

RADVIEW SOFTWARE LTD.
13 HA'AMAL STREET, PARK AFEK
ROSH HA'AIN, 4809249, ISRAEL
(+972) 3-915-7060

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held on October 15, 2020

To our Shareholders:

You are invited to attend an Annual General Meeting of Shareholders of RadView Software Ltd. (the “**Company**”) to be held in Israel at the offices of the Company, at 13 Ha'Amal Street, Park Afek, Rosh Ha'Ain, 4809249, Israel, on October 15, 2020 at 15:00 local time, and thereafter as it may be adjourned from time to time (the “**Meeting**”) for the following purposes:

1. To re-elect and elect (as the case may be) Mr. Shai Beilis, Mr. Eyal Shalom, Mr. Avi Fried, Mr. Ori Gal and Mr. Assaf Katan to the Company's Board of Directors, to serve until the next annual general meeting of shareholders and until their successors have been duly elected and qualified;
2. To elect Ms. Orna Mintz-Dov as an external director, to hold office for 3 years, starting from the date of her election;
3. To elect Mr. Hillik Nissani as an external director, to hold office for 3 years, commencing the date of his election;
4. To set the compensation of the External Directors;
5. To approve the renewal of the Company's directors' and officers' liability insurance policy;
6. To authorize and approve, the execution, delivery and performance by the Company of that certain investment agreement between the Company and Formula Ventures (Holdings) Ltd, Avi Fried, Ori Gal, Amit Bendov and Michael Chill;
7. To approve an amendment to the Convertible Loan Agreement with the Company's controlling shareholder, Formula Ventures (Holdings) Ltd, and other certain lenders;
8. To approve the Management Services Agreements with each of the Company's controlling shareholders, Formula Ventures Ltd. Avi Fried and Ori Gal;
9. To approve the entering into indemnification and exemption agreements in the Company's customary form with each of Shai Beilis, Avi Fried, Ori Gal, Hillik Nissani Orna Mintz-Dov and Assaf Katan and with any other Company's directors and officers as shall be elected or appointed from time to time;
10. To approve a reverse split of the Company's ordinary Shares at a ratio of 1,000:1, and to effect the corresponding amendments to the Company's Memorandum of Association and Articles of Association as set forth in Exhibit A-1 and A-2 hereto, respectively;
11. To Amend the Company's Articles of Association as set forth in Exhibit A-2 hereto, in order to remove references to Preferred Shares and Preferred Directors;
12. To reappoint Kost, Forer, Gabbay, and Kasierer, a member of Ernst & Young International Ltd., as the Company's Independent Auditors, for the fiscal years ending December 31, 2019 and December 31, 2020 and for such additional period until the next annual general meeting of shareholders;
13. To review the Auditor's Report and the Company's Consolidated Financial Statements for the fiscal year ended December 31, 2018.

The Board recommends the approval of each of these proposals.

The Board of Directors has fixed the close of business on September 8, 2020 as the date for determining the holders of record of Ordinary Shares entitled to notice of and to vote at the Meeting and any adjournments thereof.

Proposals No. **1, 4, 11 and 12** are **ordinary resolutions** which require the affirmative vote of a majority of the Shares voted in person or by proxy at the Meeting on the matter presented for passage. The votes of all shareholders voting on the matter will be counted.

Proposal No. **2 and 3** are **special resolutions** which require the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the election of the external director (disregarding abstentions); or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the election of the external director does not exceed 2% of the outstanding voting power in the company. For this proposal, a Personal Interest does not include an interest in the resolution that is not as a result of ties to a Controlling shareholder.

Proposals No. **5-9** are **special resolutions** which require the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either (i) at least a majority of the voted shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution are voted in favor of the adoption of the resolution, disregarding abstentions; or (ii) the total number of shares of shareholders, who are not controlling shareholders and who do not have a Personal Interest in the resolution voted against the adoption of the resolution does not exceed 2% of the outstanding voting power in the Company.

Proposal **10** is a **special resolution**, which requires the affirmative vote of the holders of 75% of the Ordinary Shares present, or represented, and voting thereon at the Meeting. The votes of all shareholders voting on the matter will be counted.

The review of the Company's audited Consolidated Financial Statements for the fiscal year ended December 31, 2018 described in proposal 13 does not involve a vote of the shareholders.

"**Controlling**" for the purpose of this Notice means the ability to direct the acts of the Company. Any person holding twenty five percent (25%) or more of the voting power of the Company (if no other shareholder owns more than 50% of the voting rights) or the right to appoint directors or the chief executive officer is presumed to have control of the Company.

A "**Personal Interest**" is defined as 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 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 corporate body 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 excluding a personal interest arising solely from holding of shares in the Company; *provided that* for the purposes of Proposals No. 2 and 3, a "Personal Interest" shall not include an interest in the resolution that is not as a result of ties to a controlling shareholder.

Each shareholder voting at the Meeting or prior thereto by means of the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with a certain proposal. If any shareholder casting a vote does not explicitly indicate on the proxy card that he, she or it has a Personal Interest with respect to a certain proposal where such indication is required, then the vote on the applicable item shall not be counted.

Further details of these matters to be considered at the Meeting are contained in the attached Proxy Statement. On December 31, 2012, the Company has filed a Form 15 with the Securities and Exchange Commission (the "SEC") and deregistered its ordinary shares. Consequently, the Company is no longer obligated to file with the SEC certain reports, including Form 20-F and Form 6-K. Copies of the resolutions to be adopted at the Meeting, and the Company's Financial Statements for the year ended December 31, 2018 will be available to any shareholder entitled to vote at the meeting, at the Company's offices during regular business hours or upon written request, submitted to the Company. You can contact the Company by phone at (972) 3 915-7060, by facsimile at (972) 3 915-7011, or by email, at eyals@RadView.com.

The Board of Directors believes that the shareholders of the Company should be represented as fully as possible at the Meeting and encourages your attendance. Whether or not you plan to be present, kindly complete, date

and sign the enclosed proxy card exactly as your name appears on the envelope containing this Notice of Annual General Meeting and mail it promptly so that your votes can be recorded. No postage is required if mailed in the United States. Return of your proxy does not deprive you of your right to attend the Meeting, to revoke the proxy or to vote your Shares in person. All proxy instruments and powers of attorney must be delivered to the Company no later than 48 hours prior to the Meeting. The Company's Proxy Statement is furnished herewith. The presence, in person or by proxy, of at least two shareholders holding at least 33⅓% of the voting rights, will constitute a quorum at the Meeting.

Joint holders of shares should take note that, pursuant to Article 34.4 of the Amended and Restated Articles of Association of the Company, the vote of the senior of joint holders of any share who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) of the share, and for this purpose seniority will be determined by the order in which the names stand in the shareholders' register.

Position Statements. Shareholders may send the Company position statements on an agenda item in English, no later than October 5, 2020.

