

**Remuneration Policy for Directors and Officers of Shekel Brainweigh Ltd.  
(the "Company" or "Shekel")**

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## **1. Background**

On or about 17 August 2018, the Company's Board of Directors appointed a Remuneration Committee.

Under the Israeli Companies Law 5759-1999 (the "**Companies Law**"), the remuneration committee is responsible for: (i) making recommendations to the Board of Directors with respect to the Remuneration Policy applicable to the Company's office holders and any extensions thereto; (ii) providing the Board of Directors with recommendations with respect to any amendments or updates to the Remuneration Policy and periodically reviewing the implementation thereof; (iii) reviewing and approving arrangements with respect to the terms of office and employment of office holders; and (iv) determining whether or not to exempt a transaction with a candidate for the position of chief executive officer from shareholder approval.

The Remuneration Policy is a multi-year policy which shall be in effect for a period of three years from the date of its approval. The Remuneration Committee and the Board of Directors shall review the Remuneration Policy from time to time, as required by the Companies Law. The Remuneration Policy shall be reapproved as required by the Companies Law, every three years.

## **2. The purpose of the document and its contents**

The purpose of the document is to define the Remuneration Policy for the Office Holders in the Company, and present the guiding principles for the remuneration.

For purposes of this Policy, "Officers" shall mean "Office Holders" as such term is defined in the Companies Law, excluding, unless otherwise expressly indicated herein, the Company's directors who are not employees or service providers of the Company.

This Remuneration Policy shall apply to remuneration agreements and arrangements which will be approved after the date on which this Remuneration Policy is approved by the shareholders of the Company.

## **3. Remuneration Objectives**

- Attract, motivate, retain and reward highly experienced personnel in competitive labor markets.
- Improve business results and strategy implementation, and support work-plan's goals, through a long term perspective.
- Drive Officers to create long term economic value for the Company.
- Create appropriate incentives taking into account, inter alia, the Company's interest in preventing excessive risk taking.
- Create a clear correlation between an individual's remuneration and both the Company and the individual's performance.
- Align Officers' interests with those of the Company and its shareholders and incentivize achievement of long term goals.

- Create fair and reasonable incentives, considering the Company's size, characteristics and type of activity.
- Support market-driven pay decisions and ensure pay levels are set according to comparable market rates.
- Create a desired and suitable balance between fixed and variable pay components.

#### **4. Remuneration Policy**

##### **4.1. Remuneration structure and components**

Remuneration components under this Remuneration Policy may include the following:

- Base Salary** - a fixed monetary remuneration paid monthly.
- Benefits and perquisites** - programs designed to supplement cash remuneration, based on local market practice for comparable positions and as may be required under any applicable law.
- Bonus** -variable cash incentive paid annually or quarterly, designed to reward officers based on both the Company's results and achievement of individual predetermined goals.
- Equity based remuneration** - variable equity based remuneration designed to retain officers, align officers' and shareholders' interests and incentivize achievement of long term goals.

The Company's Officers' remuneration package is tailored to best suit with the Company's characteristics and operations; and is designed to serve the Company's long term goals and balance correctly between encouraging performance and limiting unwarranted risks.

##### **4.2. Base salary for Officers**

The base payment compensates the Officer for his/her time and effort in performing his/her tasks and reflects the Officer's role, skills, qualifications, experience and market value (the "**Base Salary**").

The Base Salary for Officers will be set based on the following considerations:

- Role and the business responsibilities.
- Professional experience, education, expertise and qualifications.
- Previous remuneration paid to the Officer, before joining the Company and/or for previous roles within the Company.
- Internal comparison: (a) base salary of comparable Shekel's Officers; (b) the ratio between the overall remuneration of the Officer and the average and median salary of other employees of the Company; and (c) the effect of the salary differences on the work level's atmosphere and relationships.

External comparison - the cap of Base Salary of each Officer shall not exceed the average Base Salary granted to holders of similar positions in the Company's peer group. This creates a desired balance between the Company's expenses and maintaining competitiveness in the relevant labor markets. The Company's peer group includes several public companies that are comparable in size, stage of life cycle, revenues and market value.

When deciding on increasing an Officer's Base Salary, the following considerations shall be applied:

- Changes to the Officer's scope of responsibilities and business challenges.
- Officer's professional experience, education, expertise, qualifications and achievements in the Company.
- The need to retain the Officer, including related aspects such as competing job offers or the availability of alternative talent in the relevant labor market.
- Inflation rate since the last Base Salary update.
- The Company's financial state.
- Internal comparison - (a) base salary of comparable Shekel's Officers; (b) the ratio between the overall remuneration of the Officer and the average and median salary of other employees of the Company; and (c) the effect of the salary differences on the work level's atmosphere and relationships.
- External comparison - the Base Salary of each Officer shall be targeted towards the average Base Salary granted to holders of similar positions in the Company's peer group, and shall not exceed such average, creating a desired combination between balancing the Company's expenses and maintaining competitiveness in the relevant labor markets.

