
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of: August 2020

Commission file number: 001-38610

SAFE-T GROUP LTD.
(Translation of registrant's name into English)

8 Abba Eban Ave.
Herzliya, 4672526 Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(1): _____

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(7): _____

CONTENTS

Attached hereto and incorporated by reference herein is the (i) Registrant's Notice of Annual and Extraordinary General Meeting of Shareholders to be held on September 15, 2020 (the "**Meeting**"), Proxy Statement and Proxy Card for the Meeting, and (ii) voting instruction form which will be sent to holders of American Depositary Shares by The Bank of New York Mellon.

Only shareholders of record who hold Ordinary Shares, no par value, or American Depositary Shares representing Ordinary Shares, of the Registrant at the close of business on August 13, 2020, will be entitled to notice of and to vote at the Meeting and any postponements or adjournments thereof.

This report on Form 6-K is incorporated by reference into the registration statements on Form S-8 (File No. 333-233510 and 333-239249) and Form F-3 (File Nos. 333-233724, 333-235367, 333-235368 and 333-236030) of the Registrant, filed with the Securities and Exchange Commission, to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Notice of Meeting, Proxy Statement and Proxy Card for the Annual and Extraordinary General Meeting of Shareholders to be held on September 15, 2020.</u>
99.1.A	<u>Exhibit A to Proxy Statement - Amended and Restated Compensation Policy for Company's Office Holders (marked copy)</u>
99.2	<u>Voting Instruction Form for Holders of American Depositary Shares.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Safe-T Group Ltd.
(Registrant)

Date: August 11, 2020

By /s/ Hagit Gal
Name: Hagit Gal
Title: Corporate Legal Counsel

**SAFE-T GROUP LTD.
NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that an Annual and Extraordinary General Meeting of Shareholders (the “**Meeting**”) of Safe-T Group Ltd. (“**Safe-T**” or the “**Company**”) will be held at the Company’s offices, at 8 Aba Eban Blvd., Herzliya, Israel, on September 15, 2020 at 3:30 p.m. Israel time. However, we are monitoring developments with regard to the coronavirus pandemic (“**COVID-19**”), and it is possible that the Meeting may be held solely by means of remote communication. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable.

The Company is a Dual Company, as such term is defined in the Israeli Companies Regulations (Relief for Public Companies Traded on Stock Markets Outside of Israel), 4760 – 2000.

The agenda of the Meeting:

1. To reappoint PwC Israel, Certified Public Accountants, as the independent auditor of the Company for the year ending December 31, 2020, and until the next annual general meeting of the shareholders of the Company, and to authorize the board of directors of the Company to determine their remuneration.
2. To appoint Ms. Rakefet Remigolski as a director of the Company (Class I) and to approve her remuneration.
3. To amend the Company’s compensation policy.
4. To approve the terms of compensation of Mr. Shachar Daniel, the Company’s Chief Executive Officer and director.
5. To approve the terms of compensation of Mr. Amir Mizhar, the Company’s Chief Software Architect and director.
6. To approve the terms of compensation of Mr. Chen Katz, the Company’s active Chairman of the board of directors.
7. To grant options to members of the Company’s board of directors.
8. To increase the Company’s authorized share capital and to amend the Company’s articles of association to reflect the same.
9. Presentation of the Company’s financial statements and annual report for the year ended December 31, 2019.

Our board of directors (the “**Board of Directors**”) recommends that you vote in favor of the proposed resolutions, which are described in the attached proxy statement.

We currently intend to hold the Meeting in person. However, depending on developments with respect to the COVID-19, we might hold the Meeting virtually on the above date and time instead of in person. If we determine that a change to a virtual meeting format is advisable or required, an announcement of such change will be made on our Investor Relations website at <https://www.safe-t.com/investor-relations/> and on a Report on Form 6-K as promptly as practicable, and will be made available to the public on the U.S. Securities and Exchange Commission’s (“**SEC**’s”) website at www.sec.gov and in addition at www.magna.isa.gov.il or <https://maya.tase.co.il>.