By Order of the Board of Directors,

Shai Beilis
Chairman

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE DATE AND SIGN THE PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE FOR WHICH NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. YOU CAN LATER REVOKE YOUR PROXY, ATTEND THE MEETING AND VOTE YOUR SHARES IN PERSON. ALL PROXY INSTRUMENTS AND POWERS OF ATTORNEY MUST BE DELIVERED TO THE COMPANY NO LATER THAN 48 HOURS PRIOR TO THE MEETING.

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**RADVIEW SOFTWARE LTD.
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ROSH HA'AIN, 4809249, ISRAEL
(+972) 3-915-7060**

ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on October 15, 2020

PROXY STATEMENT

This Proxy Statement is furnished to the holders of ordinary shares, NIS 0.01 nominal value (the “**Ordinary Shares**”) of RadView Software Ltd. (“**RadView**” or the “**Company**”) in connection with the solicitation of proxies to be voted at the Annual General Meeting of Shareholders of the Company (the “**Meeting**”) to be held in Israel at the Company’s offices at 13 Ha'Amal Street, Park Afek, Rosh Ha'Ain, 4809249 Israel, on October 15, 2020 at 15:00 local time, and thereafter as it may be adjourned from time to time.

At the Meeting, shareholders of the Company will be asked to vote upon the following matters:

1. To re-elect and elect (as the case may be) Mr. Shai Beilis, Mr. Eyal Shalom, Mr. Avi Fried, Mr. Ori Gal and Mr. Assaf Kattan to the Company’s Board of Directors, to serve until the next annual general meeting of shareholders and until their successors have been duly elected and qualified;
2. To elect Ms. Orna Mintz-Dov as an external director, to hold office for 3 years, commencing the date of her election;
3. To elect Mr. Hillik Nissani as an external director, to hold office for 3 years, starting from the date of his election;
4. To set the compensation of Mr. Hillik Nissani and Mrs. Orna Mintz-Dov (comprised of an annual fee and a per meeting attendance fee) at the “minimum” statutory amount applicable to companies of the Company’s size, as set forth from time to time in the applicable regulations of the Companies Law;
5. To approve the renewal of the Company’s directors’ and officers’ liability insurance policy;
6. To authorize and approve, the execution, delivery and performance by the Company of that certain investment agreement between the Company and Formula Ventures (Holdings) Ltd, Avi Fried, Ori Gal, Amit Bendov and Michael Chill;
7. To approve an amendment to the Convertible Loan Agreement with the Company’s controlling shareholder, Formula Ventures (Holdings) Ltd, and other certain lenders;
8. To approve the Management Services Agreement with each of the Company’s controlling shareholders, Formula Ventures Ltd., Avi Fried and Ori Gal;
9. To approve the entering into indemnification and exemption agreements in the Company’s customary form with each of Shai Beilis, Avi Fried, Ori Gal, Hillik Nissani Orna Mintz-Dov and Assaf Katan and with any other Company’s directors and officers as shall be elected or appointed from time to time;
10. To approve a reverse split of the Company’s ordinary Shares at a ratio of 1,000:1, and to effect the corresponding amendments to the Company’s Memorandum of Association and Articles of Association as set forth in Exhibit A-1 and A-2 hereto, respectively;
11. To Amend the Company’s Articles of Association as set forth in Exhibit A-2 hereto, in order to remove references to Preferred Shares and Preferred Directors;
12. To reappoint Kost, Forer, Gabbay, and Kasierer, a member of Ernst & Young International Ltd., as the Company’s Independent Auditors, for the fiscal years ending December 31, 2019 and December 31, 2020 and for such additional period until the next annual general meeting of shareholders;

13. To review the Auditor's Report and the Company's Consolidated Financial Statements for the fiscal year ended December 31, 2018.

A proxy card for use at the Meeting and a return envelope for the proxy card are enclosed. By signing the proxy card, shareholders may vote their Shares at the Meeting whether or not they attend. Upon the receipt of a properly signed and dated proxy card in the form enclosed, the shares represented thereby shall be voted in accordance with the instructions of the shareholder indicated thereon. The Company knows of no other matters to be submitted at the Meeting other than as specified in the Notice of Annual General Meeting of Shareholders enclosed with this Proxy Statement. Shares represented by executed and unrevoked proxies will be voted. On all matters considered at the Meeting, abstentions and broker non-votes will not be treated as either a vote "for" or "against" the matter, although they will be counted to determine if a quorum is present.

The proxy solicited hereby may be revoked at any time prior to its exercise, by the substitution with a new proxy bearing a later date or by a request for the return of the proxy at the Meeting. All proxy instruments and powers of attorney must be delivered to the Company no later than 48 hours prior to the Meeting.

The Company expects to mail this Proxy Statement and the enclosed form of proxy card to shareholders on or about September 9, 2020. All expenses of this solicitation will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and employees of the Company, without receiving additional compensation therefore, may solicit proxies by telephone, facsimile electronic mail, in person or by other means. Brokerage firms, nominees, fiduciaries and other custodians have been requested to forward proxy solicitation materials to the beneficial owners of Shares of the Company held of record by such persons, and the Company will reimburse such brokerage firms, nominees, fiduciaries and other custodians for reasonable out-of-pocket expenses incurred by them in connection therewith.

Shareholders Entitled to Vote. Only holders of record of Shares at the close of business on September 8, 2020 are entitled to notice of and to vote at the Meeting. The Company had a total of 711,925,016 Ordinary Shares issued and outstanding on July 31, 2020, each of which is entitled to one vote on each matter to be voted on at the Meeting. The Amended and Restated Articles of Association of the Company ("**Articles of Association**") do not provide for cumulative voting for the election of the directors or for any other purpose. The presence, in person or by proxy, of at least two shareholders holding at least 33⅓% of the voting rights, will constitute a quorum at the Meeting. If within one-half of an hour from the time appointed for the Meeting a quorum is not present, the Meeting will be adjourned to the same day in the next week, at the same time and place, or to such day and at such other time and place as the Chairman of the Meeting may determine with the consent of a majority of the voting power present at the meeting, in person or by proxy, and voting on the question of adjournment.

The Board of Directors has fixed the close of business on September 8, 2020 as the date for determining the holders of record of Ordinary Shares entitled to notice of and to vote at the Meeting and any adjournments thereof.

Proposals No. **1, 4, 11 and 12** are ordinary resolutions which require the affirmative vote of a majority of the Shares voted in person or by proxy at the Meeting on the matter presented for passage. The votes of all shareholders voting on the matter will be counted.

Proposal No. **2 and 3** are **special resolutions** which require the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the election of the external director (disregarding abstentions); or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the election of the external director does not exceed 2% of the outstanding voting power in the company. For this proposal, a Personal Interest does not include an interest in the resolution that is not as a result of ties to a Controlling shareholder.

Proposals No. and **5-9** are **special resolutions** which require the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that either (i) at least a majority of the voted shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution are voted in favor of the adoption of the resolution, disregarding abstentions; or (ii) the total number of shares of shareholders, who are not controlling shareholders and who do not have a Personal Interest in the resolution voted against the adoption of the resolution does not exceed 2% of the outstanding voting power in the Company.

