



SuperCom Ltd.

NOTICE OF SPECIAL GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS

August 14, 2024

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 August 14, 2024, at 3:00 P.M (Israel time), for the following purposes:

Approval to effect the Reverse Stock Split of the Company's issued and outstanding ordinary shares, par value NIS 2.5 per share, at the Company's Board of Directors' discretion, at a ratio to be determined in the discretion of the Company's Board of Directors, and to amend our Memorandum and Articles of Association accordingly.

Shareholders of record at the close of business on July 22, 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: July 22, 2024



SuperCom LTD.

**3 Rothschild Blvd.
Tel Aviv
Israel**

SPECIAL GENERAL MEETING OF SHAREHOLDERS

August 14, 2024

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

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

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



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 vote at the Meeting if you were a shareholder of record at the close of business on July 22, 2024. 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 July 22, 2024. The Proxy Cards will be available to our shareholders on or about July 22, 2024, 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 July 22, 2024. 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).



As of July 22, 2024, our authorized ordinary share capital was NIS 250 million divided into 100 million Ordinary Shares of NIS 2.5 par values each.

Our Board of Directors has unanimously adopted a resolution recommending that our shareholders approve the following resolutions:

- (i) To effect the reverse stock split of our issued and outstanding ordinary shares, par value NIS 2.5 per share, at our Board of Directors' discretion, at a ratio to be determined in the discretion of our Board of Directors within a range of no less than one-for-five through one-for-twenty (the "Reverse Stock Split"), so that each new ordinary share will be issued for up to twenty (20) shares of our issued and outstanding ordinary shares prior to the Reverse Stock Split, including corresponding reduction of the number of ordinary shares we are authorized to issue.
- (ii) The board of Directors shall have the sole discretion to elect, as it determines to be in the best interests of the Company and its stockholders, whether or not to effect the Reverse Stock Split, and if so, at which ratio within the approved range, and to amend the Memorandum of Association and Articles of Association accordingly.

Our Board of Directors believes that such resolutions will allow us to fulfill our obligations to our shareholders, including meeting Nasdaq Continued Listing Requirement of \$1 minimum bid price rule.

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

RESOLUTION NO. 1

"RESOLVED, to effect the reverse stock split of the Company's issued and outstanding ordinary shares, par value NIS 2.5 per share (the "ordinary shares"), at the Company's Board of Directors' discretion, at a ratio to be determined in the discretion of the Company's Board of Directors within a range of no less than one-for-five through one-for-twenty (the "Reverse Stock Split"), so that each new ordinary share will be issued for **up** to twenty (20) shares of issued and outstanding ordinary shares prior to the Reverse Stock Split, including corresponding reduction of the number of ordinary shares the Company is authorized to issue."

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.



RESOLUTION NO. 2

“**RESOLVED**, the Board of Directors shall have the sole discretion to elect, as it determines to be in the best interests of the Company and its stockholders, whether or not to effect the Reverse Stock Split, and if so, at which ratio within the approved range, 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.

Arie Trabelsi, Chairperson

Dated: July 22, 2024