



SuperCom Ltd.

NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS

November 12, 2026

Notice is hereby given that the 2026 Annual General Meeting of the Shareholders (the "**Meeting**") of SuperCom Ltd. (the "**Company**") will be held at the offices of SuperCom Ltd, 3, Rothschild Street, Tel Aviv, Israel, on November 12, 2026, at 3:00 p.m. (Israel time), for the following purposes:

1. To reappoint BKR – YAREL & Partners CPA Firm, of Tel Aviv, Israel, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026, and to authorize the Company's Audit Committee to determine its remuneration based on the scope and nature of its services.
2. To re-elect Mr. Arie Trabelsi as a director of the Company for a term expiring at the Company's 2027 Annual General Meeting of Shareholders.
3. To re-elect Mr. Tal Naftali Shmuel as an independent director of the Company for a term expiring at the Company's 2027 Annual General Meeting of Shareholders.
4. To approve grants of options to purchase 4,000 ordinary shares of the Company to each of the Company's four directors, including its two external directors, on the terms described in item 4 of the accompanying Proxy Statement.
5. Presentation and Discussion of the Company's 2025 Consolidated financial statements.

Shareholders of record at the close of business on October 16, 2026, will be entitled to receive notice of, and to vote at the Meeting.

Shareholders who do not expect to attend the Meeting in person are requested to mark, date, sign and mail the enclosed proxy as promptly as possible.

By Order of the Board of Directors of SuperCom Ltd.

Date: October 18, 2026



SuperCom LTD.

**3 Rothschild Street
Tel Aviv
Israel**

ANNUAL GENERAL MEETING OF SHAREHOLDERS

November 12, 2026

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

**The Proxy Statement and Proxy Card
are available at:**

<http://www.supercom.com/investors>



We are sending you this Proxy Statement because you hold Ordinary Shares of the Company, NIS 0,01 par value each (the "**Ordinary Shares**"). The Board of Directors of the Company (the "**Board**") is asking that you sign and send in your proxy card, attached to this Proxy Statement, in order to vote at the Meeting or at any adjournment of the Meeting.

How You Can Vote

You can vote your shares by attending the Meeting or by completing, signing and returning the Proxy Card. Attached is the Proxy Card for the Meeting that is being solicited by our Board. Please follow the instructions on the Proxy Card. You may change your mind and cancel your Proxy Card by sending us written notice, by signing and returning a Proxy Card with a later date, or by voting in person or by proxy at the Meeting. We will not be able to count a Proxy Card unless we receive it at our principal offices at the above address, not less than twenty-four (24) hours prior to the time set for the Meeting. If you sign and return the enclosed Proxy Card, your shares will be voted in favor of all of the proposed resolutions, whether or not you specifically indicate a "for" vote, unless you clearly vote "against" or "abstain" in respect of a specific resolution, without the appropriate indication, your votes will not be counted.

Who Can Vote

You are entitled to receive notice of the Meeting and to vote at the Meeting if you were a shareholder of record at the close of business on October 16, 2026. You are also entitled to vote at the meeting if you held Ordinary Shares through a bank, broker or other nominee, which was one of our shareholders of record at the close of business on October 16, 2026. We are mailing the Proxy Cards to our shareholders on or about October 16, 2026, and we will solicit proxies primarily by mail or Company's website. Proxy Cards will be available on the Company's website <http://www.supercom.com> on or about October 16, 2026. The original solicitation of proxies by mail may be further supplemented by solicitation by telephone, mail, email and other means by certain of our officers, directors, employees and agents, but they will not receive additional compensation for these services. The Company will bear the cost of the solicitation of the proxy cards, including postage, printing and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of Ordinary Shares.

Quorum and Required Vote

Each Ordinary Share is entitled to one vote upon each of the matters to be presented at the Meeting. Under the Company's articles of association (the "**Articles**"), the Meeting will be convened properly if at least two shareholders attend the meeting in person or sign and return proxies, provided that they hold shares representing more than 33.333% of the voting power (the "**Quorum**"). If within one-half (1/2) hour from the time set for the Meeting a Quorum is not present, the Meeting will be adjourned to the same time and place the following day, or to another date and place as shall be determined by the Board .