Proposal 10 is a **special resolution**, which requires the affirmative vote of the holders of 75% of the Ordinary Shares present, or represented, and voting thereon at the Meeting. The votes of all shareholders voting on the matter will be counted.

“**Controlling**” for the purpose of this Notice means the ability to direct the acts of the Company. Any person holding twenty five percent (25%) or more of the voting power of the Company (if no other shareholder owns more than 50% of the voting rights) or the right to appoint directors or the chief executive officer is presumed to have control of the Company.

A “**Personal Interest**” is defined as 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 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 excluding a personal interest arising solely from holding of shares in the Company; *provided that* for the purposes of Proposals No. 2-12, a “Personal Interest” shall not include an interest in the resolution that is not as a result of ties to a controlling shareholder.

Each shareholder voting at the Meeting or prior thereto by means of the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with a certain proposal. If any shareholder casting a vote does not explicitly indicate on the proxy card that he, she or it has a Personal Interest with respect to a certain proposal where such indication is required, then the vote on the applicable item shall not be counted.

The presentation to the Company’s shareholders for consideration of the Company’s audited Financial Statements for the fiscal year ended December 31, 2018 described in Proposal No. 13 above does not involve a vote of the shareholders.

Further details of these matters to be considered at the Meeting are contained in the attached Proxy Statement. On December 31, 2012, the Company has filed a Form 15 with the Securities and Exchange Commission (the “SEC”) and deregistered its ordinary shares. Consequently, the Company is no longer obligated to file with the SEC certain reports, including Form 20-F and Form 6-K. Copies of the resolutions to be adopted at the Meeting, and the Company’s Financial Statements for the year ended December 31, 2018 will be available to any shareholder entitled to vote at the meeting, at the Company’s offices during regular business hours or upon written request, submitted to the Company. You can contact the Company by phone at (972) 3 915-7060, by facsimile at (972) 3 915-7011, or by email, at eyals@RadView.com.

It should be noted that on July 5, 2018, the Company’s shareholders approved a reverse split of the Company’s Ordinary Shares at a ratio of 500:1. As of the date of this Proxy Statement, the Company did not yet effect such reverse split.

The Board recommends the approval of each of the following proposals.

I. PRINCIPAL SHAREHOLDERS; EXECUTIVE COMPENSATION

The following table sets forth certain information known to us regarding the beneficial ownership of the Company’s Shares as of July 31st, 2020, by: (i) each person that beneficially owns more than 5% of the Company’s Shares; and (ii) all of the Company’s directors and executive officers. Beneficial ownership is determined in accordance with the rules of the SEC. In computing the number of Shares beneficially owned by a person and the percentage ownership of that person, Shares underlying options and warrants held by that person that are currently exercisable or exercisable within 60 days of July 31st, 2020, are considered outstanding. These Shares, however, are not considered outstanding when computing the percentage ownership of each other person. Except as indicated in the footnotes to this table and subject to state community property laws, each shareholder named in the table has sole voting and investment power for the Shares shown as beneficially owned by it. Ownership percentages are based on 711,925,016 Shares outstanding on July 31st, 2020, excluding 134,000 Shares held as treasury Shares. Unless otherwise noted below, the address of each of the Company’s directors and executive officers is c/o RadView Software Ltd., 13 Ha’Amal Street, Park Afek, Rosh Haayin, 4809249, Israel

Name of Beneficial Owner:	Total Shares Beneficially Owned	Percentage of Shares
Five Percent Shareholders:		
Formula Ventures (Holdings) Ltd. ⁽¹⁾	774,453,687	82.1%
Omer Levy ⁽²⁾	63,353,678	8.9%
Directors and Executive Officers:		
Shai Beilis ⁽³⁾	774,453,687	82.1%
Eyal Shalom	77,808,718	9.85%
Yam Shal-Bar	2,114,284	0.3%
Tanya Shalom.....	2,114,284	0.3%
All executive officers and Directors as a group (7 persons).....	856,490,973	83.53%

⁽¹⁾ Including Ordinary Shares issuable upon conversion of the outstanding convertible loans. Information is derived in part from Formula Ventures (Holdings) Ltd. and from the records of the Company. Includes Shares previously owned of record by Shem Basum Ltd. (the former name of Formula Ventures (Holdings) Ltd.) and Formula Venutre Ltd., both controlled by the Company's Chairman and controlling shareholder, Mr. Shai Beilis.

⁽²⁾ Mr. Omer Levy was the Company's CFO & COO until July 1st, 2020.

⁽³⁾ Reflects the beneficial ownership of Shai Beilis through his control of Formula Ventures (Holdings) Ltd. and Formula Ventures Ltd.

Summary Compensation Table

The following table outlines the compensation granted to the Company's five most highly compensated office holders during or with respect to the years ended December 31, 2018 and December 31, 2019. The five individuals for whom disclosure is provided herein are referred to as the "*Covered Executives*."

For purposes of the table and the summary below, "compensation" includes base salary, discretionary and non-equity incentive bonuses, equity-based compensation, payments accrued or paid in connection with retirement or termination of employment, personal benefits and perquisites such as car, phone and social benefits paid to or earned by each Covered Executive during the years ended December 31, 2018 and December 31, 2019.

December 31, 2018*:

Name	Position	Salary Cost (\$)	Bonus (\$)	Value of Equity Awards (\$)	Total (\$)
Eyal Shalom	CEO	200,307	-	42,000	242,307
Omer Levy	CFO&COO	155,957	-	46,000	201,957
Tanya Shalom	VP R&D	167,066	-	-	167,066
David Buch	VP Product	136,582	-	-	136,582
Yam Shalbar	CTO	126,216	-	-	126,216

* calculated on the basis of the NIS-USD exchange rate on December 31st, 2018 (3.7480:1).

December 31, 2019:**

Name	Position	Salary Cost (\$)	Bonus (\$)	Value of Equity Awards (\$)	Total (\$)
Eyal Shalom	CEO	224,648	-	136,000	360,648
Omer Levy	CFO&COO	173,569	-	-	173,569
Tanya Shalom	VP R&D	182,138	-	-	182,138
David Buch ⁽¹⁾	VP Product	31,098	-	-	31,098
Yam Shalbar	CTO	123,947	-	-	123,947

⁽¹⁾ Mr. David Buch was the Company's VP Product until March 14, 2019

** calculated on the basis of the NIS-USD exchange rate on December 31st, 2019 (3.4560:1).

RESOLUTIONS

1. ELECTION OF DIRECTORS

At the Meeting, the shareholders are requested to elect five nominees to serve on the Board of Directors: Mr. Shai Beilis, Mr. Eyal Shalom, Mr. Avi Fried, Mr. Ori Gal and Mr. Assaf Katan.

Pursuant to the Company's Articles of Association, the number of directors in the Company (including external directors) shall be determined from time to time by the annual general meeting, provided that it shall not be less than five nor more than nine.