#### **4.3. Benefits and perquisites - for Officers**

The Company's benefit plans are designed to supplement cash remuneration, based on local market practice for comparable positions, and are subject to the Israeli labor laws.

The Company may offer its Officers market-competitive benefit plans which may include the following:

- Pension and savings - subject to applicable law, Officers may be offered a choice between any combination of executive insurance and pension fund.
- Disability insurance - the Company may purchase disability insurance for its Officers; premium will not exceed the maximum premium permitted by applicable law.
- Providence fund - Officers may be entitled to a providence fund provision at the expense of the Company which shall not exceed the maximum contributions permitted by applicable law.
- Convalescence pay - Officers are entitled to convalescence pay according to applicable law.

- Vacation - Officers are entitled to annual vacation days pursuant to their employment agreement, up to 26 days per annum, and no less than the minimal number required under applicable law.
- Sick days quota - Officers are entitled to up to 18 paid sick days per annum but no less than such minimal number required under applicable law.
- Vehicle - car leasing may be offered to Officers on top of their salaries. The Company will gross up the taxation cost.
- Meals cost reimbursements - according to Company's practice as shall be from time to time. Tax will be paid by the Officer.
- Medical health insurance - according to Company's practice, applicable law and local customs.
- Out of pocket expenses - reimbursements according to Company's practice.
- Severance pay - the Company's liability for severance pay to its Officers shall be calculated pursuant to the Israeli Severance Pay Law, 1963, except that an Officer may be entitled to receive severance pay even in the event of voluntary resignation even if not pursuant to the Israeli Severance Pay Law, 1963.

#### 4.4. Incentive Scheme - for Officers

The Company's incentive scheme will be based on a variable annual cash incentive, designed to reward Officers based on the achievement of predetermined Company and individual goals (the "**Bonus**").

For each calendar year, the Company will define individual and Company measurable goals for each Officer.

The annual Bonus will be capped at 5 monthly base salaries.

A Bonus shall not be paid to Officers in the same calendar year that such Officers received Options

The Bonus plan shall take into account the profit level of the Company as a group and may also, but is not required to, take into account the profit level of the respective applicable division.

The bonus parameters will be determined based on pre-defined measurable and quantified considerations.

Measurable criteria for the Bonus may include (but is not limited to) any one or more of the following criteria, in accordance with the following ranges:

<b>!category</b>	<b>!weight</b>	<b>!Measurements may include (non-exhaustive list):</b>
Company	80-100%	<input type="checkbox"/> Increase in profitability from year to year <input type="checkbox"/> Annual growth in revenues <input type="checkbox"/> Meeting the Company's budget <input type="checkbox"/> Increase in sales overseas <input type="checkbox"/> Net profit <input type="checkbox"/> Increase in product offerings by new technologies or solutions

Individual	Up to 20%	<input type="checkbox"/> Compliance with individual milestones <input type="checkbox"/> Promoting strategic targets <input type="checkbox"/> Compliance with corporate governance rules <input type="checkbox"/> Discretion of the Board of Directors
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The Bonus plan will include the following stipulations:

- Threshold - Bonus is payable only if the audited consolidated financial statements of the Company reflect net profit - IFRS (after taking into account the Officers' bonuses), except that in special circumstances the Board of Directors may grant a Bonus if there was no net profit in a given year, provided such bonus is capped at one monthly salary.
- Remuneration Recovery - A claw back provision, allowing the recovery of money paid based on incorrect financial statements, which was later restated in the Company's financial reports (restatement). Claw back limit will be applied only in respect of restatements, up to three years from the applicable Bonus payment, and will not exceed the net amount received by the Officers. Notwithstanding the aforesaid, the remuneration recovery will not be triggered in the event of a financial restatement required due to changes in the applicable financial reporting standards. The Officer shall repay to the Company the balance between the original Bonus and the Bonus due to the restated financial statements, pursuant to terms that shall be determined by the Board of Directors.
- Special bonus for outstanding achievements.

Officers may receive a special bonus based on outstanding personal achievement as shall be determined by the Board of Directors, following recommendation and approval of the Remuneration Committee.

Such special bonus shall not exceed the amount of [1] monthly salary of the Officer.

#### **4.5. Equity based remuneration for Officers**

The Company's variable equity based remuneration is designed to retain Officers, align Officers and shareholders' interests and incentivize achievement of long term goals.

The Company shall be entitled to grant to Officers stock options, Restricted Stock Units or any other equity based remuneration (the "**Options**").

The grant of the Options shall be in accordance with the Company's equity remuneration policies and programs in place from time to time.

