

Safe-T Group Ltd.

**Voting Ballot in accordance with the Companies Regulations
(Voting Ballot and Position Papers), 2005 (hereafter – “the Regulations”)**

Part One

1. **Company’s name:** Safe-T Group Ltd. (hereafter – “**the Company**”).
2. **Type of general meeting and date and place of convening thereof:** annual, general and special meeting of the shareholders of the Company (hereafter – “**the Meeting**”). The Meeting will be held on Sunday, August 12, 2018 at 15:00 o’clock at the Company’s offices at 8 Abba Even St., Herzliya, Entrance A, Floor 1. Should the Meeting be adjourned since a legal quorum is not present, an adjourned meeting shall take place on Sunday, August 19, 2018, at the same time and at the same place.
3. **Subject on the agenda, in respect of which one can vote through a voting ballot:**

- 3.1 Extending the term of office of the Company’s independent auditor through the end of the next annual general meeting of the Company and determining its fees.

Summary of the proposed resolution: to approve the extension of the term of office of Kesselman & Kesselman CPAs as the Company’s independent auditor through the end of the next annual general meeting of the Company and to authorize the Company’s Board of Directors to determine the auditor’s fees.

- 3.2 Re-appointment of Company directors, who are not external directors.

It is suggested to re-appoint all Company directors, who are not external directors: Mr. Amir Mizhar (who serves as active Chairman of the Board of Directors), Mr. Shahar Daniel (who also serves as the Company’s CEO), Mr. Yuval Illuz, Mr. Lior Vider and Mr. Eylon Jeda (hereafter – “**the directors who are candidates for re-appointment**”) for an additional term of service as Company directors as from the date of approval of re-appointment thereof by the Meeting through the date of the next annual general meeting, pursuant to the Company’s articles of association.

For the avoidance of doubt, it is hereby clarified that the re-appointment of each of the directors, who are candidates for re-appointment, shall be voted on separately for each and every such director, as set out in the second part of this voting ballot.

- 3.3 Transition to reporting in accordance with the U.S securities laws.

Summary of the proposed resolution: it is suggested to approve, subject to and upon the completion of the listing of the Company’s shares on the NASDAQ through ADSs, the transition from Company’s reporting pursuant to Chapter F to the Securities Law, 1968 (hereafter – “**the Securities Law**”), to reporting pursuant to Chapter E3 of the Securities Law and the regulations promulgated thereunder.

- 3.4 Reduction of the exercise price of the non-tradable warrants that were awarded to Company office holders.

- 3.4.1 Summary of the proposed resolution: it is suggested to approve the reduction of the exercise price of 231,840 warrants that were awarded to Mr. Shahar Daniel, who serves as the Company’s CEO and as a Company director, to a total of NIS 4.5 per warrant.

3.4.2 Summary of the proposed resolution: it is suggested to approve the reduction of the exercise price of 28,240 warrants that were awarded to Mr. Yuval Illuz, who serves as a Company director, to a total of NIS 4.5 per warrant.

3.5 Payment of an annual bonus to Mr. Shahar Daniel, who serves as the Company's CEO and as a Company director.

Summary of the proposed resolution: it is suggested to approve the payment of a discretionary bonus of NIS 45.7 thousand in respect of the year 2017 to Mr. Shahar Daniel, who serves as the Company's CEO and as a Company director, in accordance with the Company's remuneration policy.

3.6 Payment of an annual bonus to Mr. Amir Mizhar, who serves as active Chairman of the Board of Directors.

Summary of the proposed resolution: it is suggested to approve the payment of a discretionary bonus of NIS 62.8 thousand in respect of the year 2017 to Mr. Amir Mizhar, who serves as active Chairman of the Board of Directors, in accordance with the Company's remuneration policy.

4. **Time and place for reading the full text of the proposed resolutions**

The shareholders who are entitled to take part in the Meeting may read the documents relating to the issues on the agenda of the Meeting at the Company's Offices at 8 Abba Even St., Herzliya, Entrance A, Floor 1, by prior arrangement with Mr. Shai Avnit, the Company's Chief Financial Officer at: 09-8666110 prior to the date of convening of the Meeting.

5. **Requisite majority for resolutions on issues on the agenda of the Meeting**

5.1 The requisite majority for the approval of the resolutions on the agenda as set out in sections 3.1-3.2 above is the majority of all votes cast by shareholders who are entitled to participate in the Meeting and who take part in the vote.