The Israeli Companies Law, 5759-1999 (the "**Companies Law**") provides that a nominee for a position of a director shall have declared to the Company that he or she complies with the qualifications prescribed by the Companies Law for appointment as a director. All of the proposed nominees have declared to the Company that they comply with such qualifications.

The four nominees named in this Proposal No. 1, if elected, shall each hold office until the next annual general meeting of shareholders and until their respective successors are duly elected and qualified, unless any office is vacated earlier. The Company is unaware of any reason why any nominee, if elected, should be unable to serve as a director. All nominees listed below have advised the Board of Directors that they intend to serve as directors if elected.

Nominees for the Board of Directors

Certain information concerning the nominees:

<u>Name</u>	<u>Age</u>	<u>Current Position</u>
Shai Beilis	72	Chairman of the Board of Directors
Eyal Shalom	48	CEO and Director
Avi Fried	60	Director
Ori Gal	47	Director
Assaf Katan	49	---

SHAI BEILIS has served as a director of the Company from 1998 until 2010 and as a Chairman of the Board of Directors of the Company from May 2001 until May 2006, and from 2017 to date. Mr. Beilis is currently a Chairman of the board of directors of Prodigy Software Solutions Ltd., RavTech Ltd., Segol Balev Ltd. and TakaroTech Ltd. and a member of the board of directors of E.M.T. Computing Ltd.. Mr. Beilis founded Formula Ventures Ltd. (within the Formula Group) in 1998 and has been the Chairman of its board of directors since its incorporation. Formula Ventures Ltd., an affiliate of the current controlling shareholder of the Company, Formula Ventures (Holdings) Ltd., was the advisor and General Partner of two venture capital funds: Formula Ventures I and Formula Ventures II. Mr. Beilis joined the Formula Group in 1994 as Chief Executive Officer of Argotec Ltd. Mr. Beilis was CEO of Clal Computers and Technology Ltd. from 1993 to 1995, an Israeli IT holding company traded in the Tel-Aviv Stock Exchange. From 1987 to 1993, Mr. Beilis was Vice President at Digital Equipment Corporation Israel. From 1978 to 1986, he was Chief Executive Officer of Yael Software and Services Ltd. From 2002 to 2006, Mr. Beilis was the Chairman of Formula Vertex UK Ltd., which was the advisor for the European Technology Venture Portfolio of UBS Capital. Mr. Beilis has served as director or chairman of over sixty Israeli high tech companies (including the following Nasdaq listed companies: Wiztec Solutions Ltd. (1996 to 1999), BluePhoenix Solutions Ltd. (1995 to 2008), ClickSoftware Technologies Ltd. (2009 to 2015) and Formula Systems (1985) Ltd. (1997 to 2005)). Mr. Beilis holds an M.Sc. in Computer Science from the Weizmann Institute of Science in Rehovot, Israel, and a B.Sc., cum laude, in Mathematics and Statistics from the Hebrew University in Jerusalem, Israel.

EYAL SHALOM has served as the Company's Chief Executive Officer since March 2011. Mr. Shalom has been RadView's Sales Director for Israel, Europe and Asia Pacific since 2007 and previously, in the years 2000-2004, he was an R&D Director and Team Leader at RadView. During the years 2004-2007, Mr. Shalom was the R&D Director and Product Manager at SkyBox Security and from 1997 to 2000 he was a System and Project Manager at Ness Technologies. Mr. Shalom holds a B.Sc. in Computer Sciences and Mathematics from the Hebrew University of Jerusalem and is pursuing an Executive MBA at Tel Aviv University.

AVI FRIED has been serving as the CEO of Quicklizard Ltd since 2015. Additionally, he serves as a director of Spikko Telecom Ltd, SolView Systems Ltd, E2M Technologies Ltd, Ceedo Technologies (2005) Ltd, Zuznow Ltd, Celebros Inc., and as the chairman on the Board of Directors of Poly Information PLC, 3Base Ltd, BacSoft Ltd, Rocketick Technologies Ltd, Oree Advanced Illumination Solutions Ltd, Bees&Pollen Ltd. Mr. Fried was the CEO of OzVision from 2007 to 2010, and between 2003 and 2008 served as the Country Manager of Magma Design Automation. During 2005-2006, Mr. Fried served as the CEO of Magink Display Technologies and during 2001-2003 as the CEO of mSAFE. From 1999 to 2002, Mr. Fried served as the Head of Europe in Avanti. Since 1999 he is the owner of Freedom Holdings, a company. From 1997 to 1998, he had served as the CSO Manager in Hewlett-Packard Israel. Mr. Fried holds an MSC in mechanical engineering from Tel Aviv University.

ORI GAL serves as an advisor to private equity funds in respect of their portfolio assets. During 2013-2017, he served as a Senior VP, strategy planning and operations in Sabre and led it to an IPO. During 2009-2013 he served as a Senior VP, strategy planning and operations in Fico. Prior to that Mr. Gal led the portfolio management function for HP Software. Mr. Gal holds an MBA from the University of Oxford.

ASSAF KATAN, Assaf was CEO and co-founder of Apertio Technologies Ltd, an innovative startup in the Big Data space; the CEO of Radyos Media Ltd, providing CSPs with OTT Monetization solutions; and CEO at Compulocks Brands Inc., where he transformed the company into a multi-channel, international provider of secure display solutions. He was also CEO and VP Corporate Development at Alvarion Ltd, a global provider of Broadband networks. Assaf holds a BA in Psychology and Management from Tel-Aviv University.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

“RESOLVED, to re-elect and elect (as the case may be) the following persons: Mr. Shai Beilis, Mr. Eyal Shalom, Mr. Avi Fried, Mr. Ori Gal and Mr. Assaf Katan to serve as members of the Board of Directors of the Company until the next Annual General Meeting of Shareholders and until their successors have been duly elected and qualified.”

Vote Required

The affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy is necessary for the approval of the foregoing resolution.

2. ELECTION OF EXTERNAL DIRECTOR - ORNA MINTZ-DOV

External Directors - General

Companies incorporated under the laws of Israel whose securities have been offered to the public, such as the Company, are required by the Companies Law to have at least 2 external directors.

The Companies Law provides that a person may not be appointed as an external director if: (i) the person is a relative of a controlling shareholder; (ii) the person, or the person's relative, partner, employer or an entity under that person's control, has or had during the 2 years preceding the date of appointment any affiliation with the company, or the Controlling shareholder or its relative; (iii) in a company that does not have a Controlling shareholder, such person has an affiliation (as such term is defined in the Companies Law), at the time of his appointment, to the chairman of the board of directors, chief executive officer, a shareholder holding at least 5% of the share capital of the company or the chief financial officer; and (iv) if such person's relative, partner, employer, supervisor, or an entity he controls, has other than negligible business or professional relations with any of the persons with whom the external director himself may not be affiliated. The term "relative" means a spouse, sibling, parent, grandparent and child, and child, sibling or parent of a spouse or the spouse of any of the foregoing. The term "affiliation" includes an employment relationship, a business or professional relationship maintained on a regular basis, control and service as an office holder (excluding service as an external director of a company that is offering its shares to the public for the first time).

