% in sales and marketing expenses mainly related to the significant decrease in our sales and marketing direct expenses and travels expenses derived from the significant Covid-19 lockdowns and travel limitations.

Our sales and marketing expenses decreased to \$1,655,000 during the fiscal year ended December 31, 2021 from \$1,721,000 in 2020, a decrease of 3.8%. The decrease in our sales and marketing expenses was primarily due to decrease in our sales and marketing direct expenses and travels expenses, derived from the significant Covid-19 lockdowns and travel limitations

Our research and development expenses decreased to \$2,763,000 during the fiscal year ended December 31, 2021 from \$2,386,000 in 2020, an increase of 15.8%. The increase in our research and development expenses was primarily due to increased needs in developing our IoT and Cyber Security products, to adapt our products line toward the healthcare market as the Covid-19 presented growing need for our technologies.

Our general and administrative expenses slightly increased to \$4,149,000 during the fiscal year ended December 31, 2021 from \$4,073,000 in 2020, an increase of 1.9%.

Other expense was \$4,347,000 during the fiscal year ended December 31, 2021, compared to other expense of \$1,149,000 in 2020. Other expenses in 2021 and 2020 represent mainly (i) a provision of bad debt, related mainly to African and Latin American government customers, amounting to \$3,000,000 and \$2,000,000 respectively and (ii) reorganization one-time expenses amounted to \$1,300,000 in 2021 compared to other income amounted to \$850,000 in 2020.

Financial (Expenses) Income, net

We had financial expenses, net of \$3,396,000 during the fiscal year ended December 31, 2021 compared to \$4,113,000 in 2020. A decrease of 17.5%. Financial expenses consist primarily of bank fees related to bid and performance guarantees issued to our customers, exchange rate effect, and interest expense and other related fee on the outstanding loans and credits lines we maintain. The decrease in financial expenses was also due to (i) an expense related to the changes in the exchange rate of the NIS against the U.S. dollar in 2021 compared to 2020 and (ii) an decrease in total interest fees and other related fees on the outstanding loans and credit lines in the full year of 2021 in comparison to the full year of 2020.

Income Tax

We recorded a tax expense of \$5,000 for the fiscal year ended December 31, 2021 compared to a tax expense of \$5,000 in 2020, which is mainly local and city taxes in USA.

Net Income

As a result of the factors described above, our net loss for the fiscal year ended December 31, 2021, was \$10,138,000 compared to a net loss of \$7,867,000 in 2020. The increase in net loss is mainly related to (i) an increase of \$3.2m in other expenses consist of bad debt provision of \$3,000,000 and additional \$1.347,000 in onetime expenses in 2021 compared to \$1,149,000 in 2020, offset by; (ii) \$0.7m decrease in financial expenses, and (iii) \$0.8m increase in gross profit.

Seasonality

Our operating results are generally not characterized by a seasonal pattern.

Impact of Currency Fluctuation and of Inflation

We report our financial results in dollars and receive payments in dollars for most of our sales, while a portion of our expenses, primarily salaries, are paid in NIS. Therefore, the dollar cost of our operations in Israel is influenced by the extent to which any increase in the rate of inflation in Israel is not offset, or is offset on a lagging basis, by a devaluation of the NIS in relation to the dollar.

Monetary accounts maintained in currencies other than the U.S. dollar are re-measured into U.S. dollars at the exchange rate prevailing at the end of the reporting period in accordance with provisions of ASC 835-10. All transaction gains and losses from the re-measurement of monetary balance sheet items are reflected in the statements of operations as financial income or financial expenses as appropriate.

When the rate of inflation in Israel exceeds the rate of devaluation of the NIS against the dollar, the dollar cost of our operations in Israel increase. If the dollar cost of our operations in Israel increases, our dollar-measured results of operations will be adversely affected. Any increase in the value of the NIS in relation to the dollar also has the effect of increasing the dollar value of any NIS assets, unless such assets are linked to the dollar, and the dollar amounts of any unlinked NIS liabilities and expenses. We cannot assure you that we will not be materially and adversely affected in the future if inflation in Israel exceeds the devaluation of the NIS against the dollar or if the timing of the devaluation lags behind inflation in Israel.

Conversely, depreciation of the NIS in relation to the dollar has the effect of reducing the dollar amount of any of our expenses or liabilities that are payable in NIS, unless those expenses or payables are linked to the dollar. Depreciation of the NIS in relation to the dollar has the effect of reducing the dollar amount of any of our expenses or liabilities and also has the effect of decreasing the dollar value of any asset which consists of NIS or receivables payable in NIS, unless the receivables are linked to the dollar.

The following table presents information about the rate of inflation in Israel, the rate of devaluation or appreciation of the NIS against the dollar, and the rate of inflation in Israel adjusted for the devaluation:

Year ended December 31,	Israeli inflation rate %	NIS devaluation (appreciation) rate %	Israeli inflation adjusted for devaluation (appreciation) %
2020	(0.7)	(7.0)	6.3
2021	2.8	(3.3)	6.1

Because exchange rates between the NIS and the dollar fluctuate continuously, exchange rate fluctuations, particularly larger periodic devaluations, may have an impact on our profitability and period-to-period comparisons of our results. We cannot assure you that in the future our results of operations may not be materially adversely affected by currency fluctuations. Historically, we have not used any hedging instruments, but in the future if we expect the fluctuation to have major effect on our operations, we may use such instruments.

Conditions in Israel

We are organized under the laws of, and our principal executive offices and research and development facilities are located in, the State of Israel. See Item 3D “Key Information – Risk Factors – Risks Relating to Operations in Israel” for a description of governmental, economic, fiscal, monetary or political policies or factors that have materially affected or could materially affect our operations.

Trade Relations

Israel is a member of the United Nations, the International Monetary Fund, the International Bank for Reconstruction and Development and the International Finance Corporation. Israel is a member of the World Trade Organization and is a signatory to the General Agreement on Tariffs and Trade, which provides for reciprocal lowering of trade barriers among its members. Israel is also a member of the Organization for Economic Co-operation and Development, or the OECD, an international organization whose members are governments of mostly developed economies. The OECD’s main goal is to promote policies that will improve the economic and social well-being of people around the world. In addition, Israel has been granted preferences under the Generalized System of Preferences from the United States, Australia, Canada and Japan. These preferences allow Israel to export products covered by such programs either duty-free or at reduced tariffs.

Israel and the European Union Community concluded a Free Trade Agreement in July 1975, which confers certain advantages with respect to Israeli exports to most European countries and obligates Israel to lower its tariffs with respect to imports from these countries over a number of years. In 1985, Israel and the United States entered into an agreement to establish a Free Trade Area. The Free Trade Area has eliminated all tariff and specified non-tariff barriers on most trade between the two countries. On January 1, 1993, an agreement between Israel and the European Free Trade Association, known as EFTA, established a free-trade zone between Israel and the EFTA nations. In November 1995, Israel entered into a new agreement with the European Union, which includes redefinition of rules of origin and other improvements, including providing for Israel to become a member of the research and technology programs of the European Union. In recent years, Israel has established commercial and trade relations with a number of other nations, including China, India, Russia, Turkey and other nations in Eastern Europe and Asia.

Effective Corporate Tax Rate

The Israeli corporate tax rate was 23% in 2020 and in 2021. For the years ended December 31, 2021 and 2020 we had losses, and therefore the effective tax rate was mostly affected by changes in deferred tax.

In 2021, the USA federal tax rate was 21%, the state tax rate was 8.84% in CA and 6.5% in NY, the City tax rate was 6.5% in NYC. Our effective USA tax rate as for the year ended December 31, 2021 was 27.03%.

Our taxes outside Israel are dependent on our operations in each jurisdiction as well as relevant laws and treaties. Under Israeli tax law, the results of our foreign consolidated subsidiaries cannot be consolidated for tax.

B. LIQUIDITY AND CAPITAL RESOURCES

As of and for the year ended December 31, 2021, the Company had an accumulated deficit of \$95,469, and net cash used in operating activities of \$9,413 compared to \$6,514 for the year ended December 31, 2020, also due to an increased investment in inventory and reduction in old account payables.

Management has evaluated the significance of the conditions described above in relation to the Company's ability to meet its obligations and noted that as of December 31, 2021, the Company had cash, cash equivalent and restricted cash of \$4,604 and positive working capital of \$20,505.

Further, during 2020, the Company underwent a cost optimization process to have a more efficient structure to operate through the Covid-19 imposed lockdowns, travel limitations and other related effects. During the optimization process, the Company has reduced its expenses through the reduction in its headcount and overhead costs that resulted in a reduction of operating expenses by 36%, between the years 2020 and 2019. During the year 2021 the Company maintained the efficient cost structure achieved during 2020, with similar operation expenses except for an increase of 15% in R&D expense.

Additionally, the Company secured financing of \$20,000 during 2018, of which, \$6,000 remains available to the Company to draw during the 12 months following the balance sheet date, under certain conditions. Throughout 2021, the Company also secured through the issuance of multiple notes, aggregate gross proceeds of \$12,000 of subordinated debt ("Subordinated Debt"). The Company raised a gross amount of approximately \$3,200 in a private placement in July 2020. To date, the Company has used the proceeds from the secured financing, subordinated debt and private placement (i) to satisfy certain indebtedness; and (ii) for general corporate purposes and (iii) working capital needs for multiple new government customer contracts with significant positive cash flow.

On March 1, 2022, the Company raised \$4.65 million in a registered direct offering with a single accredited institutional investor of an aggregate of 3,130,000 of its ordinary shares, and 4,401,585 pre-funded warrants to purchase ordinary shares with an exercise price of \$0.00001 per share, and concurrent private placement to the Purchaser of the Company's private warrants to purchase an aggregate of 5,648,689 or ordinary shares at an exercise price of \$0.70 per share.

Furthermore, the available \$6 million secured credit facility from Fortress Investment Group may provide the Company additional access to capital if needed.

The Company believes that based on the above-mentioned secured financings, management's plans, maintaining the cost savings and expected cash streams from the Company's current contracts with customers worldwide, it will be able to fund its operations for at least the next 12 months.

Cash Flows

The following table summarizes our cash flows for the periods presented:

	<u>Year ended December 31,</u>	
	<u>2021</u>	<u>2020</u>
	<u>(in thousands)</u>	
Net cash used in operating activities	(9,413)	(6,514)
Net cash used in investing activities	(1,639)	(1,571)
Net cash provided by (used in) financing activities	11,704	10,827
Net increase(decrease) in cash and cash equivalents	652	2,742
Cash, cash equivalents and restricted cash at beginning of period	3,952	1,210
Cash, cash equivalents and restricted cash at end of period	4,604	3,952

Net cash used in operating activities for the year ended December 31, 2021, was \$9,413,000, compared to net cash used by operating activities of \$6,514,000 during the year ended December 31, 2020, an increase of \$2,899,000. The increase was primarily due to a significant decrease in our trade payable by \$1.5m and in accrued expenses by \$2.9m in 2021 in comparison to 2020.

Net cash used in investing activities during the year ended December 31, 2021 was \$1,639,000 compared to \$1,571,000 during the year ended December 31, 2020.

Net cash provided by financing activities during the year ended December 31, 2021, was \$11,704,000, and consisted mainly of long-term loans through 2 notes totaling gross proceeds of \$12 million, compared to \$10,827,000 during the year ended December 31, 2020, which consisted mainly of loans with gross proceeds of \$7 million.

Discussion of Critical Accounting Policies

The preparation of financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. We evaluate our estimates and judgments on an ongoing basis.

We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Under different assumptions or conditions, actual results may differ from these estimates.

Our discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. GAAP. Our significant accounting principles are presented within Note 2 to our consolidated financial statements. While all the accounting policies impact the financial statements, certain policies may be viewed to be critical. These policies are those that are most important to the portrayal of our financial condition and results of operations. Actual results could differ from those estimates. Our management believes that the accounting policies which affect the more significant judgments and estimates used in the preparation of our consolidated financial statements and which are the most critical to fully understanding and evaluating our reported results include the following:

Revenue Recognition

The Company and its subsidiaries generate their revenues from the sale of products, licensing, maintenance, royalties and long term contracts (including training and installation).

Effective January 1, 2018, the Company adopted Financial Accounting Standards Board (“FASB”) Topic 606, *Revenue from Contracts with Customers* (“ASC 606”). ASC 606 was applied using the modified retrospective method, therefore the cumulative effect of initially applying the revenue standard is recognized as an adjustment to opening retained earnings at January 1, 2018. Accordingly, comparative periods have not been adjusted and continue to be reported under FASB ASC Topic 605, *Revenue Recognition* (“ASC 605”).

Upon adoption of ASC 606, the Company identified a change in the Company’s revenue recognition policies related to combined license and maintenance sales, as noted within the Company’s Safend contracts. Under ASC 605, revenue for these contracts was recognized over the life of the contract. In accordance with ASC 606, license revenue is recognized upon delivery while maintenance is recognized over the life of the contract.

Aside from its combined license and maintenance sales, no other changes were identified to the characteristics of the Company’s other revenue recognition policies, other than the enhanced disclosure regarding revenue recognition, including disclosures of revenue streams, performance obligations, variable consideration and the related judgments and estimates necessary to apply the new standard.

We measure revenue based upon the consideration specified in the client arrangement, and revenue is recognized when the performance obligations in the client arrangement are satisfied. A performance obligation is a contractual promise to transfer a distinct service to the customer. The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as, the customer receives the benefit of the performance obligation. Under ASC 606, revenue is recognized when a customer obtains control of promised services in an amount that reflects the consideration we expect to receive in exchange for those services. To achieve this core principal, the Company applies the following five steps:

1) *Identify the contract with a customer*

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party’s rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer’s intent and ability to pay the promised consideration. The Company applies judgment in determining the customer’s ability and intention to pay, which is based on a variety of factors including the customer’s historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

2) *Identify the performance obligations in the contract*

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised services, the Company must apply judgment to determine whether promised services are capable of being distinct in the context of the contract. If these criteria are not met the promised services are accounted for as a combined performance obligation.

3) *Determine the transaction price*

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer.

We evaluate whether a significant financing component exists when we recognize revenue in advance of customer payments that occur over time. For example, some of our contracts include payment terms greater than one year from when we transfer control of goods and services to our customers and the receipt of the final payment for those goods and services. If a significant financing component exists, we classify a portion of the transaction price as interest income, instead of recognizing all of the transaction price as revenue. We do not adjust the transaction price for the effects of financing if, at contract inception, the period between the transfer of control to a customer and final payment is expected to be one year or less.

4) *Allocate the transaction price to performance obligations in the contract*

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. Contracts that contain multiple performance obligations require an allocation of the transaction price based on management's judgement.

5) *Recognize revenue when or as the Company satisfies a performance obligation*

The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

Nature of goods and services

The following is a description of the Company's goods and services from which the Company generates revenue, as well as the nature, timing of satisfaction of performance obligations, and significant payment terms for each, as applicable:

Software Maintenance and Support Services Revenue

Software maintenance and support services contracts are sold in conjunction with the Company's software products for its e-Govt, IoT and Connectivity, and Cyber Security segments. The contract terms for software maintenance and support span one to five years in length and provide customers with the rights to unspecified software product updates if and when available, online and telephone access to technical support personnel.

The Company recognizes revenue from fixed-price service and maintenance contracts using the input method of accounting. Under the input method, revenue is recognized on the basis of an entity's efforts toward satisfying a performance obligation. We recognize revenue from maintenance and support services provided pursuant to the time elapsed under such contracts, as that is when our performance obligation to our customers under such arrangements is fulfilled.

Perpetual Software License Revenue

The Company generates revenue from the sales of perpetual software licenses for its Cyber Security and e-Gov segments, including sales for its Magna_DL, Magna_VL, Magna_Passport, and Magna_ID software products. The intellectual property rights for usage of these products are transferred to the customer at the time of purchase and the software does not require implementation services, ongoing maintenance and support, or other adaptations in order to maintain the license utility.

In arrangements where ongoing services are not essential to the functionality of the delivered software, the Company recognizes perpetual software license revenue when the license agreement has been approved and the software has been delivered. The Company can identify each party's rights, payment terms, and commercial substance of the content. Where applicable, we identify multiple performance obligations and record as revenue as the performance obligations are fulfilled based on the adjusted market assessment approach.

Annual Software License Revenue

The Company generates revenue from the sales of time-based software licenses for certain of its software products. The intellectual property rights for access to these products are transferred to the customer for contract terms of one year and the software requires ongoing maintenance, support, or other adaptations in order to maintain utility.

The Company recognizes revenue over time using the input method for its annual software licenses when ongoing services are determined to be essential to the functionality of the delivered software. The license along with the any customization services are transferred to our customers pursuant to the time elapsed under such contracts, as that is when our performance obligation to our customers under such arrangements is fulfilled.

System Design Revenue

System design revenue relate to services provided to governments and national agencies in the early stages of a new project including incumbent system data information extraction, customer interviewing and specification mapping, architecture and software design, secure credential design, project management and planning, data migration design, project operation planning, training, assimilation, and operational processes optimization for the Company's e-Gov and IoT solutions.

The Company recognizes revenue from its system design services using the input method of accounting. Under the input method, revenue is recognized on the basis of an entity's efforts or inputs toward satisfying a performance obligation. We recognize revenue from system design services provided pursuant to time-and-materials based contracts as the services are performed, as that is when our performance obligation to our customers under such arrangements is fulfilled. Where applicable, we identify multiple performance obligations and record revenue as the performance obligations are fulfilled based on the expected cost plus a margin approach.

Implementation and System Deployment Revenue

Implementation and system deployment revenue relate to services provided to governments and national agencies typically after the design stage is concluded including infrastructure setup and deployment, software and chip design development, software customizations, purchase, and deployment of hardware and necessary system components, system integration and implementation, process engineering, customer training, system quality assurance testing, load balancing and local environment optimizations, and operational system launch for the Company's e-Gov and IoT solutions.

The Company recognizes revenue from its implementation and system deployment services using the input method of accounting. Under the input method, revenue is recognized on the basis of an entity's efforts or inputs toward satisfying a performance obligation. We recognize revenue from implementation and system deployment services provided pursuant to time-and-materials based contracts as the services are performed, as that is when our performance obligation to our customers under such arrangements is fulfilled. Where applicable, we identify multiple performance obligations and record revenue as the performance obligations are fulfilled based on the residual approach.

Procurement of Secure Document Consumables Revenue

The Company procures secure document consumables for its e-Gov government customers which are needed to issue secure documents after a project deployment is complete and a system is actively running and operational. These consumables are manufactured at secure printing facilities utilizing proprietary and customized designs, which the Company has developed during the project design stage, to provide multiple layers of security preventing falsification of documents. These consumables include base card stock, security laminates, holograms, passive RFID chip inlays, passport booklets, secure chip cards, and various other secure credentialing necessities.

The Company recognizes revenue on procurement of secure document consumables products when the customer has control of the product, which is determined to be at the point in time when the products are delivered. Where applicable, we identify multiple performance obligations and record revenue as the performance obligations are fulfilled based on their stated prices within the contract.

Wireless & RFID Products Revenue

The Company's wireless products include solutions for carrier Wi-Fi, enterprise connectivity, smart city, smart hospitality, connected campuses and connected events which enhance productivity and performance. The Company's RFID products include asset tags which provide real-time asset loss prevention, inventory management, and personnel/asset tracking and vehicle tags which provide long-range vehicle ID for parking and fleet management, access control, asset loss prevention at airports, gated communities, truck and bus terminals, employee parking lots, hospitals, industrial facilities, railroads, mines and military installations.

The Company recognizes revenue on wireless and RFID products when the customer has control of the equipment, which is determined to be at the point in time when the products are shipped. Where applicable, we identify multiple performance obligations and record revenue as the performance obligations are fulfilled based on their stated prices within the contract.

Electronic Monitoring Services Revenue

Electronic monitoring services represent fees the Company collects through the sale or rental of its PureSecurity Suite of products, which include the PureMonitor, PureTrack, PureTag, PureCom, PureBeacon, and SCRAM devices. These devices identify, track, and monitor people or objects in real time through the Company's GPS monitoring, home monitoring, and alcohol tracking solutions.

The Company recognizes revenue on the sale of electronic monitoring products when the customer has control of the equipment, which is determined to be at the point in time when the products are shipped. For devices which are rented and for electronic monitoring services provided, we recognize revenue pursuant to the time elapsed for such contracts, as that is when our performance obligation to our customers under such arrangements is fulfilled. Our customers typically pay for these services based on a net rate per day per individual or on a fixed monthly rate.

Treatment Services Revenue

Treatment services revenue is an extension of the Company's electronic monitoring services. We provide individuals who have completed or are near the end of their sentence with the resources necessary to productively transition back into society. Through our daily reporting centers, we provide criminal justice programs and reentry services to help reduce recidivism which include case management, substance abuse education, vocational training, parental support, employment readiness and job placement. These activities are considered to be a bundle of services which are a part of a series of distinct services recognized over time.

The Company recognizes revenue from its treatment services using the input method of accounting. Under the input method, revenue is recognized revenue on the basis of an entity's efforts or inputs toward satisfying a performance obligation. We recognize revenue from treatment services provided pursuant to time-and-materials based contracts as the services are performed, as that is when our performance obligation to our customers under such arrangements is fulfilled. Where applicable, we identify multiple performance obligations and record revenue as the performance obligations are fulfilled based on the using the expected cost plus a margin approach.

Professional Services Revenue

The Company offers professional services for the Company's Cyber Security software products, which includes an on-site / remote visit by a specialist technician to assist with installation, deployment and configuration.

The Company recognizes revenue from professional services upon completion of the service performed for the customer. As these services are completed during a single onsite visit, revenue is recognized at the point in time of such onsite visit.

Disaggregation of revenue

In the following table, revenue is disaggregated by major geographic region and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the reportable segments:

	Year ended December 31, 2021			
	Cyber Security	IoT	e-Gov	Total
Major geographic areas				
Africa	\$ -	\$ -	\$ 1,586	\$ 1,586
European countries	527	2,242	143	2,912
South America	1	36	-	37
United States	410	6,410	-	6,820
Israel	648	109	-	757
APAC	48	107	-	155
Total revenue	\$ 1,634	\$ 8,904	\$ 1,729	\$ 12,267
Timing of revenue recognition				
Products and services transferred over time	\$ 44	\$ 7,176	\$ 1,428	\$ 8,648
Products transferred at a point in time	1,590	1,728	301	3,619
Total revenue	\$ 1,634	\$ 8,904	\$ 1,729	\$ 12,267

Transaction price allocated to the remaining performance obligations.

Remaining performance obligations represent the transaction price of system deployment, service and maintenance contracts for which work has not been performed as of the period end date. As of December 31, 2021, the aggregate amount of the transaction price allocated to remaining performance obligations totals \$8.27 million. The Company expects approximately 39% of remaining performance obligations to be recognized into revenue within the next 12 months, with the remaining 61% recognized thereafter.

We apply the practical expedient in paragraph ASC 606-10-50-14 and do not disclose information about remaining performance obligations that have original expected durations of one-year or less. We apply the transition practical expedient in paragraph ASC 606-10-65-1(f)(3) and do not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when we expect to recognize that amount as revenue. Additionally, applying the practical expedient in paragraph ASC 340-40-25-4, the Company recognizes the incremental costs of obtaining contracts (i.e., commissions) as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one-year or less.

With respect to our e-Gov business, in some contracts we provide our customers with a license to issue IDs, passports and driver licenses and we are entitled to receive royalties upon the issuance of each form of document by our customers. Such royalties are recognized when the issuances are reported to us, usually on a monthly basis, for the year 2020 and 2021 we had no such contract.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is determined with respect to specific amounts we have determined to be doubtful of collection. In determining the allowance for doubtful accounts, we consider, among other things, our past experience with such customers and the information available regarding such customers.

We perform ongoing credit evaluations of our customers' financial conditions and we require collateral as we deem necessary. An allowance for doubtful accounts is determined with respect to those accounts that we have determined to be doubtful of collection. If the financial conditions of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances would be required. The allowance for doubtful accounts was \$11,667,000 and \$8,667,000 as of December 31, 2021 and 2020, respectively.

Deferred Taxes

We account for income taxes, in accordance with the provisions of FASB ASC 740, "Income Taxes" under the liability method of accounting. Under the liability method, deferred taxes are determined based on the differences between the financial statement and tax basis of assets and liabilities at enacted tax rates in effect in the year in which the differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts expected to be realized. Expectation about realization of deferred tax assets related to losses carried forward are subjective and require estimates of future income in the territories in which such losses have been generated. Changes in those estimations could lead to changes in the expected realization of the deferred tax assets and to an increase or decrease in valuation allowances.

C. RESEARCH AND DEVELOPMENT

Our research and development efforts have enabled us to offer our customers with a broader line of products and solutions for the e-Gov, IoT and Cyber Security segments. As of December 31, 2021, the number of employees in our research and development activities was 25. We spent \$3,502,000 (out of which \$739,000 were capitalized as cost of software to be sold), and \$2,976,000 (out of which \$590,000 were capitalized as cost of software to be sold), in 2021 and 2020, respectively. These amounts were spent on the development or improvement of our technologies and products, primarily in the areas of IoT and Cyber Security. We intend to continue to research and develop new technologies and products. There can be no assurance that we can achieve any or all of our research and development goals.

D. TREND INFORMATION

See discussion in Parts A and B of "Item 5. Operating and Financial Review and Prospects" for a description of the Trend information relevant to us.

E. CRITICAL ACCOUNTING ESTIMATES DISCLOSURE

See discussion in Part B of "Item 5. Operating and Financial Review and Prospects" for a description of the Critical Accounting Estimates Disclosure relevant to us.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. DIRECTORS AND SENIOR MANAGEMENT

Set forth below are the name, age, principal position, and a biographical description of each of our directors:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Arie Trabelsi	64	Director
Menachem Mirski	65	Independent Director (1) (2)(3)
Oren Raoul De Lange	44	Independent Director (1)(2)(3)
Shoshana Cohen Shapira	64	Independent Director (1)(2)(3)

- (1) "Independent Director"
- (2) Member of the Audit Committee
- (3) Member of the Compensation Committee

Arie Trabelsi. Mr. Trabelsi joined us in November 2010 as President and Chief Executive Officer. He served as our Chief Executive Officer from November 1, 2010 until November 12, 2011 and from June 1, 2012 to February 21, 2021, and served as Chairman of our board of directors from December 12, 2011 to December 27, 2012, and from February 24, 2019 to date. He has more than 30 years of experience in the global wireless, Internet and communications industries. Mr. Trabelsi holds a BSc. Degree in Electrical and Computer Engineering from Ben Gurion University and a MSc. Degree in Computer Engineering from Drexel University, Philadelphia, Pennsylvania.

Menachem Mirski is an Electrical Engineer the founder and a partner of Raz – El Ltd., a software and system development company located in Israel. He has more than 28 years of experience and expertise as a software developer and project manager for embedded real time systems, including RF-based systems. Mr. Mirski holds a Bachelor of Science in Computer and Electrical Engineering from Ben-Gurion University.

Shoshana Cohen Shapira, is an Advocate, Notary and Mediator with extensive experience in providing legal representation and consulting services to individuals and companies in various areas of law including taxes. She is the owner of a legal practice with office in Zichron Yaacov, Israel. Mrs. Cohen Shapira holds a LLM degree from the Hebrew University of Jerusalem.

Oren Raoul De Lange, is an Attorney, and a Certified Public Accountant, CPA in Israel with experience in US GAAP and IFRS, as well as with various areas of law including commercial and taxes. Mr. De Lange had served in Ernst & Young, High Tech Sector & Israeli tax Department from 2015 until 2017, as well as a Director of Finance of Orbs Ltd since 2017 until January, 2020. Mr. De Lange holds a LL.B and B.A degrees from the I.D.C Herzliya, Israel.

We are managed by our board of directors. Pursuant to our Articles of Association, the number of directors may be determined from time to time by the board of director. Directors are elected for a one year term ending at the following annual general meeting of shareholders, except for our external directors, who are elected for three year terms in accordance with the Israeli Companies Law. However, if no directors are elected at an annual meeting, then the incumbents shall be deemed re-elected at the same meeting. The General Meeting may resolve that a director be elected for a period longer than the time ending at the next annual meeting but not longer than that ending at the third next annual meeting. The board of directors elects one of its members to serve as the Chairman.

Executive Officers and Key Employees

Our executive officers and certain key employees as of April 4, 2022 are:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Ordan Trabelsi*	37	President, Chief Executive Officer
Barak Trabelsi*	36	Chief Operating Officer and CTO
Gil Alfi	51	Vice President Sales, Safend Ltd
Lester Villeneuve	54	Managing Director LCA , USA
Meir Vazana	50	Vice President Global Sales
Tzvika Mazor*	39	Vice President R&D

* Executive officer

Barak Trabelsi. Mr. Trabelsi joined us in January 2013 as director of new products development, He served as our VP of IoT from 2016 until February 21, 2021 and serves as VP and Chief Operating Officer since February 21, 2021. Previously and commencing in June 2011, he served as Senior Product Manager in Equinox Ltd. Prior to that, for four years, he served as VP of R&D of Sigma Wave, a wireless, security and internet focused company. Mr. Trabelsi has expertise in big data, cyber, mobile and internet networks technologies, and experience in product development and strategies. Mr. Trabelsi holds a BSc. Degree in Computer and Business from the Tel Aviv University, and an M.B.A. degree from Tel Aviv University.

Gil Alfi. Mr. Alfi joined SuperCom Group in 2016 as VP Sales and Technology of Safend. Until joining us, Mr. Alfi served as Regional Sales Director at Safend where he personally served as Regional Sales Director in different regions in Europe and regions in Africa Prior to that, he served as Director of product management of different telco and wireless companies. Mr. Alfi brings over more than 18 years of experience in different technology companies as technology lead in different R&D teams. Mr. Alfi holds B.Sc. degree in Computer Science & Mathematics and MSc degree in Computer Science from Bar-Ilan University.

Ordan Trabelsi. Mr. Trabelsi serves as our President and Chief Operating Officer since February 21, 2021. Previously he led our business and operations in the Americas through his roles as President of SuperCom Inc. and Leaders in Community Alternatives, Inc. He has been with the company since May 2013 as the second US employee and grew the business in the USA. He has also led numerous successful financings for the Company, including two public offerings. Trabelsi has experience in strategic merger and acquisition, financing and product strategies as well as technology expertise in security, cyber, mobile and internet networks technologies. Mr. Trabelsi holds a BSc. degree in Software and Electrical Engineering from the Technion - Israel Institute of Technology, and an M.B.A. degree from the Columbia University Business School, New York, both with distinction.