Shareholders of record at the close of business on August 13, 2020 (the “**Record Date**”), are entitled to notice of and to vote at the Meeting, either in person or by appointing a proxy to vote in their stead at the Meeting (as detailed below).

A form of proxy for use at the Meeting is attached to the proxy statement, and a voting instruction form, together with a return envelope, will be sent to holders of American Depositary Shares representing the Company's ordinary shares, no par value (the "ADSs" and "Ordinary Shares", respectively). By appointing "proxies," shareholders and ADS holders may vote at the Meeting whether or not they attend. If a properly executed proxy in the attached form is received by the Company at least 4 hours prior to the Meeting, all of the Ordinary Shares represented by the proxy shall be voted as indicated on the form. ADS holders should return their voting instruction form by the date set forth therein. Subject to applicable law and the rules of the Nasdaq Stock Market, in the absence of instructions, the Ordinary Shares represented by properly executed and received proxies will be voted "FOR" all of the proposed resolutions to be presented at the Meeting for which the Board of Directors recommends a "FOR". Shareholders and ADS holders may revoke their proxies or voting instruction form (as applicable) at any time before the deadline for receipt of proxies or voting instruction form (as applicable) by filing with the Company (in the case of holders of Ordinary Shares) or with the Bank of New York Mellon (in the case of holders of ADSs) a written notice of revocation or duly executed proxy or voting instruction form (as applicable) bearing a later date.

Shareholders registered in the Company's shareholders register in Israel and shareholders who hold Ordinary Shares through members of the Tel Aviv Stock Exchange may also vote through the attached proxy by completing, dating, signing and mailing the proxy to the Company's offices no later than September 15, 2020 at 11:30 a.m. Israel time. Shareholders registered in the Company's shareholders register in Israel and shareholders who hold Ordinary Shares through members of the Tel Aviv Stock Exchange who vote their Ordinary Shares by proxy must also provide the Company with a copy of their identity card, passport or certification of incorporation, as the case may be. Shareholders who hold shares through members of the Tel Aviv Stock Exchange and intend to vote their Ordinary Shares either in person or by proxy must deliver the Company, no later than September 15, 2020 at 11:30 a.m. Israel time, an ownership certificate confirming their ownership of the Company's Ordinary Shares on the Record Date, which certificate must be approved by a recognized financial institution, as required by the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting), 5760-2000, as amended. Alternatively, shareholders who hold Ordinary Shares through members of the Tel Aviv Stock Exchange may vote electronically via the electronic voting system of the Israel Securities Authority up to six hours before the time fixed for the Meeting. You should receive instructions about electronic voting from the Tel Aviv Stock Exchange member through which you hold your Ordinary Shares.

ADS holders should return their proxies by the date set forth on their voting instruction form.

If you are a beneficial owner of shares registered in the name of a member of the Tel Aviv Stock Exchange and you wish to vote, either by appointing a proxy, or in person by attending the Meeting, you must deliver to the Company a proof of ownership in accordance with the Israeli Companies Law, 5799-1999 and the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meetings), 5760-2000. Detailed voting instructions are provided in the proxy statement.

Sincerely,

Chen Katz
Chairman of the Board of Directors

August 11, 2020

SAFE-T GROUP LTD.
HERZLIYA, ISRAEL

PROXY STATEMENT

ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 15, 2020

The enclosed proxy is being solicited by the board of directors (the “**Board of Directors**”) of Safe-T Group Ltd. (the “**Company**”) for use at the Company’s annual and extraordinary general meeting of shareholders (the “**Meeting**”) to be held on September 15, 2020, at 3:30 p.m. Israel time, or at any adjournment or postponement thereof. However, we are monitoring developments with regard to the coronavirus pandemic (“**COVID-19**”) and it is possible that the Meeting may be held solely by means of remote communication. In the event it is not possible or advisable to hold the Meeting in person, we will announce alternative arrangements for the Meeting as promptly as practicable.

