



# SuperCom Ltd.

## NOTICE OF SPECIAL GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS

**March 16, 2025**

Notice is hereby given that the Special General Meeting of the Shareholders (the "**Meeting**") of SuperCom Ltd. (the "**Company**") will be held at the offices of SuperCom Ltd, 3, Rothschild Blvd., Tel Aviv, Israel, on March 16, 2025, at 3:00 P.M (Israel time), for the following purposes:

To approve an increase of the Company's authorized share capital, and to adapt new Shareholder Rights Plan, and to amend our Memorandum and Articles of Association accordingly.

Shareholders of record at the close of business on February 19, 2024, will be entitled 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,  
SuperCom Ltd.

Date: February 19, 2025



# **SuperCom LTD.**

**3 Rothschild Blvd.  
Tel Aviv  
Israel**

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## **SPECIAL GENERAL MEETING OF SHAREHOLDERS**

**March 16, 2025**

### **NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

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

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



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 vote at the Meeting if you were a shareholder of record at the close of business on February 19, 2025. 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 February 19, 2025. The Proxy Cards will be available to our shareholders on or about February 21, 2025, and we will solicit proxies primarily thru our website. Proxy Cards will be available on the Company's website <http://www.supercom.com> on or about February 19, 2025. 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.

### ***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 – Increasing the Company's authorized share capital.**

As of February 19, 2025, 3,514,929 Ordinary Shares of the Company's Ordinary Shares were issued or reserved for issuance under the Company's option plans and other warrants issued by the Company, and our authorized ordinary share capital was NIS 250,000,000 divided into 5,000,000 Ordinary Shares of NIS 50 par values each.

Our Board of Directors has unanimously adopted a resolution recommending that our shareholders increase our authorized ordinary share capital to NIS 750,000,000 divided into 15,000,000 Ordinary Shares of NIS 50 par values each, and to amend our Memorandum of Association and Articles of Association to reflect such increase. Our Board of Directors believes that such increase will allow us to fulfill our obligations to our shareholders and will support our strategic plan.

It is proposed that at the Meeting the shareholders adopt the following resolution, which our Board of Directors believes to be in the best interests of us and our shareholders:

### **RESOLUTION NO. 1**

“**RESOLVED**, to increase the authorized (registered) share capital of the Company to NIS 750,000,000 divided into 15,000,000 Ordinary Shares of NIS 50 par values each, and to amend the Memorandum of Association and Articles of the Company accordingly.”

*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 the foregoing resolution.**

## **ITEM 2 – Shareholder Rights Plan**

Our Board of Directors has unanimously adopted a resolution recommending that our shareholders approve a Shareholders Rights Plan as outlined in Annex A – “Proposed Amended Articles of Association of the Company”. The Board of Directors believes that the proposed Plan is for the best interest of the Company and its Shareholders and will support its strategic plans.



**RESOLUTION NO. 2**

“**RESOLVED**, To adapt a Shareholders Rights Plan as outlined in Annex A, and to amend the Memorandum of Association and Articles of Association accordingly”

*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 2.*

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

*By Order of the Board of Directors.*

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*Arie Trabelsi, Chairperson*

*Dated: February 19, 2025*