Meir Vazana, Mr. Meir Vazana joined SuperCom in January 2022 as VP Global Sales. He has extensive experience leading sales departments towards significant growth and building successful relationships with HLS customers worldwide.

Prior to joining SuperCom, Meir served in key sales, business development, and management positions in the telecom and HLS industries for more than 25 years for companies such as Sky Sapience, MSAB, Cellebrite and VIR. Meir holds an MBA degree from the Open University.

Tzvika Mazor, Mr. Tzvika Mazor joined SuperCom in April 2021 as VP R&D. He has extensive experience in web and software development, along with experience in business processes and digital strategy. Prior to joining SuperCom, he served as Director of Web and Front Office Applications at Stratasys. Tzvika holds a BSc. degree in Computer Sciences from The College of Management Academic Studies.

Lester Villeneuve, Mr. Lester Villeneuve has recently joined the SuperCom Group as the Executive Director for Leaders in Community Alternatives (LCA). Jake is well versed and experienced working with a variety of offender risk / need populations, stakeholders, and collaborative partners. He has worked extensively with individuals in contact with the criminal justice system including several years as a Social Worker in a large urban jail, as a Senior Director of Community Justice for a large non-profit organization, and as the Director of Jail-Based Mental Health Services in San Diego. Mr. Lester also spent 2 years with LCA, beginning in 2015 as the Director of the Sacramento ADRC in collaboration with County Probation there. Jake holds a BA in Psychology from the University of Rhode Island and an MS in Criminal Justice from the University of New Haven.

B. COMPENSATION

The following table sets forth all compensation we paid with respect to all of our directors and executive officers as a group for the year ended December 31, 2021.

	Salaries, fees, commissions and bonuses	Pension, retirement and similar benefits
All directors and executive officers as a group (6 persons)	\$ 543,535	\$ 55,721

The aggregate amount of compensation paid by us to our board members and executive officers as a group for the year ended December 31, 2021 was approximately \$543,535. This sum includes amounts paid for salary and commission and bonuses. In addition, we have provided automobiles to certain of our executive officers at our expense. As of December 31, 2021, we had set aside approximately \$55,721 to provide pension, retirement or similar benefits for certain of our executive officers.

The monthly fee for a director (other than with respect to our Chairman of the Board) is \$1,500 and for external director a monthly fee of approximately \$1,143 plus approximately \$708 for every board or audit committee meeting attended.

As of December 31, 2021, our directors and executive officers as a group, then consisting of 6 persons, held options to purchase an aggregate of 54,000 ordinary shares, of which 54,000 were exercisable as of December 31, 2021, at an average exercise price of \$0.1 per share.

Summary compensation table

The below table presents the compensation, on an individual basis, of our five most highly compensated office holders and key employees during or with respect to the year ended December 31, 2021, as required by regulations promulgated under the Companies Law.

Name and Position	Salary⁽¹⁾	Bonus and commissions	Equity-Based Compensation⁽²⁾	Total
Roni Goldzweig CTO, e-Gov	146,597	-	-	146,597
Arkady Tachman R&D director, e-Gov	182,577	-	-	182,577
Barak Trabelsi GM & Vice President, IoT	255,854	-	-	255,854
Billy Gurevich Commercial Director	155,753	-	-	155,753
Gil Alfi Vice President Sales, Cyber	224,527	46,875	-	271,402

(1) Amounts reported in this column include salary, social benefits, including those mandated by applicable law.

(2) Amounts reported in this column represent the expense recorded in our audited consolidated financial statements for the year ended December 31, 2021 based on the grant date fair value in accordance with accounting guidance for stock-based compensation. See Note 12.c to our audited consolidated financial statements for the year ended December 31, 2021.

Corporate Governance Practices

Our board of directors considers good corporate governance to be central to our effective and efficient operations. The following table lists our directors, the positions they hold with us and the dates they were first elected or appointed:

Name	Position	Date Service Began	Date of Expiration of Current Term
Arie Trabelsi	Director	February 24, 2019	Annual general meeting
Menachem Mirski	Independent Director	July 25, 2011	Annual general meeting
Oren Raoul De Lange	Independent Director	March 28, 2020	March 28, 2023
Shoshana Cohen Shapira	Independent Director	February 24, 2019	February 23, 2025

Our board of directors is presently comprised of 4 members, two of whom were elected as external directors under the provisions of the Israeli Companies Law. Our Articles of Association provide that the majority of the directors appointed to the board of directors will be independent directors. Mrs. Shapira, Mr. Mirski and Mr. De Lange satisfy the applicable requirements for independence under our Articles of Association.

Alternate Directors

As permitted under the Companies Law, our Articles of Association provide that any director may, subject to the board of directors' approval, by written notice to us, appoint another person who is qualified to serve as a director to serve as an alternate director. Under the Companies Law, a person who is not qualified to be appointed as a director, a person who is already serving as a director or a person who is already serving as an alternate director may not be appointed as an alternate director. Nevertheless, a director may be appointed as an alternate director for a member of a committee of the board of directors so long as he or she is not already serving as a member of such committee. An external director may not appoint an alternate director unless such alternate director is eligible to be an external director and has either "financial and accounting expertise" or "professional expertise," depending on the qualifications of the external director he or she is replacing. See "— External Directors." Similarly, an independent director within the meaning of the Companies Law may not appoint an alternate director unless such alternate director is eligible to be an independent director within the meaning of the Companies Law. An alternate director may be appointed for one meeting or until notice is given of the cancellation of the appointment.

External Directors

The Companies Law requires Israeli companies with shares that have been offered to the public in or outside of Israel to appoint at least two external directors. The Companies Law provides that a person may not be appointed as an external director if the person, or the person's relative, partner, employer or an entity under that person's control, has or had during the two years preceding the date of appointment any affiliation with the company, or any entity controlling, controlled by or under common control with the company. The term "relative" means a spouse, sibling, parent, grandparent, child or child of spouse or spouse of any of the above as well as a sibling, brother, sister or parent of the foregoing relatives. In general, the term "affiliation" includes an employment relationship, a business or professional relationship maintained on a regular basis, control and service as an office holder. Furthermore, if the company does not have a controlling shareholder or a shareholder holding at least 25% of the voting rights, "affiliation" also includes a relationship, at the time of the appointment, with the chairman of the board, the chief executive officer, a substantial shareholder or the most senior financial officer of such company. Regulations promulgated under the Companies Law include certain additional relationships that would not be deemed an "affiliation" with a company for the purpose of service as an external director. In addition, no person may serve as an external director if the person's position or other activities create, or may create, a conflict of interest with the person's responsibilities as director or may otherwise interfere with the person's ability to serve as director. If, at the time an external director is appointed, all current members of the board of directors are of the same gender, then that external director must be of the other gender. A director of one company may not be appointed as an external director of another company, if a director of the other company is acting as an external director of the first company at such time.

At least one of the elected external directors must have "accounting and financial expertise" and any other external director must have "accounting and financial expertise" or "professional qualification," as such terms are defined by regulations promulgated under the Companies Law. However, Israeli companies listed on certain stock exchanges outside Israel are not required to appoint an external director with "accounting and financial expertise" if a director with accounting and financial expertise who qualifies as an independent director for purposes of audit committee membership under the laws of the foreign country in which the stock exchange is located serves on its board of directors. All of the external directors of such a company must have "professional qualification."

The external directors are elected by shareholders at a general meeting. The shareholders voting in favor of their election must include at least a simple majority of the shares voted by shareholders other than controlling shareholders or shareholders who have a personal interest in the election of the external director (unless such personal interest is not related to such person's relationship with the controlling shareholder). This majority requirement will not be required if the total number of shares of such non-controlling shareholders and disinterested shareholders who vote against the election of the external director represent 2% or less of the voting rights in the company.

In general, under the Companies Law, external directors serve for a three-year term and may be reelected to two (2) additional three-year terms. However, Israeli companies listed on certain stock exchanges outside Israel may appoint an external director for additional terms of not more than three years subject to certain conditions. Such conditions include the determination by the audit committee and board of directors that, in view of the director's professional expertise and special contribution to the company's board of directors and its committees, the appointment of the external director for an additional term is in the best interest of the company. External directors can be removed from office only by the same special percentage of shareholders that can elect them, or by a court, and then only if the external directors cease to meet the statutory qualifications with respect to their appointment or if they violate their fiduciary duty to the company.

Pursuant to the Companies Law, the term of office of an external director may be extended by the shareholders following the initial three year term for two additional three years terms, at the nomination of either the board of directors or any shareholder(s) holding at least 1% of the voting rights in the company. If the board of directors proposed the nominee, the reelection must be approved by the shareholders in the same manner required to appoint external directors for an initial term, as described above. If such reelection is proposed by shareholders, such reelection requires the approval of the majority of the shareholders voting on the matter, excluding the votes of any controlling shareholder and other shareholders having a personal interest in the matter as a result of their relationship with the controlling shareholder(s), provided that the aggregate votes cast by shareholders who are not controlling shareholders and do not have a personal interest in the matter as a result of their relationship with the controlling shareholder(s) who voted in favor of the nominee constitute more than 2% of the voting rights in the company.

If the vacancy of an external directorship causes a company to have fewer than two external directors, the company's board of directors is required under the Companies Law to call a special general meeting of the company's shareholders as soon as possible to appoint such number of new external directors so that the company thereafter has two external directors.

Each committee of the board of directors that is authorized to exercise powers vested in the board of directors must include at least one external director and the audit committee and the financial statements review committee must include all the external directors. An external director is entitled to compensation as provided in regulations adopted under the Companies Law and is otherwise prohibited from receiving any other compensation, directly or indirectly, in connection with such service.

Audit Committee

Under the Companies Law, the board of directors of any public company must establish an audit committee. The chairman of the audit committee must be an external director. The audit committee must consist of at least three directors and must include all of the external directors, the majority of which must be independent directors. Such independent directors must meet all of the standards required of an external director and may not serve as a director for more than nine consecutive years (a cessation of service as a director for up to two years during any nine year period will not be deemed to interrupt the nine year period). Under the Companies Law, the audit committee and the compensation committee may not include: the chairman of the board of directors; any director employed by the company or providing services to the company on an ongoing basis; a controlling shareholder or any of the controlling shareholder's relatives; and any director who rendered services to the controlling shareholder or an entity controlled by the controlling shareholder. Any person who is not permitted to be a member of the audit committee may not be present in the meetings of the audit committee unless the chairman of the audit committee determines that such person's presence is necessary in order to present a specific matter. However, an employee who is not a controlling shareholder or relative of a controlling shareholder may participate in the audit committee's discussions but not in any vote, and at the request of the audit committee, the secretary of the company and its legal counsel may be present during the meeting.

Under the Companies Law, an audit committee may not approve an action or a transaction with a controlling shareholder, or with an office holder, unless at the time of approval two external directors are serving as members of the audit committee and at least one of the external directors was present at the meeting at which an approval was granted.

The role of the audit committee, pursuant to the Companies Law, includes:

- Monitoring deficiencies in the management of the company, including in consultation with the independent auditors or the internal auditor, and advising the board of directors on how to correct such deficiencies. If the audit committee finds a material deficiency, it will hold at least one meeting regarding such material deficiency, with the presence of the internal auditor or the independent auditors but without the presence of the senior management of the company. However, a member of the company's senior management can participate in the meeting in order to present an issue which is under his or her responsibility.
- Determining, on the basis of detailed arguments, whether to classify certain engagements or transactions as material or extraordinary, as applicable, and therefore as requiring special approval under the Companies Law. The audit committee must make such determination according to principles and guidelines predetermined on an annual basis.
- Determining if transactions (excluding extraordinary transactions) with a controlling shareholder, or in which a controlling shareholder has a personal interest, are required to be rendered pursuant to a competitive procedure.
- Deciding whether to approve engagements or transactions that require the audit committee approval under the Companies Law.
- Determining the approval procedure of non-extraordinary transactions, following classification as such by the audit committee, including whether such specific non-extraordinary transactions require the approval of the audit committee.
- Examining and approving the annual and periodic working plans of the internal auditor.
- Overseeing the company's internal auditing and the performance of the internal auditor and confirming that the internal auditor has sufficient tools and resources at his disposal, taking into account, among other factors, the special requirements of the company and its size;
- Examining the scope of work of the independent auditor and its pay, and bringing such recommendations on these issue before the board.
- Determining the procedure for addressing complaints of employees regarding shortcomings in the management of the company and ensuring the protection of employees who have filed such complaints.
- Determining, with respect to transactions with the controlling shareholder or in which such controlling shareholder has a personal interest, whether such transactions are extraordinary or not, whether there is an obligation to conduct a competitive process under the supervision of the audit committee and whether, prior to entering into such transaction, the company should conduct any other process that the audit committee may deem fit, all taking into account the type of the company. The audit committee may set such qualifications up to one year in advance.
- Determining the manner of approval of transactions with the controlling shareholder or in which the controlling shareholder has a personal interest which (i) are not negligible transactions (pursuant to the committee's determination) and (ii) are not qualified by the committee as extraordinary transactions.

Compensation Committee

Effective December 2012, under an amendment to the Companies Law, effective as of December 12, 2012, each publicly traded company is required to establish a compensation committee, whose role is to: (i) recommend to the board of directors a compensation policy for office holders, (ii) make recommendations to the shareholders once every three years on the approval of the continued validity of the compensation policy; (iii) recommend updates to the compensation policy from time to time and examine its implementation; (iv) determine whether to approve the terms of the service and employment of office holders that require the committee's approval; and (v) exempt a related party transaction from the requirement for shareholders' approval. The compensation committee also has oversight authority over the actual terms of employment of directors and officers and may make recommendations to the board of directors and the shareholders (where applicable) with respect to deviation from the compensation policy that was adopted by the company. Under Israeli law, our compensation committee will consist of no fewer than three members, including all of our independent directors (who must constitute a majority of the members of the committee), with the remainder of the members of the compensation committee to be directors whose terms of service and employment were determined pursuant to the applicable regulations. The amendment imposes the same restrictions on the actions and membership in the compensation committee as are discussed above under "Audit Committee" with respect to, among other things, the requirement that an external director serve as the chairman of the committee and the list of persons who may not serve on the committee or participate in its meetings. We have established a compensation committee that is currently composed of Mrs. Shapira, Mr. Oren Raoul De Lange and Mr. Mirski

Management Employment Agreements

We maintain written employment agreements with substantially all of our key employees. These agreements provide, among other matters, for monthly salaries, our contributions to Managers' Insurance, an Education Fund and severance benefits. All of our agreements with our key employees are subject to termination by either party upon the delivery of notice of termination as provided therein. We maintain a service agreement with our chairperson of the board of directors. We do not have written agreements with any other director providing for benefits upon the termination of his or her service to us.

Approval of Certain Transactions

Fiduciary Duties of Office Holders

The Companies Law codifies the fiduciary duties that "office holders," including directors and executive officers, owe to a company. An "office holder" is defined in the Companies Law as a director, general manager, chief business manager, deputy general manager, vice general manager, other manager directly subordinate to the general manager or any other person assuming the responsibilities of any of the foregoing positions without regard to such person's title. An office holder's fiduciary duties consist of a duty of care and a fiduciary duty. The duty of care requires an office holder to act at a level of care that a reasonable office holder in the same position would employ under the same circumstances. This includes the duty to utilize reasonable means to obtain (i) information regarding the appropriateness of a given action brought for his approval or performed by him by virtue of his position and (ii) all other information of importance pertaining to the foregoing actions. The fiduciary duty includes (i) avoiding any conflict of interest between the office holder's position in the company and any other position he holds or his personal affairs, (ii) avoiding any competition with the company's business, (iii) avoiding exploiting any business opportunity of the company in order to receive personal gain for the office holder or others, and (iv) disclosing to the company any information or documents relating to the company's affairs that the office holder has received due to his position as an office holder.

Disclosure of Personal Interests of an Office Holder; Approval of Transactions with Office Holders

The Companies Law requires that an office holder promptly, and no later than the first board meeting at which such transaction is considered, disclose any personal interest that he or she may have and all related material information known to him or her and any documents in their position, in connection with any existing or proposed transaction by us. In addition, if the transaction is an extraordinary transaction, that is, a transaction other than in the ordinary course of business, other than on market terms, or likely to have a material impact on the company's profitability, assets or liabilities, the office holder must also disclose any personal interest held by the office holder's spouse, siblings, parents, grandparents, descendants, spouse's descendants and the spouses of any of the foregoing, or by any corporation in which the office holder or a relative is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager.

Some transactions, actions and arrangements involving an office holder (or a third party in which an office holder has an interest) must be approved by the board of directors or as otherwise provided for in a company's articles of association, however, a transaction that is adverse to the company's interest may not be approved. In some cases, such a transaction must be approved by the audit committee and by the board of directors itself, and under certain circumstances shareholder approval may also be required. A director who has a personal interest in a transaction that is considered at a meeting of the board of directors or the audit committee may not be present during the board of directors or audit committee discussions and may not vote on the transaction, unless the transaction is not an extraordinary transaction or the majority of the members of the board or the audit committee have a personal interest, as the case may be. In the event the majority of the members of the board of directors or the audit committee have a personal interest, then the approval of the general meeting of shareholders is also required.

Approval of a Compensation Policy for Office Holders

The Companies Law and the regulations adopted thereunder require the compensation committee to adopt a policy for director and office holders. In adopting the compensation policy, the compensation committee must take into account factors such as the office holder's education, experience, past compensation arrangements with the company, and the proportional difference between the person cost of compensation and the average cost of compensation of the company's employees.

The compensation policy must be approved at least once every three years at the company's general meeting of shareholders, and is subject to the approval of a majority vote of the votes of the shareholders present and voting at a shareholders' meeting, provided that either: (i) such majority includes at least a majority of the votes of all shareholders who are not controlling shareholders and do not have a personal interest in the approval of the compensation policy, present and voting at such meeting (excluding abstentions); or (ii) the total number of ordinary shares of non-controlling shareholders and shareholders who do not have a personal interest in the approval of the compensation policy, voting against the resolution does not exceed 2% of the aggregate voting rights in the company.

The Board may approve the compensation policy even if such policy was not approved by the shareholders, provided that the compensation committee and the board of directors resolve, based on detailed consideration of the compensation policy that approval of the policy, is in the best interest of the company, despite the fact that it was not approved at the shareholders' meeting.

The compensation policy shall serve as the basis for decisions concerning the financial terms of employment or engagement of officer holders, including exculpation, insurance, indemnification or any monetary payment or obligation of payment in respect of employment or engagement. The compensation policy must relate to certain factors, including advancement of the company's objectives, the company's business and its long-term strategy, and creation of appropriate incentives for executives. It must also consider, among other things, the company's risk management, size and the nature of its operations. The compensation committee must also consider among others, the ratio between the cost of terms offered to the relevant director or office holder and the average and median cost of compensation of the other employees of the company, including those employed through manpower companies, the effect of disparities in salary upon work relationships in the company, the possibility of reducing variable compensation at the discretion of the board of directors; the possibility of setting a limit on the exercise value of non-cash variable compensation; and as to severance compensation (in excess of those promulgated by applicable labor law), the period of service of the director or office holder, the terms of his or her compensation during such service period, the company's performance during that period of service, the person's contribution towards the company's achievement of its goals and the maximization of its profits, and the circumstances under which the person is leaving the company.

The compensation policy must also include the link between variable compensation and long-term performance and measurable criteria, the relationship between variable and fixed compensation, and the upper limit for the value of variable compensation, the conditions under which a director or an office holder would be required to repay compensation paid to him or her if it was later shown that the data upon which such compensation was based was inaccurate and was required to be restated in the company's financial statements, the minimum holding or vesting period for variable, equity-based compensation whilst referring to appropriate a long-term perspective based incentives; and maximum limits for severance compensation.

Once a compensation policy is properly adopted, the Companies Law requires the compensation policy to be approved by the company's compensation committee, with subsequent approval of the board of directors. In addition, compensation of the directors and the chief executive officer is also subject to the approval of the shareholders at a general meeting. The approval of the compensation of the chief executive officer that complies with the compensation policy is subject to the same majority requirements as the approval of a transaction between a company and its controlling shareholder. Where the director is also a controlling shareholder, the requirements for approval of transactions with controlling shareholders apply. The terms of employment of the company's directors and executive officers must satisfy the requirements of the compensation policy in respect of matters relating to compensation. Any deviations from the compensation policy in respect of the compensation of the office holders require the approval of the compensation committee, the board of directors and the shareholders. If the deviation is with respect to the compensation of the chief executive officer then such approval must be made by the majority of the shareholders provided that such majority includes the majority of the votes of the non-controlling shareholder and other shareholders who have personal interest in the proposal (unless such personal interest is not related to the controlling shareholder) present and voting (excluding abstention). Such special majority is not required if the number of votes of the non-controlling shareholders and shareholder who do not have personal interest in the proposal as aforesaid is lower than 2% of the aggregate voting rights in the company.

External directors of the company are prohibited from receiving, directly or indirectly, any compensation from the company, other than for their services as external directors pursuant to the provisions and limitations set forth in regulations promulgated under the Companies Law, which compensation is determined prior to their appointment and may not be changed throughout the term of their service as External directors (except for certain exceptions set forth in such regulations).

Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders

Pursuant to the Companies Law, the disclosure requirements regarding personal interests that apply to directors and executive officers also apply to a controlling shareholder of a public company. A controlling shareholder is a shareholder who has the ability to direct the activities of a company but excludes a shareholder whose power derives solely from its position on the board of directors or any other position at the company. A person is presumed to be a “controlling shareholder” if it holds or controls, by itself or together with others, one half or more of any one of the “Means of Control” of the company. “Means of Control” is defined as any one of the following: (i) the right to vote at a general meeting of the company, or (ii) the right to appoint directors of the company or its chief executive officer. For the purpose of related party transactions, under the Companies Law, a controlling shareholder is also a shareholder who holds 25% or more of the voting rights if no other shareholder who holds more than 50% of the voting rights. For this purpose, the holdings of all shareholders who have a personal interest in the same transaction will be aggregated.

Certain shareholders also have a duty of fairness toward the company. These shareholders include any controlling shareholder, together with any shareholder who knows that it has the power to determine the outcome of a shareholder vote and any shareholder who has the power to appoint or to prevent the appointment of an office holder of the company or exercise any other rights available to it under the company’s articles of association with respect to the company. The Companies Law does not define the substance of this duty of fairness, except to state that the remedies generally available upon a breach of contract will also apply in the event of a breach of the duty of fairness.

An extraordinary transaction between a public company and a controlling shareholder, or in which a controlling shareholder has a personal interest, including a private placement in which the controlling shareholder has a personal interest, and the terms of engagement of the company, directly or indirectly, with a controlling shareholder or a controlling shareholder’s relative (including through a corporation controlled by a controlling shareholder), regarding the company’s receipt of services from the controlling shareholder, and if such controlling shareholder is also an office holder of the company, regarding his or her terms of employment, require the approval of a company’s audit committee (or compensation committee with respect to compensation arrangements), board of directors and shareholders, in that order. Such transaction must be elected by a majority vote of the Ordinary Shares present and voting at a shareholders’ meeting, provided that either: (i) such majority includes at least a majority of votes held by all shareholders who do not have a personal interest in such transaction, present and voting at such meeting (excluding abstentions); or (ii) the total number of votes of shareholders who do not have a personal interest in such transaction voting against the approval of the transaction, does not exceed 2% of the aggregate voting rights in the company.

Pursuant to the Companies Law, the audit committee of the company should determine in connection with such transaction if it requires rendering pursuant to a competitive procedure or pursuant to other proceedings. See “Audit Committee” above.

To the extent that any such transaction with a controlling shareholder or his relative is for a period extending beyond three years, shareholder approval is required once every three years, unless, in respect to certain transactions, the audit committee determines that the longer duration of the transaction is reasonable under the circumstances.

Pursuant to regulations promulgated pursuant to the Companies Law, a transaction with a controlling shareholder that would otherwise require approval of the shareholders is exempt from shareholders’ approval if each of the audit committee and the board of directors determine that the transaction meets certain criteria that are set out in specific regulations promulgated under the Companies Law. Under these regulations, a shareholder holding at least 1% of the issued share capital of the company may require, within 14 days of the publication of such determination, that despite such determination by the audit committee and the board of directors, such transaction will require shareholder approval under the same majority requirements that otherwise apply to such transactions.

The Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a 25% or greater shareholder of the company. This rule does not apply if there is already another 25% or greater shareholder of the company. Similarly, the Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would hold greater than a 45% interest in the company, unless there is another shareholder holding more than a 45% interest in the company. These requirements do not apply if, in general, (i) the acquisition was made in a private placement that received shareholder approval, (ii) was from a 25% or greater shareholder of the company which resulted in the acquirer becoming a 25% or greater shareholder of the company, if there is not already a 25% or greater shareholder of the company, or (iii) was from a shareholder holding a 45% interest in the company which resulted in the acquirer becoming a holder of a 45% interest in the company if there is not already a 45% or greater shareholder of the company.

If, as a result of an acquisition of shares, the acquirer will hold more than 90% of a public company's outstanding shares or a class of shares, the acquisition must be made by means of a tender offer for all of the outstanding shares or a class of shares. If less than 5% of the outstanding shares are not tendered in the tender offer, all the shares that the acquirer offered to purchase will be transferred to the acquirer. If more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire shares in the tender offer that will cause his shareholding to exceed 90% of the outstanding shares. The Companies Law provides for appraisal rights if any shareholder files a request in court within six months following the consummation of a full tender offer. However, in the event of a full tender offer, the offeror may determine that any shareholder who accepts the offer will not be entitled to appraisal rights. Such determination will be effective only if the offeror or the company has timely published all the information that is required to be published in connection with such full tender offer pursuant to all applicable laws.

Duties of Shareholders

Under the Companies Law, a shareholder has a duty to refrain from abusing his or her power in the company and to act in good faith and in a customary manner in exercising its rights and performing its obligations to the company and other shareholders, including, among other things, when voting at meetings of shareholders on the following matters:

- an amendment to the company's articles of association;
- an increase in the company's authorized share capital;
- a merger; and
- the approval of related party transactions and acts of office holders that require shareholder approval.

A shareholder also has a general duty to refrain from discriminating against other shareholders.

In addition, certain shareholders have a duty to act with fairness towards the company. These shareholders include any controlling shareholder, any shareholder who knows that his or her vote can determine the outcome of a shareholder vote, and any shareholder that, under a company's articles of association, has the power to appoint or prevent the appointment of an office holder. The Companies Law does not define the substance of this duty except to state that the remedies generally available upon a breach of contract will also apply in the event of a breach of the duty to act with fairness.

Exculpation, Insurance and Indemnification of Directors and Officers

Exculpation of Office Holders

Under the Companies Law, an Israeli company may not exculpate an office holder from liability for breach of his duty of loyalty, but may exculpate in advance an office holder from liability to the company, in whole or in part, for a breach of his duty of care, provided the articles of association of the company allow it to do so. Our Articles of Association allow us to exculpate our office holders from liability towards us for breach of duty of care to the maximum extent permitted by law.

Office Holder Insurance

Our Articles of Association provide that, subject to the provisions of the Companies Law, we may enter into a contract for the insurance of the liability of any of our office holders for any act done by him or her by virtue of being an office holder, in respect of any of the following:

- a breach of duty of care towards us or any other person;
- a breach of fiduciary obligations towards us, provided that the office holder acted in good faith and had reasonable grounds to assume that his or her act would not be to our detriment;
- a financial liability imposed on him or her in favor of another person; or
- any other event for which insurance of an office holder is or may be permitted.

Indemnification of Office Holders

Our Articles of Association provide that we may indemnify an office holder for the following cases of liability and expenses incurred by him or her as a result of an act done by him or her by virtue of being an office holder:

- financial liability imposed upon said office holder in favor of another person by virtue of a decision by a court of law, including a decision by way of settlement or a decision in arbitration which has been confirmed by a court of law;
- reasonable expenses of the proceedings, including lawyers' fees, expended by the office holder or imposed on him by the court for:
 - (1) proceedings issued against him by or on behalf of our company or by a third party;
 - (2) criminal proceedings in which the office holder was acquitted;
 - (3) criminal proceedings in which he was convicted in an offense, which did not require proof of criminal intent; or
 - (4) any other liability or expense for which the indemnification of an officer holder is not precluded by law.

We have obtained directors' and officers' liability insurance for the benefit of our office holders. In addition, we have granted indemnification letters to our office holders.

Limitations on Exculpation, Insurance and Indemnification

The Companies Law provides that a company may not exculpate or indemnify an office holder, or enter into an insurance contract, which would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his or her duty of loyalty towards the company unless, with respect to insurance coverage, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his or her duty of care if the breach was done intentionally or recklessly;
- any act or omission done with the intent to derive an illegal personal benefit; or
- any fine levied against the office holder.

Required Approvals

In addition, under the Companies Law, any exculpation of, indemnification of, or procurement of insurance coverage for, our office holders must be approved by our audit committee and our board of directors and, if the beneficiary is a director, an additional approval by our shareholders is required.

D. EMPLOYEES

As of December 31, 2021 and 2020, we had 114 and 94 full-time employees, respectively (not including service providers). The following table describes our employees and the employees of our subsidiaries by department.

	Dec. 31, 2021	Dec. 31, 2020
Research, Development & Operations	93	76
Marketing and Sales	8	7
Administration	13	11
Total	114	94

Over the past two years, the number of our employees by geographic area was as follows:

	Dec. 31, 2021	Dec. 31, 2020
Israel & Europe	53	44
United States	61	50
Total	114	94

From time to time, we have engaged temporary employees to fill open positions. These temporary employees, however, historically have not comprised a material number of our employees.

Our Israeli employees are not part of a collective bargaining agreement and none of them are represented by labor unions. However, in Israel we are subject to certain labor statutes and national labor court precedent rulings, as well as to certain provisions of collective bargaining agreements between the Histadrut, which is the General Federation of Labor in Israel, and the Coordinating Bureau of Economic Organizations, including the Industrialists' Association. These provisions of collective bargaining agreements are applicable to our employees by virtue of expansion orders issued in accordance with relevant labor laws by the Israeli Ministry of Labor and Welfare and which apply such agreement provisions to our employees even though they are not directly part of a union that has signed a collective bargaining agreement.