Under Israeli law, broker non-votes and abstentions will be counted toward the required Quorum, but will then have no effect on whether the requisite vote is obtained (that is, they will not be counted as voting for or against the proposals).



ITEM 1 – Reappointment of independent Registered Public Accounting Firm.

The Board of Directors recommends that shareholders approve the reappointment of BKR – YAREL & Partners CPA Firm, of Tel Aviv, Israel, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

Shareholders will also be asked to authorize the Company's Audit Committee to determine the firm's remuneration based on the scope and nature of its services.

The following resolution will be proposed at the Meeting:

RESOLUTION NO. 1

“RESOLVED, that BKR – YAREL & Partners CPA Firm be, and hereby is, reappointed as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026, and that the Company's Audit Committee be, and hereby is, authorized to determine the firm's remuneration based on the scope and nature of its services.”

The affirmative vote of a majority of the Ordinary Shares voting on this proposal in person or by proxy is required in order to approve the above resolution No 1.

The Board of Directors recommends a vote FOR Resolution No. 1



ITEM 2 – REELECTION OF DIRECTOR

The Board of Directors has nominated Mr. Arie Trabelsi for re-election as a director of the Company for a term expiring at the Company's 2027 Annual General Meeting of Shareholders.

Unless otherwise instructed, the persons named in the enclosed proxy will vote the Ordinary Shares represented by properly executed and returned proxy cards **FOR** Mr. Trabelsi's re-election. If Mr. Trabelsi is unable to serve, the persons named in the proxy will, to the extent permitted by applicable law and the terms of the proxy, vote for a substitute nominee designated by the Board of Directors.

Mr. Trabelsi has advised the Company that he is willing to continue serving as a director if re-elected and has provided the Company with the declaration required under the Israeli Companies Law. The declaration is available for inspection at the Company's registered office.

The following summarizes Mr. Trabelsi's professional background, including his principal occupations during the past five years.

Mr. Arie Trabelsi

Mr. Trabelsi has served as Chairman of the Company's Board of Directors. He joined the Company in November 2010 as President and Chief Executive Officer and served as Chief Executive Officer from November 1, 2010 until November 12, 2011, and from June 1, 2012 until February 21, 2022.

Mr. Trabelsi has more than 30 years of experience in the global wireless, internet and communications industries. He holds a B.Sc. in Electrical and Computer Engineering from Ben-Gurion University and an M.Sc. in Computer Engineering from Drexel University in Philadelphia, Pennsylvania.

The following resolution will be proposed at the Meeting:

RESOLUTION NO. 2

"RESOLVED, that Mr. Arie Trabelsi be, and hereby is, re-elected as a director of the Company for a term expiring at the Company's 2027 Annual General Meeting of Shareholders."

Approval of Resolution No. 2 requires the affirmative vote of a majority of the votes cast on this proposal by holders of Ordinary Shares, in person or by proxy.

The Board of Directors recommends a vote FOR Resolution No. 2



ITEM 3 – REELECTION OF INDEPENDENT DIRECTOR

The Board of Directors has nominated Mr. Tal Naftali Shmuel for reelection as an independent director of the Company for a term expiring at the Company's 2027 Annual General Meeting of Shareholders.

Unless otherwise instructed, the persons named in the enclosed proxy will vote the Ordinary Shares represented by properly executed and returned proxy cards **FOR** Mr. Shmuel's reelection. If Mr. Shmuel is unable to serve, the persons named in the proxy will, to the extent permitted by applicable law and the terms of the proxy, vote for a substitute nominee designated by the Board of Directors who meets the applicable independence requirements.

Mr. Shmuel has advised the Company that he is willing to continue serving as an independent director if reelected and has provided the Company with the declaration required under the Israeli Companies Law. The declaration is available for inspection at the Company's registered office.