5.2 The requisite majority for the approval of the resolution on the agenda as set out in sections 3.3 above is the majority required pursuant to the provisions of Section 35FF(c) to the Securities Law, i.e., the majority of all votes cast by shareholders, who are entitled to participate in the Meeting and who take part in the vote, excluding the Company's controlling shareholders.

5.3 The requisite majority for the approval of the resolutions on the agenda as set out in sections 3.4.2 and 3.6 above is the majority required pursuant to the provisions of Section 273(A) to the Companies Law, 1999 (hereafter – "**the Companies Law**"), i.e., the majority of all votes cast by shareholders who are entitled to participate in the Meeting and who take part in the vote.

5.4 The requisite majority for the approval of the resolutions on the agenda as set out in sections 3.4.1 and 3.5 above is the majority required pursuant to the provisions of Section 272(C1)(1) to the Companies Law, i.e., a simple majority of all votes cast by shareholders who participate and vote in the Meeting, provided that one of the following is met: (a) A majority of votes cast at the Meeting will include a majority of votes of the shareholders who are not the controlling shareholders of the Company or have a personal interest in the approval of the remuneration policy; in counting all of the votes of the aforesaid shareholders, abstentions will not be taken into account; parties with a personal interest will be subject to the provisions of Section 276 of the Companies Law, *mutatis mutandis*; (b) the total of opposing votes among the shareholders described in section (a) above, will not exceed a rate of two percent (2%) of all of the voting rights in the Company.

5.5 It should be noted that pursuant to the provisions of Section 272(c)(3) of the Companies Law, even if the general meeting that is convened pursuant to this report shall object to the approval of the issues on the agenda as set out in sections 3.4.1 and 3.5 above, the Remuneration Committee and subsequently the Board of Directors may approve such transactions, provided that the Remuneration Committee and the Board of Directors decided to do so based on detailed reasons, after they discussed those transactions again and considered during such discussions, among other things, the objection of the general meeting.

6. **Disclosing whether shareholders have or do not have an interest in a resolution**

Each of the issues set out in sections 3.3, 3.4.1 and 3.5 above is an issue that requires the shareholders who participate in the vote pursuant to this voting ballot to disclose whether they have or do not have an interest or another characteristic thereof as required pursuant to the provisions of the Companies Law, the Securities Law and the regulations promulgated thereunder. Part two of this voting ballot includes a designated space in which shareholders are to note whether they have or do not have an interest or any other characteristic thereof, as required pursuant to the provisions of the Companies Law and the regulations promulgated thereunder, and to provide details of such interest, if any, regarding the issues set out in sections 3.3, 3.4.1 and 3.5 above. It should be noted that if a shareholder shall not note whether he has an interest or any other characteristic thereof or shall not provide details as described above, his vote shall not be taken into account in counting the votes.

7. **The validity of the voting ballot**

7.1 The voting ballot shall only be valid if an ownership confirmation of the unregistered shareholder was attached thereto, i.e., confirmation of ownership of the person, in whose favor the shares are registered with a Member of the Stock Exchange and those shares are registered in the Company's shareholders register in the name of the nominee company; or if a photocopy of an identity card, passport or certificate of incorporation is attached thereto, where the shareholder is registered as the owner of the share in the Company's shareholders register (hereafter together – **"the attached documents"**).

7.2 This voting ballot together with the attached documents as described above, should be delivered to the Company no later than 4 hours prior to the time of vote (i.e. – Sunday, August 12, 2018, at 15:00 o'clock). For that purpose, the time of delivery is the time on which the voting ballot and the attached documents arrived to the Company's Offices, at the address set out above.

8. **Voting by means the electronic voting ballot**

An unregistered shareholder may vote with respect to all of the resolutions on the agenda of the Meeting as set out in section 2 of the convening report by means of a ballot that will be sent through the electronic voting system, as defined in the voting regulations (hereafter – **"the Electronic Ballot"**).

The Electronic Ballot is opened for voting at the end of the record date. Voting through the Electronic Voting System will end 6 hours before the time of the Meeting (i.e., - Sunday, August 12, at 09:00 o'clock, at which point, the Electronic Voting System is locked.