The labor statutes and labor court rulings that apply to our employees principally concern the minimum wage laws, procedures for dismissing employees, determination of severance pay, leaves of absence (such as annual vacation or maternity leave), sick pay and other conditions for employment. The expansion orders which apply to our employees principally concern the requirement for mandatory pension schemes, transportation allowance, and annual recreation allowance, the lengths of the workday and workweek, and periodic automatic adjustment of wages relative to increases in the Consumer Price Index in Israel. We provide our employees with benefits and working conditions that comply with the required minimums. Israeli employees and employers are also required to pay pre-determined sums which include a contribution to national health insurance to the Israel National Insurance Institute, which provides a range of social security benefits.

Generally, all nonexempt adult male citizens and permanent residents of Israel, under the age of 40, or older for reserves officers or citizens with certain occupations, as well as certain female adult citizens and permanent residents of Israel, are obligated to perform annual military reserve duty and are subject to being called for active duty at any time under emergency circumstances. Some of our officers and employees are obligated to perform annual reserve duty. While we have operated effectively under these requirements since we began operations, no assessment can be made as to the full impact of such requirements on our workforce or business if conditions should change, and no prediction can be made as to the effect on us of any expansion of such obligations.

Most of our employees have entered into confidentiality agreements. We have also granted certain employees options to purchase shares of our ordinary shares under our option plan. We consider our relationship with our employees to be good and we have never experienced a general strike or work stoppage.

E. SHARE OWNERSHIP

Beneficial Ownership by Executive Officers and Directors

The following table sets forth certain information as of December 31, 2021, regarding the beneficial ownership of our ordinary shares by each of our directors and all of our executive officers and directors as a group.

Name	Number of Ordinary Shares Beneficially Owned (1)	Percentage of Outstanding Ordinary Shares (2)
Arie Trabelsi(3)	5,100,212	18.09%
Menachem Mirski	—	—
Shoshana Cohen Shapira	—	—
Oren Raoul De Lange	—	—
All executive officers and directors as a group (6 persons)	5,154,212	18.28%

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Ordinary shares relating to options currently exercisable or exercisable within 60 days of the date of this table are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.
- (2) The percentages shown are based on 28,239,372 ordinary shares issued and outstanding.
- (3) Sigma Wave Ltd. is controlled by Mrs. Tsviya Trabelsi, and by her husband, Mr. Arie Trabelsi. As such, Mr. Trabelsi may be deemed to beneficially own the 4,588,212 ordinary shares beneficially held by Sigma Wave Ltd. Mrs.

Share Option Plans

In 2003, we adopted the SuperCom Ltd. 2003 Israeli Share Option Plan, a stock option plan under which we now issue stock options, or the Option Plan. The Option Plan is intended to provide incentives to our employees, officers, directors and/or consultants by providing them with the opportunity to purchase our ordinary shares. The Option Plan is subject to the provisions of the Companies Law, administered by the audit committee, and is designed: (i) to comply with Section 102 of the Israeli Tax Ordinance or any provision which may amend or replace it and the rules promulgated thereunder and to enable us and grantees thereunder to benefit from Section 102 of the Israeli Tax Ordinance and the Commissioner's Rules; and (ii) to enable us to grant options and issue shares outside the context of Section 102 of the Israeli Tax Ordinance. Options granted under the Option Plan will become exercisable ratably over a period of three to five years or immediately in certain circumstances, commencing with the date of grant. The options generally expire no later than 10 years from the date of grant. Any options that are forfeited or canceled before expiration become available for future grants. As of December 31, 2021, 159,500 options were exercisable and 213,875 options were outstanding.

As a result of an amendment to Section 102 of the Israeli Tax Ordinance as part of the 2003 Israeli tax reform, and pursuant to an election made by us thereunder, capital gains derived by optionees arising from the sale of shares issued pursuant to the exercise of options granted to them under Section 102 after January 1, 2003 will generally be subject to a flat capital gains tax rate of 25%. However, as a result of this election, we will no longer be allowed to claim as an expense for tax purposes the amounts credited to such employees as a benefit when the related capital gains tax is payable by them, as we had previously been entitled to do under Section 102.

On June 27, 2007, our Compensation Committee and the board of directors approved a new option plan under which we may grant stock options to our U.S. employees and our subsidiaries. Under this option plan, we may grant both qualified (for preferential tax treatment) and non-qualified stock options. On August 15, 2007, this option plan was approved by our shareholders at the general shareholders meeting.

In June 2013, the Option plan was extended for another period of 10 years, until December 31, 2023.

A summary of our stock option activity and related information is as follows:

	Year ended December 31,			
	2021		2020	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding at Beginning of year	334,839	2.31	564,197	2.64
Granted	-	-	-	-
Exercised	(44,964)	0.41	(123,545)	0.1
Canceled and forfeited	(76,000)	2.22	(105,813)	2.94
Outstanding at end of year	213,875	1.23	334,839	2.31
Exercisable at end of year	159,500	1.28	193,089	1.73

We recognized compensation expenses related to our share-based employee compensation awards of \$31,000 and \$211,000 for the years ended December

The following table summarizes the allocation of the stock-based compensation expenses (all amounts in thousands of dollars):

	Year ended December 31,	
	2021	2020
	\$	\$
Cost of revenues	7	84
Research and development expenses	12	48
Selling and marketing expenses	7	77
General and administrative expenses	5	2
	31	211

The options outstanding and exercisable as of December 31, 2021, have the following ranges of exercise prices as follows:

Range of exercise price \$	Options outstanding				Options Exercisable			
	Number outstanding as of December 31, 2021	Weighted average remaining contractual life (years)	Weighted average exercise price \$	Aggregate intrinsic value \$	Number outstanding as of December 31, 2021	Weighted average remaining contractual life (years)	Weighted average exercise price \$	Aggregate intrinsic value \$
	0.00-2.00	207,875	7.09	1.11	-	153,500	7.10	1.13
3.00-5.00	6,000	7.00	4.96	-	6,000	7.00	4.96	-
	<u>213,875</u>	<u>7.08</u>	<u>1.22</u>	<u>-</u>	<u>159,500</u>	<u>7.10</u>	<u>1.27</u>	<u>-</u>

The total intrinsic value of options exercised during the years ended December 31, 2021, and 2020 was \$0 and \$0, respectively, based on our company's average stock price of \$1.16 and \$1.04 during the years ended on those dates respectively.

A summary of the status of options granted to employees that had vested as of December 31, 2021 is presented below:

	Options	Weighted-average grant-date fair value
Non-vested at January 1, 2021	141,750	\$ 1.64
Granted	-	\$ -
Vested	(54,375)	\$ 1.07
Forfeited and canceled	(33,000)	\$ 3.52
Non-vested at December 31, 2021	54,375	\$ 1.07

As of December 31, 2021, and December 31, 2020, there was \$66,000 and \$174,000, respectively, of unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the stock option plans.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. MAJOR SHAREHOLDERS

The following table lists the beneficial ownership of our securities as of December 31, 2021 by each person known by us to be the beneficial owner of 5% or more of the outstanding shares of any class of our securities. 28,239,745 of our ordinary shares were outstanding.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding
Sigma Wave Ltd	4,588,212	16.25

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. We believe that all persons named in the table have sole voting and sole investment power with respect to all shares beneficially owned by them. All figures include ordinary shares issuable upon the exercise of options and warrants exercisable within 60 days of December 31, 2021 and deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Sigma Wave Ltd. is controlled by family members of Mrs. Tsviya Trabelsi, and by her husband, Mr. Arie Trabelsi. As such, Mr. Trabelsi may be deemed to beneficially own the 4,588,212 ordinary shares beneficially held by Sigma Wave Ltd. Mrs. Trabelsi and Mr. Trabelsi are also the parents of Ordan Trabelsi, our CEO and President, and Barak Trabelsi, our COO and CTO.

Significant Changes in the Ownership of Major Shareholders

As of December 31, 2021, Sabby Volatility Warrant Master Fund beneficially owned less than 5% of our then outstanding ordinary shares.

Voting Rights of Major Shareholders

Our major shareholders do not have different voting rights from the other holders of our ordinary shares.

Record Holders

Based on a review of the information provided to us by our U.S. transfer agent, as of December 31, 2021, there were approximately 27 record holders, of which 11 record holders holding approximately 89.45% of our ordinary shares had registered addresses in the United States. These numbers are not representative of the number of beneficial holders of our shares nor are they representative of where such beneficial holders reside, since many of these ordinary shares were held of record by brokers or other nominees (including one U.S. nominee company, CEDE & Co., which held approximately 88.49% of our outstanding ordinary shares as of such date).

B. RELATED PARTY TRANSACTIONS

It is our policy to enter into transactions with related parties on terms that, on the whole, are no less favorable than those that would be available from unaffiliated parties. Based on our experience in the business segments in which we operate and the terms of our transactions with unaffiliated third parties, we believe that all of the transactions described below met our policy standards at the time they occurred.

Mr. Trabelsi has served as the chief executive officer of the Company since June 1, 2012 until February 21, 2021. Mr. Trabelsi is the sole director of Sigma Wave, which is the controlling shareholder of the Company. On May 9, 2013, the general meeting of shareholders of the Company approved the payment of management fees to Mr. Trabelsi of \$10.6 per month plus social benefits and an annual bonus of the greater of 2% of the Company's annual net profit or 0.5% of annual revenues, but in no event greater than Mr. Trabelsi annual salary.

As of December 31, 2021 and 2020, we had accrued \$103,000, \$391,000, respectively as expenses arising from services provided by Mr. and Mrs. Trabelsi.

On April 29, 2012, the board of directors approved the recording of a floating charge on the Company's assets in favor of Mr. and Mrs. Trabelsi, unlimited in amount, in order to secure loans that are given by them from time to time to the Company. The short terms loans provided by Mrs. and Mr. Trabelsi during the years 2011 until 2021 ranged from \$2,809 up to \$2,662,470 and bore no interest.

As of December 31, 2021, total loans were \$172. These loans bear no interest and are not attached to any price index.

C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION

See the consolidated financial statements, including the notes thereto, included in Item 18.

Legal Proceedings

We are party to legal proceedings in the normal course of our business. There are no material pending legal proceedings to which we are a party or of which our property is subject. Although the outcome of claims and lawsuits against us cannot be accurately predicted, we do not believe that any of the claims and lawsuits, will have a material adverse effect on our business, financial condition, results of operations or cash flows for any quarterly or annual period.

Dividend Distribution Policy

We have never paid cash dividends to our shareholders. We intend to retain future earnings for use in our business and do not anticipate paying cash dividends on our ordinary shares in the foreseeable future. Any future dividend policy will be determined by our Board of Directors and will be based upon conditions then existing, including our results of operations, financial condition, current and anticipated cash needs, contractual restrictions and other conditions as the Board of Directors may deem relevant.

According to the Companies Law, a company may distribute dividends out of its profits (as such term is defined in the Companies Law), provided that there is no reasonable concern that payment of the dividend will prevent the company from satisfying all its current and foreseeable obligations, as they become due. Notwithstanding the foregoing, dividends may be paid with the approval of a court, at the company's request, provided that there is no reasonable concern that payment of the dividend will prevent the company from satisfying its current and foreseeable obligations, as they become due. In the event cash dividends are declared, such dividends will be paid in NIS.

B. SIGNIFICANT CHANGES

Except as otherwise disclosed in this Annual Report, no significant change has occurred since December 31, 2021.

ITEM 9. THE OFFER AND LISTING

A. OFFER AND LISTING DETAILS

Our ordinary shares trade on the NASDAQ Capital Market under the ticker symbol “SPCB”. As of December 31, 2021, we had 28,239,372 ordinary shares issued and outstanding.

Annual Stock Information

The following table sets forth, for the periods indicated, the high and low closing prices of our ordinary shares on The NASDAQ Capital Market or the OTCQB Market, as applicable. All of the share price information provided below has been adjusted to give effect to a 1 share for 4.250002 shares reverse stock split effected on August 23, 2013.

Year	High	Low
2013	\$ 5.65	\$ 0.30
2014	\$ 13.78	\$ 4.85
2015	\$ 13.84	\$ 4.46
2016	\$ 5.25	\$ 2.62
2017	\$ 4.36	\$ 2.17
2018	\$ 3.92	\$ 1.32
2019	\$ 1.75	\$ 0.59
2020	\$ 3.09	\$ 0.37
2021	\$ 2.24	\$ 0.44

Quarterly Stock Information

The table below sets forth for the periods indicated the high and low closing prices of our ordinary shares as reported on NASDAQ.

	<u>High</u>	<u>Low</u>
2019		
First Quarter	\$ 1.75	\$ 1.38
Second Quarter	\$ 1.49	\$ 0.98
Third Quarter	\$ 1.24	\$ 0.59
Fourth Quarter	\$ 0.80	\$ 0.59
2020		
First Quarter	\$ 0.92	\$ 0.37
Second Quarter	\$ 3.09	\$ 0.66
Third Quarter	\$ 1.72	\$ 0.72
Fourth Quarter	\$ 1.10	\$ 0.78
2021		
First Quarter	\$ 2.24	\$ 1.08
Second Quarter	\$ 1.68	\$ 1.19
Third Quarter	\$ 1.39	\$ 0.98
Fourth Quarter	\$ 1.09	\$ 0.44

Monthly Stock Information

The table below sets forth for the periods indicated the high and low closing prices of our ordinary shares as reported on NASDAQ market.

<u>Month</u>	<u>High</u>	<u>Low</u>
December 2021	\$ 0.66	\$ 0.44
January 2022	\$ 0.56	\$ 0.48
February 2022	\$ 0.64	\$ 0.52
March 2022	\$ 0.71	\$ 0.50
Through April 4, 2022	\$ 0.55	\$ 0.55

B. PLAN OF DISTRIBUTION

Not applicable.

C. MARKETS

Our ordinary shares began trading on the NASDAQ Capital Market effective at the opening of trading on Tuesday, September 17, 2013 under the ticker symbol "SPCB".

D. SELLING SHAREHOLDERS

Not applicable.

E. DILUTION

Not applicable.

F. EXPENSES OF THE ISSUE

Not applicable.

ITEM ADDITIONAL INFORMATION**10.****A. SHARE CAPITAL**

Not applicable.

B. MEMORANDUM AND ARTICLES OF ASSOCIATION

Our Memorandum of Association and Articles of Association are attached hereto as noted in Item 19.

We are a public company organized in the State of Israel under the Israeli Companies Law. We are registered with the Registrar of Companies of the State of Israel as a publicly traded corporation, and we have been assigned public company number 52-00-4407-4. Set forth below is a summary of certain provisions of our Memorandum of Association (the “Memorandum”), the Articles of Association (the “Articles”) and the Israeli Companies Law as it applies to the Company. This description does not purport to be complete and is qualified in its entirety by reference to the full text of the Memorandum and Articles and by Israeli law. The Memorandum and the Articles are filed as exhibits to this Annual Report.

OBJECTS OF THE COMPANY

Pursuant to Section 2 of the Memorandum, the principal object for which we were established is to engage in the development, manufacture, implementation and marketing of computerized systems in general and computerized systems for producing tags, computerized photograph databases for the purpose of identification and for issuing various certificates in particular; consultation in the above fields; development, manufacture, implementation and marketing of any product based on the knowledge and expertise of the parties; and the purchase, sale, import, export and implementation of any action required to realize the above objectives.

We are authorized to issue 48,000,000 ordinary shares par value NIS 0.25 per share, of which 28,239,372 ordinary shares were outstanding as of December 31, 2021.

DIRECTORS

Our Articles provide that the number of directors may be determined from time to time by the Board of Directors, and unless otherwise determined, the number of directors comprising the Board of Directors will be between four and ten. With the exception of our external directors, who are elected for three year terms in accordance with the Israeli Companies Law, our directors are elected for a one year term ending at the following annual general meeting of shareholders. However, if no directors are elected at an annual meeting, then the persons who served as directors immediately prior to the annual meeting shall be deemed reelected at the same meeting. The general meeting may resolve that a director be elected for a period not longer than the third next annual meeting. Directors may resign or in certain circumstances be removed by our general meeting prior to the expiration of his term.

The board may appoint additional directors (whether to fill a vacancy or create a new directorship) to serve until the next annual shareholders meeting. In case an office of a director has been vacated, the remaining directors may continue to act in every matter so long as the number of its members is not less than the quorum required at the time for meetings of the board. If the number of members of the board decreases below said quorum, the board will not be entitled to act except in case of emergency or for appointing additional directors in order to fill vacant positions on the board or to call a general meeting of the shareholders. The Board of Directors elects one of its members to serve as the Chairman.

The Board of Directors may meet and adjourn its meetings as it deems fit, provided, however, that the board must meet at least once in every three months period. A meeting of the board may be called at the request of each director. The quorum required for a meeting of the board is not less than 30% of the number of directors and in any event not less than two directors. Issues arising at any Board of Directors’ meeting are decided by a majority of votes cast at the meeting. In lieu of a board meeting a resolution may be adopted in writing if signed by all directors or to which all of the directors have agreed in writing or by telephone or facsimile, and a meeting may also be held through telephone conference or other communications means, provided however that all participants may hear each other simultaneously. A resolution in writing signed by all of the directors, shall be as valid and effective for all purposes as if passed at a meeting of the Board of Directors duly convened and held, and for the purpose of the foregoing “director” shall include, if duly appointed therefore, a substitute director.

FIDUCIARY DUTIES OF OFFICERS

The Israeli Companies Law codifies the fiduciary duties that “office holders,” including directors and executive officers, owe to a company. An office holder’s fiduciary duties consist of a duty of care and a duty of loyalty. The duty of loyalty includes avoiding any conflict of interest between the office holder’s position in the company and his personal affairs, avoiding any competition with the company, avoiding exploiting any business opportunity of the company in order to receive personal advantage for himself or others, and revealing to the company any information or documents relating to the company’s affairs which the office holder has received due to his position as an office holder.

APPROVAL OF CERTAIN TRANSACTIONS

Transactions with Office Holders; Extraordinary Transactions

Under the Israeli Companies Law, all arrangements as to compensation of office holders who are not directors or controlling parties require approval of the audit committee or a compensation committee to the extent that it complies with the statutory requirements which apply to the audit committee, and the Board of Directors. Arrangements regarding the terms of employment and compensation of directors require approval by the audit committee, the Board of Directors and the shareholders.

The Israeli Companies Law requires that an office holder of the company promptly disclose any personal interest that he or she may have and all related material information known to him or her, in connection with any existing or proposed transaction by the company. In addition, if the transaction is an extraordinary transaction as defined under Israeli law, the office holder must also disclose any personal interest held by the office holder’s spouse, siblings, parents, grandparents, descendants, spouse’s descendants, siblings and parents of the office holder’s spouse, and the spouses of any of the foregoing. In addition, the office holder must also disclose any interest held by any corporation in which the office holder is a 5% or greater shareholder, director or general manager or in which he or she has the right to appoint at least one director or the general manager. An extraordinary transaction is defined as a transaction other than in the ordinary course of business, otherwise than on market terms, or that is likely to have a material impact on the company’s profitability, assets or liabilities.

In the case of a transaction which is not an extraordinary transaction, after the office holder complies with the above disclosure requirement, only board approval is required unless the articles of association of the company provide otherwise. The transaction must not be adverse to the company’s interest. Furthermore, if the transaction is an extraordinary transaction, then, in addition to any approval stipulated by the articles of association, it also must be approved by the company’s audit committee and then by the Board of Directors, and, under certain circumstances, by a meeting of the shareholders of the company.

An individual who has a personal interest in a matter that is considered at a meeting of the Board of Directors or the audit committee may not be present at the deliberations or vote on this matter. However, with respect to an office holder, he/she may be present at the meeting discussions if the chairman determines that the office holder has to present the matter. If a majority of the directors has a personal interest in a transaction with us, such directors may be present at the deliberations and vote in this matter, and shareholder approval of the transaction is required.

Under the Israeli Companies Law and as long as our Articles are not amended to determine otherwise, certain resolutions, such as resolutions regarding liquidation, require approval of the holders of 75% of the shares represented at the meeting and voting thereon.

Approval of a Compensation Policy for Office Holders

In accordance with the Companies Law, a public company, such as our company, is required to adopt a compensation policy setting forth the principles to govern the terms of office and employment (including cash and equity-based compensation, exemption from liability, indemnification, D&O insurance and other benefits and payments related to the service and employment) of the Office Holders of the company. These amendments to the Companies Law also define the criteria to be considered or included in such compensation policy. The compensation policy needs to be approved no later than September 2013 by the board of directors, after consideration of the recommendations of the compensation committee and by the majority of the company’s shareholders provided that either: (i) such majority includes a majority of the total votes of shareholders who are not controlling shareholders and do not have a Personal Interest in the approval of the compensation policy and who participate in the voting, in person, by proxy or by written ballot, at the meeting (abstentions not taken into account); or (ii) the total number of votes of shareholders mentioned in (i) above that are voted against the approval of the compensation policy do not represent more than 2% of the total voting rights in the company.

Under certain circumstances and subject to certain exceptions, the board of directors may approve the compensation policy even if not approved by the shareholders as described above, provided that the compensation committee and the board of directors determine, following an additional discussion and based on detailed reasons, that it is for the benefit of the company to adopt such compensation policy. We intend to comply with these new requirements of the Israeli Companies Law within the required time frame.

Commencing as of December 2012, any changes to compensation terms of Officers are to be approved in accordance with the principles set forth in such amendments to the Israeli Companies Law as if a compensation policy was already in force. In accordance with the Companies Law, as amended, the compensation policy must be re-approved every three years, in the manner described above. The board of directors is responsible for reviewing from time to time the compensation policy and determining whether or not there are any circumstances that require adjustments to the current compensation policy. (See also Item 6. Directors, Senior Management and Employees – Board Practices – Compensation Committee.)

Disclosure of Personal Interests of a Controlling Shareholder; Approval of Transactions with Controlling Shareholders

The Israeli Companies Law applies the same disclosure requirements to a controlling shareholder of a public company, which includes a shareholder that holds 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in the company. Extraordinary transactions with a controlling shareholder or in which a controlling shareholder has a personal interest, and the terms of compensation of a controlling shareholder who is an office holder (including the provision of services to the company), require the approval of the audit committee or the compensation committee, as applicable, the Board of Directors and the shareholders of the company by simple majority, provided that either such majority vote must include at least one-half of the shareholders who have no personal interest in the transaction and are present at the meeting (without taking into account the votes of the abstaining shareholders), or that the total shareholdings of those who have no personal interest in the transaction who vote against the transaction represent no more than two percent of the voting rights in the company.

Agreements and extraordinary transactions with a term exceeding three years are subject to re-approval once every three years by the audit committee, board of directors and the shareholders of the company. Certain types of extraordinary transactions may be approved in advance for a period exceeding three years if the audit committee determines such approval reasonable under the circumstances.

Under the Companies Regulations (Relief from Related Party Transactions), 5760-2000, promulgated under the Israeli Companies Law, as amended, certain extraordinary transactions between a public company and its controlling shareholder(s) do not require shareholder approval. In addition, under such regulations, directors' compensation and employment arrangements in a public company do not require the approval of the shareholders if both the audit committee and the board of directors agree that such arrangements are solely for the benefit of the company. Also, employment and compensation arrangements for an office holder that is a controlling shareholder of a public company do not require shareholder approval if certain criteria are met. The foregoing exemptions from shareholder approval will not apply if one or more shareholders holding at least 1% of the issued and outstanding share capital of the company or of the company's voting rights, objects to the use of these exemptions provided that such objection is submitted to the company in writing not later than fourteen days from the date of the filing of a report regarding the adoption of such resolution by the company. If such objection is duly and timely submitted, then the transaction or compensation arrangement of the directors will require shareholders' approval as detailed above.

The Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a special tender offer if as a result of the acquisition the purchaser would control 25% or greater of the company's voting rights. This rule does not apply if there is already another such shareholder which controls 25% or greater of the company's voting rights. Similarly, the Israeli Companies Law provides that an acquisition of shares in a public company must be made by means of a special tender offer if as a result of the acquisition the purchaser would hold greater than a 45% voting rights in the company, unless there is another shareholder holding more than a 45% voting rights in the company. These requirements do not apply to: (i) the acquisition of shares in a private placement, provided that such private placement was approved by the general meeting of the company's shareholders as a private placement purporting to confer to the offeree the control of 25% or greater of the company's voting rights if there is no other holder of such a block of shares, or purporting to confer to the offeree 45% of the voting rights in the company if there is no other person holding forty-five percent of the voting rights in the company; (ii) was from a shareholder which controls 25% or greater of the company's voting rights which resulted in the acquirer becoming a shareholder of the company shareholder which controls 25% or greater of the company's voting rights, or (iii) was from a shareholder holding a 45% of the voting in the company which resulted in the acquirer becoming a holder of a 45% of the voting rights in the company. A special tender offer will only be considered accepted if: (i) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer (excluding the shares of controlling shareholders of the offeror and excluding the holders of a 25% or more block of the voting rights in the company); and (ii) at least 5% of the voting rights in the company are purchased in the tender offer.

If, as a result of an acquisition of shares, the acquirer will hold more than 90% of a public company's outstanding shares or a class of shares, the acquisition must be made by means of a tender offer for all of the outstanding shares or a class of shares. If less than 5% of the outstanding shares are not tendered in the tender offer, and more than half of the shareholders without a personal interest in accepting the offer tendered their shares, then all the shares that the acquirer offered to purchase will be transferred to the acquirer. The Israeli Companies Law provides for appraisal rights if any shareholder files a request in court within six months following the consummation of a full tender offer, but the acquirer will be entitled to stipulate that tendering shareholders forfeit their appraisal rights. If more than 5% of the outstanding shares are not tendered in the tender offer, then the acquirer may not acquire shares in the tender offer that will cause his shareholding to exceed 90% of the outstanding shares; provided, however, that if the dissenting shareholders constitute less than 2% of the issued and outstanding share capital of the company then the full tender will be accepted and all of the shares that the acquirer offered to purchase will be transferred to the acquirer by operation of law.

DUTIES OF SHAREHOLDERS

Under the Israeli Companies Law, a shareholder has a duty to act in good faith and in a customary way towards the company and other shareholders and to refrain from abusing his or her power in the company including, among other things, when voting in a general meeting of shareholders on the following matters:

- any amendment to the articles of association;
- an increase of the company's authorized share capital;
- a merger; or
- approval of interested party transactions which require shareholder approval.

Furthermore, the Israeli Companies Law requires that a shareholder refrain from acting in a discriminatory manner towards other shareholders.

The Israeli Companies Law does not describe the substance of the aforementioned duties of shareholders, but provides that laws applicable to a breach of contract, adjusted according to the circumstances shall apply to a breach of such duties. With respect to the obligation to refrain from acting discriminatorily, a shareholder that is discriminated against can petition the court to instruct the company to remove or prevent the discrimination, as well as provide instructions with respect to future actions.

In addition, the Israeli Companies Law dictates that any controlling shareholder, any shareholder who knows that it possesses power to determine the outcome of a shareholder vote and any shareholder who, pursuant to the provisions of a company's articles of association, has the power to appoint or prevent the appointment of an office holder in the company, is under a duty to act with fairness towards the company.

The Israeli Companies Law does not describe the substance of the aforementioned duty to act with fairness but provides that laws applicable to a breach of contract, adjusted according to the circumstances and taking into account the status within the company of such shareholder, shall apply to a breach of such duty.

EXEMPTION, INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Exemption of Office Holders

Under the Israeli Companies Law, an Israeli company may not exempt an office holder from liability for breach of his duty of loyalty, but may exempt in advance an office holder from liability to the company, in whole or in part, for a breach of his duty of care, provided the articles of association of the company allow it to do so. Our Articles allow us to exempt our office holders from liability towards us for breach of duty of care to the maximum extent permitted by law.

Office Holder Insurance

Our Articles provide that, subject to the provisions of the Israeli Companies Law, we may enter into a contract for the insurance of the liability of any of our office holders for any act done by him or her by virtue of being an office holder, in respect of any of the following:

- a breach of duty of care towards us or any other person,
- a breach of fiduciary obligations towards us, provided that the office holder acted in good faith and had reasonable grounds to assume that his or her act would not be to our detriment,
- a financial liability imposed on him or her in favor of another person, or
- any other event for which insurance of an office holder is or may be permitted.

Indemnification of Office Holders

Our Articles provide that we may indemnify an office holder for the following cases of liability and expenses incurred by him or her as a result of an act done by him or her by virtue of being an office holder:

- financial liability imposed upon said office holder in favor of another person by virtue of a decision by a court of law, including a decision by way of settlement or a decision in arbitration which has been confirmed by a court of law;
- reasonable expenses of the proceedings, including lawyers' fees, expended by the office holder or imposed on him by the court for:
 - (1) proceedings issued against him by or on behalf of the Company or by a third party;
 - (2) criminal proceedings in which the office holder was acquitted; or
 - (3) criminal proceedings in which he was convicted in an offense, which did not require proof of criminal intent; or
- any other liability or expense for which the indemnification of an officer holder is not precluded by law.

We have obtained directors and officers liability insurance for the benefit of our office holders. In addition, we have sometimes granted indemnification letters to our office holders.

Limitations on Exemption, Insurance and Indemnification

The Israeli Companies Law provides that a company may not exempt or indemnify an office holder, or enter into an insurance contract, which would provide coverage for any monetary liability incurred as a result of any of the following:

- a breach by the office holder of his or her duty of loyalty towards the company unless, with respect to insurance coverage, the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach by the office holder of his or her duty of care if the breach was done intentionally or recklessly;
- any act or omission done with the intent to derive an illegal personal benefit; or
- any fine levied against the office holder.

Required Approvals

In addition, under the Israeli Companies Law, any exemption of, indemnification of, or procurement of insurance coverage for, our office holders must be approved by our audit committee and our Board of Directors and, if the beneficiary is a director, an additional approval by our shareholders is required.