#### **General guidelines for the grant of Options:**

- The Options shall be granted from time to time and be individually determined and awarded by the Board of Directors according to the performance, skills, qualifications, experience, role and the personal responsibilities of the Officer.

- Outstanding Options granted to Officers and directors of the Company will not represent more than 7.5% of the Company's outstanding (fully diluted) shares.
- Vesting schedule - The Options will vest and become exercisable over a period of four years, according to the vesting schedule below, creating desired incentives for the Officers in a long term perspective:
  - (i) 25% of the Options shall vest on the first anniversary of the earlier of the grant date of such Options; and
  - (ii) The remaining 75% of the Options shall vest (equally) on a quarterly basis, over 12 quarters as of the first anniversary of the grant of such Options.
- Exercise price will be the lowest price which can be set according to any applicable laws and regulations.
- The Options shall have a 10-year expiration period.
- Options shall not be granted to Officers in the same calendar year that such Officers received a Bonus.

Any others terms of the grant will be determined by the Remuneration Committee and the Board of Directors, in accordance with applicable law.

The Board of Directors shall have discretion to determine a cap to the exercise value of the Options.

#### **4.6. Retirement and termination of service arrangements**

##### Advance notice

The Officer shall be entitled to an advance notice prior to termination in a period of up to 60 days (the "**Notice Period**").

During the Notice Period, the Officer is required to keep performing his duties pursuant to his agreement with the Company, unless the Board of Directors has released the Officer from such obligation.

##### Adaptation grant

In case of termination by the Company (except for cases of termination for Cause), an Officer will be eligible for an adaptation grant (of several monthly salaries), in addition to the payment related to the advance Notice Period, as depicted in the following table:

	Up to 5 years with the Company	Over 5 years with the Company
President/ CEO	10	3
ICFo	10	2

The adaptation grant is subject to the approval of the Remuneration Committee following the CEO recommendation (or recommendation of the Chairman when dealing with the President/ CEO).

#### **4.7. Non-Employee Directors' Remuneration**

The directors of the Company, who are not employees or service providers of the Company or External Directors as defined in the Israel Companies Law 5759-1999 ("**External Directors**") or shareholders of the Company (other than being shareholders by virtue of being issued shares under this Remuneration Policy), shall be entitled to remuneration in the form of an annual payment and to refund of expenses.

The remuneration for the directors (excluding External Directors) may be paid, in whole or in part, in Ordinary Shares instead of in cash. Payment in the Company's Ordinary Shares is made according to the following terms:

- Payment once a year, at the end of each calendar year.
- The price per share used for the share consideration calculation will be equal to the weighted average closing price of the Ordinary Shares in the applicable stock market during the 20 trading days ending on December 31<sup>st</sup> of the applicable year.

In addition, the members of the Company's Board of Directors (including Company's Chairman) and the Secretary of the Company may be granted equity-based remuneration which shall vest and become exercisable annually over a period of 4 years. The equity awarded shall have a fair market value (determined according to acceptable valuation practices at the time of grant) not to exceed US\$ 10,000 per year of vesting, on a linear basis, with respect to each director and the Secretary of the Company, and US\$ 15,000 per year of vesting, on a linear basis with respect to Company's Chairman, subject to applicable law and regulations.

The Company may pay additional fees to directors, who are not External Directors, and who are also contracted to perform various services to the Company, including but not limited to consulting services, finder fee services, investment-banking services, business development services or other commercial services, as may be determined from time to time by the Remuneration Committee, the Board of the Directors, and the shareholders of the Company.

#### **4.8. Insurance, Exculpation and Indemnification**

All directors and Officers will be covered by the Company's D&O liability insurance, in such scope and under such terms as shall be determined from time to time by the Board of Directors pursuant to the requirements of the Companies Law.

In addition, the Company exempts and releases each director and Officer from any and all liability to the Company and indemnifies its directors and Officers, in each case up to the maximum extent permitted by law.

### **5. Management and Control**

The Board of Directors shall:

- (a) Review the Remuneration Policy and its implementation and from time to time assess the need for updates.
- (b) Review this Remuneration Policy whenever business conditions shall warrant such a review.



- (c) Take into account while examining the Remuneration Policy and plans, inter alia, the Company's profits and revenue, market conditions, business plan, the effect of the Remuneration Policy on the performance of the Company, work-relations in the Company and any other relevant factors and circumstances.

This Policy will be submitted to shareholders approval at least once in every three years.

#### **6. The ratio of Officers' remuneration to that of other Company employees**

The Company has decided that the ratio of each executive, including the CEO, remuneration to the average and median salary of the rest of the employees (including contractor employees engaged by the Company) will not be higher than 15.

The Remuneration Committee and the Board of Directors consider this ratio, taking into account the senior position of the executive officers and their scope of responsibilities, to be reasonable, fair and appropriate, and will not hinder working relations in the Company.