The electronic vote can be changed or cancelled until the time on which the electronic system is locked and it will not be possible to change it through the electronic voting system after that time. If the shareholder voted in more than one way, his latest vote shall count. In that regard, the shareholder's vote in person or through a proxy shall be considered as a vote that was cast later than a vote through the Electronic Ballot.

9. **Address for delivery of voting ballots and position papers:**

The Company's Offices as described in section 4 above.

10. **The deadline for submission of position papers to the Company:**

No later than 10 days prior to the date of the Meeting, i.e. August 2, 2018 (hereafter – “**the deadline for submission of position papers by the shareholders**”).

11. **The deadline for submission of the Board of Directors' response to the position papers:**

No later than 5 days prior to the date of the Meeting, i.e., August 7, 2018.

12. **The address of distribution website of the Israel Securities Authority, the website of the Tel-Aviv Stock Exchange Ltd. and the website of the Company, on which the voting ballots and position papers will be available:**

12.1 The distribution website of the Israeli Securities Authority (hereafter – “**the Distribution Website**”): <http://www.magna.isa.gov.il/>

12.2 The website of the Tel Aviv Stock Exchange Ltd.: <http://www.maya.tase.co.il/>

12.3 The Company's website: [/https://www.safe-t.com](https://www.safe-t.com)

13. **Ownership confirmations**

A shareholder is entitled to receive the ownership confirmation at a branch of the member of the Stock Exchange or delivered by post at his request, as long as the request in this matter is submitted in advance to a specific securities account.

14. **Receipt of voting ballots and position papers**

An unregistered shareholder is entitled to receive by electronic mail and free of charge, a link to the texts of the voting ballot and the position papers at the Distribution Website from the member of the stock exchange through whom he holds his shares, unless he has informed that member of the stock exchange that he does not wish to receive such a link, or if he has notified that he wishes to receive the voting ballots by post (for postage fees). Such notice regarding the voting ballots shall also apply to receipt of position papers. Furthermore, an unregistered shareholder may instruct that his ownership confirmation be delivered to the Company through the electronic voting system.

15. **Perusal of the voting ballots**

One or more shareholders holding shares constituting five percent or more of the total voting rights in the Company and anyone holding such a percentage of total voting rights not held by the Company's controlling shareholder as defined in Section 268 of the Companies Law (hereafter – “**the Controlling Shareholder**”), is entitled to peruse the voting ballots by himself or by proxy after the convening of the Meeting, as described in regulation 10 to the Regulations, at the Company's Offices during normal business hours.

15.1 The number of shares constituting 5% of the total voting rights in the Company is 1,421,441 ordinary shares of the Company (taking into account dormant shares that do not confer voting rights).

15.2 The number of shares constituting 5% of the total voting rights in the Company that are not held by the Controlling Shareholder is 1,421,441 ordinary shares of the Company.

16. Changes in the agenda

After publication of the voting ballot, there may be changes to the Meeting's agenda, including the addition of an item to the agenda, and position papers may be published. The up-to-date agenda and position papers that were published, may be viewed among the Company's reports on the Distribution Website.

17. Deadline for delivery of amended voting ballot:

If the Company published an amended notice as described in Regulation 5b to the Companies Regulations (Notice and Date of a General Meeting and Class Meeting in a Public Company and the Addition of Issue to the Agenda), 2000, the Company shall issue an amended version of the voting ballot pursuant to this regulation on the date of publication of the amended notice and in any event no later than July 22, 2018.

18. Manner of voting:

A shareholder shall note his vote on the issue on the agenda in part two of this voting ballot.

Voting Ballot - Part Two

Name of the Company: **Safe-T Group Ltd.**

Company's address (for delivery and sending of voting ballots): 8 Abba Even St., Herzliya, Entrance A, Floor 1.

Company's number: 511418477

Date of Meeting: August 12, 2018.

Type of meeting: general, annual and special meeting

The record date: July 15, 2018.

Details of the shareholder

Name of shareholder: _____

I.D Number: _____

If the shareholder does not hold an Israeli identity card -

Passport number: _____

Country of issue: _____

Valid through: _____

If the shareholder is a corporation -

Corporation number: _____

Country of incorporation: _____

Is the shareholder included in one of the following types of shareholders¹:

- | | |
|--|---------------|
| 1. Interested party ² – | Yes/No |
| 2. Senior office holder ³ - | Yes/No |
| 3. Institutional investor ⁴ - | Yes/No |

¹ Please circle the suitable option in each of the sections.