In addition, no person may serve as an external director if the person's position or other activities create or may create a conflict of interest with the person's responsibilities as director or may otherwise interfere with the person's ability to serve as director. If, at the time an external director is appointed, all members of the board of directors who are not controlling shareholders or their relatives, are of the same gender, then that external director must be of the other gender. A director of one company may not be appointed as an external director of another

company if a director of the other company is acting as an external director of the first company at such time. For a period of 2 years from termination from office, the company or its Controlling shareholder may not give any direct or indirect benefit to the former external director.

The external directors are required to be elected by the shareholders. The term of service of an external director is 3 years and generally, may be extended for up to 2 additional 3-year terms.

All of the external directors of a company must be members of its audit and compensation committees, and any committee of a company's board of directors that is authorized to carry out any of the powers of the board of directors must include at least one external director.

Pursuant to the Companies Law, at least one of the elected external directors must have "accounting and financial expertise" and any other external director must have "professional qualifications" and/or "accounting and financial expertise" as such terms are defined by regulations promulgated under the Companies Law.

Details regarding the proposed external director

A brief biography of Ms. Orna Mintz-Dov is set forth below:

ORNA MINTZ-DOV, Over the past two decades Orna Mintz-Dov co-founded and served as the CEO of two software companies: SabraTec Ltd, which was sold to Software AG in 2005, and Intellinx Ltd., which was acquired by Bottomline Technologies in 2015. Following the successful sale of Intellinx, Ms. Mintz-Dov served as the General Manager, CFRM Business Unit, for Bottomline Technologies, a NASDAQ listed software company. Since July 2019, Ms. Mintz-Dov has been serving as a director of Big Bi Innovation Ltd and as an advisory member for Openlegacy Technologies Ltd. Orna holds a BA in Economic and Accounting from Tel-Aviv University, Israel, and an M.Sc. in Information Technology, from the Tel Aviv University Business School.

The Companies Law provides that a nominee for a position of an external director shall have declared to the Company that he or she complies with the qualifications for appointment as an external director. Ms. Mintz-Dov has declared to the Company that she complies with the qualifications for appointment as an external director and that she intends to serve as an external director if elected.

The Board of Directors have determined that Ms. Mintz-Dov meets the legal requirements for an external director and has accounting and financial expertise, as well as professional qualifications.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

"RESOLVED, to elect Ms. Mintz-Dov as an external director, to hold office for 3 years, starting from the date of her election."

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the election of the external director; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the election of the external director does not exceed 2% of the outstanding voting power in the company. For this proposal, a Personal Interest does not include an interest in the resolution that is not as a result of ties to a Controlling shareholder.

Each shareholder voting at the Meeting or prior thereto by the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with this Proposal No. 2.

3. ELECTION OF EXTERNAL DIRECTOR - HILLIK NISSANI

External Directors - General

See proposal 2 above.

Details regarding the proposed external director

A brief biography of Mr. Hillik Nissani is set forth below:

HILLIK NISSANI, currently serves as a managing partner at valYou, as well as a Leadership Team Mentor at LogMeIn and a Strategic Advisor at Colu. Previously, in 2002-2003, Mr. Nissani served as a principal at Tamir Fishman Ventures and founded Sabratec Ltd, and in 2003-2005 he worked at the Corporate Development department of Poalim Capital Markets. Between 2005 and 2007, Mr. Nissani served as the Chairman of AdsMarket and the CEO of CubeEffect. During 2007-2009, Mr Nissani served as VP Americas at 888.com, and during 2009-2014 as the CEO of Habaneros Consulting and Coaching. Additionally, between 2014 and 2018 Mr. Nissani served as a non-executive director and a member of the audit committee at TechFinancials, and between 2016 and 2019 as an Executive Board Member at Cyprus Capital Partners. Mr. Nissani holds a MBA from Edinburgh Business School.

The Companies Law provides that a nominee for a position of an external director shall have declared to the Company that he or she complies with the qualifications for appointment as an external director. Mr. Nissani has declared to the Company that she complies with the qualifications for appointment as an external director and that she intends to serve as an external director if elected.

The Board of Directors have determined that Mr. Nissani meets the legal requirements and has the professional qualifications for an external director.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

“RESOLVED, to elect Mr. Nissani as an external director, to hold office for 3 years, starting from the date of his election.”

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the election of the external director; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the election of the external director does not exceed 2% of the outstanding voting power in the company. For this proposal, a Personal Interest does not include an interest in the resolution that is not as a result of ties to a Controlling shareholder.

Each shareholder voting at the Meeting or prior thereto by the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with this Proposal No. 3.

4. COMPENSATION OF THE EXTERNAL DIRECTORS

Our Compensation Committee and Board of Directors have approved that the compensation of the Company's external directors appointed pursuant to proposals 2 and 3 above, Ms. Orna Mintz-Dov and Mr. Hillik Nissani, comprised of an annual fee and a per meeting attendance fee, shall equal to the “minimum” statutory amount applicable to companies of the Company's size, as set forth from time to time Companies Regulations (Rules on Remuneration and Expenses of External Directors), 2000. The current amounts are an annual fee of NIS 21,210 (approximately \$6,250) and NIS 615 (approximately \$180) per meeting.

At the Meeting, the Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to approve the compensation for Ms. Orna Mintz-Dov and Mr. Hillik Nissani, as described in this Proxy Statement”.

Vote Required

The affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy is necessary for the approval of the foregoing resolution.

5. RENEWAL OF THE DIRECTORS' AND OFFICERS' LIABILITY INSURANCE POLICY

We believe that it is in the Company's best interests to provide our directors and officers with liability insurance coverage, to enable us to attract and retain highly qualified directors and officers.

Under Israeli law, the insurance of directors is required to be approved by the Compensation Committee, Board of Directors and shareholders.

The Company's Compensation Committee and Board of Directors have approved the Company's directors' and officers' liability insurance policy, with liability coverage of \$3 million per event and per period, at an annual premium of up to \$60,000 (the "**Policy**").

In addition, the Compensation Committee and Board of Directors approved the annual renewal of the Policy for two additional 12-month periods at a substantially similar coverage with an annual increase in premium of no more than 20% in any given year, as compared to the previous year (or an aggregate increase of up to 40% over two years).

The approval will apply to current directors and officers and any future directors and officers who may serve from time to time. It should be noted that the Policy will cover also the Company's controlling shareholders in their capacity as directors' and officers', under the same terms as for the other directors and officers.

Under the Companies Law, the purchase of a directors' and officers' liability insurance policy requires shareholder approval.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

"RESOLVED, to approve the renewal of the Company's directors' and officers' liability insurance policy, with liability coverage of \$3 million per event and per period, at an annual premium that shall not exceed \$60,000. The insurance shall cover all of the Company's directors and office holders as shall be serving from time to time.