The following summarizes Mr. Shmuel's professional background.

Mr. Tal Naftali Shmuel

Mr. Shmuel has served as an independent director of the Company since March 17, 2022. He is a certified public accountant in Israel with more than 11 years of experience in financial reporting under GAAP and IFRS, financial statement auditing and taxation.

Mr. Shmuel has extensive experience advising and representing individuals and companies in tax and financial matters. He is the owner and head of a CPA firm in Israel and holds a B.A. in Accounting and Economics from Ruppin College, Israel.

The following resolution will be proposed at the Meeting:

RESOLUTION NO. 3

"RESOLVED, that Mr. Tal Naftali Shmuel be, and hereby is, reelected as an independent director of the Company for a term expiring at the Company's 2027 Annual General Meeting of Shareholders."

Approval of Resolution No. 3 requires the affirmative vote of a majority of the votes cast on this proposal by holders of Ordinary Shares, in person or by proxy.

The Board of Directors recommends a vote FOR Resolution No. 3.

ITEM 4 – Approval of Option Grants to Directors, Including External Directors

Background and Rationale

Under the Israeli Companies Law, compensation payable to a director, including the grant of options, that is consistent with the Company's compensation policy requires approval by the Compensation Committee, the Board of Directors and the shareholders, in that order. Compensation payable to external directors is also subject to the applicable Compensation Regulations and Relief Regulations.

The Compensation Committee and the Board of Directors reviewed comparative market data concerning the equity compensation of directors at a peer group of Israeli Nasdaq-listed and dual-listed companies. Following this review, the Compensation Committee and the Board of Directors determined that the proposed option grants would provide an appropriate incentive for the directors' continued service and contributions to the Company and would be in the Company's best interests.

Accordingly, the Compensation Committee and the Board of Directors approved, subject to shareholder approval, the grant of options to purchase 4,000 Ordinary Shares to each of the following four directors:

Director	Position	Ordinary Shares Underlying the Proposed Options
Arie Trabelsi	Director	4,000
Tal Naftali Shmuel	Independent Director	4,000
Oren Raoul De Lange	External Director	4,000
Shoshana Cohen Shapira	External Director	4,000

The Compensation Committee and the Board of Directors also determined that the proposed grants, including their terms and value, are consistent with the Company's Compensation Policy.

Terms of the Proposed Options

The 4,000 options will be granted under the Company's 2026 ISOP, as amended, and the applicable option agreements, on the following terms:

1. **Grant Date.** The date of grant will be **December 1, 2026**, subject to receipt of the required approvals.
2. **Exercise Price.** The exercise price per Ordinary Share will equal to the average closing price of the Company's Ordinary Shares on Nasdaq during the 30 trading days preceding the grant date.

3. **Alternate Number of options.** each director may choose to get lower number of options in stead of 4,000 option at exercise price of 0.01\$ while the number of the option will reflect the same B&S market value of the 4000 options at he markets exercise price as described at section 2 above.
4. **Net Exercise.** The options will be exercisable on a net exercise basis in accordance with the mechanism approved for the grants and set out in the applicable option agreements
5. **Vesting.** The options will vest over one year in four quarterly instalments, with 25% vesting on each of March 1, June 1, September 1 and December 1, 2027, subject to the recipient's continued service and the terms of the 2026 ISOP and the applicable option agreement.
6. **Term and Expiration.** The options will expire on the third anniversary of the grant date, subject to earlier termination under the 2026 ISOP and the applicable option agreement. Any options remaining unexercised at the applicable expiration date will terminate automatically.

RESOLUTION NO. 4

The shareholders are requested to adopt the following resolution:

“RESOLVED, to approve grants of options to purchase 4,000 ordinary shares of the Company to each of the Company’s four directors, including its two external directors, on the terms described in item 4 of the accompanying Proxy Statement.”