RIGHTS OF ORDINARY SHARES

Our ordinary shares confer upon our shareholders the right to receive notices of, and to attend, shareholder meetings, the right to one vote per ordinary share at all shareholders' meetings for all purposes, and to share equally, on a per share basis, in such dividends as may be declared by our Board of Directors; and upon liquidation or dissolution, the right to participate in the distribution of any surplus assets of the Company legally available for distribution to shareholders after payment of all debts and other liabilities of the Company. All ordinary shares rank pari passu in all respects with each other.

MEETINGS OF SHAREHOLDERS

An annual general meeting of our shareholders will be held at least once in every calendar year, not later than 15 months after the last annual general meeting at such time and at such place either within or without the State of Israel as may be determined by our Board of Directors.

Our Board of Directors may, whenever it deems fit, convene a special general meeting. Special general meetings may also be convened upon requisition in accordance with the Israeli Companies Law. Our Board is obligated to convene a special general meeting if it receives a written request from any of (a) two Directors or 25% of the total number of Directors; (b) one or more Shareholders, holding at least 5% of our outstanding share capital and at least 1% of the shareholders' voting power; or (c) one or more shareholders holding no less than 5% of our outstanding voting shares.

MERGERS

A merger of the Company shall require resolution adopted by a simple majority vote cast at a general meeting, not taking into account abstentions provided, however, that if the transaction is an extraordinary transaction with a controlling shareholder or in which a controlling shareholder has an interest, then the approvals required will be the corporate approvals under the Israeli Companies Law for such extraordinary transaction.

C. MATERIAL CONTRACTS

While we have numerous contracts with customers, representatives, distributors and landlords, except as described in Item 4. Information on the Company – Business Overview – Key Customer Contracts we do not deem any such individual contract to be material contracts which are not in the ordinary course of our business.

D. EXCHANGE CONTROLS

Israeli law and regulations do not impose any material foreign exchange restrictions on non-Israeli holders of our ordinary shares.

Non-residents of Israel who purchase our ordinary shares will be able to convert dividends, if any, thereon, and any amounts payable upon our dissolution, liquidation or winding up, as well as the proceeds of any sale in Israel of our ordinary shares to an Israeli resident, into freely reportable dollars, at the exchange rate prevailing at the time of conversion, provided that the Israeli income tax has been withheld (or paid) with respect to such amounts or an exemption has been obtained.

E. TAXATION

Taxation and Government Programs

The following description is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, ownership and disposition of our ordinary shares. You should consult your own tax advisor concerning the tax consequences of your particular situation, as well as any tax consequences that may arise under the laws of any state, local, foreign or other taxing jurisdiction.

Israeli Tax Considerations and Government Programs

The following is a summary of the current material Israeli tax laws applicable to companies in Israel with special reference to its effect on us. This summary does not discuss all the acts of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. Some parts of this discussion are based on new tax legislation that has not been subject to judicial or administrative interpretation. Accordingly, we cannot assure you that the views expressed in the discussion will be accepted by the tax authorities in question. The discussion is not intended and should not be construed as legal or professional tax advice and does not cover all possible tax considerations.

POTENTIAL INVESTORS AND HOLDERS OF OUR SHARES ARE URGED TO CONSULT THEIR OWN TAX ADVISORS AS TO THE ISRAELI OR OTHER TAX CONSEQUENCES OF THE PURCHASE, OWNERSHIP AND DISPOSITION OF OUR ORDINARY SHARES, INCLUDING, IN PARTICULAR, THE EFFECT OF ANY FOREIGN, STATE OR LOCAL TAXES.

The following discussion describes the material Israeli tax consequences regarding ownership and disposition of our ordinary shares applicable to non-Israeli shareholders, including U.S. shareholders.

General Corporate Tax Structure

Israeli companies are generally subject corporate tax on their taxable income at the rate of 23.0% in 2021 and 2020.

On August 5, 2013, the Israeli parliament (the Knesset) passed the Law for Changes in National Priorities (Legislative Amendments for Achieving Budget Objectives in the Years 2013 and 2014) – 2013, by which, inter alia, the corporate tax rate would be raised by 1.5% to a rate of 26.5% as from 2014. On January 4, 2016, the Knesset plenum approved a bill to amend the Income Tax Ordinance, including a reduction in corporate tax by 1.5% from 26.5% to 25%, as from January 1, 2016. In 2017 the Knesset approved additional reduction of 1% every year to 24% in 2017, 23% in 2018 onwards.

For the year 2021, our USA subsidiaries are subject to USA federal tax rate of 21%, to State tax rate of 8.84% in CA and 6.5% in NY, and to City tax of 6.5% in NYC.

Taxation of Capital Gains Applicable to Israeli Shareholders and Non-Israeli Shareholders

General

Israeli law generally imposes a capital gains tax on the sale of any capital assets by residents of Israel, as defined for Israeli tax purposes, and on the sale of assets located in Israel, including shares in Israeli companies, by both residents and non-residents of Israel, unless a specific exemption is available or unless a tax treaty between Israel and the shareholder's country of residence provides otherwise. The law distinguishes between real gain and inflationary surplus. The inflationary surplus is a portion of the total capital gain which is equivalent to the increase of the relevant asset's purchase price which is attributable to the increase in the Israeli consumer price index or, in certain circumstances, a foreign currency exchange rate, between the date of purchase and the date of sale. The real gain is the excess of the total capital gain over the inflationary surplus.

The portion of the inflationary surplus accrued from the date of acquisition until January 1, 1994 is taxed at a rate of 10%, and thereafter until the date of sale is exempt from tax.

Israeli residents

Individuals

Pursuant to amendments to the Tax Ordinance, effective as of January 1, 2012, the capital gains tax rate applicable to individuals upon the sale of securities is such individual's marginal tax rate but not more than 25%, or 30% with respect to an individual who meets the definition of a 'Substantial Shareholder' on the date of the sale of the securities or at any time during the 12 months preceding such date. A 'Substantial Shareholder' is defined as a person who, either alone or together with any other person, holds, directly or indirectly, at least 10% of any of the means of control of a company (including, among other things, the right to receive profits of the company, voting rights, the right to receive the company's liquidation proceeds and the right to appoint a director). An additional tax at a rate of 3% on the capital gain tax rate may be imposed upon shareholders whose annual taxable income exceeds NIS 651,600 (in 2021) (hereinafter "Surcharge Tax").

Companies

The real capital gain on the sale of securities by a company will be taxed at the corporate tax rate applicable during the year of sale.

Non-Israeli residents

In general, if ordinary shares are traded on a Recognized Exchange gains on the sale of ordinary shares held by non-Israeli tax resident investors will generally be exempt from Israeli capital gains tax so long as the shares were not held through a permanent establishment that the non-Israeli tax resident investor maintains in Israel. Notwithstanding the foregoing, dealers in securities in Israel are taxed at regular tax rates applicable to business income.

However, non-Israeli corporations will not be entitled to such exemption if Israeli residents (i) have a controlling interest of 25% or more in such non-Israeli corporation, or (ii) are the beneficiaries or are entitled to 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly.

In addition, persons paying consideration for shares, including purchasers of shares, Israeli securities dealers effecting a transaction, or a financial institution through which securities being sold are held, are required, subject to any applicable exemptions and the demonstration by the selling shareholder of its non-Israeli residency and other requirements, to withhold tax upon the sale of publicly traded securities at a rate of 25% for individuals and at the corporate tax rate (23% in 2021) for corporations.

The Convention between the Government of the State of Israel and the Government of the United States of America with Respect to Taxes on Income (the "Treaty") is generally effective as of January 1, 1995. Under the Treaty, the maximum Israeli withholding tax on dividends paid to a holder of our ordinary shares who is a Treaty U.S. Resident (as defined below) is generally 25% or 30% for a shareholder that is considered a significant shareholder at any time during the 12-month period preceding such distribution.

The Treaty further provides that a 15% or a 12.5% Israeli dividend withholding tax will apply to dividends paid to a U.S. corporation owning 10% or more of an Israeli company's voting shares during, in general, the current and preceding tax year of the Israeli company. However, these provisions do not apply if the company has certain amounts of passive income.

Pursuant to the Treaty, the sale, exchange or disposition of our ordinary shares by a person who qualifies as a resident of the United States within the meaning of the Treaty and who is entitled to claim the benefits afforded to such residents under the Treaty (a "Treaty U.S. Resident") generally will not be subject to the Israeli capital gains tax unless such Treaty U.S. Resident holds, directly or indirectly, shares representing 10% or more of the voting power of the Company during any part of the 12-month period preceding such sale, exchange or disposition subject to certain conditions. A sale, exchange or disposition of our ordinary shares by a Treaty U.S. Resident who holds, directly or indirectly, shares representing 10% or more of the voting power of the Company at any time during such preceding 12-month period would not be exempt under the Treaty from such Israeli tax; however, under the Treaty, such Treaty U.S. Resident would be permitted to claim a credit for such taxes against U.S. federal income tax imposed on any gain from such sale, exchange or disposition, under the circumstances and subject to the limitations specified in the Treaty and U.S. domestic law. As mentioned above, gains on the sale of ordinary shares held by non-Israeli tax resident investors will generally be exempt from Israeli capital gains tax if the ordinary shares are traded on a Recognized Exchange. This exemption would generally apply notwithstanding the Treaty.

In some instances, where our shareholders may be liable to Israeli tax on the sale of their ordinary shares, the payment of the consideration may be subject to the withholding of Israeli tax at the source. However, under the Tax Treaty, such U.S. resident would be permitted to claim a credit for such taxes against the U.S. federal income tax imposed with respect to such sale, exchange or disposition, subject to the limitations in U.S. laws applicable to foreign tax credits. The Tax Treaty does not relate to U.S. state or local taxes.

Tax on Dividends

Non-residents of Israel are subject to income tax on income accrued or derived from sources in Israel. These sources of income include passive income such as dividends. On distributions of dividends other than bonus shares, or stock dividends, income tax is applicable at the rate of 25%, or 30% for a shareholder that is considered a significant shareholder at any time during the 12-month period preceding such distribution. A different rate may be provided in a treaty between Israel and the shareholder's country of residence. Under the Tax Treaty, the maximum tax on dividends paid to a holder of our ordinary shares who is a US resident is 25%; however if not more than 25% of our gross income consists of interest or dividends, then the maximum tax is 12.5% for a shareholder who is a US corporation holding at least 10% of our issued voting power during the part of the taxable year preceding the date of payment of the dividend and during the whole of the prior taxable year (and additional conditions under the Tax Treaty are met).

U.S. Federal Income Taxation

The following is a description of certain U.S. federal income tax consequences relating to the acquisition, ownership and disposition of our ordinary shares by a U.S. Holder as defined below. This description addresses only the U.S. federal income tax consequences to U.S. Holders that hold our ordinary shares as capital assets. This description is based on the Internal Revenue Code of 1986, as amended (the "Code"), existing, proposed and temporary Treasury regulations promulgated thereunder, judicial and administrative interpretations thereof, and the U.S.-Israel Tax Treaty, all as in effect on the date hereof and all of which are subject to change either prospectively or retroactively. There can be no assurances that the U.S. Internal Revenue Service, ("IRS"), will not take a different position concerning the tax consequences of the acquisition, ownership and disposition of our shares or that such a position would not be sustained. U.S. Holders should consult their own tax advisors concerning the U.S. federal, state, local and foreign tax consequences of purchasing, owning and disposing of our ordinary shares in their particular circumstances.

This description does not address all the tax consequences that may be relevant to a U.S. Holder subject to special tax rules, including without limitation:

- banks, financial institutions or insurance companies;
- real estate investment trusts, regulated investment companies or grantor trusts;
- dealers or traders in securities, commodities or currencies;
- tax-exempt entities or organizations, including an "individual retirement account" or "Roth IRA" as defined in Section 408 or 408A of the Code;
- certain former citizens or long-term residents of the United States;
- persons that received our shares as compensation for the performance of services;
- persons that will hold our shares as part of a "hedging," "integrated" or "conversion" transaction or as a position in a "straddle" for U.S. federal income tax purposes;
- partnerships or other pass-through, or holders that will hold our shares through such an entity;
- S corporations;
- holders whose functional currency is not the U.S. Dollar; or
- holders that actually or constructively own 10 percent or more of our voting shares.

Moreover, this description does not address the United States federal estate, gift or alternative minimum tax consequences, or any state, local or foreign tax consequences, of the acquisition, ownership and disposition of our ordinary shares.

For purposes of this summary, the term “U.S. Holder” means any beneficial owner of our ordinary shares who is:

- an individual and either a citizen or, for U.S. federal income tax purposes, a resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or any political subdivision thereof;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust that (a) is subject to the primary supervision of a court within the United States and the control of one or more U.S. persons or (b) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

If a partnership (or an entity treated as a partnership for U.S. federal income tax purposes) holds our ordinary shares, the U.S. federal income tax treatment of a partner in such a partnership will generally depend upon the status of the partner and the activities of the partnership. Such partner or partnership should consult their tax advisor about the U.S. federal income tax consequences of holding and disposing of ordinary shares in its particular circumstance.

Taxation of Dividends

Subject to the discussion below under the heading “Passive Foreign Investment Companies,” the gross amount of any distribution made to you with respect to our ordinary shares, including the amount of any Israeli taxes withheld therefrom, will constitute dividend income for U.S. federal income tax purposes, to the extent such dividend is paid out of our current and accumulated earnings and profits as determined under U.S. federal income tax principles. Distributions in excess of our current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of your tax basis in the ordinary shares, and any amount in excess of your tax basis will generally be treated as capital gain from the sale of ordinary shares. See “Disposition of Ordinary Shares” below for a discussion of the taxation of capital gains. Because we are not a U.S. corporation, U.S. Holders that are corporations will not be entitled to claim a dividends-received deduction under Section 243 of the Code with respect to distributions they receive from us.

Dividends that we pay in NIS, including the amount of any Israeli taxes withheld therefrom, will be included in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day such dividends are received. A U.S. Holder who receives payment in NIS and converts NIS into U.S. dollars at an exchange rate other than the rate in effect on such day may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss. U.S. Holders should consult their own tax advisors concerning the U.S. tax consequences of acquiring, holding and disposing of NIS.

Subject to complex limitations, any Israeli withholding tax imposed on such dividends will be a foreign income tax eligible for credit against a U.S. Holder’s U.S. federal income tax liability. The limitations set out in the Code include computational rules under which foreign tax credits allowable with respect to specific classes of income cannot exceed the U.S. federal income taxes otherwise payable with respect to each such class of income. Dividends generally will be treated as foreign source passive category income for United States foreign tax credit purposes. Further, there are special rules for computing the foreign tax credit limitation of a U.S. Holder who receives dividends subject to a reduced tax rate.

In lieu of claiming a foreign tax credit, U.S. Holders may, at their election, deduct foreign taxes, including Israeli taxes, in computing their taxable income, subject to applicable limitations. An election to deduct foreign taxes instead of claiming foreign tax credits applies to all foreign taxes paid or accrued in the taxable year.

The rules relating to the determination of the foreign tax credit are complex, and you should consult with your personal tax advisors to determine whether and to what extent you would be entitled to this credit.

Subject to certain limitations, including the Medicare tax, discussed below, “qualified dividend income” received by a non-corporate U.S. Holder will be subject to tax at a preferential maximum tax rate of 20 percent. Distributions taxable as dividends paid on the ordinary shares should qualify for the preferential 20 percent rate provided that either: (i) we are entitled to benefits under the income tax treaty between the United States and Israel (the “Treaty”) or (ii) the ordinary shares are readily tradable on an established securities market in the United States and certain other requirements are met. We believe that we are entitled to benefits under the Treaty and that the ordinary shares currently are readily tradable on an established securities market in the United States, and therefore any dividend distributions with respect to our ordinary shares should be “qualified dividends” eligible for the preferential tax rate. However, no assurance can be given that the ordinary shares will remain readily tradable. The preferential rate does not apply unless certain holding period requirements are satisfied. With respect to the ordinary shares, the U.S. Holder must have held such shares for at least 61 days during the 121-day period beginning 60 days before the ex-dividend date. The preferential rate also does not apply to dividends received from a passive foreign investment company or in respect of certain hedged positions or in certain other situations. The legislation enacting the preferential tax rate on qualified dividends contains special rules for computing the foreign tax credit limitation of a taxpayer who receives dividends subject to the preferential tax rate. U.S. Holders of ordinary shares should consult their own tax advisors regarding the effect of these rules in their particular circumstances.

Additional Tax on Investment Income

In addition to the income taxes described above, U.S. Holders that are individuals, estates or trusts and whose income exceeds certain thresholds, will be subject to a 3.8% Medicare contribution tax on net investment income, which includes dividends and capital gains.

Disposition of Ordinary Shares

If you sell or otherwise dispose of ordinary shares, you will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between the amount realized on the sale or other disposition and your adjusted tax basis in the ordinary shares. Subject to the discussion below under the heading "Passive Foreign Investment Companies," such gain or loss generally will be capital gain or loss and will be long-term capital gain or loss if you have held the ordinary shares for more than one year at the time of the sale or other disposition. Long-term capital gain realized by a non-corporate U.S. Holder is generally eligible for a preferential tax rate (currently at 20%). In general, any gain that you recognize on the sale or other disposition of ordinary shares will be U.S.-source for purposes of the foreign tax credit limitation; losses will generally be allocated against U.S. source income. Deduction of capital losses is subject to certain limitations under the Code.

In the case of a cash basis U.S. Holder who receives NIS in connection with the sale or disposition of ordinary shares, the amount realized will be based on the U.S. dollar value of the NIS received with respect to the ordinary shares as determined on the settlement date of such exchange. A U.S. Holder who receives payment in NIS and converts NIS into United States dollars at a conversion rate other than the rate in effect on the settlement date may have a foreign currency exchange gain or loss that would be treated as ordinary income or loss.

An accrual basis U.S. Holder may elect the same treatment required of cash basis taxpayers with respect to a sale or disposition of ordinary shares, provided that the election is applied consistently from year to year. Such election may not be changed without the consent of the IRS. In the event that an accrual basis U.S. Holder does not elect to be treated as a cash basis taxpayer (pursuant to the Treasury regulations applicable to foreign currency transactions), such U.S. Holder may have a foreign currency gain or loss for U.S. federal income tax purposes because of differences between the U.S. dollar value of the currency received on the trade date and on the settlement date. Any such currency gain or loss would be treated as ordinary income or loss and would be in addition to the gain or loss, if any, recognized by such U.S. Holder on the sale or disposition of such ordinary shares.

Passive Foreign Investment Companies

In general, a non U.S. corporation will be considered a passive foreign investment company ("PFIC"), if (i) 75% or more of its gross income consists of passive income, or (ii) 50% or more of the average value of its assets consists of assets that produce, or are held for the production of passive income. For purposes of the above calculation, a non U.S. corporation that directly or indirectly owns at least 25% by value of the shares of another corporation is treated as if it held its proportionate share of the assets of the other corporation and received directly its proportionate share of the income of the other corporation. Passive income generally includes dividends, interest, certain royalties, rents, annuities and the excess of gains over losses from the disposition of assets which produce passive income.

Based on our current and projected income, assets and activities, we believe that we are not currently a PFIC, nor do we expect to become a PFIC in the foreseeable future. However, because the determination of whether we are a PFIC is based upon the composition of our income and assets from time to time, there can be no assurances that we will not become a PFIC in this or any future taxable year.

If we were to be treated as a PFIC for any taxable year during which a U.S. Holder held ordinary shares, such U.S. Holder would be required to file IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund). In addition, the favorable tax rates described above with respect to dividends paid to certain non-corporate U.S. Holders would not apply if we were a PFIC for the taxable year of distribution or the preceding taxable year.

If we were determined to be a PFIC for U.S. federal income tax purposes, highly complex rules would apply to U.S. Holders owning, directly or indirectly, ordinary shares. Accordingly, you are urged to consult your tax advisors regarding the application of such rules.

Backup Withholding and Information Reporting

Payments in respect of ordinary shares may be subject to information reporting to the U.S. Internal Revenue Service and to U.S. backup withholding tax at a rate of 28%. Backup withholding will not apply, however, if you (i) are a corporation or other exempt recipient, or (ii) furnish a correct taxpayer identification number and make any other required certification.

Backup withholding is not an additional tax. Amounts withheld under the backup withholding rules are properly credited against a U.S. Holder's U.S. tax liability, and a U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by filing the appropriate tax return or other claim for refund with the IRS.

U.S. individuals that hold certain specified foreign financial assets, including stock in a foreign corporation, with values in excess of certain thresholds are required to file Form 8938 (Statement of Specified Foreign Financial Assets) with their US Federal income tax return. U.S. Holders are urged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of our ordinary shares.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

We are subject to certain of the reporting requirements of the Exchange Act, as applicable to "foreign private issuers" as defined in Rule 3b-4 under the Exchange Act. As a foreign private issuer, we are exempt from certain provisions of the Exchange Act. Accordingly, our proxy solicitations are not subject to the disclosure and procedural requirements of Regulation 14A under the Exchange Act, and transactions in our equity securities by our officers and directors are exempt from reporting and the "short-swing" profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we file with the SEC an annual report on Form 20-F containing financial statements audited by an independent accounting firm. We also submit to the SEC reports on Form 6-K containing (among other things) press releases and unaudited financial information. We post our annual report on Form 20-F on our website www.supercom.com promptly following the filing of our annual report with the SEC. The information on our website is not incorporated by reference into this Annual Report.

This Annual Report and the exhibits thereto and any other document we file pursuant to the Exchange Act may be inspected without charge and copied at prescribed rates at the SEC public reference room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC's public reference room in Washington, D.C. by calling the SEC at 1-800-SEC-0330. The Exchange Act file number for our SEC filings is 001-33668.

The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR (Electronic Data Gathering, Analysis, and Retrieval) system.

The documents concerning our company that are referred to in this Annual Report may also be inspected at our offices located at 3 Rothschild Street, Tel Aviv, Israel.

I. SUBSIDIARY INFORMATION

Not applicable.

ITEM QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

11.

Exposure to Market Risks

We may be exposed to a variety of risks, including changes in interest rates affecting primarily interest received on short-term deposits and foreign currency fluctuations. In 2021 our principal market risk was our exposure to currency exchange fluctuations. We may limit our exposure to currency exchange rate risk by using various hedging techniques (which was not used in 2021), including forward and option contracts. However, we cannot eliminate the effects of currency fluctuations altogether. Exchange rate fluctuations resulting in a devaluation of the U.S. dollar compared to the NIS could have a material adverse impact on our operating results and share price.

Foreign Currency Exchange Risk

We may in the future carry out transactions involving foreign currency exchange derivative financial instruments. The transactions would be designed to hedge our exposure in NIS against the U.S. dollar.

We have operations in several countries in connection with the sale of our products. A substantial portion of our sales and expenditures are denominated in dollars. We have mitigated, and expect to continue to mitigate, a portion of our foreign currency exposure through salaries, marketing and support operations in which all costs are local currency based. As a result, our results of operations and cash flows can be affected by fluctuations in foreign currency exchange rates (primarily the NIS). A hypothetical 10% movement in foreign currency rates (primarily the NIS) against the dollar, with all other variables held constant on the expected sales, would result in a decrease or increase in expected 2021 net income of approximately \$0.7 million.

ITEM DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

12.

Not Applicable

ITEM DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

13.

None.

ITEM MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

14.

None.

ITEM CONTROLS AND PROCEDURES

15.

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow for timely decisions regarding required disclosure, and that such information is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

Our management, under the supervision and with the participation of our Chief Executive Officer (CEO) and acting Chief Financial Officer (acting CFO), has evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2021, pursuant to Rule 13a-15 under the Exchange Act. Based upon this evaluation, our CEO and acting CFO concluded that our disclosure controls and procedures were ineffective as of December 31, 2021 as a result of the material weakness identified in our internal control over financial reporting. This material weakness is discussed in our "Report of Management on Internal Control over Financial Reporting" below. Our management considers our internal control over financial reporting to be an integral part of our disclosure controls and procedures.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over our financial reporting. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2021. In making our assessment, our management used the criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). A material weakness, as defined by SEC rules, is a control deficiency, or combination of control deficiencies, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

The material weakness identified during management's assessment was a lack of sufficient resources in its accounting function resulting in a lack of segregation of duties and an insufficient level of monitoring and oversight, which restricted the Company's ability to gather, analyze, and properly review information in a timely manner."

Based on such assessment, management has concluded that, as of December 31, 2021, our internal control over financial reporting is ineffective.

Notwithstanding the identified material weakness, management believes that the consolidated financial statements included in this Annual Report fairly represent with all material respects the financial position, results of operations and cash flows as of and for all periods presented.

Changes in Internal Control over Financial Reporting

During the period covered by this Annual Report ended December 31, 2021, there were no changes in our internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

ITEM [RESERVED] 16.

ITEM AUDIT COMMITTEE FINANCIAL EXPERT 16A.

Our Board of Directors has determined that Mr. De Lange and Mrs. Shapira, both members of our audit committee, are audit committee financial experts, as defined under the Exchange Act rules, and are independent in accordance with applicable Exchange Act rules. The relevant experience of each of them is summarized in Item 6A "Directors and Senior Management."

ITEM CODE OF ETHICS 16B.

We have adopted a code of ethics that applies to our chief executive officer and all senior financial officers of our company, including the chief financial officer, chief accounting officer or controller, or persons performing similar functions. Our code of ethics has been filed as an exhibit to this Annual Report. Written copies are available upon request. If we make any substantive amendment to the code of ethics or grant any waivers, including any implicit waiver, from a provision of the codes of ethics, we will disclose the nature of such amendment or waiver on our website: <http://www.supercom.com>

ITEM PRINCIPAL ACCOUNTANT FEES AND SERVICES 16C.

Independent Registered Public Accounting Firm Fees

The following table sets forth, for each of the years indicated, the fees billed by our principal independent registered public accounting firms. All of such fees were pre-approved by our Audit Committee.

Services Rendered	Year Ended December 31,	
	2021	2020
Audit fees	\$ 155,000	\$ 155,000
Audit-related fees	\$ -	\$ -
Tax fees	\$ -	\$ -
Total	\$ 155,000	\$ 155,000

"*Audit Fees*" are the aggregate fees billed for the audit of our annual financial statements. This category also includes services that generally the independent registered public accounting firm provides, such as statutory audits including audits required by Israeli government institutes.

"*Audit-related Fees*" are the aggregate fees billed for services in respect of due diligence related to mergers and acquisitions, consents and assistance with and review of documents filed with the SEC.

"*Tax Fees*" are the aggregate fees billed for professional services rendered for tax compliance and tax advice, other than in connection with the audit. Tax compliance involves preparation of original and amended tax returns, tax planning and tax advice.

Pre-Approval Policies and Procedures

The audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent auditors. These policies generally provide that we will not engage our independent auditors to render audit or non-audit services unless the service is specifically approved in advance by the Audit Committee, or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, the audit committee may pre-approve specified types of services that are expected to be provided to us by our independent auditors during the next 12 months. Any such pre-approval is detailed as to the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

ITEM EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES
16D.

Not applicable.

ITEM PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS
16E.

Not applicable.

ITEM CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT
16F.

Not applicable

ITEM CORPORATE GOVERNANCE
16G.

Under NASDAQ Stock Market Rule 5615(a)(3), foreign private issuers, such as our company, are permitted to follow certain home country corporate governance practices instead of certain provisions of the NASDAQ Stock Market Rules. A foreign private issuer that elects to follow a home country practice instead of any of such NASDAQ rules must submit to NASDAQ, in advance, a written statement from an independent counsel in such issuer's home country certifying that the issuer's practices are not prohibited by the home country's laws. We have provided NASDAQ with notices of non-compliance with respect to the following NASDAQ rules:

ITEM MINE SAFETY DISCLOSURE
16H.

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

See Item 18.

ITEM 18. FINANCIAL STATEMENTS

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ITEM 19. EXHIBITS

Index to Exhibits

<u>Exhibit</u>	<u>Description</u>
1.1	Memorandum of Association of the Company (1)
1.2	Articles of Association of the Company (2)
1.3*	Amended Articles of Association of the Company
2.1	Form of Stock Certificate representing ordinary shares (3)
4.1	The SuperCom Ltd. 2003 Israeli Share Option Plan (4)
4.2	The SuperCom Ltd. 2007 U.S. Stock Option Plan (5)
4.5	Form of Indemnification Letter (Statement of Exemption and Indemnification) (6)
8.1*	List of Subsidiaries
11.1	Code of Ethics (7)
12.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
12.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended
13.1*	Certification of Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
13.2*	Certification of Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
15.1*	Consent of HALPERIN CPA Firm
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
*	Filed herewith.
**	Furnished herewith.
†	Portions of this exhibit (indicated by asterisks) have been omitted pursuant to Regulation S-K, Item 601(b)(10). Such omitted information is not material and would likely cause competitive harm to the registrant if publicly disclosed.
(1)	Filed as Exhibit 1.1 to the Registrant's Registration Statement on Form F-1, registration number 333-189910, filed with the Securities and Exchange Commission on July 3, 2013, and incorporated herein by reference.
(2)	Filed as Exhibit 2 to the Registrant's Report on Form 6-K filed with the Securities and Exchange Commission on August 22, 2013, and incorporated herein by reference.
(3)	Filed as Exhibit 2.1 to the Registrant's Registration Statement on Form F-1, registration number 333-189810, filed with the Securities and Exchange Commission on July 3, 2013, and incorporated herein by reference.
(4)	Filed as Exhibit 4.2(a) to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2011, filed with the Securities and Exchange Commission on May 9, 2012, and incorporated herein by reference.
(5)	Filed as Exhibit 4.2(b) to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2011, filed with the Securities and Exchange Commission on May 9, 2012, and incorporated herein by reference.
(6)	Filed as Exhibit 10.1 to the Registrant's Registration Statement on Form F-1, registration number 333-189810, filed with the Securities and Exchange Commission on July 3, 2013, and incorporated herein by reference.
(7)	Filed as Exhibit 11.1 to the Registrant's Annual Report on Form 20-F for the year ended December 31, 2007, filed with the Securities and Exchange Commission on June 30, 2008, and incorporated herein by reference.



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of SuperCom Ltd.

Opinion on the Financial Statements

We have audited the accompanying balance sheet of SuperCom Ltd. (the Company) as of December 31, 2021 and 2020, and the related statements of operations and comprehensive loss, stockholders' equity, and cash flows for the two years ended December 31, 2021 and the related notes (collectively referred to as the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for the two years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which they relate.