FURTHER RESOLVED, to approve the annual renewal of the Policy for two additional 12-month periods at a substantially similar coverage with an annual increase in premium of no more than 20% in any given year, as compared to the previous year (or an aggregate increase of up to 40% in two years)."

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the proposal; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the proposal does not exceed 2% of the outstanding voting power in the company.

Each shareholder voting at the Meeting or prior thereto by the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with this Proposal No. 5.

6. APPROVAL OF THE INVESTMENT AGREEMENT

The Investment

On June 28th, 2020, the Company entered into an investment agreement (the "**Agreement**") with Avi Fried, Ori Gal (the "**Lead Investors**"); Amit Bendov and Michael Chill (the "**Additional Investors**") and the Company's controlling shareholder - Formula Ventures (Holdings) Ltd ("**Formula**", and together with the Lead Investors and the Additional Investors, the "**Investors**"). The terms of the Agreement are outlined below. Under the Companies Law, the transactions contemplated by the Agreement are subject to shareholders approval, as transactions with a controlling shareholder. The share amounts listed below do not give effect to the reverse stock split proposed in proposal 10 below.

Pursuant to the Agreement, the Investors shall purchase Company's Ordinary Shares at a purchase price of \$0.0019305 per share and \$650,000 in total, as follows:

- (i) Each of the Lead Investors, severally and not jointly, shall invest in the Company a total amount of \$200,000, in 20 equal monthly installments. In consideration for such investment amount, the Company shall issue to each of the Lead Investors 103,602,219 Ordinary Shares;
- (ii) Each of the Additional Investors shall invest in the Company an amount of \$25,000. In consideration for such investment amount, the Company shall issue each of the Additional Investors 13,489,873 Ordinary Shares;
- (iii) Formula shall invest in the Company an amount of \$200,000, of which an amount of \$28,000 has already been transferred to the Company as a bridge loan; an amount of \$72,000 shall be invested immediately following the shareholder approval; and \$100,000 shall be invested in one lump sum immediately following the receipt by Formula of payment of such amount on account of the Company's outstanding debt to Formula for management and director fees. In consideration for such investment, the Company shall issue to Formula 107,918,978 Ordinary Shares.

Bridge Loans

Payments made by the Investors under the Agreement prior to shareholders approval, are deemed interest free bridge loans, to be converted into an advance on account of such Investor's investment following the shareholders' approval. As of August 19th, 2020, \$175,000 were extended to the Company as interest-free loans.

Assignment of Convertible Loans

Additionally, upon their satisfaction in full of their respective investment obligation under the Agreement, Formula shall assign to each of the other Investors a portion of the following convertible loans extended by Formula to the Company, such that each of such Investors will become creditors of the Company, in an amount equal to such Investor's respective total investment:

- (iv) A Convertible Loan extended pursuant to a Convertible Loan Agreement dated April 2006 entered into by Fortissimo Capital Fund GP L.P. ("**Fortissimo**") and the Company, and assigned to Formula on July 13, 2017 (the "**2006 Convertible Loan**").
- (v) A Convertible Loan extended pursuant to a Convertible Loan Agreement dated, July 13, 2017, as amended, entered into by Fortissimo and the Company, and assigned to Formula on July 13, 2017 (the "**2017 Convertible Loan**").

The assignment will be split as follows: 65% assigned from the 2006 Convertible Loan and 35% assigned from the 2017 Convertible Loan.

Upon the execution of the Agreement, the Lead Investors were appointed by the Board to serve as Board members, pursuant to the provisions of the Company's Articles of Association.

Management Services The Company shall enter into a Management Services Agreement with each of the Lead Investors for an annual management fee of \$20,000.

Options to Lead Investors

- (1) The Lead Investors and Formula shall be granted options to purchase Ordinary Shares in an amount equal to, in the aggregate, between 3% and 6% of the Company's share capital (on a fully diluted basis as of immediately prior to the date of the Agreement). The exercise price shall be \$0.002 per Ordinary Share (the "**Exit Options**"). The Exit Options shall be exercisable on or before December 31, 2024, at the time the Company enters into an Exit Transaction, such as a merger or an acquisition of the Company. The exact amount of Ordinary Shares purchasable under the options shall be determined based on the size of the Exit Transaction, whereby an exit that yields to the Company's shareholders on the date of the Agreement consideration of \$4 million shall correspond to 3% Exit Options and an Exit Transaction consideration of \$8 million or more shall correspond to 6% Exit Options.
- (2) In addition, the Lead Investors and Formula shall be granted options to purchase Ordinary Shares of the Company at an exercise price of \$0.002, in an aggregate amount equal to 9% of the Company's share capital,

on a fully diluted basis as of immediately prior to the date of the Agreement (the “**Bonus Options**”). Each of the lead investors and Formula shall be granted one-third of the Bonus options. The Bonus Options shall vest and become exercisable upon the Company meeting by the end of 2020 certain financial performance goals.

The performance goals have been approved by the Board and their achievement shall also be approved by the Board.

Subject to shareholder approval hereof, the Audit Committee and the Board of Directors have approved the Agreement.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

“**RESOLVED**, to authorize and approve, the execution, delivery and performance by the Company of the Agreement, including the Investment, the Management Services Agreements, the assignment of the Convertible Loans, and the grant of the Exit Options and Bonus Options as provided above, and including all exhibits, schedules, ancillary agreements and all other documents attached to the Agreement or referred to therein and/or entered into by the Company in connection therewith.

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the proposal; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the proposal does not exceed 2% of the outstanding voting power in the company.

Each shareholder voting at the Meeting or prior thereto by the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with Proposal No. 6.

7. AMENDMENT TO THE CONVERTIBLE LOAN AGREEMENTS WITH FORMULA VENTURES (HOLDINGS) LTD. AND OTHER LENDERS

The 2006 Convertible Loan

In 2006, the Company obtained a financing from Fortissimo, a previous Controlling shareholder of the Company, and other co-investors in an amount of \$1.5 million. This financing included the 2006 Convertible Loan in the amount of \$750,000, extended to the Company pursuant to a Convertible Loan Agreement between Fortissimo and other certain lenders (together, the “**2006 CLA Lenders**”), dated April 4, 2006 (the “**2006 Convertible Loan Agreement**”).

The 2006 Convertible Loan carries interest at the rate of 8.0% per annum and together with any accrued interest thereon is convertible into Ordinary Shares at a conversion price of \$0.0043 per share (subject to standard adjustments).

On July 13, 2017, Fortissimo assigned and transferred all of its interests, rights and obligations in the 2006 Convertible Loan to one of the other Lenders, Formula, the controlling shareholder of the Company.

Over the course of the years, the 2006 Convertible Loan Agreement was amended and supplemented on several occasions, and the 2006 Convertible Loan’s maturity date was postponed. Pursuant to the latest Amendment No. 7, entered into on June 3, 2018, the maturity date was extended to December 31, 2021, and such extension was duly approved by the Company’s shareholders on July 5, 2018.

