

SISRAM MEDICAL LTD

(the “Company”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE PERSONS FOR ELECTION AS DIRECTORS

Article 41(h) of the articles of association (the “**Articles**”) of the Company provides that no person other than a director of the Company (the “**Director**”) retiring at the general meeting of the Company (the “**General Meeting**”) shall, unless recommended by the board of Directors (the “**Board**”) for election, be eligible for election as a Director at any General Meeting unless there shall have been lodged at the registered office of the Company:

- (a) a notice signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the General Meeting for which such notice is given of his intention to propose such person for election (such person, a “**Proposed Nominee**”); and
- (b) a notice signed by the Proposed Nominee of his willingness to be elected,

provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that (if the notices are submitted after the despatch of the notice of the General Meeting appointed for such election) the period for lodgment of such notice(s) shall commence on the day after the despatch of the notice of the General Meeting appointed for such election and end no later than seven (7) days prior to the date of such General Meeting.

Article 41(i) of the Articles further provides that any shareholder (including two or more shareholders that are acting in concert) holding one percent (1%) or more of the outstanding voting rights in the Company (the “**Proposing Shareholder**”) requesting to include on the agenda of a General Meeting a nomination of a Proposed Nominee, may so request provided that it complies with Article 41(h), Article 41(i), Article 27 of the Articles and applicable

law and The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). In addition to any information required to be included in accordance with applicable law or the Listing Rules, such a written request (the “**Proposal Request**”) shall include the following information required pursuant to Article 27 of the Articles:

- (i). the name, address, telephone number, fax number and email address of the Proposing Shareholder (or each member of the group constituting the Proposing Shareholder, as the case may be) and, if an entity, the name(s) of the person(s) that controls or manages such entity;
- (ii). the number of shares of the Company (the “**Shares**”) held by the Proposing Shareholder, directly or indirectly (and, if any of such Shares are held indirectly, an explanation of how they are held and by whom), which shall be in such number no less than as is required to qualify as a Proposing Shareholder, accompanied by evidence satisfactory to the Company of the record holding of such Shares by the Proposing Shareholder as of the date of the Proposal Request, and a representation that the Proposing Shareholder intends to appear in person or by proxy at the General Meeting;
- (iii). the matter requested to be included on the agenda of a General Meeting, all information related to such matter, the reason that such matter is proposed to be brought before the General Meeting, the complete text of the resolution that the Proposing Shareholder proposes to be voted upon at the General Meeting and, if the Proposing Shareholder wishes to have a position statement in support of the Proposal Request, a copy of such position statement that complies with the requirement of any applicable law (if any);
- (iv). a description of all arrangements or understandings between the Proposing Shareholder and any other persons (naming such person) in connection with the matter that is requested to be included on the agenda and a declaration signed by the Proposing Shareholder of whether the Proposing Shareholder has a personal interest in the matter and, if so, a description in reasonable detail of such personal interest; and
- (v). a declaration that all of the information that is required under the Israeli Companies Law and any other applicable law and the Listing Rules to be provided to the Company in connection with such matter, if any, has been provided to the Company.

The Proposal Request shall also set forth

- (i). the name, address, telephone number, fax number and email address of the Proposed Nominee and all citizenships and residencies of the Proposed Nominee;
- (ii). a description of all arrangements, relations or understandings between the Proposing Shareholder(s) or any of its affiliates and each Proposed Nominee;
- (iii). a declaration signed by the Proposed Nominee that he consents to be named in the Company's notices and proxy materials relating to the General Meeting, if provided or published, and, if elected, to serve on the Board of Directors and to be named in the Company's disclosures and filings;
- (iv). a declaration signed by a Proposed Nominee as required under the Israeli Companies Law and any other applicable law and the Listing Rules for the appointment of such a Proposed Nominee and an undertaking that all of the information that is required under law and stock exchange rules and regulations to be provided to the Company in connection with such an appointment has been provided;
- (v). a declaration made by the Proposed Nominee of whether he or she meets the criteria for an independent Director and/or external Director of the Company under the Israeli Companies Law and/or under any applicable law, regulation or stock exchange rules, and if not, then an explanation of why not; and
- (vi). any other information required at the time of submission of the Proposal Request by applicable law, regulations or the Listing Rules.

The Proposing Shareholder shall promptly provide any other information reasonably requested by the Company or the Board. The Board may refuse to acknowledge the nomination of any person not made in compliance with the foregoing. The Company shall be entitled to publish any information provided by a Proposing Shareholder pursuant to the above, and the Proposing Shareholder shall be responsible for the accuracy and completeness thereof.

In addition, the notice in paragraph (a) above or the Proposal Request should also be accompanied by the biographical details to be disclosed under Rule 13.51(2) of the Listing Rules of the Proposed Nominee. The Proposed Nominee should also provide his written consent to the publication by the Company of his personal data together with the notice in paragraph (b) above or the Proposal Request and his written confirmation of the accuracy and completeness of his biographical details to be disclosed under Rule 13.51(2) of the Listing Rules.

Upon receipt of the above notices or the Proposal Request, the Company shall publish an announcement in accordance with the Listing Rules, or issue a supplemental circular to shareholders of the Company, in each case containing the particulars of the Proposed Nominee.

Provided that the formalities of the meeting have been complied with, a shareholder proposing that Proposed Nominee may, during the relevant meeting, put an ordinary resolution to the meeting to such effect.