Goodwill Impairment Assessment-

Description of the Matter

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of the reporting unit to its carrying value. The Company estimates fair value using the income method, which is based on the present value of estimated future cash flows attributable to the respective assets. This requires management to make significant estimates and assumptions related to forecasts of future net sales and earnings, including growth rates beyond a 10-year time period and discount rates. Changes in the assumptions could have a significant impact on either the fair value, the amount of any impairment charge, or both. Because the carrying values exceeded their estimated fair values, impairment of the Goodwill was recorded. Management determines the fair value of the reporting unit using the income approach. The income approach is based on a discounted cash flow model. The discounted cash flow model requires the exercise of significant judgment, including judgments and assumptions about appropriate discount rates and revenue growth.

Auditing management's goodwill impairment test of the reporting unit was complex and highly judgmental due to the estimation required by management in determining the fair value of the reporting unit. In particular, the fair value estimate was sensitive to significant assumptions, such as management's cash flow projections, including revenue growth operation margin, terminal value and the discount rate, which are affected by expectations about future market and economic conditions.

How We Addressed the Matter in Our Audit

To test the Company's assessment of the goodwill impairment test, our audit procedures included, among others, evaluating the methodology used and testing the significant assumptions used by the Company in its analysis. We also performed sensitivity analyses of the significant assumptions, we evaluated management's ability to accurately forecast net sales and earnings by comparing actual results to management's historical forecasts and obtained appropriate explanations for the variances; examined management's support for the current estimates and projections. We also involved our valuation specialist to assist in the evaluation of the Company's valuation methods and certain significant assumptions.

Allowance for accounts receivables

Description of the Matter

As described further in Note 2 to the consolidated financial statements, the Company records an allowance for doubtful accounts when it determines that it is probable a receivable has been impaired, and the Company can reasonably estimate the amount of the incurred loss. This estimate is based on specific customer credit risk and credit evaluations. We identified the allowance for doubtful accounts as a critical audit matter.

The principal considerations for our determination that the allowance for doubtful accounts is a critical audit matter include the high degree of estimation uncertainty resulting from significant management judgment. There is also a high degree of subjectivity in management's assessment of the reasonableness of the allowance for doubtful accounts, specifically the portion of the receivable expected to be collected, which requires a heightened level of auditor judgement in auditing the estimate. Variations to this estimate could have a significant impact in the allowance recorded.

How We Addressed the Matter in Our Audit

- We obtained management's assessment and calculation of the allowance for doubtful accounts, inquired of any known events that could impact the allowance calculation and obtained and inspected a sample of supporting documentation.
- We analyzed the changes in allowance by customer between years to understand the nature of the increase or decrease.
- We tested a sample of aged customer balances that had not been reserved, and inspected payments made and communications between management and the customer, to evaluate the completeness of the allowance for doubtful accounts.

Going concern assessment

Description of the Matter

As discussed in Notes 1c to the consolidated financial statements, the Company's Management has concluded that there are no material uncertainties that give rise to significant doubt over the Company's ability to continue as a going concern for at least twelve months from the date of the approval of the financial statements.

We identified management's assumptions used to assess the Company's ability to continue as a going concern as a critical audit matter due to inherent complexities and uncertainties related to the Company's Management's plans. Auditing these assumptions involved especially challenging auditor judgment due to the nature and extent of audit evidence and effort required to address these matters.

How We Addressed the Matter in Our Audit

The primary procedures we performed to address this critical audit matter included the following:

- Assessing the reasonableness of key assumptions underlying management's forecast operating cash flows, including revenue growth and gross margin assumptions and evaluating the reasonableness of management's forecast operating cash flows.
- Evaluating the probability that the Company will be able to reduce capital expenditures and other operating expenditures if required.
- Assessing management's plans in the context of other audit evidence obtained during the audit to determine whether it supported or contradicted the conclusions reached by management.
- Assessing the effect of events and agreement signed after balance sheet date.

/s/ Halperin Ilanit.

Certified Public Accountants (Isr.)

PCAOB number 650100001

Tel Aviv, Israel

April 4, 2022

We have served as the Company's auditor since 2020

SUPERCOM LTD.
CONSOLIDATED BALANCE SHEETS
(U.S. dollars in thousands, except share data)

	As of December 31,	
	2021	2020
CURRENT ASSETS		
Cash and cash equivalents	\$ 3,537	\$ 3,137
Restricted bank deposit	1,067	815
Accounts receivable, net of allowance for doubtful accounts of \$11,667 and \$8,667 as of December 31, 2021 and 2020, respectively (Note 13)	11,061	12,427
Other current assets (Note 3)	1,599	876
Inventories, net (Note 4)	3,561	2,404
Patents held for sale	5,283	5,283
TOTAL CURRENT ASSETS	26,108	24,942
LONG-TERM ASSETS		
Severance pay funds	487	531
Deferred tax long term	202	204
Property and equipment, net (Note 5)	1,804	1,371
Other Intangible assets, net (Note 6)	5,610	6,270
Goodwill	7,026	7,026
Operating lease right-of-use asset	882	-
TOTAL LONG-TERM ASSETS	16,011	15,402
TOTAL ASSETS	42,119	40,344
CURRENT LIABILITIES		
Short-term loans and other	207	7,204
Accounts payable	1,395	2,860
Employees and payroll accruals	2,119	2,627
Related parties (Note 11.c)	172	1,749
Accrued expenses and other liabilities (Note 7)	1,559	4,393
Deferred revenues	151	765
TOTAL CURRENT LIABILITIES	5,603	19,598
LONG-TERM LIABILITIES		
Long-term loan (Note 1c)	30,451	14,952
Deferred revenues	49	49
Deferred tax liability LT	170	170
Accrued severance pay	529	656
Operating lease liabilities	925	-
TOTAL LONG TERM LIABILITIES	32,124	15,827
TOTAL LIABILITIES	37,727	35,425
Commitments and contingent liabilities (Note 8)		
SHAREHOLDERS' EQUITY (Note 10)		
Ordinary shares, NIS 0.25 par value - authorized 48,000,000 shares, 28,239.372 shares issued and outstanding at December 31, 2021 and 19,998.745 shares issued and outstanding at December 31, 2020	2,028	1,397
Additional paid-in capital	97,833	88,853
Accumulated deficit	(95,469)	(85,331)
Total shareholders' equity	\$ 4,392	\$ 4,919
Total liabilities and shareholders' equity	42,119	40,344

The accompanying notes are an integral part of the consolidated financial statements.

SUPERCOM LTD.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(U.S. dollars in thousands, except share and per share data)

	Year Ended December 31,	
	2021	2020
Revenues		
Products	4,475	4,528
Services	7,792	7,242
Total revenues	<u>12,267</u>	<u>11,770</u>
Cost of revenues		
Cost of products	1,935	2,178
Cost of services	4,128	4,011
Total cost of revenues	<u>6,063</u>	<u>6,189</u>
Gross profit	<u>6,204</u>	<u>5,581</u>
Operating expenses:		
Research and development	2,763	2,386
Sales and marketing	1,655	1,721
General and administrative	4,149	4,074
Other expense, net	4,374	1,149
Total operating expenses	<u>12,941</u>	<u>9,330</u>
Operating loss	(6,737)	(3,749)
Financial expenses, net	(3,396)	(4,113)
Loss before income taxes	<u>(10,133)</u>	<u>(7,862)</u>
Income tax expense	(5)	(5)
Net loss	<u>\$ (10,138)</u>	<u>\$ (7,867)</u>
Net loss per share:		
Basic and Diluted	<u>\$ (0.39)</u>	<u>\$ (0.45)</u>
Shares used in calculation of net income per share:		
Basic and Diluted	<u>26,198,102</u>	<u>17,386,369</u>

The accompanying notes are an integral part of the consolidated financial statements.

SUPERCOM LTD.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(U.S. dollars in thousands, except share data)

	<u>Ordinary Shares</u>		<u>Additional Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total Shareholders' Equity</u>
	<u>Number of Shares</u>	<u>Share Capital</u>			
Balance as of December 31, 2019	16,214,228	1,116	84,680	(77,464)	8,332
Exercise of options and Convertible loans	1,414,517	109	1,248	-	1,357
Stock based compensation	-	-	211	-	211
Share Issuance	2,370,000	172	2,772	-	2,944
Cancellation of Receivable on share purchase	-	-	(58)	-	(58)
Net loss	-	-	-	(7,867)	(7,867)
Balance as of December 31, 2020	19,998,745	1,397	88,853	(85,331)	4,919
Exercise of options and Convertible loans	8,240,627	631	8,949	-	9,580
Stock based compensation	-	-	31	-	31
Net loss	-	-	-	(10,138)	(10,138)
Balance as of December 31, 2021	28,239,372	2,028	97,833	(95,469)	4,392

The accompanying notes are an integral part of the consolidated financial statements.

SUPERCOM LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. dollars in thousands)

	Year Ended December 31,	
	2021	2020
CASH FLOWS - OPERATING ACTIVITIES		
Net loss	(10,138)	(7,867)
Adjustments to reconcile net income to net cash from operations:		
Depreciation and amortization	2,228	2,720
Stock-based compensation	31	211
Decrease (increase) in deferred tax	2	384
Decrease (increase) in accounts receivables, net	1,366	620
Decrease (increase) in other current assets	(723)	177
Decrease in inventories, net	(1,157)	242
Increase (decrease) in accounts payables	(1,465)	(681)
Increase(decrease) in employees and payroll accruals	(508)	(602)
Decrease in accrued severance pay	(127)	76
Increase (decrease) in accrued expenses and other liabilities, related parties & liability for earn out	1,078	(1,794)
Net cash used in operating activities	<u>(9,413)</u>	<u>(6,514)</u>
CASH FLOWS - INVESTING ACTIVITIES		
Purchase of property and equipment	(947)	(812)
Capitalization of software development costs	(736)	(590)
Increase in severance pay fund	44	(169)
Net cash used in investing activities	<u>(1,639)</u>	<u>(1,571)</u>
CASH FLOWS - FINANCING ACTIVITIES		
Related parties	(1,577)	(939)
Long-term debt, net	5,680	7,523
Receivable on account of share purchase	-	(58)
Capital investment	-	2,945
Proceeds from exercise of options and warrants, net	7,601	1,356
Net cash provided by (used in) financing activities	<u>11,704</u>	<u>10,827</u>
Increase in cash, cash equivalents, and restricted cash	652	2,742
Cash, cash equivalents, and restricted cash - beginning of year	<u>3,952</u>	<u>1,210</u>
Cash, cash equivalents, and restricted cash - end of year	<u><u>4,604</u></u>	<u><u>3,952</u></u>

The accompanying notes are an integral part of the consolidated financial statements.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. dollars in thousands (except per share data)

NOTE 1: GENERAL

- a. SuperCom Ltd. (the “Company”) is an Israeli resident company organized in 1988 in Israel. On January 24, 2013 the Company changed its name back to SuperCom Ltd, its original name, from Vuance Ltd. On September 12, 2013, the Company’s ordinary shares were approved for listing on the NASDAQ Capital Market and began trading under the ticker symbol “SPCB” on September 17, 2013. Previously, the Company’s ordinary shares traded on the OTCQB® electronic quotation service.

The Company is a global provider of traditional and digital identity solutions, providing advanced safety, identification, tracking and security products to governments and organizations, both private and public, throughout the world. The Company provides cutting edge real-time positioning, tracking, monitoring and verification solutions enabled by its RFID & Mobile pure security advanced solutions suite of products and technologies, all connected to a web-based, secure, proprietary, interactive and user-friendly interface. The Company offers a wide range of solutions including, national ID registries, e-passports, biometric visas, automated fingerprint identification systems, digitized driver’s licenses, and electronic voter registration and election management using the common platform (“MAGNA”). The Company sells its products through marketing offices in the U.S., and Israel.

- b. In December 2019, a new strain of coronavirus (“COVID-19”) was reported to have surfaced in Wuhan, Hubei Province, China. During February until November of 2020, COVID-19 has spread globally, including in Israel, Asia, Europe, and America. In response to the COVID-19 virus, countries have taken different measures in relation to prevention and containment including lock-down and quarantine. The COVID-19 virus continues to impact worldwide economic activity and pose the risk that we or our employees, contractors, suppliers, customers and other business partners may be prevented from conducting certain business activities for an indefinite period of time, including due to lockdowns that had been mandated by governmental authorities or otherwise elected by companies as a preventive measure.

During 2021, The company’s business, trading and operations were impacted materially by COVID-19. COVID-19 related imposed government restrictions in California, Israel and other geographies limited our ability to interact with our clients to provide full services as well as adding new clients to our monitoring programs given court systems shutdown. During most of the year 2021, the government imposed lockdowns and travel restrictions also hindered proper project deployment, productions, support, sales and R&D processes: (i) had prevented our sales teams to meet customers and demonstrate our products, (ii) had prevented our support teams to travel and visit customers in order to provide the adequate support and upgrades to our products (iii) had prevented our customers to complete tenders, purchases, (iv) had prevented proper collection of our client debt due to travel limitation or liquidity problems with our customers, (v) had prevented our customers and partners to complete the integrations and deployments of the Company current contacts. As the Company relies on manufacturers of components of our products in Far East, Israel, and USA, some of such components had not produced and/or shipped to the Company or to its customers.

COVID-19 continuous spread and protective measures taken by the authorities may continue to adversely affect our future results of operations, cash flows and financial condition.

- c. *Liquidity Analysis*

The Company has experienced net losses and significant cash outflows from cash used in operating activities over the past 3 years. As of and for the year ended December 31, 2021, the Company had an accumulated deficit of \$95,469, and net cash used in operating activities of \$9,413 compared to \$6,514 for the year ended December 31, 2020, also due to an increased investment in inventory and reduction in old account payables.

Management has evaluated the significance of the conditions described above in relation to the Company’s ability to meet its obligations and noted that as of December 31, 2021, the Company had cash, cash equivalent and restricted cash of \$4,604 and positive working capital of \$20,505.

Further, during 2020, the Company underwent a cost optimization process to have a more efficient structure to operate through the Covid-19 imposed lockdowns, travel limitations and other related effects. During the optimization process, the Company has reduced its expenses through the reduction in its headcount and overhead costs that resulted in a reduction of operating expenses by 36%, between the years 2020 and 2019. During the year 2021 the Company maintained the efficient cost structure achieved during 2020, with similar operation expenses except for an increase of 15% in R&D expense.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 1: GENERAL (cont.)

Additionally, the Company secured financing of \$20,000 during 2018, of which, \$6,000 remains available to the Company to draw during the 12 months following the balance sheet date, under certain conditions. Throughout 2021, the Company also secured through the issuance of multiple notes, aggregate gross proceeds of \$12,000 of subordinated debt ("Subordinated Debt"). The Company raised a gross amount of approximately \$3,200 in a private placement in July 2020. To date, the Company has used the proceeds from the secured financing, subordinated debt and private placement (i) to satisfy certain indebtedness; and (ii) for general corporate purposes and (iii) working capital needs for multiple new government customer contracts with significant positive cash flow.

On March 1, 2022, the Company raised \$4.65 million in a registered direct offering with a single accredited institutional investor of an aggregate of 3,130,000 of its ordinary shares, and 4,401,585 pre-funded warrants to purchase ordinary shares with an exercise price of \$0.00001 per share, and concurrent private placement to the Purchaser of the Company's private warrants to purchase an aggregate of 5,648,689 or ordinary shares at an exercise price of \$0.70 per share.

Furthermore, the available \$6 million secured credit facility from Fortress Investment Group may provide the Company additional access to capital if needed.

The Company believes that based on the above-mentioned secured financings, management's plans, maintaining the cost savings and expected cash streams from the Company's current contracts with customers worldwide, it will be able to fund its operations for at least the next 12 months.

d. *Senior Secured Credit Facility and Subordinated Debt*

On September 6, 2018 and October 26, 2018, through a two-stage closing process, the Company entered into a Senior Secured Credit Facility with affiliates of Fortress Investment Group LLC ("Fortress") with an aggregate principal amount of up to \$20,000 (the "Credit Facility"). The Initial Term Loan which finalized on October 26, 2018 has an aggregate principal of \$10,000, and the Incremental Term Loan provides for up to an additional \$10,000 in principal through Incremental Draws of at least \$1,000 each. In 2019, a total of \$4,000 gross was drawn on the Incremental Term Loan, and some of the terms of the Credit Facility were amended to support the needs of the company. The Credit Facility bears interest on the borrowed balance at a rate per annum equal to LIBOR plus an applicable margin (the "Interest Margin") dependent on the EBITDA Leverage Ratio which is calculated and reset on a quarterly basis (8.0% for an EBITDA Leverage Ratio greater than or equal to 2.50x; 7.0% for an EBITDA Leverage Ratio less than 2.50x). At the Company's election, interest is paid in cash or in-kind in the amount of 4% per annum of the Interest Margin. The balance of interest is payable in cash monthly in arrears. For amounts which remain un-borrowed, the Company incurs interest at a rate of 0.50% per annum ("Unused Fee"). From closing and until today, the Company only paid monthly interest payments. In 2023 the Company expects to start making partial monthly amortization payments towards the principal balance, with the majority of the principal to be paid via a bullet payment at the maturity date, which the company expects to be amended to December 2023.

The Credit Facility is subject to an original issue discount equal to 2.5% of any drawn amounts, and amounts repaid cannot be re-borrowed. At maturity, an end-of-term fee of 2.25% to 4.5% is owed by the Company for any amounts drawn. In connection with securing the Credit Facility, the Company incurred legal and due diligence fees, which are recorded together with the original issue discount and end-of-term fee, and amortized into interest expense over the life of the Credit Facility.

In connection with the Credit Facility, the Investor received 25,000 warrants initially and an additional 75,000 warrants for amendments (the "Credit Facility Warrants") and purchased 106,705 unregistered common shares at a share price of \$1.87 from Company at a total of \$200. The Credit Facility Warrants mature 7 years from the date of issuance, were set to be issued at a strike price at a premium to the then current market price.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 1: GENERAL (cont.)

In 2021, the Company secured through the issuance of an additional subordinated notes, gross proceeds of \$12,000. For the consideration of \$12,000 in gross proceeds, SuperCom issued a two-year unsecured, subordinated promissory note to a certain institutional investor, one in February 2021 and the other in June 2021, both with similar structures and terms. The notes have a 5% annual coupon and a built-in increase to the balance of the notes by 5% every 6 months, for any portion of the notes which has not been paid down prior to maturity. All principal and interest accrued is required to be paid in only one-bullet payment at maturity, and the company has the right to pre-pay any portion of either note at any time without a pre-payment penalty. The company has an option at its discretion only, at any time after 12 months to pay down all or a portion of either note using its ordinary shares, subject to certain conditions being met. The Company converted the remaining balance of the subordinated notes issued in 2020 amounted to \$8.240 to the Company's ordinary shares.

As of December 31, 2021, the outstanding principal, including accrued interest, of the Credit Facility was \$16,270 and the aggregate balance for these Subordinated Debt was \$13,637.

The Company purchases certain services and products used by it to generate revenues in its projects and sales from several sole suppliers. Although there are only a limited number of manufacturers of those particular services and products, management believe that other suppliers could provide similar services and products on comparable terms without affecting operating results.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP").

a. Use of estimates:

The preparation of the financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of expenses during the reporting periods. Actual results could differ from those estimates. As applicable to these financial statements, the most significant estimates and assumptions include (i) Revenue Recognition; (ii) Allowance for Doubtful Accounts; (iii) Deferred Income Taxes and (iv) measurement of the fair value of intangible assets and goodwill.

b. Financial statements in U.S. dollars:

Most of the revenues of the Company are received in U.S. dollars. In addition, a substantial portion of the costs of the Company are incurred in U.S. dollars. Therefore, management believes that the dollar is the currency of the primary economic environment in which the Company operate. Thus, the functional and reporting currency of the Company is the U.S. dollar.

Transactions and balances denominated in U.S. dollars are presented at their original amounts. Monetary accounts denominated in currencies other than the dollar are re-measured into dollars in accordance with ASC No. 830, "Foreign Currency Matters". All transaction gains and losses from the re-measurement of monetary balance sheet items are reflected in the statements of operations as financial income or financial expenses as appropriate.

c. Principles of consolidation:

The consolidated financial statements include the accounts of the Company and its subsidiaries. Intercompany transactions and balances were eliminated upon consolidation. Profits from intercompany sales, not yet realized outside the group, were also eliminated.

d. Cash and cash equivalents:

The Company considers unrestricted short-term highly liquid investments originally purchased with maturities of three months or less to be cash equivalents. The Company has not held any cash equivalents during 2021 and 2020.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

e. Restricted Cash:

Restricted cash held in interest bearing saving accounts which are used as a security for the Company's Israeli facility leasehold bank guarantee, and as a security for ongoing terms of the contracts with existing customers and commercial tenders guarantees.

f. Allowance for doubtful accounts:

The allowance for doubtful accounts is determined with respect to specific amounts the Company has determined to be doubtful of collection. In determining the allowance for doubtful accounts, the Company considers, among other things, its past experience with such customers and the information available regarding such customers.

g. Inventories:

Inventories are stated at the lower of cost or net realizable value. Inventory write-offs are mainly provided to cover risks arising from slow-moving items or technological obsolescence. Cost is determined for all types of inventory using the moving average cost method.

h. Property and equipment:

Property and equipment are stated at cost, net of accumulated depreciation.

Depreciation is computed using the straight-line method, over the estimated useful lives, at the following annual rates:

	years
Computers and peripheral equipment	3
Leased Products to Customers	5
Office furniture and equipment	5 - 17
Leasehold improvements	Over the shorter of the term of the lease or the life of the asset

i. Intangible assets:

Intangible assets that are not considered to have an indefinite useful life are amortized using units of production and the straight-line basis over their estimated useful lives, as noted below. Recoverability of these assets is measured by a comparison of the carrying amount of the asset to the undiscounted future cash flows expected to be generated by the assets. If the assets are considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired assets.

Intangible assets and their useful lives are as follows:

	Useful Life (in Years)
Customers relationships & Other	Between 4.5-13 (mainly 13)
IP & Technology	Between 4-15 (mainly 15)
Capitalized software development costs	Between 4-5

As of December 31, 2021, and 2020 no impairment losses were identified.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Acquisition-related intangible assets:

The Company accounts for its business combinations in accordance with ASC 805 "Business Combinations" and with ASC 350-20 "Goodwill and Other Intangible Assets" ("ASC 350-20"). ASC 805-10 specifies the accounting for business combinations and the criteria for recognizing and reporting intangible assets apart from goodwill.

Acquisition-related intangible assets result from the Company's acquisitions of businesses accounted for under the purchase method and consist of the value of identifiable intangible assets including developed software products, brand and patents, as well as goodwill. Goodwill is the amount by which the acquisition cost exceeds the fair values of identifiable acquired net assets on the date of purchase. Acquisition-related definite lived intangible assets are reported at cost, net of accumulated amortization.

j. Goodwill:

The Company's goodwill reflects the excess of the consideration paid or transferred including the fair value of contingent consideration over the fair values of the identifiable net assets acquired. The goodwill impairment test is performed by evaluating an initial qualitative assessment of the likelihood of impairment. If this step indicates that the qualitative assessment does not result in a more likely than not indication of impairment, no further impairment testing is required. If it does result in a more likely than not indication of impairment, the impairment test is performed.

In step one of the impairment test, the Company compares the fair value of the reporting unit to the carrying value of the reporting unit. If the fair value of the reporting unit exceeds the carrying value of the net assets allocated to that unit, goodwill is not impaired, and no further testing is required. If the fair value is less than the carrying value of the reporting unit, then the second step of the impairment test is performed to measure the amount of the impairment.

In the second step, the reporting unit's fair value is allocated to all the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that simulates the business combination principles to derive an implied goodwill value. If the implied fair value of the reporting unit's goodwill is less than its carrying value, the difference is recorded as impairment.

For the years ended December 31, 2021 and 2020 the Company performed an annual impairment analysis and no impairment losses have been identified.

k. Impairment of long-lived assets and intangible assets:

The Company's long-lived assets and certain identifiable intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to the future undiscounted cash flows expected to be generated by the asset. If such asset is considered to be impaired, the impairment to be recognized is measured as the amount by which the carrying amount of the asset exceeds the fair value of the asset.

l. Long lived assets held for sale:

The company accounted for its long lived assets held for sale under ASC 360-10 ("Impairment or disposal of Long-lived Assets").

Under management decision, the patents acquired under Alvarion Ltd. and Safend Ltd. acquisitions during 2016, were not intended for internal use by the Company, and thus accounted for as Long lived assets held for sale. During 2020 and 2021, following management decision, the Company elected to enter into engagements with several brokers for the purpose of marketing and sale of those patents. Realization costs of the patents are immaterial.

For the years ended December 31, 2021 and 2020 the Company did not identify any triggers for impairment.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

m. Accrued severance pay and severance pay fund:

The liabilities of the Company for severance pay of its Israeli employees are calculated pursuant to Israel's Severance Pay Law. Employees are entitled to one month's salary for each year of employment, or portion thereof. The Company's liability for all its employees is presented under "accrued severance pay". The Company deposits on a monthly basis to severance pay funds and insurance policies. The value of these policies is presented as an asset on the Company's balance sheet.

The deposited funds include accrued income up to the balance sheet date. The deposited funds may be withdrawn only upon the fulfillment of the Company's obligation pursuant to Israel's Severance Pay Law or labor agreements.

Severance expenses for the years ended December 31, 2021 and 2020 amounted to \$385 and \$304, respectively.

n. Revenue recognition:

The Company and its subsidiaries generate their revenues from the sale of products, licensing, maintenance, royalties and long term contracts (including training and installation).

Effective January 1, 2018, the Company adopted Financial Accounting Standards Board ("FASB") Topic 606, *Revenue from Contracts with Customers* ("ASC 606"). ASC 606 was applied using the modified retrospective method, therefore the cumulative effect of initially applying the revenue standard is recognized as an adjustment to opening retained earnings at January 1, 2018.

Upon adoption of ASC 606, the Company identified a change in the Company's revenue recognition policies related to combined license and maintenance sales, as noted within the Company's Safend contracts. Under ASC 605, revenue for these contracts was recognized over the life of the contract. In accordance with ASC 606, license revenue is recognized upon delivery while maintenance is recognized over the life of the contract. As a result of applying the new standard, the Company had recognized a cumulative effect adjustment to Retained Earnings as of January 1, 2018 in the amount of \$257.

Aside from its combined license and maintenance sales, no other changes were identified to the characteristics of the Company's other revenue recognition policies, other than the enhanced disclosure regarding revenue recognition, including disclosures of revenue streams, performance obligations, variable consideration and the related judgments and estimates necessary to apply the new standard.

The Company measures revenue based upon the consideration specified in the client arrangement, and revenue is recognized when the performance obligations in the client arrangement are satisfied. A performance obligation is a promise in a contract to transfer a distinct service to the customer. The transaction price of a contract is allocated to each distinct performance obligation and recognized as revenue when or as, the customer receives the benefit of the performance obligation. Under ASC 606, revenue is recognized when a customer obtains control of promised services in an amount that reflects the consideration the Company expect to receive in exchange for those services. To achieve this core principal, the Company applies the following five steps:

1) *Identify the contract with a customer*

A contract with a customer exists when (i) the Company enters into an enforceable contract with a customer that defines each party's rights regarding the services to be transferred and identifies the payment terms related to these services, (ii) the contract has commercial substance and, (iii) the Company determines that collection of substantially all consideration for services that are transferred is probable based on the customer's intent and ability to pay the promised consideration. The Company applies judgment in determining the customer's ability and intention to pay, which is based on a variety of factors including the customer's historical payment experience or, in the case of a new customer, published credit and financial information pertaining to the customer.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

2) Identify the performance obligations in the contract

Performance obligations promised in a contract are identified based on the services that will be transferred to the customer that are both capable of being distinct, whereby the customer can benefit from the service either on its own or together with other resources that are readily available from third parties or from the Company, and are distinct in the context of the contract, whereby the transfer of the services is separately identifiable from other promises in the contract. To the extent a contract includes multiple promised services, the Company must apply judgment to determine whether promised services are capable of being distinct in the context of the contract. If these criteria are not met the promised services are accounted for as a combined performance obligation.

3) Determine the transaction price

The transaction price is determined based on the consideration to which the Company will be entitled in exchange for transferring services to the customer.

The Company evaluates whether a significant financing component exists when the Company recognizes revenue in advance of customer payments that occur over time. For example, some of the Company contracts include payment terms greater than one year from when we transfer control of goods and services to the Company customers and the receipt of the final payment for those goods and services. If a significant financing component exists, the Company classifies a portion of the transaction price as interest income, instead of recognizing all of the transaction price as revenue. The Company does not adjust the transaction price for the effects of financing if, at contract inception, the period between the transfer of control to a customer and final payment is expected to be one year or less.

4) Allocate the transaction price to performance obligations in the contract

If the contract contains a single performance obligation, the entire transaction price is allocated to the single performance obligation. However, if a series of distinct services that are substantially the same qualifies as a single performance obligation in a contract with variable consideration, the Company must determine if the variable consideration is attributable to the entire contract or to a specific part of the contract. Contracts that contain multiple performance obligations require an allocation of the transaction price based on management's judgement.

5) Recognize revenue when or as the Company satisfies a performance obligation

The Company satisfies performance obligations either over time or at a point in time. Revenue is recognized at the time the related performance obligation is satisfied by transferring a promised good or service to a customer.

Nature of goods and services

The following is a description of the Company's goods and services from which the Company generates revenue, as well as the nature, timing of satisfaction of performance obligations, and significant payment terms for each, as applicable:

Software Maintenance and Support Services Revenue

Software maintenance and support services contracts are sold in conjunction with the Company's software products for its e-Gov, IoT and Connectivity, and Cyber Security revenue streams. The contract terms for software maintenance and support span one to five years in length and provide customers with the rights to unspecified software product updates if and when available, online and telephone access to technical support personnel.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company recognizes revenue from fixed-price service and maintenance contracts using the input method of accounting. Under the input method, revenue is recognized on the basis of an entity's efforts toward satisfying a performance obligation. The Company recognizes revenue from maintenance and support services provided pursuant to the time elapsed under such contracts, as that is when the performance obligation to the Company customers under such arrangements is fulfilled.