Upon the receipt of a properly executed proxy in the form enclosed, the persons named as proxies therein will vote the ordinary shares, no par value, of the Company (the “**Ordinary Shares**”) covered thereby in accordance with the directions of the shareholders executing the proxy. In the absence of such directions, and except as otherwise mentioned in this proxy statement, the Ordinary Shares represented thereby will be voted in favor of each of the proposals described in this proxy statement.

Two or more shareholders present, personally or by proxy, holding not less than 15% (fifteen percent) of the Company’s outstanding Ordinary Shares, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned until September 22, 2020, at 3:30 p.m. Israel time. If a quorum is not present at the second meeting within half an hour from the time appointed for such meeting, any number of shareholders present personally or by proxy shall be deemed a quorum, and shall be entitled to deliberate and to resolve in respect of the matters for which the Meeting was convened. Abstentions and broker non-votes are counted as Ordinary Shares present for the purpose of determining a quorum.

We currently intend to hold the Meeting in person. However, depending on developments with respect to the COVID-19, we might hold the Meeting virtually on the above date and time instead of in person. If we determine that a change to a virtual meeting format is advisable or required, an announcement of such change will be made on our Investor Relations website at <https://www.safe-t.com/investor-relations/> and on a Report on Form 6-K as promptly as practicable, and will be made available to the public on the U.S. Securities and Exchange Commission’s (“**SEC**’s”) website at www.sec.gov and in addition at www.magna.isa.gov.il or <https://maya.tase.co.il>.

Pursuant to the Companies Law 5799-1999 (the “**Companies Law**”), each of Proposals No. 1, 2, 5, 6 (with regard to grant of options to Mr. Katz only), 7 (with regard to grant of options to Messrs. Tal and Halfon and Ms. Remigolski) and 8 described hereinafter, requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares of the Company amounting in the aggregate to at least a majority of the votes actually cast by shareholders with respect to such proposals (a “**Simple Majority**”).

Pursuant to the Companies Law, each of Proposals No. 3, 4, 6 (with regard to payment of bonuses to Mr. Katz only) and 7 (with regard to grant of options to Messrs. Geda and Vider) described hereinafter, requires the affirmative vote of the Company’s shareholders holding at least a majority of the Company’s Ordinary Shares present, in person or by proxy, and voting on the matter, provided that either (i) such a majority includes at least the majority of the votes of shareholders who are not controlling shareholders or do not have personal interest in the approval of the transaction (abstentions will not be taken into account); or (ii) the total number of votes against such proposal among the shareholders mentioned in clause (i) above does not exceed two percent (2%) of the total voting rights in the Company (the “**Special Majority**”).

For this purpose, “personal interest” is defined under the Companies Law as: (1) a shareholder’s personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of any of his or her relatives (which includes for these purposes foregoing shareholder’s spouse, siblings, parents, grandparents, descendants, and spouse’s descendants, siblings, and parents, and the spouse of any of the foregoing); (ii) a personal interest of a corporation in which a shareholder or any of his/her aforementioned relatives serve 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; and (iii) a personal interest of an individual voting via a power of attorney given by a third party (even if the empowering shareholder has no personal interest), and the vote of an attorney-in-fact shall be considered a personal interest vote if the empowering shareholder has a personal interest, and all with no regard as to whether the attorney-in-fact has voting discretion or not, but (2) excludes a personal interest arising solely from the fact of holding shares in the Company.

For this purpose, a “controlling shareholder” is any shareholder that has the ability to direct the Company’s activities (other than by means of being a director or office holder of the Company). A person is presumed to be a controlling shareholder if he or she holds or controls, by himself or together with others, one half or more of any one of the “means of control” of a company; in the context of a transaction with an interested party, a shareholder who holds 25% or more of the voting rights in the company if no other shareholder holds more than 50% of the voting rights in the company, is also presumed to be a controlling shareholder. “Means of control” is defined as any one of the following: (i) the right to vote at a general meeting of a company, or (ii) the right to appoint directors of a company or its chief executive officer.

