

Shekel Brainweigh Ltd
Level 5, 126 Philip Street
Sydney NSW 2000
ABRN: 625 669 445

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Shekel Brainweigh Ltd

Notice of Extraordinary General Meeting

Explanatory Statement | Proxy Form

Date: Friday, 8 November 2019

Time: 3.00pm (AEDT)

Venue: Level 5, 126 Phillip Street, Sydney, NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3.00 pm AEDT on Friday, 8 November 2019 at the Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

1. Lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.
2. Complete and sign the enclosed Proxy Form and return the form:
 - (a) by post to:
Automic, PO Box 5193, Sydney NSW 2001; or
 - (b) by hand to:
Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
 - (c) by fax to: (02) 8583 3040

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Shekel Brainweigh Ltd ABRN 625 669 445 will be held at 3.00pm (AEDT) on Friday, 8 November 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7.00pm AEDT on 6 November, 2019. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

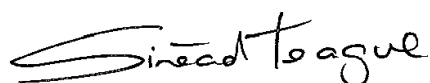
Resolutions

1. **Resolution 1 – Election of Michael Hughes as a Non-Executive Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Michael Hughes be elected as a non-executive director of the Company"

BY ORDER OF THE BOARD



Sinead Teague
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 3.00pm (AEDT) on Friday, 8 November 2019 at the offices of Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Resolution 1 – Election of a Non-Executive Director

The Company's Board of Directors sought it would be to the best interest of the Company to appoint an Australian capital-market expert as a director of the Company. The Company's Board interviewed several candidates, and reached a conclusion that the most suitable candidate, both in terms of background, his experience and his personality is Michael Hughes.

This Resolution is brought for the approval of the shareholders of the Company in accordance with section 59 of the Israeli Companies Law, 1999, which requires the nomination of a director to be approved by the General Meeting of the Company.

Election of Michael Hughes

Under this Resolution, Michael Hughes, being eligible, seeks election as a Non-Executive Director of the Company at this Meeting.

Mr Hughes is a Commercial Director SeaLink Travel Group, Australia's largest ferry operator, having been involved in various acquisitions with SeaLink and is responsible for institutional shareholder relations, including management of investor road shows, regular interaction with institutions and stockbroking firms, and arrangement of investor days and presentations, major tenders and government relations with key ministers, advisers, and departments at a Commonwealth and State level.

Mr Hughes is also an independent Non-executive Director at ASX Listed Company, Wiseway Group Limited, a freight and logistics company with a 70 per cent share of the outbound air-freight market to China.

Among other duties in the past, Mr. Hughes served as Head of Corporate Finance at Ord Minnett Limited, Senior Portfolio Manager at AMP Capital Small Companies Fund, and as Senior Manager and Associate Director at Westpac Banking Corporation.

Mr Hughes holds a Masters of Applied Finance from Macquarie University.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact Sinead Teague, Company Secretary, on +61 2 8098 1163 if they have any queries in respect of the matters set out in these documents.

Shareholders are asked to contact the Company's Share Registry on 1300 288 664 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Company means Shekel Brainweigh Ltd ABRN 625 669 445.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of an extraordinary general meeting dated 8 October 2019 including the Explanatory Statement.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Vote by Proxy: SBW

Your proxy voting instruction must be received by **3.00pm (AEDT) on Wednesday, 6 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES




If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

Contact	<p>Return your completed form</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <p> BY MAIL Automic GPO Box 5193 Sydney NSW 2001</p> </div> <div style="width: 30%;"> <p> IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000</p> </div> <div style="width: 30%;"> <p> BY EMAIL meetings@automicgroup.com.au</p> </div> </div>
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STEP 1: Appoint Your Proxy	<p>Complete and return this form as instructed only if you do not vote online</p> <p>I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Shekel Brainweigh Ltd, to be held at 3.00pm (AEDT) on Friday, 8 November 2019 at Automic Group, Level 5, 126 Phillip Street, Sydney, NSW 2000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.</p>
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STEP 2: Your Voting Direction	<p>Resolutions For Against Abstain</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; border-bottom: 1px solid black;">1.</td> <td style="width: 70%; border-bottom: 1px solid black;">Election of Michael Hughes as a Non-Executive Director</td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> <td style="width: 10%; text-align: center; border-bottom: 1px solid black;"><input type="checkbox"/></td> </tr> </table> <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>	1.	Election of Michael Hughes as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1.	Election of Michael Hughes as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		

STEP 3: Sign Here + Contact Details	<p>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;">Individual or Securityholder 1</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;">Securityholder 2</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;">Securityholder 3</td> </tr> <tr> <td style="border-bottom: 1px solid black; height: 30px;"></td> <td style="border-bottom: 1px solid black; height: 30px;"></td> <td style="border-bottom: 1px solid black; height: 30px;"></td> </tr> <tr> <td style="text-align: center;">Sole Director and Sole Company Secretary</td> <td style="text-align: center;">Director</td> <td style="text-align: center;">Director / Company Secretary</td> </tr> </table> <p>Contact Name:</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Email Address:</p> <div style="border: 1px solid black; height: 25px; width: 100%;"></div> <p>Contact Daytime Telephone: Date (DD/MM/YY)</p> <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="border: 1px solid black; width: 30%; height: 25px;"></div> <div style="border: 1px solid black; width: 20%; height: 25px; display: flex; align-items: center; justify-content: center;"> / </div> <div style="border: 1px solid black; width: 20%; height: 25px; display: flex; align-items: center; justify-content: center;"> / </div> <div style="border: 1px solid black; width: 20%; height: 25px;"></div> </div> <p>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</p>	Individual or Securityholder 1	Securityholder 2	Securityholder 3				Sole Director and Sole Company Secretary	Director	Director / Company Secretary
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