Perpetual Software License Revenue

The Company generates revenue from the sales of perpetual software licenses for its Cyber Security and e-Gov segments, including sales for its Magna_DL, Magna_VL, Magna_Passport, and Magna_ID software products. The intellectual property rights for usage of these products are transferred to the customer at the time of purchase and the software does not require implementation services, ongoing maintenance and support, or other adaptations in order to maintain utility.

In arrangements where ongoing services are not essential to the functionality of the delivered software, the Company recognizes perpetual software license revenue when the license agreement has been approved and the software has been delivered. The Company can identify each party's rights, payment terms, and commercial substance of the content. Where applicable, the Company identifies multiple performance obligations and record as revenue as the performance obligations are fulfilled based on the adjusted market assessment approach.

Annual Software License Revenue

The Company generates revenue from the sales of time-based software licenses for certain of its software products. The intellectual property rights for access to these products are transferred to the customer for contract terms of one year and the software requires ongoing maintenance, support, or other adaptations in order to maintain utility.

The Company recognizes revenue over time using the input method for its annual software licenses when ongoing services are determined to be essential to the functionality of the delivered software. The license along with the any customization services are transferred to the Company customers pursuant to the time elapsed under such contracts, as that is when the Company performance obligation to its customers under such arrangements is fulfilled.

System Design Revenue

System design revenue relate to services provided to governments and national agencies in the early stages of a new project including incumbent system data information extraction, customer interviewing and specification mapping, architecture and software design, secure credential design, project management and planning, data migration design, project operation planning, training, assimilation, and operational processes optimization for the Company's e-Gov and IoT solutions.

The Company recognizes revenue from its system design services using the input method of accounting. Under the input method, revenue is recognized on the basis of an entity's efforts or inputs toward satisfying a performance obligation. The Company recognizes revenue from system design services provided pursuant to time-and-materials based contracts as the services are performed, as that is when the Company performance obligation to its customers under such arrangements is fulfilled. Where applicable, the Company identifies multiple performance obligations and record as revenue as the performance obligations are fulfilled based on the using the expected cost plus a margin approach.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Implementation and System Deployment Revenue

Implementation and system deployment revenue relate to services provided to governments and national agencies typically after the design stage is concluded including infrastructure setup and deployment, software and chip design development, software customizations, purchase, and deployment of hardware and necessary system components, system integration and implementation, process engineering, customer training, system quality assurance testing, load balancing and local environment optimizations, and operational system launch for the Company's e-Gov and IoT solutions.

The Company recognizes revenue from its implementation and system deployment revenue using the input method of accounting. Under the input method, revenue is recognized on the basis of an entity's efforts or inputs toward satisfying a performance obligation. The Company recognizes revenue from implementation and system deployment services provided pursuant to time-and-materials based contracts as the services are performed, as that is when the Company performance obligation to its customers under such arrangements is fulfilled. Where applicable, the Company identifies multiple performance obligations and record as revenue as the performance obligations are fulfilled based on the using the residual approach.

Procurement of Secure Document Consumables Revenue

The Company procures secure document consumables for its e-Gov government customers which are needed to issue secure documents after a project deployment is complete and a system is actively running and operational. These consumables are manufactured generally at secure printing facilities utilizing proprietary and customized designs, which the Company has developed during the project design stage, to provide multiple layers of security preventing falsification of documents. These consumables include base card stock, security laminates, holograms, passive RFID chip inlays, passport booklets, secure chip cards, and various other secure credentialing necessities.

The Company recognizes revenue on procurement of secure document consumables products when the customer has control of the product, which is determined to be at the point in time when the products are delivered. Where applicable, the Company identifies multiple performance obligations and record as revenue as the performance obligations are fulfilled based on their stated prices within the contract.

Wireless & RFID Products Revenue

The Company's wireless products include solutions for carrier wi-fi, enterprise connectivity, smart city, smart hospitality, connected campuses and connected events which enhance productivity and performance. The Company's RFID products include asset tags which provide real-time asset loss prevention, inventory management, and personnel/asset tracking and vehicle tags which provide long-range vehicle ID for parking and fleet management, access control, asset loss prevention at airports, gated communities, truck and bus terminals, employee parking lots, hospitals, industrial facilities, railroads, mines and military installations.

The Company recognizes revenue on wireless and RFID products when the customer has control of the equipment, which is determined to be at the point in time when the products are shipped. Where applicable, the Company identifies multiple performance obligations and record as revenue as the performance obligations are fulfilled based on their stated prices within the contract.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Electronic Monitoring Services Revenue

Electronic monitoring services represent fees the Company collects through the sale or rental of its PureSecurity Suite of products, which include the PureMonitor, PureTrack, PureTag, PureCom, PureBeacon, and SCRAM devices. These devices identify, track, and monitor people or objects in real time through the Company's GPS monitoring, home monitoring, and alcohol tracking solutions.

The Company recognizes revenue on the sale of electronic monitoring products when the customer has control of the equipment, which is determined to be at the point in time when the products are shipped. For devices which are rented and for electronic monitoring services provided, the Company recognizes revenue pursuant to the time elapsed for such contracts, as that is when the Company performance obligation to its customers under such arrangements is fulfilled. The Company customers typically pay for these services based on a net rate per day per individual or on a fixed monthly rate.

Treatment Services Revenue

Treatment services revenue is an extension of the Company's electronic monitoring services. The Company provides individuals who have completed or are near the end of their sentence with the resources necessary to productively transition back into society. Through the Company daily reporting centers, we provide criminal justice programs and reentry services to help reduce recidivism which include case management, substance abuse education, vocational training, parental support, employment readiness and job placement. These activities are considered to be a bundle of services which are a part of a series of distinct services recognized over time.

The Company recognizes revenue from its treatment services using the input method of accounting. Under the input method, revenue is recognized revenue on the basis of an entity's efforts or inputs toward satisfying a performance obligation. The Company recognizes revenue from implementation and system deployment services provided pursuant to time-and-materials based contracts as the services are performed, as that is when the Company performance obligation to its customers under such arrangements is fulfilled. Where applicable, the Company identify multiple performance obligations and record as revenue as the performance obligations are fulfilled based on the using the expected cost plus a margin approach.

Professional Services Revenue

The Company offers professional services for the Company's Cyber Security software products, which includes an on-site / remote visit by a specialist technician to assist with installation, deployment and configuration.

The Company recognizes revenue from professional services upon completion of the service performed for the customer. As these services are completed during a single onsite visit, revenue is recognized at a point in time of such onsite visit.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Disaggregation of revenue

In the following table, revenue is disaggregated by major geographic region and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the reportable segments:

	Year ended December 31, 2021			
	Cyber Security	IoT	e-Gov	Total
Major geographic areas				
Africa	\$ -	\$ -	\$ 1,586	\$ 1,586
European countries	527	2,242	143	2,912
South America	1	36	-	37
United States	410	6,410	-	6,820
Israel	648	109	-	757
APAC	48	107	-	155
Total revenue	<u>\$ 1,634</u>	<u>\$ 8,904</u>	<u>\$ 1,729</u>	<u>\$ 12,267</u>

Timing of revenue recognition				
Products and services transferred over time	\$ 44	\$ 7,176	\$ 1,428	\$ 8,648
Products transferred at a point in time	1,590	1,728	301	3,619
Total revenue	<u>\$ 1,634</u>	<u>\$ 8,904</u>	<u>\$ 1,729</u>	<u>\$ 12,267</u>

	Year ended December 31, 2020			
	Cyber Security	IoT	e-Gov	Total
Major geographic areas				
Africa	\$ -	\$ -	\$ 1,791	\$ 1,791
European countries	762	2,155	120	3,037
South America	-	21	-	21
United States	544	5,312	-	5,856
Israel	677	69	-	746
APAC	220	99	-	319
Total revenue	<u>\$ 2,203</u>	<u>\$ 7,656</u>	<u>\$ 1,911</u>	<u>\$ 11,770</u>

Timing of revenue recognition				
Products and services transferred over time	\$ 92	\$ 6,020	\$ 1,466	\$ 7,578
Products transferred at a point in time	2,111	1,636	445	4,192
Total revenue	<u>\$ 2,203</u>	<u>\$ 7,656</u>	<u>\$ 1,911</u>	<u>\$ 11,770</u>

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

Transaction price allocated to the remaining performance obligations

Remaining performance obligations represent the transaction price of system deployment, service and maintenance contracts for which work has not been performed as of the period end date. As of December 31, 2021, the aggregate amount of the transaction price allocated to remaining performance totals \$8.27 million. The Company expects approximately 39% of remaining performance obligations to be recognized into revenue within the next 12 months, with the remaining 61% recognized thereafter.

The Company applies the practical expedient in paragraph ASC 606-10-50-14 and do not disclose information about remaining performance obligations that have original expected durations of one-year or less. We apply the transition practical expedient in paragraph ASC 606-10-65-1(f)(3) and do not disclose the amount of the transaction price allocated to the remaining performance obligations and an explanation of when the Company expects to recognize that amount as revenue. Additionally, applying the practical expedient in paragraph ASC 340-40-25-4, the Company recognizes the incremental costs of obtaining contracts (i.e., commissions) as an expense when incurred if the amortization period of the assets that the Company otherwise would have recognized is one-year or less.

o. Research and development costs and software development costs:

Research and development costs are expensed as incurred. Software development costs eligible for capitalization are accounted for in accordance with 985-20 Software - Costs of Software to be Sold, Leased or Marketed. Capitalization of software development costs for products to be sold to third parties begins upon the establishment of technological feasibility and ceases when the product is available for general release. Amortization is calculated and provided over the estimated economic life of the software, using the greater of (i) straight-line method or if applicable (ii) the ratio that current gross revenues for a product bear to the total of current and anticipated future gross revenues for that product. Amortization commences when developed software is available for general release to clients.

The estimated useful life of capitalized software development costs is 5 years.

p. Income taxes:

The Company and its subsidiaries account for income taxes in accordance with ASC Topic 740, "Income Taxes". This Statement prescribes the use of the liability method whereby deferred tax asset and liability account balances are determined based on differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws, that will be in effect when the differences are expected to reverse. The Company and its subsidiaries provide a valuation allowance, if necessary, to reduce deferred tax assets to their estimated realizable value.

The Company accounts for uncertain tax positions in accordance with ASC Topic 740-10, which prescribes detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements. According to ASC Topic 740-10, tax positions must meet a more-likely-than-not recognition and measurement threshold. The Company's accounting policy is to classify interest and penalties relating to uncertain tax positions under income taxes, however the Company did not recognize such items in its fiscal 2021 and 2020 financial statements.

ASU No. 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes, requires a reporting entity to classify all deferred tax assets and liabilities as noncurrent in a classified balance sheet. As of December 31, 2018, the Company adopted in a retrospective method the new Income Tax guidelines, stating all deferred tax assets and liabilities need be presented as non-current in the balance sheet.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

q. Concentrations of credit risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents, restricted cash deposits and trade receivables. The Company's trade receivables are derived from sales to customers located primarily in Eastern Europe, Africa, the United States and South America. The Company performs ongoing credit evaluations of its customers' financial condition. The allowance for doubtful accounts is determined with respect to specific debts that the Company has determined to be doubtful of collection.

Cash and cash equivalents and restricted cash deposits are deposited with major banks in Israel and the United States. Management believes that such financial institutions are financially sound and, accordingly, minimal credit risk exists with respect to these financial instruments. The Company has no significant off-balance-sheet concentration of credit risk.

r. Basic and diluted earnings per share:

Basic earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year. Diluted earnings per share are computed based on the weighted average number of ordinary shares outstanding during each year, plus the dilutive potential of stock options and warrants outstanding during the year using the treasury stock method. The numbers of potential shares from the conversion of options and warrants that have been excluded from the calculation were 2.877 million and 334,839 for the years ended December 31, 2021 and 2020, respectively

s. Fair value of financial instruments:

The Company applies ASC 820, "Fair Value Measurements and Disclosures" ("ASC 820"), pursuant to which fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company.

Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

The hierarchy is broken down into three levels based on the inputs as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date.

Level 2 - Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The carrying amounts of cash and cash equivalents, restricted cash, short-term bank deposits, other accounts receivable, trade payable, and other accounts payable and accrued expenses approximate their fair values due to the short-term maturities of such instruments.

The Company measures its earn-out liability at fair value (see also Note 10).

t. Accounting for stock-based compensation:

Stock-based compensation, including grants of stock options, is recognized in the consolidated statement of operations over the requisite service period as an operating expense, based on the fair value of the award on the date of grant. The fair value of stock-based compensation is estimated using an option-pricing model.

The Company elected to recognize compensation costs for awards conditioned only on continued service that have a graded vesting schedule using the straight-line method and to value the awards based on the single-option award approach.

The Company accounts for forfeitures as they occur.

u. Treasury Shares:

Treasury shares are recorded at cost and presented as a reduction of shareholders' equity.

v. Leases:

The Company adopted ASU 2016-02, Leases ("Topic 842" or "ASC 842") on January 1, 2021, using the modified retrospective approach, by applying the new standard to all leases existing at the date of initial application. The standard requires lessees to recognize almost all leases on the balance sheet as a right-of-use asset and a lease liability and requires leases to be classified as either an operating or a finance type lease. The standard excludes leases of intangible assets or inventory. Leases with a term of 12 months or less can be accounted for in a manner similar to the accounting for operating leases under ASC 840. The ASC 842 requires lessors to account for leases using an approach that is substantially equivalent to ASC 840 for sales-type leases, direct financing leases and operating leases.

The Company leases real estate and storage areas, which are all classified as operating leases. In addition to rent payments, the leases may require the Company to pay for insurance, maintenance, and other operating expenses.

The Company determines if an arrangement is a lease at inception. Lease classification is governed by five criteria in ASC 842-10-25-2. If any of these five criteria is met, the Company classifies the lease as a finance lease. Otherwise, the Company classifies the lease as an operating lease.

Operating leases are included in operating lease right-of-use ("ROU") assets and operating lease liabilities in the consolidated balance sheets. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating and finance lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. The Company uses its incremental borrowing rate based on the information available at the commencement date to determine the present value of the lease payments.

Operating lease expenses are recognized on a straight-line basis over the lease term. Exchange rate differences related to lease liabilities are recognized as finance income or expense. Several of the Company's leases include options to extend the lease. For purposes of calculating lease liabilities, lease terms include options to extend the lease when it is reasonably certain that the Company will exercise such options.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES (cont.)

The Company's ROU assets are reviewed for impairment in accordance with ASC 360, "Property, Plant and Equipment" ("ASC 360"), whenever events in circumstances indicate that the carrying amount of an asset may not be recoverable.

The ASC 842 provides practical expedients for an entity's ongoing accounting. The Company elected the short-term lease recognition exemption for all leases with a term shorter than 12 months. This means that for those leases, the Company does not recognize ROU assets or lease liabilities but recognizes lease expenses over the lease term on a straight-line basis. The Company also elected to not separate lease and non-lease components for all of the Company's leases.

Upon adoption as of January 1, 2021, the Company recorded right-of-use leased assets and corresponding liabilities of \$1200. See Note 8 for further information on leases.

w. Recent accounting pronouncements

ASU 2019-12, Income Taxes

In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. The amendments in this ASU simplify the accounting for income taxes, eliminates certain exceptions to the general principles in Topic 740 and clarifies certain aspects of the current guidance to improve consistent application among reporting entities. ASU 2019-12 is effective for annual periods beginning after January 1, 2022 and interim periods within annual periods beginning after January 1, 2023, and early adoption was permitted. The Company is currently evaluating the effect the adoption of ASU 2019-12 will have on its consolidated financial statements.

ASU 2020-06, Debt - Debt with Conversion and Other Options,

In August 2020, the FASB issued ASU No. 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. ASU 2020-06 will simplify the accounting for convertible instruments by reducing the number of accounting models for convertible debt instruments and convertible preferred stock. Limiting the accounting models results in fewer embedded conversion features being separately recognized from the host contract as compared with current GAAP. Convertible instruments that continue to be subject to separation models are (1) those with embedded conversion features that are not clearly and closely related to the host contract, that meet the definition of a derivative, and that do not qualify for a scope exception from derivative accounting and (2) convertible debt instruments issued with substantial premiums for which the premiums are recorded as paid-in capital. ASU 2020-06 also amends the guidance for the derivatives scope exception for contracts in an entity's own equity to reduce form-over-substance-based accounting conclusions. ASU 2020-06 is effective for interim and annual periods beginning after January 1, 2024, and early adoption was permitted. The Company is currently evaluating the impact that the adoption of ASU 2020-06 will have on the Company's consolidated financial statement presentation or disclosures.

Other new pronouncements issued but not effective as of December 31, 2021 are not expected to have a material impact on the Company's consolidated financial statements.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 3: OTHER CURRENT ASSETS

	December 31,	
	2021	2020
	\$	\$
Prepaid expenses	209	157
Advances to suppliers	323	308
Government institutions	208	124
Other	859	287
	1,599	876

NOTE 4: INVENTORIES, NET

	December 31,	
	2021	2020
	\$	\$
Raw materials, parts and supplies	1,947	1,256
Finished products	1,614	1,148
	3,561	2,404

As of December 31, 2021 and 2020, inventory is presented net of write offs for slow inventory in the amount of approximately \$3,148 and \$2,129 , respectively.

NOTE 5: PROPERTY AND EQUIPMENT, NET

	December 31,	
	2021	2020
	\$	\$
Cost:		
Computers and peripheral equipment	3,040	2,770
Office furniture and equipment	850	824
Trade Equipment	42	42
Leasehold improvements	210	196
Equipment in lease	2,534	1,898
	6,676	5,730
Accumulated depreciation:		
Computers and peripheral equipment	2,729	2,650
Office furniture and equipment	735	735
Trade Equipment	39	33
Leasehold improvements	197	196
Equipment in lease	1,172	745
	4,872	4,359
Depreciated cost	1,804	1,371

Purchasing of Equipment for the years ended December 31, 2021 and 2020, were \$946 and \$812, respectively.

Depreciation expenses for the years ended December 31, 2021 and 2020, were \$513 and \$335, respectively.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 6: OTHER INTANGIBLE ASSETS, NET

Other intangible assets consisted of the following:

	December 31, 2021			December 31, 2020		
	Carrying Amount	Accumulated Amortization	Net Book Value	Carrying Amount	Accumulated Amortization	Net Book Value
Customers relationships & Other	8,734	7,798	936	8,734	7,484	1,250
IP & Technology	7,019	4,524	2,495	7,019	3,959	3,060
Right of use	1,200	318	882	-	-	-
Capitalized software development costs	8,001	5,822	2,179	7,265	5,305	1,960
	<u>24,954</u>	<u>18,462</u>	<u>6,492</u>	<u>23,018</u>	<u>16,748</u>	<u>6,270</u>

Amortization expenses amounted to \$1,396 and \$2,385 for the years ended December 31, 2021 and 2020, respectively.

NOTE 7: ACCRUED EXPENSES AND OTHER LIABILITIES

	December 31	
	2021	2020
	\$	\$
Liabilities related with the Smart ID acquisition (see note 8 c1)	-	805
Accrued management services	86	125
Professional services	206	155
Facilities	136	39
Legal contingent liability	67	60
Legal service providers	28	39
Authorities	393	382
Other accrued expenses	643	2,788
	<u>1,559</u>	<u>4,393</u>

NOTE 8: COMMITMENTS AND CONTINGENT LIABILITIES

a. Lease commitments:

We do not own any real estate. We lease approximately 1,139 square meters of office and warehousing premise in Tel Aviv and Herzliya, Israel, under a new lease which started on April 11, 2021 and expires on March 30, 2023 with an option for 24-month extension. According to the lease agreements, the monthly fee (including management fees) is approximately \$35,430.

We lease approximately 1,278 square meters of office premises in California for our U.S. subsidiary, LCA Inc., which under the current lease contracts expire in 2022, with a monthly fee of approximately \$24,068.

Future minimum lease commitments under non-cancelable operating leases for the years ended December 31, 2021, are as follows:

2022	\$ 502
2023	432
2024	103
Total operating lease payments	\$ 1,037
Less: imputed interest	(112)
Present value of lease Liabilities	\$ 925

Rent expenses amounted to \$714 and \$753 for the years ended December 31, 2021 and 2020, respectively.

b. Guarantees, indemnity and liens:

- The Company and its subsidiaries issued bank guaranties in the total amount of approximately \$1,067 as a part of the ongoing terms of lease contracts, contracts with existing customers and for tenders.
- Under the Fortress Agreement, the Company recorded a fix floating charge on all of the Company's assets in favor of the Fortress, limited in amount, in order to secure long-term loan granted by them in favor of the Company.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 8: COMMITMENTS AND CONTINGENT LIABILITIES (cont.)

The Company is party to legal proceedings in the normal course of our business. There are no material pending legal proceedings to which the Company is a party or of which our property is subject. Although the outcome of claims and lawsuits against the Company cannot be accurately predicted, we do not believe that any of the claims and lawsuits, will have a material adverse effect on the Company business, financial condition, results of operations or cash flows for any quarterly or annual period.

NOTE 9: INCOME TAX

a. Changes in Israeli corporate tax rates:

The regular corporate tax rate in Israel in 2021 and 2020 is 23%.

b. Our USA subsidiaries were subject to federal tax rate of 21% in 2020 and 2021, state tax of 8.84% in CA and 6.5% in NY, and city tax of 6.5% in NYC.

c. Deferred income taxes:

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the deferred tax assets of the Company and its subsidiaries are as follows:

	December 31,	
	2021	2020
	\$	\$
Operating loss carry forwards	20,150	18,658
Reserves and allowances	4,206	2,589
Net deferred tax assets before valuation allowance	24,356	21,247
Valuation allowance	(23,797)	(21,121)
Net deferred tax assets	<u>559</u>	<u>126</u>
Deferred income taxes consist of the following:		
Domestic	19,521	16,285
Valuation allowance	(18,963)	(16,159)
Net deferred tax assets	<u>558</u>	<u>126</u>
Foreign	4,835	4,962
Valuation allowance	(4,835)	(4,962)
	<u>-</u>	<u>-</u>

As of December 31, 2021, the Company and its subsidiaries, have provided a valuation allowance of \$23,797 in respect of deferred tax assets resulting from tax loss carryforwards and other temporary differences. Other tax loss carryforwards and temporary differences in the amount of \$565 were not provided with valuation allowance as the Company's management currently believes that these tax assets are more likely than not to be recovered.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 9: INCOME TAX (cont.)

d. Carryforward tax losses:

As of December 31, 2021, SuperCom Ltd and its subsidiaries in Israel have accumulated losses for tax purposes of approximately \$49,833, which may be carried forward and offset against taxable income in the future for an indefinite period. SuperCom Ltd. also has a capital loss of approximately \$16,450, which may be carried forward and offset against capital gains for an indefinite period. Loss carryforwards in Israel are measured in NIS.

As of December 31, 2021, SuperCom's subsidiaries in the United States have estimated total available carryforward tax losses of approximately \$18,558 which expires in the years 2028 to 2037. Utilization of the U.S. net operating losses may be subject to substantial annual limitation due to the "change in ownership" provisions of the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

SuperCom Ltd has assessments which are considered as final until the tax year ended December 31, 2015.

SuperCom's subsidiaries in the United States and Israel have not received final assessments since their incorporation.

e. loss before income tax consists of the following:

	Year ended December 31,	
	2021	2020
	\$	\$
Domestic	(10,616)	(6,301)
Foreign	483	(1,561)
	<u>(10,133)</u>	<u>(7,862)</u>

Substantially, all tax expenses are as a result of changes in deferred taxes.

f. Reconciliation of the theoretical tax benefit to the actual tax benefit:

A reconciliation of theoretical tax expense, assuming all income is taxed at the statutory rate applicable to the income of companies in Israel, and the actual tax expense (benefit), is as follows:

	Year ended December 31,	
	2021	2020
	\$	\$
Loss before income tax, as reported in the consolidated statements of operations	(10,133)	(7,862)
Statutory tax rate in Israel	23%	23%
Theoretical tax benefit	(2,331)	(1,808)
Current year carryforward losses and other differences for which a valuation allowance was recorded	1,438	1,278
Changes in valuation allowance	-	48
Offset of Other non-current assets (accounted for as DTA element)	(56)	(56)
Changes in foreign currency exchange rate and other differences	788	5
Non-deductible expenses and other differences	166	538
Actual income tax expense (benefit)	<u>5</u>	<u>5</u>

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 10: SHARE CAPITAL

a. The Company's ordinary shares are quoted under the symbol "SPCB" on the NASDAQ Capital Market in the United States.

b. Shareholders' rights:

The ordinary shares confer upon the holders the right to receive notice to participate and vote in the general meetings of the Company, and the right to receive dividends, if declared.

c. Stock options:

1. In 2003, the Company adopted a stock option plan under which the Company issues stock options (the "Option Plan"). The Option Plan is intended to provide incentives to the Company's employees, officers, directors and/or consultants by providing them with the opportunity to purchase ordinary shares of the Company. Subject to the provisions of the Israeli Companies Law, the Option Plan is administered by the Compensation Committee, and is designed: (i) to comply with Section 102 of the Israeli Tax Ordinance or any provision which may amend or replace it and the rules promulgated thereunder and to enable the Company and grantees thereunder to benefit from Section 102 of the Israeli Tax Ordinance and the Commissioner's Rules; and (ii) to enable the Company to grant options and issue shares outside the context of Section 102 of the Israeli Tax Ordinance. Options granted under the Option Plan will become exercisable ratably over a period of three to five years or immediately in certain circumstances, commencing with the date of grant. The options generally expire no later than 10 years from the date of grant. Any options which are forfeited or canceled before expiration become available for future grants.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 10: SHARE CAPITAL (Cont.)

As a result of an amendment to Section 102 of the Israeli Tax Ordinance as part of the 2003 Israeli tax reform, and pursuant to an election made by the Company thereunder, capital gains derived by grantees arising from the sale of shares issued pursuant to the exercise of options granted to them under Section 102 after January 1, 2003, will generally be subject to a flat capital gains tax rate of 25%. However, as a result of this election, the Company will no longer be allowed to claim as an expense for tax purposes the amounts credited to such employees as a benefit when the related capital gains tax is payable by them, as the Company had previously been entitled to do under Section 102.

On June 27, 2007, the Compensation Committee and board of directors of the Company approved a new option plan under which the Company may grant stock options to the U.S. employees of the Company and its subsidiaries. Under this new option plan, the Company may grant both qualified (for preferential tax treatment) and non-qualified stock options. On August 15, 2007, the new option plan was approved by the shareholders of the Company at the general shareholders meeting.

In June 2013, the Option plan was extended for another period of ten years, until December 31, 2023.

During the years 2019, 2020 and 2021, the Company did not grant any option to purchase shares.

2. A summary of the Company's stock option activity and related information is as follows:

	Year ended December 31			
	2021		2020	
	Number of options	Weighted average exercise price \$	Number of options	Weighted average exercise price \$
Outstanding at Beginning of year	334,839	2.31	564,197	2.64
Granted	-	-	-	-
Exercised	(44,964)	0.41	(123,545)	0.1
Canceled and forfeited	(76,000)	2.22	(105,813)	2.94
Outstanding at end of year	213,875	1.23	334,839	2.31
Exercisable at end of year	159,500	1.28	193,089	1.73

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 10: SHARE CAPITAL (Cont.)

The weighted average fair value of options granted during the year ended December 31, 2018 was \$1.87 per option.

The fair value of these options was estimated on the date of grant using the Black & Scholes option pricing model. The following weighted average assumptions were used for the 2018 grants: risk-free rate of 2.89% and 3.04%, dividend yield of 0%, expected volatility factor of 238% and 240% and expected term of 6.25 years.

The expected volatility was based on the historical volatility of the Company's stock. The expected term was based on the historical experience and based on Management estimate.

Compensation expenses recognized by the Company related to its stock-based employee compensation awards were \$31 and \$211 for the years ended December 31, 2021 and 2020, respectively.

The following table summarizes the allocation of the stock-based compensation and warrants charge

	Year e Ended December 31,	
	2021	2020
	\$	\$
Cost of revenues	7	84
Research and development expenses	12	48
Selling and marketing expenses	7	77
General and administrative expenses	5	2
	31	211

The options outstanding and exercisable as of December 31, 2021, have been separated into ranges of exercise prices as follows:

Range of exercise price	Options outstanding				Options Exercisable			
	Number outstanding as of December 31, 2021	Weighted average remaining contractual life (years)	Weighted average exercise price	Aggregate intrinsic value	Number outstanding as of December 31, 2021	Weighted average remaining contractual life (years)	Weighted average exercise price	Aggregate intrinsic value
	\$		\$	\$	\$		\$	\$
0.00-2.00	207,875	7.09	1.11	-	153,500	7.10	1.13	-
3.00-5.00	6,000	7.00	4.96	-	6,000	7.00	4.96	-
	213,875	7.08	1.22	-	159,500	7.10	1.27	-

The total intrinsic value of options exercised for the years ended December 31, 2021 and 2020 was \$0 and \$0, respectively, based on the Company's average stock price of \$1.16 and \$1.04, during the years ended on those dates, respectively.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 10: SHARE CAPITAL (Cont.)

A summary of the status of the Company's non-vested options granted to employees as of December 31, 2021 and changes during the year ended December 31, 2021 is presented below:

	<u>Options</u>	<u>Weighted- average grant-date fair value</u>
Non-vested as of December 31, 2020	141,750	1.64
Granted	-	-
Vested	(54,375)	1.07
Forfeited and canceled	(33,000)	3.52
Non-vested as of December 31, 2021	<u>54,375</u>	1.07

As of December 31, 2021, there was \$66 of unrecognized compensation cost related to non-vested stock-based compensation arrangements granted under the stock option plans, to be recognized over a weighted average period of approximately 0.61 years.

d. Private placements and warrants:

During 2019, the Company issued 348,132 warrants to purchase the Company ordinary shares at an exercise price of \$0.76 per share.