The approval of the above Proposal 4 requires the affirmative vote of shareholders present in person or by proxy and holding Ordinary Shares amounting in the aggregate to at least a majority of the votes actually cast with respect to such proposal. Furthermore, under the Israeli Companies Law, the approval of such proposal requires that either: (i) said majority includes at least half of the voting power of the non-controlling and non-interested shareholders who are present in person or by proxy and who vote on such proposal; or (ii) the total votes cast in opposition to the proposal by the non-controlling and non-interested shareholders does not exceed 2% of all the voting power in the Company.

Each shareholder voting at the Meeting or prior thereto by means of the accompanying proxy card is requested to notify us if he, she or it has a Personal Interest in connection with this Proposal 4 as a condition for his or her vote to be counted with respect to this Proposal 4.

If any shareholder casting a vote in connection hereto does not notify us if he, she or it has a Personal Interest with respect to this Proposal 4, his, her or its vote with respect to this Proposal 4 will be disqualified. For this purpose, “Personal Interest” is defined as: (1) a shareholder’s personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of his or her relative (which includes for these purposes any members of his/her (or his/her spouse's) immediate family or the spouses of any such members of his or her (or his/her spouse's)

(ii) a personal interest of a body corporate in which a shareholder or any of his/her aforementioned relatives serves as a director or the chief executive officer, owns at least 5% of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer, but (2) excluding (a) a personal interest arising solely from the fact of holding shares in the Company or in a body corporate; or (b) a personal interest that is not a result of connections with a controlling shareholder.

Board Recommendation

The Board of Directors recommends a vote FOR the foregoing resolution.

Summary Compensation Table

A recent amendment to the regulations promulgated under the Israeli Companies Law requires us to disclose the annual compensation of our five most highly compensated officers (or all the named executive officers if there are less than five) on an individual basis, rather than on an aggregate basis, as was previously permitted for Israeli public companies listed overseas.

The following table includes information for the year ended December 31, 2025 concerning the five (5) most Highly Compensated Officers or key employees of our company, (the figures below reflect the applicable cost of employment on an annual basis):

	Yoad Ayash	Gil Alfi	Ido Rozenfeld	Barak Trabelsi	Arkadi Tachman
Annual salary cost and other benefits (\$)	203,309	195,226	188,987	240,392	226,810
Bonus and Commission (\$)	-	118,447	-	26,248	-
Equity-Based Compensation (\$)	-	-	-	-	-
Total (\$)	203,309	313,673	188,987	266,640	226,810



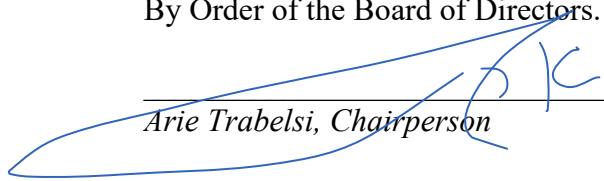
ITEM 5 – Presentation and Discussion of the Company's 2025 Consolidated Financial Statements

At the Meeting, the audited consolidated financial statements for the year ended December 31, 2025 will be presented. We will hold a discussion with respect to the financial statements at the Meeting. This Item will not involve a vote of the shareholders.

The foregoing consolidated financial statements report for the year ended December 31, 2025, which was filed with the SEC on April 28, 2026 on a Form 20-F, is available on our website at www.supercom.com or through the EDGAR website of the SEC at www.sec.gov. None of consolidated financial statements, or the contents of our website form part of the proxy solicitation material

Shareholders are urged to complete and return their proxies promptly in order to, among other things, insure action by a quorum and to avoid the expense of additional solicitation. If the accompanying proxy is properly executed and returned 24 hours prior to the time appointed for the Meeting, and a choice is specified, the shares represented thereby will be voted as indicated thereon. If no specification is made, the proxy will be voted in favor of the proposals described in this proxy statement.

By Order of the Board of Directors.



Arie Trabelsi, Chairperson

Dated: October 18, 2026