² As defined in Section 1 to the Securities Law.

³ As defined in Section 37(d) to the Securities Law.

⁴ As defined in Regulation 1 of the Supervision of Financial Services (Provident Funds) (Participation of Management Company in A General Meeting) Regulations, 2009 and manager of a joint investment trust fund as defined in the Joint Investment Trust Law, 1994.

Manner of voting

The issue on the agenda	Manner of voting ⁵			With regard to the resolutions set out in sections 3.4.1 and 3.5 above, (approval of transactions pursuant to Section 272 to the Companies Law, the majority for approval thereof is not a simple majority) – do you have a personal interest in the resolutions; are you a senior office holder or an institutional investor ⁶ ?	
	For	Against	Abstain	Yes*	No
Issue no. 3.1 above: to approve the extension of the term of office of Kesselman & Kesselman CPAs as the Company’s independent auditor through the end of the next annual general meeting of the Company and to authorize the Company’s Board of Directors to determine the auditor’s fees.					
Issue no. 3.2 above: to re-appoint Mr. Amir Mizhar (who serves as active Chairman of the Board of Directors) for an additional term of service as a Company director as from the date of approval of re-appointment thereof by the Meeting through the date of the next annual general meeting, pursuant to the Company’s articles of association					
Issue no. 3.2 above: to re-appoint Mr. Shahar Daniel (who also serves as the Company’s CEO) for an additional term of service as a Company director as from the date of approval of re-appointment thereof by the Meeting through the date of the next annual general meeting, pursuant to the Company’s articles of association					
Issue no. 3.2 above: to re-appoint Mr. Yuval Illuz for an additional term of service as a Company director as from the date of approval of re-appointment thereof by the Meeting through the date of the next annual general meeting, pursuant to the Company’s articles of association					
Issue no. 3.2 above: to re-appoint Mr. Lior Vider for an additional term of service as a Company director as from the date of approval of re-appointment thereof by the Meeting through the date of the next annual					

* Provide details

⁵ Failure to note your vote on the voting ballot will be regarded as an abstention on that issue.

⁶ The vote of a shareholder who will fail to fill out this column or who will note YES but will fail to provide details shall not be counted.

general meeting, pursuant to the Company's articles of association					
Issue no. 3.2 above: to re-appoint Mr. Eylon Jeda for an additional term of service as a Company director as from the date of approval of re-appointment thereof by the Meeting through the date of the next annual general meeting, pursuant to the Company's articles of association					
Issue no. 3.3 above: to approve, subject to and upon the completion of the listing of the Company's shares on the NASDAQ through ADSs, the transition from Company's reporting pursuant to Chapter F to the Securities Law, 1968, to reporting pursuant to Chapter E3 of the Securities Law and the regulations promulgated thereunder.					
Issue no. 3.4.1 above: to approve the reduction of the exercise price of 231,840 warrants that were awarded to Mr. Shahar Daniel, who serves as the Company's CEO and as a Company director, to a total of NIS 4.5 per warrant.					
Issue no. 3.4.2 above: to approve the reduction of the exercise price of 28,240 warrants that were awarded to Mr. Yuval Illuz, who serves as a Company director, to a total of NIS 4.5 per warrant.					
Issue no. 3.5 above: to approve the payment of a discretionary bonus of NIS 45.7 thousand in respect of the year 2017 to Mr. Shahar Daniel, who serves as the Company's CEO and as a Company director, in accordance with the Company's remuneration policy.					
Issue no. 3.6 above: to approve the payment of a discretionary bonus of NIS 62.8 thousand in respect of the year 2017 to Mr. Amir Mizhar, who serves as active Chairman of the Board of Directors, in accordance with the Company's remuneration policy.					

Details:

*** Please provide details if you noted that you have a personal interest in the resolutions set out in sections 3.4.1 and 3.5 above, you are a controlling shareholder or an institutional investor:**

Date

Signature

For shareholders who hold shares through a Stock Exchange member pursuant to Section 177(1) to the Companies Law –this voting ballot is valid only with the attachment of an ownership confirmation, except for cases where voting is carried out through the electronic voting system.

For shareholders who are registered in the shareholders register of the Company – the voting ballot is valid only with the attachment of a photocopy of the shareholders' identity card/passport/certificate of incorporation.