During 2020 and 2021, the Company issued 2.38 million warrants to purchase the Company ordinary shares at an exercise price of \$1.7 per share. The warrants are exercisable until July 2025.

e. Dividends:

No dividends were declared in the reported periods. In the event that cash dividends are declared in the future, such dividends will be paid in NIS. The Company does not intend to distribute cash dividends in the foreseeable future.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 11: RELATED PARTY TRANSACTIONS

- a. On July 25, 2010, the board of directors of the Company elected Mrs. Tsviya Trabelsi to serve as Chairman. Mrs. Trabelsi is an officer at Sigma Wave Ltd., which is the controlling shareholder of the Company and is also the wife of the Company's chief executive officer. On May 12, 2011, the special general meeting approved a service agreement with Mrs. Trabelsi whereby she will receive a monthly fee equal to 60% of the Company's chief executive officer's monthly cost. In addition to the above consideration, the Company will bear all reasonable costs and expenses incurred by the Chairman in connection with her services and provide her with an automobile. On December 12, 2011, Mrs. Tsviya Trabelsi resigned effective immediately and the board of directors of the Company approved the appointment of Mr. Arie Trabelsi as its new Chairman, effective December 12, 2011. On December 27, 2012, the company's shareholders at a general meeting of shareholders approved the reappointment of Mrs. Trabelsi as Chairman. On May 9, 2013, the general meeting of shareholders of the Company approved the same management services compensation for Mrs. Trabelsi as those approved in May 2011.
- b. Mr. Trabelsi has served as the chief executive officer of the Company since June 1, 2012 until February 21, 2021. Mr. Trabelsi is the sole director of Sigma Wave, which is the controlling shareholder of the Company. On May 9, 2013, the general meeting of shareholders of the Company approved the payment of management fees to Mr. Trabelsi of \$10.6 per month plus social benefits and an annual bonus of the greater of 2% of the Company's annual net profit or 0.5% of annual revenues, but in no event greater than Mr. Trabelsi's annual salary.
- c. As of December 31, 2021 and 2020, the Company accrued \$103 and \$391, respectively as expenses arising from related party management services.
- d. On April 29, 2012, the board of directors approved the recording of a floating charge on all of the Company's assets in favor of the Mr. and Mrs. Trabelsi, unlimited in amount, in order to secure personal guarantees granted by them in favor of the Company to a bank and in order to secure loans that are given by them from time to time to the Company. As of December 31, 2021, total loans were \$172. These loans bear no interest and are not attached to any price index.

NOTE 12: SEGMENTS, MAJOR CUSTOMERS AND GEOGRAPHIC INFORMATION

- a. Summary information about segments:

ASC 280, Segment Reporting, establishes standards for reporting information about operating segments. Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Company's chief operating decision maker is its Chief Executive Officer.

As part of the Company decision to switch from one technology segment, the e-government, into 3 separate technologies segments or Strategic business units; e-Gov, IoT, and Cyber Security, the Company acquired during 2016, 4 different companies with various technologies and customers base which enrich and strengthen the capacities and offering of each of the 3 segments:

e-Gov: Through the Company proprietary e-Government platforms and innovative solutions for traditional and biometrics enrollment, personalization, issuance and border control services, the Company has helped governments and national agencies design and issue secured multi-identification, or Multi-ID, documents and robust digital identity solutions to their citizens, visitors and Lands.

IoT: The Company's IoT products and solutions reliably identify, track and monitor people or objects in real time, enabling the customers to detect unauthorized movement of people, vehicles and other monitored objects.

The Company provides all-in-one field proven IoT suite, accompanied with services specifically tailored to meet the requirements of an IoT solutions. The Company's proprietary IoT suite of hybrid hardware, connectivity and software components are the foundation of these solutions and services.

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 12: SEGMENTS, MAJOR CUSTOMERS AND GEOGRAPHIC INFORMATION (Cont.)

Cyber Security: The Company operates in the fields of cutting edge endpoint data protection guarding against corporate data loss and theft through content discovery and inspection, encryption methodologies, and comprehensive device and port control and cyber security services.

As a result, all prior period information has been recast to reflect the new segment composition.

	Year ended December 31, 2021			
	Cyber Security	IoT	e-Gov	Total
Revenues	1,634	8,904	1,729	12,267
Operating loss	400	(3,004)	(4,133)	(6,737)
Goodwill	1,075	2,229	3,722	7,026
Total Property and Equipment, net	47	1,543	214	1,804

	Year ended December 31, 2020			
	Cyber Security	IoT	e-Gov	Total
Revenues	2,203	7,656	1,911	11,770
Operating loss	581	(1,373)	(2,957)	(3,749)
Goodwill	1,075	2,229	3,722	7,026
Total Property and Equipment, net	109	1,016	246	1,371

Following is a reconciliation of the operating income (loss) of the reportable segments to the data included in the statements of operations:

	Year ended December 31,	
	2021	2020
Operating loss		
Total operating loss of reportable segments	(6,737)	(3,749)
Financial expenses, net	(3,396)	(4,113)
Loss before income taxes	(10,133)	(7,862)

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 12: SEGMENTS, MAJOR CUSTOMERS AND GEOGRAPHIC INFORMATION (Cont.)

b. Summary information about geographic areas:

The following is a summary of revenues from external customers of the continued operations within geographic areas and data regarding property and equipment, net:

	Year ended December 31,			
	2021		2020	
	Total	Property and	Total	Property and
	Revenues	Equipment, net	revenues	Equipment, net
	\$	\$	\$	\$
Africa	1,586	-	1,791	-
European countries	2,912	-	3,037	-
South America	37	-	21	-
United States	6,820	47	5,856	89
Israel	757	1,757	746	1,282
APAC	155	-	319	-
	<u>12,267</u>	<u>1,804</u>	<u>11,770</u>	<u>1,371</u>

- Revenues were attributed to countries based on the customer's location.
- Property and equipment were classified based on geographic areas in which such property and equipment items are held.

c. Summary of revenues from external customers based on products and services:

	Year ended December 31,	
	2021	2020
	\$	\$
Raw materials and equipment	1,119	2,926
Electronic monitoring	6,393	6,019
Treatment programs	3,292	1,640
Maintenance, royalties and project management	1,463	1,185
	<u>12,267</u>	<u>11,770</u>

d. Major customer data as a percentage of total sales:

	Year ended December 31,	
	2021	2020
Customer A	-	11%
Customer B	10%	13%

SUPERCOM LTD. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Cont.)

U.S. dollars in thousands (except per share data)

NOTE 13: OTHER EXPENSE, NET

	Year ended December 31,	
	2021	2020
	\$	\$
Doubtful debt provision	3,000	2000
Change in liability for future earn-out	689	(59)
Other	683	(792)
Total other expense, net	<u>4,372</u>	<u>1,149</u>

Bad debt

The following is a summary of the accounts receivables allowance for doubtful accounts for the years ended December 31:

	Year ended December 31,	
	2021	2020
	\$	\$
Balance at beginning of period	8,667	6,667
Provision during the period	3,000	2,000
Balance at end of period	<u>11,667</u>	<u>8,667</u>

NOTE 14: FINANCIAL EXPENSES, NET

	2021	2020
	\$	\$
Financial expenses:		
Interest, bank charges and fees	(3,642)	(3,812)
Exchange differences, net	246	(316)
Total financial expenses	<u>(3,396)</u>	<u>(4,128)</u>
Financial income:		
Interest income	-	15
Total financial income	<u>-</u>	<u>15</u>
Total financial expenses, net	<u>(3,396)</u>	<u>(4,113)</u>

NOTE 15: Subsequent Events

- a. On March 1, 2022, (the "Closing Date") the Company raised \$4.65 million in a registered direct offering with a single accredited institutional investor (the "Purchaser") of an aggregate of 3,130,000 of its ordinary shares, par value NIS 0.25 per share (the "ordinary shares"), and 4,401,585 pre-funded warrants to purchase ordinary shares with an exercise price of \$0.00001 per share, and concurrent private placement to the Purchaser of the Company's private warrants to purchase an aggregate of 5,648,689 or ordinary shares at an exercise price of \$0.70 per share. The private warrants will be exercisable beginning on the six-month anniversary of the Closing Date and will expire five years and six months following the Closing Date. These offerings were effected pursuant to the Securities Purchase Agreement, dated as of February 25, 2022 (the "Purchase Agreement"), with a single accredited institutional investor.
- b. In February 2022, Russia launched a military invasion into Ukraine. While as of the date of issuance of this annual report there have not been material impacts associated with the military invasion, management is continuously monitoring the developments to assess potential future impacts

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

SUPERCOM LTD.

By: /s/ Ordan Trabelsi
Name: Ordan Trabelsi
Title: Chief Executive Officer

Dated: April 4, 2022

THE COMPANIES LAW
ARTICLES OF ASSOCIATION
OF SUPERCOM LTD.

Interpretation

1. In these Articles of Association the following terms will have the meanings described below, unless the context requires otherwise:

"Articles"	These Articles of Association, as may be amended from time to time.
"Audit Committee"	The audit committee of the Board of Directors, established according to these Articles and the Law.
"Board of Directors"	The Company's board of directors.
"Company"	SUPERCOM LTD.
"Director"	A member of the Company's Board of Directors.
"General Meeting"	A meeting of the company's Shareholders convened according to these Articles and the Law.
"Independent Director"	A Director that qualifies as independent in accordance with the rules of the U.S. Securities and Exchange Commission and of any securities exchange in which the Company has registered its shares on and in accordance with any applicable law or regulation.
"Law"	The Companies Law - 1999, including any regulations and regulatory orders relating thereto and to the Company, as will be in effect from time to time.

"Officer"	A Director, General Manager, President, Chief Executive Officer ("CEO"), Deputy General Manager, Assistant General Manager, and any person holding such office in the Company, even if bearing a different title, and any other manager being directly subordinated to the CEO.
"Ordinary Majority"	An ordinary majority of all votes properly cast at a General Meeting, without taking into account abstentions.
"Register"	The register of Shareholders, including branch registers the Company may maintain, kept according to the Law.
"Secretary"	The Company's corporate secretary, as may be appointed by the Board from time to time.
"Share Capital"	The Company' s registered share capital, as authorized in these Articles.
"Shareholder"	Any person or entity that is a holder of shares of the Company according to these Articles and the Law
"Special Majority"	A majority of at least sixty-six percent (66%) of all votes properly cast at a General Meeting, without taking into account abstentions.
"Voting Instrument"	A written form for Shareholders to use, according to these Articles and the Law, in voting at General Meetings.
"Writing"	A handwritten, typewritten, facsimile, print, e-mail or any other legally recognized form of communication that can be read.

2. In these Articles, unless the context otherwise requires, terms used herein shall have the meanings ascribed to them in the Law. In addition, words importing the singular will include the plural, and vice versa. Words importing the masculine gender will include the feminine, and words importing persons will include companies, partnerships, associations and all other legal entities. Days, months and years refer to the Gregorian calendar.
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3. In the event that an Article is revised or a new Article is added to these Articles, which contradicts an original Article, the revised or added Article(s) will prevail.
4. Unless the context requires otherwise, wherever it is specified in these Articles that the provisions thereof are according to or subject to the provisions of the Law and/or any other applicable law, rules or regulations, the intention is to mandatory legislation provisions only.

Public Company

5.
 - (a) The Company is a public company as defined in the Law.
 - (b) Subject to any limitation or restriction under any law, the transfer of shares in the Company is not restricted.
 - (c) The number of Shareholders is unlimited.
 - (d) The Company may issue any form of its shares or other securities to the public.
6. The liability of each of the Shareholders of the Company is limited to the greater amount of the two - the Share's nominal value, or the amount, which the Shareholder is called to pay to the Company for the shares, which have been allocated to him but have not yet been paid for by him.

Permissible Objects

7. The Objects of the Company may include any activity permitted by law.
8. The Company may contribute, from time to time, reasonable amounts to worthwhile causes, even if the contribution is not based on profit-oriented business considerations.

Name and Registered Office

9. The name of the Company is: SuperCom **Ltd.** and in Hebrew: **סופרקום מ"ב בע"**.
10. The Registered Office of the Company will be at such place as the Board of Directors shall determine from time to time.

Share Capital

11. The authorized Share Capital of the Company is 48,000,000 Ordinary Shares of NIS 0.25 each.
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Alteration of Share Capital

12. The Company may from time to time, by a Resolution of Shareholders at a General Meeting, whether or not all the shares then authorized have been issued, and whether or not all the shares then issued have been called up for payment, increase its authorized Share Capital by the creation of new shares. Such increase shall be in such amount, divided into shares of such nominal amounts, subject to such restrictions and terms and with such rights and preferences, as the Resolution creating the same shall provide.
13. Unless otherwise provided in the Resolution authorizing the increase of Share Capital, the new shares shall be subject to the same provisions applicable to the shares included in the existing Share Capital with regard to the payment of calls, lien, forfeiture, transfer, transmission and otherwise.
14. The Company may, by a resolution of the Shareholders at a General Meeting:
 - (a) consolidate and re-divide its Share Capital, fully or partly, into shares of larger nominal (par) value than its existing shares;
 - (b) divide, by sub-division of its existing shares or any of them, into shares of smaller nominal (par) value than is fixed by the Memorandum of Association and these Articles; provided, however, that the proportion between the amount paid and the amount unpaid on each share which is not fully paid up shall be retained at such sub-division;
 - (c) cancel any shares of its issued or unissued share capital, and decrease the amount of its authorized share capital by the amount of the shares so canceled, subject to any commitment (including a conditional commitment) given by the Company in respect of such shares and provided that the cancellation of any issued shares shall be equally made on a pro-rata basis with respect to all issued shares of the Company;
 - (d) reduce its Share Capital in any manner, subject to any approval required by law.

The Shareholders may delegate to the Company's Board of Directors, the authority to resolve with respect to execution of actions set forth in Sections 14(a) and 14(b) above, within a time frame and subject guidelines and limitations approved at a General Meeting.

15. If, as a result of a consolidation or split of shares authorized under these Articles, fractions of a share will stand to the credit of any Shareholder, the Board is authorized, at its discretion, to act as follows:
 - (a) determine that fractions of shares that do not entitle their owners to a whole share, will be sold by the Company, and that the consideration for such sale be paid to the beneficiaries, on terms the Board may determine;
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- (b) allot to every Shareholder who holds a fraction of a share resulting from a consolidation and/or a split, shares of the class that existed prior to the consolidation and/or split, in a quantity that, when consolidated with the fraction, will constitute a whole share, and such allotment will be considered valid immediately prior to the consolidation or split;
- (c) determine the manner for paying the amounts to be paid for shares allotted in accordance with Sub-Section (b) above, including on account of bonus shares; and/or
- (d) determine that the owners of fractions of shares will not be entitled to receive a whole share in respect of a share fraction or that they may receive a whole share with a different par value than that of the fraction of a share.

Allotment and Rights of Shares

- 16. Subject to these Articles and to the terms of any General Meeting resolution creating new shares, the allotment and issue of shares will be as determined by the Board of Directors, who may in its sole discretion allot and issue such shares to persons on terms and conditions and at such times as determined by the Board of Directors, including the allotment of bonus shares.
 - 17. (a) Each ordinary share will entitle its owner to receive notices of, to attend, and to cast one vote at a General Meeting.

(b) All shares of the Company of the same class shall rank pari passu in respect of dividends, allotment of bonus shares, distribution of assets or otherwise.
 - 18. (a) The rights granted to Shareholders of any class of shares issued with preferred or other special rights will not, unless specifically provided by the terms of issue of the shares of that class, be deemed to be modified by the creation or issue of shares of a different class.

(b) Unless otherwise provided for by the terms of issuance of particular class of shares, the Company may create or change rights, preferences, restrictions and provisions related to one or more of the classes of shares, after receipt of consent in writing of all Shareholders of the affected class, or a Resolution passed at a General Meeting of such class. These Articles will apply, as applicable, to every such separate General Meeting of a class.
 - 19. The rights applicable to any shares, whether in the original Share Capital or any increased Share Capital, may be changed according to the provisions of these Articles, provided however, that the Company will not disparately reduce or restrict the existing Shareholders' voting rights through any corporate action or issuance.
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Repurchase of shares

20. The Company may, at any time and from time to time, subject to the Law, purchase back or finance the purchase of any shares or other securities issued by the Company, in such manner and under such terms as the Board of Directors shall determine, whether from any one or more Shareholders. Such purchase shall not be deemed a payment of dividends; and no Shareholder will have the right to require the Company to purchase his shares or to offer to purchase shares from any other Shareholder.

Share Register and Share Certificates

21. The Company will maintain a Register of Shareholders according to the Law. The Company may maintain the Register of Shareholders or one or two branch Registers of Shareholders, in Israel or another jurisdiction, which will be considered as part of the Register.
22. The Company will not be bound by or required to recognize any right or interest in any share other than rights or interests of the Shareholder duly registered in the Register or otherwise proven in accordance with these Articles and the Law.
23. Every person whose name duly appears as a shareholder in the Register or who otherwise establishes proof of ownership in accordance with these Articles and the Law, will have the right without payment to receive, within two (2) months after allotment or registration of transfer (unless the conditions of allotment or transfer provide for a longer period), a stamped certificate for all the shares registered in his name. The certificate will specify the number of shares for which it is issued. In case of joint Shareholders the Company will not be required to issue more than one certificate to all the joint Shareholders. Delivery of a certificate to any of the joint Shareholders will be sufficient delivery to all. Every certificate will be signed by two Directors and countersigned by the Secretary or by other persons nominated by the Board of Directors for that purpose. The Company may withhold the issue of share certificates for shares not fully paid up.
24. If any share certificate will be defaced, worn out, destroyed or lost, it may be replaced following production of any evidence, provision of any indemnity and payment of any of the Company's out of pocket expenses as the Board of Directors will require. In case of defacement or wearing out, replacement will require delivery of the old certificate.

Share Warrants, Options and Debentures

25. The Company may issue from time to time share warrants, options on shares, debentures and similar forms of securities. The price, terms and conditions of any such securities will be determined by the Board of Directors.
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26. Subject to the applicable provisions of the Law, the Company may issue and redeem redeemable preference shares and redeemable warrants. The terms of redemption of, and the rights and obligations attached to such securities, shall be determined by the Board of Directors, either in general or with respect to a particular issue.

Lien on Shares

27. The Company will have a lien on every share for all amounts payable by a shareholder in respect of such share, whether or not such payables have matured. However, the Board of Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien, if any, on a share will extend to all dividends payable on that share.
28. The Company may sell any shares on which it has a lien at such time and in such manner as will be determined by the Board of Directors. However, no sale will be made prior to the lapse of fourteen (14) days from the date of sending a notice in writing to the registered Shareholders, demanding payment of such sum and giving notice of the Company's intention to sell in default. To give effect to any such sale, the Board of Directors may authorize transfer of the shares sold to the purchaser who will be registered as the holder of the Shares. The Company will receive the net proceeds of the sale which will be applied in payment of the sum then payable on the lien. The balance of the sale proceeds, if any, will be paid to the person holding the shares immediately prior to the sale, subject to any lien for sums that were not currently payable for the shares prior to the sale.

Calls on Shares; Forfeiture of Shares

29. The Board of Directors may, at its discretion, from time to time authorize the amount and manner of the consideration to be given to the Company for shares. The Board may also make calls on Shareholders for any moneys unpaid on their shares. Each Shareholder will be liable to pay the amount of every call so made on him to the persons and at the times, places and installments specified by the Board. A call may be revoked or postponed as the Board may determine.
30. A call will be considered to have been made, at the time the Board of Directors approves the resolution authorizing such call.
31. The joint shareholders of a share will be jointly and severally liable for the payment of all calls and related installments .
32. The Board of Directors may, at its discretion, authorize receipt of advances from any shareholder relating to future calls on shares. The Board may authorize interest to be paid as may be agreed with the advancing shareholder.
33. Any sum that, by the terms of a share, is payable upon the share's allotment or at any fixed date, will be considered to be a call duly made and payable on the date fixed for such payment. In case of non-payment of such sum, the relevant provisions of these Articles will apply as if such sum were a call duly made and notified according to these Articles.
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34. The Board of Directors may, upon the issue of shares, differentiate between the Shareholders as to the amount of calls to be paid and the times of payment.
 35. If any shareholder fails to pay all or part of any call or installment of a call on or before the day set for such payment, the Board of Directors may serve a notice on such Shareholder. The notice will require payment of the amount remaining unpaid together with interest, at such rate as the Board will determine, and any expenses that may have accrued by reason of such non-payment. The notice will state a date, not less than fourteen (14) days from the date of the notice, on or before which such call or installment, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It will also state the place where payment is to be made, and will state that in the event of non-payment on or before the time and at the place set, the shares for which such call was made will be liable to be forfeited. If the requirements of any such notice are not met, any share for which such notice has been given may, as long as the payment required by the notice has not been made, be forfeited by a resolution of the Board to that effect. A forfeiture of shares will include all dividends applicable to the shares not actually paid before the forfeiture, even if the dividend has already been declared.
 36. When any shares have been forfeited in accordance with these Articles, notice of forfeiture will be promptly given to the Shareholder or to the person entitled to the shares by transmission, as the case may be. An entry of such notice having been given and of the date of the forfeiture of the applicable shares will be made in the Register. However, a forfeiture will not be invalid solely due to the failure to give such notice or to make such entry in the Register.
 37. (a) Following a forfeiture, the Board of Directors may, at any time before the forfeited share has been otherwise disposed of, revoke the forfeiture and return the share to the Shareholder on terms determined by the Board.

(b) Every forfeited share may be sold or re-allotted or otherwise disposed of, to any other person, on such terms as the Board of Directors may determine.
 38. A person whose shares have been forfeited will remain liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to date of payment, in the same manner as if the shares had not been forfeited. Such person will also remain liable to satisfy any claims and demands which the Company might have enforced regarding the shares at the time of forfeiture, without any deduction or allowance for the value of the shares at the time of forfeiture. However, if the Company chooses to sell the forfeited shares, then the net consideration received by the Company for such shares will be deducted from the amount the person whose shares have been forfeited is liable to pay the Company.
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39. The forfeiture of a share will cause the extinction at the time of forfeiture of all claims and demands against the Company regarding the share, and all other rights and liabilities relating to the share as between the forfeiting Shareholder and the Company, except as provided by law.
40. A written declaration by a Director that a share has been duly forfeited according to these Articles and stating the date of forfeiture, will be conclusive evidence of the facts stated in the declaration against any persons claiming to be entitled to the forfeited shares. Such declaration, together with the Company's receipt for the consideration, if any, given for the forfeited shares on their sale or disposition, and a duly signed share certificate delivered to the purchaser, will confer good title to the shares. Such purchaser will be registered as the holder of the shares.

Conversion of Shares into Stock

41. (a) The Company may, by a Resolution of the Shareholders at a General Meeting, convert any paid-up shares into stock, and may reconvert any stock into paid-up shares of any denomination.
- (b) The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as the shares from which the stock arose might, prior to conversion, have been transferred, or as near thereto as circumstances admit; but the Board of Directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum.
- (c) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges, and advantages as regards dividends, voting at General Meetings, and other matters as if they held the shares from which the stock arose, but no such privileges or advantage, except participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.
- (d) Such of the Articles of the Company, as are applicable to paid-up shares shall apply to stock, and the words "share" and "Shareholder" therein shall include "stock" and "Stockholder".

Transfer of Shares

42. Transfer of fully paid up shares in the Company shall not require the approval of the Board of Directors.
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43. No transfer of shares shall be registered unless a proper instrument of transfer has been submitted to the Company, coupled, to the extent applicable, with the certificate for the shares to be transferred, and any other evidence as the Board of Directors may reasonably require of the title of the transferor. The transferor will be considered to remain the Shareholder until the name of the transferee is entered in the Register for the applicable shares.
44. The instrument of transfer of any share shall be in the usual or customary form or as near thereto as possible, and shall be signed by the transferor and transferee.
45. The Board of Directors may decline to register any transfer of shares, which have not been fully paid up.
46. The transfer books, the Register and registers of debenture-holders may be closed during such time as the Board of Directors deems fit, not exceeding a total of thirty (30) days in each year.
47. The Board of Directors may determine a fee to be charged for registration of a transfer.

Transmission of Shares upon Death, Bankruptcy or Dissolution

48. The executors and administrators of the deceased sole holder of a share or, if there are no executors or administrators, such persons, heirs (as evidenced by a probate or such other evidence as the Board of Directors may reasonably deem sufficient) shall be the only persons recognized by the Company as having any title to the share. In case of a share registered in the name of two or more holders, the Company shall recognize the survivor or survivors as the only persons having any title to or benefit in the share.
49. The receiver or liquidator of a Shareholder in winding-up or dissolution, or the trustee in bankruptcy, or any official receiver of any bankrupt Shareholder, upon producing such evidence as the Board of Directors may deem sufficient as to his authority to act in such capacity under this Article, may be registered as a Shareholder in respect of such shares, or may, subject to the regulations as to transfer herein contained, transfer such shares.

Borrowing Powers

50. The Company may from time to time, at its discretion, borrow or secure the payment of any sum or sums of money for the purposes of the Company.
 51. The Company may raise the funds for or secure the repayment of such sum or sums in such manner, at such times and upon such terms and conditions as it deems fit and, in particular, by the issue of bonds, perpetual or redeemable debentures, debenture stock, or any mortgages or charges, on the whole or any part of the property of the Company, both present and future, including its uncalled capital at that time and its called but unpaid capital.
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Convening of General Meetings

52. General Meetings will be held at least once in every calendar year at the time and place, and with an agenda, as may be determined by the Board of Directors. Shareholders representing at least ten percent (10%) of the Company's outstanding share capital and one percent (1%) of the Company's voting power may request the Chairman of the Board to add appropriate items to a General Meeting agenda.
 53. Unless otherwise determined by the Board of Directors and subject to the Law and applicable rules and regulations, the business of a General Meeting shall be to receive the financial statements and the Board of Directors report, to elect Directors, to appoint independent certified accountants, and to transact any other business which according to these Articles, the Law or any applicable rules or regulations, is to be addressed at a General Meeting. Each annual General Meeting will be called an "Annual Meeting", and any other General Meeting will be called a "Special Meeting".
 54. Each Annual Meeting will take place no later than fifteen (15) months after the previous Annual Meeting, and no later than the end of the applicable calendar year. The Board may convene a Special Meeting at any time it deems necessary.
 55. The Board of Directors will convene a Special Meeting on receipt of a written request from any of:
 - (a) two (2) Directors or twenty-five percent (25%) of the total number of Directors;
 - (b) one (1) or more Shareholders, holding at least five percent (5%) of the issued Share Capital and at least one percent (1%) of the Shareholders' voting power; or
 - (c) one (1) or more Shareholders holding no less than five percent (5%) of the Company's issued voting shares.
 56. A Special Meeting requested under Article 55 above will be convened within the period specified in the relevant provisions of the Law. If the Board of Directors fails to convene such meeting within such time, then the required Special Meeting may be convened, in the same manner as for other Special Meetings, by any of the Directors and/or by Shareholders who requested the convening (representing at least one-half of such Shareholders' voting rights), provided it is convened no later than three (3) months after submission of the written request to the Board.
 57. The Board of Directors will set a record date in accordance with the requirements of the Law, for Shareholders entitled to receive notice of and vote at a General Meeting. Subject to the terms of the Law, the date to be determined by the Board, shall not precede the date for which a General Meeting was called by more than forty (40) nor by less than four (4) days (or any longer or shorter period permitted by Law). The determination of a record date shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may set a new record date for the adjourned meeting.
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58. A written notice of the convening of a General Meeting will be given, at least twenty-one (21) days in advance, or a longer period as may be required under the Law or any other applicable rules and regulations. The notice will specify the place, date and time of the Meeting, the record date, and other items as specified in the Law. The place of the meeting will be in Israel unless otherwise specified by the Board.
59. (a) The accidental omission to give notice of a General Meeting to, or the non receipt of notice by, any Shareholder entitled thereto, shall not invalidate the proceedings at such meetings.
- (b) No shareholder present, in person or by proxy, at the commencement of a General Meeting shall be entitled to seek the revocation of any proceedings or resolutions adopted at such General Meeting on account of any defect in the notice of such meeting relating to the time or the place thereof.

Proceedings at General Meetings

60. No business will be transacted at any General Meeting or at any adjourned meeting unless a quorum is present. The quorum at any General Meeting or at any adjourned meeting, will be at least two (2) Shareholders present in person, by Proxy or by a Voting Instrument and holding or representing at least thirty three and one third percent (33 1/3%) of the issued voting ordinary shares.
61. If within one-half (1/2) hour from the time set for the holding of a General Meeting a quorum is not present, the meeting will be adjourned to the same day, time and place in the next week or as will be determined in the notice to the Shareholders, or another date and place as shall be determined by the Board of Directors.
62. Except as provided in these Articles, the Law and any other applicable rules and regulations, all business transacted at a General Meeting will be decided by a resolution adopted by a simple majority of the votes cast at the General Meeting, not taking into account abstentions.
63. The Chairman of the Board of Directors will preside at any General Meeting as the chairman of the General Meeting, but if there will be no such Chairman, or if at any General Meeting he will not be present or is unwilling to act as Chairman of the General Meeting, the Shareholders present will choose any Director to act as Chairman of the meeting. If no Director is present, or if all the Directors present decline to take the chair, the Shareholders present will choose a Shareholder present to be chairman of the meeting. The chairman of any General Meeting shall not be entitled to a second or tie-breaking vote.
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64. The chairman of a General Meeting may, with the consent of any General Meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place. No Shareholder will have the right to any other notice of adjournment. However, whenever a General Meeting is adjourned for twenty one (21) days or more, notice of the adjourned General Meeting will be given in the same manner as for the original General Meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting as originally called.

