



SuperCom Ltd.

NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY'S SHAREHOLDERS

December 28, 2022

Notice is hereby given that the 2022 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 December 28, 2022, at 6:00 P.M (Israel time), for the following purposes:

1. To appoint Halperin CPA Firm, of Tel-Aviv, Israel as the Company's independent public accountants for the year ending December 31, 2022 and to authorize the Company's Audit Committee to fix the remuneration thereof in accordance with the volume and nature of their services.
2. To elect one (1) director for terms expiring at our 2022 Annual General Meeting of Shareholders.
3. To reelect external director for term of 3 years commencing as of March 28, 2023
4. Presentation and Discussion of the Company's 2021 Consolidated financial statements.

Shareholders of record at the close of business on December 1, 2022 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,
SuperCom Ltd.

Date: December 1, 2021



SuperCom LTD.

**3 Rothschild Street
Tel Aviv
Israel**

ANNUAL GENERAL MEETING OF SHAREHOLDERS

December 28, 2022

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 2.5 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 December 1, 2022. 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 December 1, 2022. We are mailing the Proxy Cards to our shareholders on or about December 1, 2022, and we will solicit proxies primarily by mail. Proxy Cards will be available on the Company's website <http://www.supercom.com> on or about December 1, 2022. 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 – Appointment of independent public accountants

The Board has recommended that Halperin, CPA Firm. Tel-Aviv, Israel, be appointed as the Company's independent public auditors for the fiscal year ending December 31, 2022, and further recommends that the shareholders ratify and approve the appointment. At the Meeting, shareholders will also be asked to authorize the Audit Committee of the Company to fix the remuneration of such auditors in accordance with the volume and nature of their services.

RESOLUTION NO. 1

“RESOLVED, to appoint Halperin CPA Firm as the Company's independent public accountant for the fiscal year 2022, and to authorize the Company's Audit Committee to fix the remuneration of such independent public accountant in accordance with the volume and nature of their 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 the foregoing resolution.



ITEM 2 –Election of Director

Our Board has designated the persons named below for election to serve until the next Annual General Meeting of our shareholders. In the absence of instructions to the contrary, the persons named in the enclosed proxy will vote the ordinary shares represented thereby “For” the election of the directors listed below (as a group). If any of such director is unable to serve, the persons named in the proxy shall vote the ordinary shares for the election/re-election of such other nominee/director as our Board of Directors may propose. The following nominee have advised the Company that he will serve as director upon election and furnish the Company with the appropriate declaration as required by Israeli Law, such declarations are available for review at our registered office.

The following provides certain relevant information concerning the proposed director, including his principal occupation during at least the past five years.

Mr. 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 until February 21, 2021, and served as Chairman of our board of directors from December 12, 2011 to December 27, 2012. 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.

RESOLUTION NO. 2

RESOLVED, to approve the Election of Mr. Arie Trabelsi to serve as Director of the Company for terms ending at the next annual general meeting of the Company’s shareholders.

The affirmative vote of a majority of the Ordinary Shares voting on this proposal in person or by proxy is required to approve the above resolution No. 2.

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

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, 2021 concerning the five (5) most Highly Compensated Officers of our company, (the figures below reflect the applicable cost of employment on an annual basis)¹:

	Roni Goldzweig	Gil Alfi	Billy Gurevich	Barak Trabelsi	Arkadi Tachman
Annual salary cost and other benefits (\$) ²	146,597	224,527	155,753	255,854	182,577
Bonus and Commission (\$) ³	-	46,875	-	-	-
Equity-Based Compensation (\$) ⁴	-	-	-	-	-
Total (\$)	146,597	271,402	155,753	255,854	182,577

¹ All The Highly Compensated Officers were employed on a full-time basis (100% percentage of office).

² Includes the Highly Compensated Officers' gross salary plus payments of (i) social benefits such as payments for savings funds, education funds, pension, severance, insurances, social security; (ii) general benefits such as car (including maintenance and gas), cell phone; and (iii) other benefits pursuant to our company's policy; including tax gross-up in respect therewith.

³ Granted with regard to, and based on, the performance of the year ended December 31, 2021.

⁴ Reflects the equity-based compensation expenses as recorded in the company's consolidated financial statements for the year ended December 31, 2021, based on the fair value of the options on the day they were granted in accordance with accounting guidance for equity-based compensation.

ITEM 3 – Reelection of External Director for term of 3 years

Our Board recommends to reelect Mr. Oren Raoul De Lange, to the Board of Directors of the company, to serve as an External Director of the Company for a three-year term starting at March 28, 2023 and ending at March 27, 2026 upon the fixed remuneration terms provided under applicable law.

Oren Raoul De Lange joined us in March 2020 as external director. He served as external director from March 28, 2020 to date. Mr. **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

RESOLUTION NO. 3

"RESOLVED, to approve the Reelection of Mr. Oren Raoul De Lange to the Board of Directors of the company, to serve as an External Director of the Company for a three-year term starting at March 28, 2023 and ending at March 27, 2026 upon the fixed remuneration terms provided under applicable law."

The approval of the above Proposal 3 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 3 as a condition for his or her vote to be counted with respect to this Proposal 3.

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 3, his, her or its vote with respect to this Proposal 3 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)



immediate family); and (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.

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

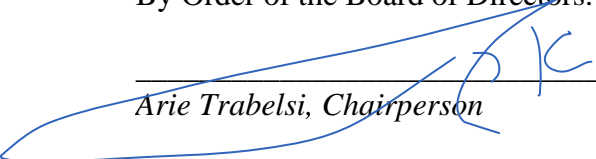
ITEM 3 – Presentation and Discussion of the Company's 2021 Consolidated Financial Statements

At the Meeting, the audited consolidated financial statements for the year ended December 31, 2021 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, 2021, which was filed with the SEC on April 4, 2022 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: December 1, 2022