The 2006 CLA Lenders and the Company desire to further postpone the Maturity Date of the 2006 Convertible Loan to December 31, 2022.

The Company’s Audit Committee and Board of Directors, resolved, subject to shareholder approval, to approve this amendment to the 2006 Convertible Loan Agreement.

The Company is seeking a shareholder approval for the amendment to the 2006 Convertible Loan Agreement because it is an extraordinary transaction of the Company with its controlling shareholder, and as such it requires approval pursuant to the provisions of Section 275 of the Companies Law.

The 2017 Convertible Loan

In 2017, the Company received the 2017 Convertible Loan in the amount of \$800,000 from Fortissimo, pursuant to a Convertible Loan Agreement dated July 13, 2017 (the “**2017 Convertible Loan Agreement**”).

The 2017 Convertible Loan carries interest at the rate of 6.0% per annum and together with any accrued interest thereon is convertible into Ordinary Shares at a conversion price equal to the lower of: (i) \$0.01 and (ii) the average closing market price of the Ordinary Shares on the applicable market on which the Ordinary Shares are being traded during the 90 days’ period ending one day prior to the date of conversion of the applicable loan, but not less than \$0.005. If there are no reported sales of the Company's Ordinary Shares during the referenced period, the conversion price shall be \$0.005 (subject to standard adjustments).

On December 29, 2017, Fortissimo assigned and transferred all of its interests, rights and obligations in the 2017 Convertible Loan to Formula.

Formula and the Company desire to postpone the Maturity Date of the 2017 Convertible Loan to December 31, 2022.

The Company’s Audit Committee and Board of Directors, resolved, subject to shareholder approval, to approve this amendment to the 2017 Convertible Loan Agreement.

The Company is seeking a shareholder approval for the amendment to the 2017 Convertible Loan Agreement because it is an extraordinary transaction of the Company with its controlling shareholder, and as such it requires approval pursuant to the provisions of Section 275 of the Companies Law.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

“**RESOLVED**, to approve an amendment to the 2006 Convertible Loan Agreement, as amended, pursuant to which the Maturity Date shall be further extended until December 31, 2022.

“**FURTHER RESOLVED**, to approve an amendment to the 2017 Convertible Loan Agreement, as amended, pursuant to which the Maturity Date shall be further extended until December 31, 2022.”

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the proposal; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the proposal does not exceed 2% of the outstanding voting power in the company.

Each shareholder voting at the Meeting or prior thereto by the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with Proposal No. 7.

8. THE MANAGEMENT SERVICES AGREEMENT WITH FORMULA VENTURES LTD.

On June 28th, 2020, the Company entered into a Management Services Agreements with each of Formula Ventures Ltd. (“**Formula Management**”) an affiliate of the Company’s controlling shareholder, Formula Management, Avi Fried and Ori Gal (**Management Services Agreement**”),. Pursuant to the Management Services Agreement, the Company shall receive from each of the parties mentioned above management services, advice, and assistance to the Company’s management concerning the Company’s affairs and business.

In consideration of the performance of the aforementioned services, the Company shall pay each of Formula Management, Avi Fried and Ori Gal an annual management fee of \$20,000, payable in equal quarterly installments (pro-rated for partial periods). In the event that any of the Company's management services agreements entered into with each of Avi Fried and Ori Gal, shall expire or be terminated for any reason, Formula Management shall perform the management services to be executed by Avi Fried and/or Ori Gal and shall be entitled to receive the corresponding management fees (i.e. an additional annual amount of US\$ 20,000 for each agreement and up to a total annual management fee of US\$ 60,000, all pro-rated for partial periods).

The Management Services Agreements shall be in for a term of 3 years as of the date approved by the Company's shareholders, and may be terminated by the Company's Board or by Formula Management Company, subject to 30-day prior written notice to the other party.

Subject to shareholders' approval, the Audit Committee and the Board of Directors have approved the Management Services Agreement, and set its term to expire on September 1, 2023, unless extended by the shareholders again prior to expiration.

This proposal is subject to the approval of the Investment Agreement (proposal 6). Should the Investment Agreement (proposal 6) not be approved by the shareholders, the Management Services Agreement with each of Formula Management, Avi Fried and Ori Gal shall be void.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

"RESOLVED, to approve the Management Services Agreement with each of Formula Management, Avi Fried and Ori Gal, as described in this Proxy Statement."

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the proposal; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the proposal does not exceed 2% of the outstanding voting power in the company.

Each shareholder voting at the Meeting or prior thereto by the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with Proposal No. 8.

9. APPROVAL OF INDEMNIFICATION AND EXEMPTION AGREEMENTS

The Companies Law and our Articles of Association authorize us, subject to the receipt of requisite corporate approvals, to agree in advance to indemnify our directors and officers and exempt them from any liability for damages caused as a result of a breach of your duty of care towards the Company, subject to certain conditions and limitations. The Company has been providing indemnification and exemption agreements in favor of the Company's directors and officers agreeing to indemnify them to the fullest extent permitted by law, including, with respect to former directors and officers, for actions taken while holding office. The Company's form of indemnification and exemption agreement was amended from time to time, most recently on December 15th, 2011 (filed as Annex A to the Company's Proxy Statement for the year ended December 31, 2011 on Form 6-K on November 4, 2011, and incorporated herein by reference).

Subject to shareholders' approval, the Audit Committee and the Board of Directors have approved the entry into indemnification and exemption agreements in the Company's customary form with each of Shai Beilis, Avi Fried, Ori Gal, Hillik Nissani Orna Mintz-Dov and Assaf Katan; and with any additional directors and officers as shall be appointed or elected to the Company's Board from time to time.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

"RESOLVED, to approve the entry into indemnification and exemption agreements in the Company's customary form with each of Shai Beilis, Avi Fried, Ori Gal, Hillik Nissani Orna Mintz-Dov and Assaf Katan; and with any additional directors as shall be appointed or elected to the Company's Board from time to time."

Vote Required

The approval of this proposal requires the affirmative vote of a majority of the shares present, in person or by proxy, and voting on the matter, provided that: either (i) at least a majority of the shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution, are voted in favor of the proposal; or (ii) the total number of shares of shareholders who are not Controlling shareholders and who do not have a Personal Interest in the resolution voted against the proposal does not exceed 2% of the outstanding voting power in the company.

Each shareholder voting at the Meeting or prior thereto by means of the accompanying Proxy Card is requested to indicate if he, she or it has a Personal Interest in connection with this Proposal No. 9.

10. AMENDMENT TO SHARE CAPITAL; REVERSE SPLIT OF THE COMPANY'S ORDINARY SHARES

Currently, the authorized and registered share capital of the Company is NIS 18,750,000 (eighteen million, seven hundred and fifty thousand), divided into (i) 1,500,000,000 (one billion, five hundred million) Ordinary Shares; (ii) 225,000,000 (two hundred and twenty five million) Series A Preferred Shares, nominal value NIS 0.01 each ("**Preferred A Shares**"); and (iii) 150,000,000 (one hundred and fifty million) Series B Preferred Shares, nominal value NIS 0.01 each ("**Preferred B Shares**", and together with the Preferred A Shares, the "**Preferred Shares**").