Voting at General Meetings; Voting Instruments

65. Shareholders in the Company who are registered in the Register on the date determined by the Board of Directors in its resolution to convene a General Meeting and who are present at the meeting, in person or by proxy, or deemed to be present by a Voting Instrument, shall be entitled to participate in and vote at the General Meeting.
66. The vote may be by show of hands, by secret ballot, by Voting Instrument or by any other manner authorized by the Board of Directors consistent with the Law. A Shareholder will have one (1) vote for each share held by him. However, unless otherwise determined by the Board, no Shareholder will be permitted to vote at a General Meeting or to appoint a Proxy to so vote unless he has paid all calls for payment and all moneys due to the Company from him with respect to his shares.
67. A Proxy present at a General Meeting will have the same rights as a Shareholder with respect to voting at a General Meeting. A Proxy may be granted to any person, whether or not such person is a Shareholder.
68. The vote of the senior of any joint Shareholders, whether in person, by Voting Instrument or by Proxy, will be accepted to the exclusion of the votes of other joint Shareholders. For the purpose of these Articles, seniority will be determined by the order in which the names appear in the Register.
69. An objection to a Shareholder's or a Proxy's right to vote in a General Meeting must be raised at the applicable meeting or adjourned meeting in which that person was supposed to vote. The chairman of the meeting will decide whether to accept or reject any objection raised at the proper time regarding the vote of a Shareholder or Proxy, and the chairman of the General Meeting's decision will be final. Every vote not disqualified as provided above will be valid for all matters at the General Meeting.
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70. A Shareholder that is a corporation or other form of legal entity will have the right to appoint a person to be its representative at any General Meeting. The representative so appointed will have the right to exercise on behalf of the entity he represents all the powers that the entity itself might exercise in connection with the General Meeting.
 71. A Shareholder who has been declared legally incompetent or has otherwise been appointed a legal guardian, may, following proof of appointment of a legal guardian or similar representative, vote at a General Meeting through such guardian or similar representative, whether in person, by Voting Instrument or by Proxy.
 72. A vote by Proxy or by Voting Instrument will be considered valid even in the event of the death or declaration of incompetence of the appointee/signatory or the cancellation of the Proxy appointment or Voting Instrument or expiration of a Proxy appointment or Voting Instrument in accordance with the Law and any other applicable rules and regulations, or the transfer of the shares for which the Proxy appointment or Voting Instrument was given, unless the Company receives at the Registered Office, prior to a General Meeting, a written notice as specified below. For a Voting Instrument or Proxy appointment that has been provided to the Company for a specific General Meeting to be considered invalid, a written notice of cancellation of a Voting Instrument or a Proxy appointment must be duly signed by the applicable Shareholder specifying the applicable shares, the name of the Shareholder, legal representative or successor in interest and nature of the event invalidating the Proxy appointment or Voting Instrument. In the event of voting by a secret ballot or by Voting Instrument, a notice canceling the appointment of a Proxy will be valid if it is signed by the appointee/signatory or its legal representative or successor in interest and received at the Registered Office no later than one (1) hour before the beginning of the vote.
 73. A Shareholder will have the right, to vote by a Voting Instrument as an alternative to voting in person or by Proxy. In all applicable cases, the Company will send the Voting Instrument to the Shareholders before the applicable General Meeting, no later than the time set for that purpose in the Law.
 74. A Shareholder has the right to vote by a separate Proxy with respect to each share held by him, provided that each Proxy will have a separate letter of appointment containing the serial number of the shares for which the Proxy is entitled to vote. If a specific share is included in more than one (1) letter of appointment, then no Proxy will have the right to vote such share.
 75. An instrument appointing a Proxy, which is not limited in time, will expire twelve (12) months after the date of its execution. If the appointment is for a limited time period, even exceeding twelve (12) months, the instrument will be valid for such period as specified in the instrument.
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76. (a) A Voting Instrument, instrument of appointment of a Proxy, power of attorney or other instrument relating to voting at a General Meeting, must be in writing.
- (b) Any instrument of appointment a of proxy, whether for any specified meeting or otherwise shall, as far as circumstances permit, be in the following form or in any other acceptable form approved by the Board of Directors:

"I, , of , being the holder of shares of NIS each, hereby appoint Mr. of to vote for me and on my behalf at the General Meeting of the Company to be held on the day of in the year and at any adjourned meeting of such meeting."

IN WITNESS WHEREOF I have set my hand this ___ day of the month of _____ in the year _____."

- (c) The original or a copy of such confirmed instrument will be delivered to the Registered Office, or to such other place in Israel or abroad as the Board may from time to time designate, at least twenty-four (24) hours before the time set for the applicable original or adjourned General Meeting. Otherwise, that person will not be entitled to vote that share through the instrument. At the request of the chairman of a General Meeting, written evidence of such authorization, in a reasonably acceptable form and content, satisfactory to the chairman of the General Meeting, shall be furnished to the chairman of the General Meeting.

Role and Composition of The Board of Directors

77. The Board of Directors will set the policies of the Company and oversee the execution by the General Manager of his tasks and acts. The Board will have all residual powers not granted under these Articles or by law to any other Company body.
78. The General Meeting may assume powers granted under these Articles or by Law to the Board of Directors. However, any decision to assume such powers must be adopted by a Special Majority and must specify the matters and time period for which such powers are assumed .
79. The number of Directors may be determined from time to time by the Board. Unless otherwise determined by the Board, the number of Directors comprising the Board will be at least four (4) and not more than ten (10). The majority of the Directors will be Independent Directors, and at least two (2) of the Directors shall be External Directors in accordance with the requirements of the Law. A Director is not required to be a Shareholder.
80. The Directors will be entitled to be reimbursed for reasonable expenses incurred by them in performing their services as Directors. The External Directors shall be paid for their services, as prescribed under the Law and as resolved by the General Meeting.
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81. Subject to the provisions of the Law, a Director (or any other Officer) shall not be disqualified by his holding of such office with the Company from holding any other office or function with the Company (other than the office of an Internal Auditor or Independent Certified Accountant) or from giving services for consideration to the Company, save that the additional employment of a Director and the terms thereof must be approved, as required by the Law; nor will a Director (or any other Officer) be disqualified by the holding of such office with the Company from holding any other office or function or from giving services for consideration to a company in which the Company holds any shares or in which it is interested in any other way.

Election, Appointment and Removal of Directors

82. Directors will be elected annually by the Shareholders at the Annual Meeting. Directors may be nominated in accordance with rules and regulations that may apply to the Company. Directors will hold office until the conclusion of the next Annual Meeting or until their earlier removal or resignation. However, if no Directors are elected at an Annual Meeting, then the persons who served as Directors immediately prior to the Annual Meeting shall be deemed reelected at the same meeting, and will continue to serve as Directors unless otherwise determined by the Annual Meeting. Directors will be eligible for re-election.
83. Notwithstanding Article 82 above:
- (a) the General Meeting may resolve that a director be elected for a period longer than by the next Annual Meeting but not longer than the third next Annual Meeting.
 - (b) Shareholders holding a majority of the outstanding share capital of the Company may remove or elect directors by a written notice to the Company.
 - (c) A General Meeting may, remove any Director from his office before the end of his term and can, by a resolution adopted by a simple majority, elect another person in his place.
84. The Chairman of the Board of Directors will be appointed by the Board from the Directors elected to their office. Such Director will serve as Chairman of the Board of Directors until he ceases to hold the office of Director or until the General Meeting replaces him.
85. The Board of Directors will have the power, from time to time, to appoint additional Directors if the current number of Directors is less than ten (10) or such other maximum number approved by the Board of Directors. Any Director so appointed will hold office until the conclusion of the next Annual Meeting, unless he is removed or resigns earlier.
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86. Where the office of a Director has been vacated, the remaining Directors may continue to act, but if their number is reduced below the minimum number specified in these Articles, or if the number of the Directors elected by a General Meeting is lower than the minimum number specified in these Articles, then the Director or Directors continuing to hold office shall not act except in case of an emergency, or for the purpose of increasing the number of Directors, by way of appointment of additional Directors, or for the purpose of convening a General Meeting of the Company, but not for any other purpose.
87. Subject to the terms of the Law, a Director will be removed if he:
- (a) becomes bankrupt or enters into similar status (and if the Director is a company, upon its winding-up);
 - (b) dies or is declared legally incompetent;
 - (c) resigns his office by notice in writing given to the Company;
 - (d) is removed by a resolution of a General Meeting; or
 - (e) upon the occurrence of any of the applicable events set forth in the Law.

Substitute Director

88. (a) A Director may, by notice in writing to the Company and subject to Sub-Section (b), appoint for a specific meeting a substitute (hereinafter referred to as "**Substitute Director**"), revoke the appointment of such Substitute Director and appoint another in his place. Any appointment, or revocation of appointment of a Substitute Director shall become effective on the date set in the respective notice of appointment or revocation, as the case may be, but not before delivery thereof to the Company.
- (b) A person may not act as a Substitute Director if he is not qualified to be appointed a Director or if he currently serves as a Director or Substitute Director.
- (c) A Substitute Director shall be entitled to receive notices of the meeting of the Board of Directors for which he has been appointed and to attend and vote at such meeting as if he were a Director, and he shall have all the rights and be subject to all obligations of the Director for whom he acts as Substitute Director.
- (d) The office of a Substitute Director shall ipso facto be vacated at the end of the meeting of the Board of Directors for which he has been so appointed; if he is removed from office in accordance with Sub-Section (a) hereof; if the office of the Director by whom he has been appointed Substitute Director is vacated for any reason whatsoever or upon the death of the Substitute Director or upon the occurrence of any of the events referred to in Article 88.
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External Directors

89. The Board of Directors will include at least two (2) External Directors or such other number, all as required in order to comply with the qualifications described in the Law.
90. An External Director will be nominated by a majority vote at a General Meeting, provided that:
 - (a) The majority vote at the General Meeting will include at least one-third (1/3) of the total number of the votes of the non-controlling Shareholders voting at the meeting. For the purposes of this Article, abstentions will not be counted towards the total number of the non-controlling Shareholders; and
 - (b) The total number of non-controlling Shareholders voting against the resolution appointing the External Director, is not more than one percent (1%) of the total voting rights in the Company.
91. The compensation and indemnification of expenses of External Directors will be determined in accordance with the applicable provisions of the Law.
92. An External Director will be appointed for a period of three (3) years. The term of his office may be extended by a resolution of the General Meeting for an additional three (3) years. An External Director may be removed from his office only in accordance with the applicable provisions of the Law.

Board of Directors Meetings

93. The Board of Directors may convene, adjourn and otherwise regulate its meetings, as it deems fit; provided, however, that the Board will meet at least once in every three (3) months period. Unless otherwise determined by the Board, the quorum for a Board meeting will be not less than thirty percent (30%) of the then number of Directors but in any event not less than two directors.
 94. No business shall be transacted at a meeting of the Board of Directors unless the requisite quorum is present at the commencement of the meeting, and no resolution shall be adopted unless the requisite quorum is present when the resolution is voted upon.
 95. Issues arising at any Board of Directors' meeting will be decided by a majority of votes cast at the meeting. In case of a tie, the Chairman will not have a second or casting vote.
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96. Each Director will receive at least 3 (three) days prior notice of a Board meeting. Such notice may be given by any means of communication as determined by the Chairmen or the Secretary, including, among others, telephone, facsimile or e-mail. Such notice will include the time and location of the meeting and a reasonable description of the meeting's agenda. Notwithstanding anything to the contrary herein, failure to deliver notice to a Director of any such meeting in the manner required hereby may be waived (in advance or retroactively) by such Director, and a meeting shall be deemed to have been duly convened notwithstanding such defective notice of such failure or defect. Without derogating from the foregoing, no Director present at the commencement of a meeting of the Board of Directors shall be entitled to seek the revocation of any proceedings or resolutions adopted at such meeting on account of any defect in the notice of such meeting relating to the time or the place thereof.
 97. At the request of any Director, the Secretary will summon a meeting of the Board of Directors.
 98. The Chairman of the Board of Directors shall take the chair at all meetings of the Board of Directors, but if there is no Chairman, or if at any meeting he is not present within fifteen (15) minutes of the time appointed for the meeting, or if he is unwilling to take the chair at the meeting, the Directors present shall choose on Director to serve as the Chairman of such meeting.
 99. A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Law and the Articles of the Company at that time vested in or exercisable by the Board of Directors.
 100. Directors may participate in a Board meeting or Board committee meeting by means of a telephone conference or other communications media, provided that all participating Directors can hear each other simultaneously. Participation by such means will be considered as presence in person at a meeting.
 101. All acts done at any meeting of the Board of Directors, or of a Committee of the Board of Directors, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Directors or members of a Committee of the Board of Directors or persons acting as aforesaid or any of them, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director or a member of such Committee of the Board of Directors.
 102. A resolution in writing signed by all of the Directors or to which all of the Directors have agreed in writing or by telephone or facsimile, shall be as valid and effective for all purposes as if passed at a meeting of the Board of Directors duly convened and held, and for the purpose of this Article "Director" shall include, if duly appointed therefore, a Substitute Director.
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103. Minutes in writing signed by the Chairman will serve as evidence of a resolution passed at a duly convened meeting of the Board of Directors.

Committees of the Board of Directors

104. Subject to the applicable provisions of the Law regarding matters that the Board may not delegate to a committee, the Board of Directors may delegate any of its powers to committees consisting of at least three (3) Directors, provided that each such committee shall include at least one (1) External Director. The Board of Directors may from time to time revoke such delegation or alter the composition of any such committee. Any committee so formed will exercise its powers in accordance with any directions given to it by the Board.

105. A Board committee may elect a chairman. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the committee members present may choose a committee member to be chairman of the meeting. Unless otherwise specifically directed by the Board of Directors, the meetings and proceedings of any committee will be governed by the applicable provisions in these Articles regulating the meetings and proceedings of the Board.

106. A committee may meet and adjourn as its members may determine. Issues arising at any meeting will be determined by a majority of votes of the members present. In case of a tie the chairman of the committee will not have a second or tie breaking vote.

107. The Board of Directors will appoint an Audit Committee. The composition, responsibilities and authorities of the Audit committee shall be in accordance with the Law and with the applicable rules and regulations the Company is subject to.

Local Management

108. The Board of Directors may from time to time, provide for the management and transaction of the affairs of the Company in any specified locality, whether in Israel or abroad, in such manner as it deems fit, and the provisions contained in the next following Article shall be without prejudice to the general powers vested by these Articles on the Board of Directors.

109. The Board of Directors may from time to time, and at any time, establish any local board or agency for managing any of the affairs of the Company in any such specified locality, and may appoint any person to be a member of such local board, or any manager or agent, and may fix their remuneration. Subject to the provisions of the Law, the Board of Directors may from time to time, and at any time, delegate to any person so appointed any of the powers, authorities and discretions at that time vested in the Board of Directors, on such terms and subject to such conditions as the Board of Directors deems fit, and the Board of Directors may at any time remove any person so appointed and may revoke or vary any such delegation.

General Manager

110. The Board of Directors shall from time to time appoint one or more persons, whether or not Directors as Chief Executive Officer or Officers, General Manager or Managers, or President of the Company, either for a fixed or an unlimited term, and from time to time (subject to any provisions of the Law and of any contract between any such person and the Company) remove or dismiss him or them from office and appoint another or others in his or their stead.
111. The remuneration of a General Manager, Chief Executive Officer and President, shall from time to time (subject to the provisions of the Law and any contract between him and the Company) be determined by the Board of Directors, and may be subject to a recommendation of the majority of the Independent Directors, or of a compensation committee comprised solely of Independent Directors.
112. The General Manager shall be responsible for the day-to-day management of the Company's affairs within the framework of the Company's policy set by the Board of Directors and subject to its directions; he shall have all management and execution powers not vested by the Law or these Articles in any other Organ, and he will be subject to the supervision of the Board of Directors. Subject to the provisions of the Law, the Board of Directors may from time to time, and at any time, entrust to and confer upon the General Manager such powers exercisable under the Articles by the Board of Directors as it may deem fit, and may confer such powers for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as it deems expedient; and it may confer such powers, either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of the Board of Directors in that behalf; and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

Dividends and Reserves

113. The Board of Directors may from time to time declare and cause the Company to pay to the Shareholders such interim or final dividend as the Board of Directors deems appropriate considering the profits of the Company and in compliance with the provisions of the Law. The Board may set the dividend record date (which date may be on or after the date of declaration) and the time for payment.
 114. No dividend shall be paid otherwise than out of the profits of the Company.
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115. No dividend shall be paid other than in compliance with the provisions of the Law; and no dividend shall carry interest as against the Company.
116. The Board of Directors may, before declaring any dividend, set aside, out of the profits of the Company, such sums as it deems appropriate, as a reserve fund to meet contingencies, or for equalization of dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purposes as the Board of Directors shall in its absolute discretion deem conducive to the interests of the Company; and may invest such sum(s) so set aside in such investments as it may deem fit, and from time to time vary such investments, and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve fund into such special funds as it deems fit, and use the reserve fund or any part thereof in the business of the Company, and that without being bound to keep the same separate from the other asset of the Company.
117. Subject to special rights of Shareholders and subject to the provisions of these Articles, dividends, whether in cash or in bonus shares, shall be paid or distributed, as the case may be, to Shareholders pro rata to the amount paid up or credited as paid up on account of the of their shares, without taking into consideration any premium paid thereon; but the amount paid up on account of a share prior to call being made thereon or prior to the due date for payment thereof, and on which the Company is paying interest, shall not, for purposes of this Article, be deemed to be an amount paid up on account of a share. Notwithstanding the above, and to the extent that the rights attached to the shares or the terms of issue thereof otherwise provide, the Board of Directors may determine that any amount paid on a share during the period in respect of which the dividend has been declared shall entitle the holder of such share only to a proportionate amount of the dividend having regard to the date of the payment of the said amount of capital.
118. Unless otherwise directed by the Board of Directors or by a General Meeting, any dividend may be paid by check or bank transfer to the registered address of the Shareholder; or in case of joint Shareholders, to the one of them first named in the Register regarding the joint holding. The receipt of the person whose name on the record date appears on the Register as the owner of any share, or in the case of joint Shareholders, of any one of such joint Shareholders, will be sufficient evidence of all payments made for such share. All dividends unclaimed after having been declared may be invested or otherwise used as directed by the Board for the benefit of the Company until claimed. Upon the lapse of seven (7) years from the declaration of such dividends, the Company will have no obligation to pay the unclaimed dividend. No unclaimed dividend or interest will bear interest from the Company.
119. Without derogation from the provisions of Section 113, upon the recommendation of the Board of Directors approved by a resolution at a General Meeting, any General Meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund, or to the credit of the reserve fund for the redemption of capital or in the hands of the Company and available for distribution of dividends, or representing premiums received on the issue of shares and standing to the credit of the share premium account, be capitalized and distributed among such of the Shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportion and on the same basis ; and that all or any part of such capitalized fund be applied on behalf of such Shareholders in paying up in full, either at par or at such premiums as the resolution may provide, any unissued shares or debentures of the Company, which shall be distributed accordingly and shall be accepted by such Shareholders in full satisfaction of their rights in the said capitalized sum.
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120. Without derogation from the provisions of Section 113, a General Meeting may resolve that a dividend be paid, in whole or in part, in cash and/or by the distribution of specific assets and, in particular, by distribution of paid-up shares, paid-up debentures, or debenture stock of any other company, or in any one or more combinations of such ways.
121. In order to give effect to any resolution regarding the distribution of shares or debentures by way of capitalization of profits as aforesaid, the Board of Directors may:
- (a) settle, in such manner as it deems fit, any difficulty arising with regard to the distribution and take any steps it deems fit to overcome such difficulty;
 - (b) issue certificates for fractions of shares or resolve that fractions of lesser amount than that decided upon by the Board of Directors will not be taken into account for the purpose of adjusting the rights of the shareholders, or sell fractions of shares and pay the net consideration to the persons entitled thereto;
 - (c) sign on the shareholders' behalf any contract or other document that may be required in order to give effect to the distribution, and in particular it may sign and submit for registration a contract as mentioned in section 291 of the Law;
 - (d) make any arrangement or other settlement required, in the board of directors' opinion, to facilitate the distribution.
122. The Board of Directors may deduct from any dividend or other amount to be paid in respect of shares held by any Shareholder, whether alone or together with another Shareholder, any sum or sums due from him and payable by him, alone or together with any other person, to the Company on account of calls or the like.
123. If several persons are registered as joint holders of any share, any one of them may give valid receipts for any dividends payable on the share.
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Minutes

124. The Board of Directors shall cause minutes to be duly entered in books provided for that purpose:
- (a) of the names of the Directors present at each meeting of the Board of Directors and of any Committee of the Board of Directors;
 - (b) of the names of the Shareholders present at each General Meeting;
 - (c) of all directions given by the Board of Directors to any Committee of the Board of Directors;
 - (d) of the proceedings and resolutions of General Meetings and of meetings of the Board of Directors and Committees of the Board of Directors.
125. Any minutes, as aforesaid, of a meeting of the Board of Directors, which is confirmed and signed by the chairman of the meeting or by the Chairman of the Board of Directors, and any minutes of a meeting of a Committee of the Board of Directors or of a General Meeting, if signed by the chairman of such meeting, shall be accepted as prima facie evidence of the matters therein recorded.

Stamp and rights of signature

126. The Company shall have a stamp, and the Board of Directors shall provide for the safe custody of such stamp.
127. The Board of Directors shall be entitled to authorize any person(s) (even if such person(s) is/are not Director(s) of the Company) to act and sign on behalf of the Company, and the acts and signatures of such person or persons on behalf of the Company shall bind the Company insofar as such person or persons acted and signed within the scope of his or their authority.

The Secretary, officers and Attorneys

128. Unless otherwise determined by the Board of Directors, the Chairman of the Board of Directors, the President or any committee or officer authorized by the Board of Directors may from time to time appoint a Secretary for the Company, as well as other officers, personnel, agents and employees, to permanent, temporary or special positions, and the General Manager may determine and/or modify their titles, powers, duties, remuneration, salaries and bonuses. The Chairman of the Board of Directors, the President, or any committee or officer authorized by the Board of Directors may from time to time, in its discretion, revoke such appointments, modify their scope, or suspend the service of any one or more of such persons.
129. The Board of Directors may from time to time, and at any time, by power of attorney, appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the Company's Attorney or Attorneys for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the General Manager under the Law or these Articles), and for such period and subject to such conditions as it deems fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the General Manager may deem fit, and may also authorize any such Attorney to delegate all or any of the powers, authorities and discretions vested in him.
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Accounts

130. The Board of Directors will cause the Company's books of accounts to be kept in accordance with legal requirements. A Shareholder who is not a Director shall not have any right of inspecting any account or book or document of the Company except as conferred upon him by Law or authorized by the Board of Directors or by the General Meeting.
131. The Company will issue financial statements as required by the Law and other applicable rules and regulations. The issued financial statements will be available for inspection by the Board of Directors and Shareholders at the Registered Office during regular office hours.

Independent Certified Accountants

132. The Company will appoint Independent Certified Accountants at a General Meeting. The Independent Certified Accountants will hold office until the end of the next Annual Meeting. However, the Shareholders at a General Meeting may remove the Independent Certified Accountants or extend the term of appointment for up to three (3) years. The independency, certification and registration of the Independent Certified Accountant shall be in accordance with the Law and applicable rules and regulations.
133. The fee of the Independent Certified Accountants will be set and approved by the Board of Directors.

Internal Auditor

134. (a) The Board of Directors, subject to the recommendation of the Audit Committee, will appoint an Internal Auditor for the Company. The Internal Auditor will report to the General Manager.

(b) The Internal Auditor may only be removed or replaced in accordance with the applicable provisions of the Law.
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Mergers

135. Notwithstanding Section 327 of the Law, the Company may approve any Merger as defined in the Law, by a resolution adopted by a simple vote cast at a General Meeting, not taking into account abstentions.

Notices

136. (a) Notices by the Company to a Shareholder shall be given by registered mail to the address, if any, supplied by such Shareholder for the purpose of giving notices, as listed in the Register. In the absence of such address, notice shall be deemed to have been given by posting thereof at the Registered Office of the Company. Notice may also be given by way of transmission of facsimile and/or e-mail, based on details of such Shareholder as listed in the Register.
- (b) Notice by registered mail or notice sent to any address outside of the State of Israel shall be deemed received three (3) days from the date on which a properly addressed, prepaid enclosure containing the notice was mailed. Notice by facsimile and/or e-mail, shall be deemed to be received one (1) day from their transmission.
137. Notice to joint Shareholders may be given by sending it only to the Shareholder first named in the Register for the applicable shares.
138. (a) The Board of Directors may authorize other methods of notice to Shareholders that are consistent with the Law and applicable rules and regulations.
- (b) Notices of General Meetings will contain the information required by the Law and applicable rules and regulations.

Exemption, Insurance and Indemnity

139. The Company may exempt any Officer from his liability to the Company for breach of duty of care, to the maximum extent permitted by law, before or after the occurrence giving rise to such liability.
140. Subject to the provisions of the Law, the Company may exempt and release in advance or retroactively, any Officer from liability resulting from his breach of his duty of care to the Company.
141. Subject to the provisions of the Law, the Company may procure, as the Board may from time to time determine, Directors' and Officers' liability insurance covering the liabilities of an Officer for any act done by him by virtue of being an Officer, in respect of any of the following:
- (a) breach of duty of care towards the Company or towards any other person;
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- (b) breach of fiduciary duty towards the Company, provided that such Officer acted in good faith and had a reasonable basis to assume that his action would not harm the interests of the Company;
- (c) financial liabilities imposed on him in favor of a third party; or
- (d) any other event for which insurance of an Officer is or may be permitted.

142. Subject to the provisions of the Law, the Company may undertake in advance or retroactively to indemnify any past or present Officer in respect of a liability or expense as detailed in Article 143 below, imposed on him as a result of an act carried out in his capacity as an Officer. However, if made in advance, such undertaking will be limited to the kinds of events that, in the Board's opinion, are foreseeable at the time of the approval of the indemnification undertaking and will be limited to the amount fixed by the Board as reasonable under the circumstances which shall not exceed 25% of the Company's Shareholders Equity for the time being.

143. An indemnity, as provided in Article 142 above, may be issued in respect of a liability or expense as follows:

- (a) financial liability imposed upon said Officer in favor of another person by virtue of a decision by a court of law, including a decision by way of settlement or a decision in arbitration which has been confirmed by a court of law;
- (b) reasonable expenses of the proceedings, including lawyers' fees, expended by the Officer or imposed on him by the court for:
 - (1) proceedings issued against him by or on behalf of the Company or by a third party;
 - (2) criminal proceedings in which the Officer was acquitted; or
 - (3) criminal proceedings in which he was convicted in an offense, which did not require proof of criminal intent; or
- (c) any other liability or expense for which the indemnification of an Officer is not precluded by Law.

144. Subject to the provisions of the Law, the Company may issue an undertaking in advance or retroactively to indemnify any person, including an Officer, who acts or acted on behalf or at the request of the Company as a director or officer of another company in which the Company, directly or indirectly, is a shareholder, or in which the Company has any other interest. Such indemnity will be in respect of a liability or expense referred to in Article 143 above, imposed on him as a result of an act carried out by him in his capacity as a director or officer of the other company.

However, such undertaking, if made in advance, will be limited to the kinds of events that, in the Board's opinion, are foreseeable at the time of the approval of the indemnification undertaking and will be limited to the amount set by the Board as reasonable under the circumstances which shall not exceed 25% of the Company's Shareholders Equity for the time being.

145. Subject to the provisions of the Law, nothing in these Articles will limit the Company, in any manner, from entering into an agreement of liability insurance, or in granting an exemption or indemnification in respect of:
- (a) an Officer, or a director or officer of another company as provided in Article 144 above, to the extent that the insurance, exemption or indemnity is not prohibited by law; or
 - (b) any person who is not an officer, or a director of another company as provided in Article 144 above, including but not limited to employees and representatives of the Company.

Reorganization and Winding Up

146. If the Company will be wound up voluntarily the liquidators may, with the approval of a Special Majority of the Shareholders voting at a General Meeting, divide among the Shareholders any part of the Company's assets remaining after payment of all of the Company's outstanding obligations. Such approval may also vest any part of the Company's assets to trustees under trusts for the benefit of the Shareholders as the liquidators may determine.
147. On any sale of the Company or its assets through a liquidation or winding-up, a Special Majority of the Shareholders voting at a General Meeting may authorize the Board of Directors or liquidators to: (a) accept fully or partly paid up Shares, debentures, or other Company securities, whether registered in Israel or in other jurisdictions, whether existing or contingent, for the purchase in whole or in part of Company property and, if the profits of the Company permit, distribute such shares, securities or any other Company property among the Shareholders without requiring their realization, or vest the same in trustees for their benefit; and/or
- (b) distribute or appropriate the Company's cash, Shares, other securities, benefits or property as so approved at the General Meeting. In such case, all Shareholders will be bound to accept any valuation on distribution so authorized, and will waive all rights in relation to such valuation, except where otherwise required by law.

Amendments to Articles

148. These Articles may be amended, in whole or in part, by an Ordinary Majority of the Shareholders voting at a General Meeting.
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LIST OF SUPERCOM LTD's SUBSIDIARIES

The following is a list of the Company's active subsidiaries as at December 31, 2021:

Name of active Subsidiary	Jurisdiction of Organization	Percent Owned
S.B.C. Aviation Ltd.	Israel	100%
SuperCom Inc.	United States	100%
SuperCom IP LLC.	United States	99.98%
SuperCom Slovakia A.S.	Slovakia	66%
Prevision Ltd.	Israel	100%
Safend Ltd.	Israel	100%
Leaders in Community Alternatives, Inc.	United States	100%
Alvarion Technologies Ltd	Israel	100%

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.

I, Ordan Trabelsi, certify that:

1. I have reviewed this Annual Report on Form 20-F of SuperCom Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 4, 2022

/s/ Ordan Trabelsi
Ordan Trabelsi*
Chief Executive Officer

* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

CERTIFICATION OF ACTING CHIEF FINANCIAL OFFICER

Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended.

I, Arie Trabelsi, certify that:

1. I have reviewed this Annual Report on Form 20-F of SuperCom Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13(a)-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent function):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 4, 2022

/s/ Arie Trabelsi
Arie Trabelsi*
Acting Chief Financial Officer

* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of SuperCom Ltd. (the “Company”) on Form 20-F for the period ended December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Ordan Trabelsi, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Ordan Trabelsi

Ordan Trabelsi*
Chief Executive Officer

Date: April 4, 2022

This Certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

* The originally executed copy of this Certification will be maintained at the Company’s offices and will be made available for inspection upon request.

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of SuperCom Ltd. (the “Company”) on Form 20-F for the period ended December 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Arie Trabelsi, Acting Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Arie Trabelsi

Arie Trabelsi*

Acting Chief Financial Officer

Date: April 4 , 2022

This Certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

* The originally executed copy of this Certification will be maintained at the Company’s offices and will be made available for inspection upon request.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-121231 and 333-175785) and on Form F-3 (No. 333-261442) of SuperCom Ltd. of our report dated April 4, 2022 relating to the consolidated financial statements, which appears in this Form 20-F.

Tel Aviv, Israel
April 4, 2022

/s/ Halperin Ilanit
Certified Public Accountants