On July 5, 2018, the Shareholders approved the amendment of the Preferred Shares conversion rate, and subsequently, the holders of the then issued and outstanding Preferred Shares of the Company converted all of their Preferred Shares into Ordinary Shares. Consequently, as of the date hereof, the Company has no issued and outstanding Preferred Shares.

In order to allow the Company to issue shares to its investors under the Agreement (as proposed in proposal 6 above), and to reserve sufficient amount of shares issuable for future investments, it is proposed to amend and increase the Company's share capital, as follows:

- (i) Reclassify 225,000,000 authorized Preferred A Shares into 225,000,000 Ordinary Shares;
- (ii) Reclassify 150,000,000 authorized Preferred B Shares into 150,000,000 Ordinary Shares;
- (iii) Increase the Company's authorized share capital by NIS 6,250,000, divided into 625,000,000 Ordinary Shares.

On July 5, 2018, the Company's shareholders approved a reverse split of the Company's Ordinary Shares at a ratio of 500:1 to be effected at the discretion of the Company's Board. However this reverse split was not effected.

The Company now recommends effecting a reverse split at a 1,000:1 rate, where each 1,000 Ordinary Shares of the Company, NIS 0.01 nominal value each, will be consolidated into one (1) Ordinary Share, of NIS 10.00 nominal value. The split shall be effected at the discretion of the Board, provided however that if not effected by June 30, 2021, then the matter shall require a new shareholders resolution.

As a result of these modifications, the authorized and registered share capital of the Company will be NIS 25,000,000, divided into 2,500,000 Ordinary Shares of NIS 10.00 nominal value each.

The reverse split will affect all Company ordinary shareholders uniformly and will not affect any shareholder's percentage ownership interest in the Company, except to the extent that the reverse split will result in any of the shareholders owning a fractional share or option (see below).

The exercise price and the number of shares issuable pursuant to certain outstanding options and warrants will automatically be adjusted in accordance with such reverse split. Thus, for every 1,000 Ordinary Shares previously issuable upon exercise of the options or warrants, the holders of these convertible securities will, upon exercise thereof, now receive 1 Ordinary Share of NIS 10.00 nominal value, for the same aggregate amount of consideration paid.

No fractional shares will be issued as a result of the reverse split. Instead, all fractional shares will be rounded down to the nearest whole number of shares.

After the effective date of the reverse split, shareholders will be notified and requested to surrender their old share certificates for certificates representing new shares. Until so surrendered, each certificate representing old shares will be deemed for all corporate purposes after such effective date to evidence ownership of new shares in the appropriate reduced number. The transfer agent for the Company is American Stock Transfer and Trust Company. Shareholders holding Company shares in “street name” through a bank, broker or other nominee will effect the reverse split for their beneficial owners.

Each certificate representing Ordinary Shares issued in connection with the reverse share split will continue to bear any legends restricting the transfer of such shares that were borne by the surrendered certificates representing the Ordinary Shares.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

“RESOLVED, to approve (i) the reclassification and increase of the Company’s share capital, as described in this Proxy Statement, (ii) the reverse split of the Company’s Ordinary Shares (on the effective date to be determined by the Board of Directors) where each 1,000 Ordinary Shares, NIS 0.01 nominal value each, will be consolidated into 1 Ordinary Share of NIS 10.00 nominal value and effect the corresponding amendments to the Company’s Memorandum of Association and Articles of Association as set forth in Exhibit A-1 and A-2 hereto, respectively.”

Vote Required

The affirmative vote of the holders of 75% of the voting power represented, and voting thereon at the Meeting in person or by proxy is necessary for the approval of the foregoing resolution.

11. AMENDMENT OF COMPANY’S ARTICLES OF ASSOCIATION

The Company’s Board has resolved, subject to shareholders’ approval, to adopt an amendment to the Articles of Association of the Company, in the form attached hereto as **Exhibit A-2**.

The amendment to the Articles of Association of the Company is to give effect to the removal of articles related to Preferred Shares.

At the Meeting, the Board of Directors will propose that the following resolution be adopted:

“RESOLVED, to approve and adopt the amendment to the Articles of Association of the Company’s, in the form attached hereto as Exhibit A-2.”

Vote Required

The affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy is necessary for the approval of the foregoing resolution.

12. REAPPOINTMENT OF INDEPENDENT AUDITORS

The Board of Directors recommends that the shareholders reappoint Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young International, Ltd., (“E&Y”) as the independent auditors of the Company, for the fiscal years ending December 31, 2019 and December 31, 2020 and for such additional period until the next annual general meeting of shareholders.

The Company’s consolidated financial statements at December 31, 2018 have been audited by E&Y.

The following table presents the aggregate fees for professional audit services and other services rendered by the Company's independent auditors, E&Y, in 2017, 2018 and 2019

	Year Ended December 31, 2017	Year Ended December 31, 2018	Year Ended December 31, 2019
Audit Fees ⁽¹⁾	\$ 7,500	\$ 7,500	\$ 10,000
Tax Fees ⁽²⁾	\$ 2,500	\$ 5,000	\$ 5,000
Total	\$ 10,000	\$ 12,500	\$ 15,000

- (1) Audit Fees consist of fees billed for the annual audit of the Company's annual consolidated financial statements.
- (2) Tax Fees include fees billed for tax compliance services, including the preparation of tax returns and claims for refund and tax consultations.

At the Meeting, the Board of Directors proposes that the following resolution be adopted:

“RESOLVED, to reappoint Kost, Forer, Gabbay, and Kasierer, a member of Ernst & Young International Ltd., as the Company's Independent Auditors, for the fiscal year ending December 31, 2019 and December 31, 2020 and for such additional period until the next annual general meeting of shareholders.”

Vote Required

The affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy is necessary for the approval of the foregoing resolution.

13. REVIEW OF AUDITOR'S REPORT AND FINANCIAL STATEMENTS

At the Meeting, the Auditor's Report and the Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2018, will be presented for review. These financial statements are not a part of this Proxy Statement. This item will not involve a vote of the shareholders. Copies of the Company's Financial Statements for the year ended December 31, 2018 will be available to any shareholder entitled to vote at the meeting, at the Company's offices during regular business hours or upon written request, submitted to the Company. You can contact the Company by phone at (972) 3 915-7060, by facsimile at (972) 3 915-7011, or by email, at eyals@RadView.com.

OTHER BUSINESS

The Meeting is called for the purposes set forth in the Notice accompanying this Proxy Statement. As of the date of the Notice, the Board of Directors knows of no business which will be presented for consideration at the Meeting other than the foregoing matters.

By Order of the Board of Directors,

Shai Beilis
Chairman

September 2020