In connection with Proposal No. 3, the Companies Law allows the board of directors of a company to approve such proposal even if the general meeting of shareholders has voted against its approval, provided that the company’s compensation committee, and thereafter its board of directors, each determines to approve it, based on detailed arguments, and after having reconsidered the matter.

The vote for approval of remuneration to Mr. Daniel as set forth in Proposal No. 4 shall be made separately for each component of his remuneration. The vote for approval of remuneration to Mr. Mizhar as set forth in Proposal No. 5 shall be made separately for each component of his remuneration. The vote for approval of remuneration to Mr. Katz as set forth in Proposal No. 6 shall be made separately for each component of his remuneration. The vote for grant of options to each of the directors as set forth in Proposal No. 7 shall be made separately for each director.

Item 9 will not involve a vote by the shareholders and accordingly there is no proposed resolution.

Shareholders or ADS holders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a “**Position Statement**”) to the Company’s offices, c/o Mr. Shai Avnit, at 8 Aba Eban Blvd., Herzliya, Israel. Any Position Statement received will be furnished to the SEC on a Report on Form 6-K, and will be made available to the public on the SEC’s website at www.sec.gov and in addition at www.magna.isa.gov.il or maya.tase.co.il. Position Statements should be submitted to the Company no later than September 3, 2020. A shareholder is entitled to contact the Company directly and receive the text of the proxy card and any Position Statement.

PROPOSAL 1

TO RE-APPOINT PWC ISRAEL, CERTIFIED PUBLIC ACCOUNTANTS, AS THE INDEPENDENT AUDITOR OF THE COMPANY

Under the Companies Law, the appointment of independent auditor requires the approval of the shareholders of the Company.

The Board of Directors has authorized and approved the re-appointment of the accounting firm of PwC Israel, Certified Public Accountants (“**PwC Israel**”), as the independent auditor of the Company for the year ending December 31, 2020, and until the next annual general meeting of the shareholders of the Company.

The Board of Directors believes that the re-appointment of PwC Israel as the independent auditor of the Company is appropriate and in the best interests of the Company and its shareholders.

For additional information on the fees paid by the Company and its subsidiaries to PwC Israel in each of the previous two fiscal years, please see Item 16C. ‘Principal Accountant Fees and Services’ in the Company’s annual report on Form 20-F for the year ended December 31, 2019, filed with the SEC on March 31, 2020.

The shareholders of the Company are requested to adopt the following resolution:

“RESOLVED, to re-appoint PwC Israel as the independent auditor of the Company for the year ending December 31, 2020, and until the next annual general meeting of the Company’s shareholders, and to authorize the Board of Directors of the Company to determine their remuneration.”

The approval of this proposal, as described above, requires the affirmative vote of a Simple Majority.

The Board of Directors unanimously recommends that the shareholders vote FOR the above proposal.

PROPOSAL 2
TO APPOINT MS. RAKEFET REMIGOLSKI AS A DIRECTOR OF THE COMPANY (CLASS I)

Our Board of Directors is currently comprised of seven directors – Chen Katz (active Chairman), Amir Mizhar (also serves as President and Chief Software Architect), Shachar Daniel (also serves as the Company’s Chief Executive Officer), Yehuda Halfon (external director), Moshe Tal (external director), Eylon Geda and Lior Vider Each of Messrs. Halfon, Tal and Vider qualify as an independent director under the Nasdaq Stock Market rules.

On May 23, 2019, Messrs. Halfon and Tal were appointed by the general meeting to serve as external directors of the Company for a three-year term (second term for Mr. Halfon and first term for Mr. Tal). The office of Messrs. Geda and Vider will terminate at the end of this Meeting.

It is proposed to appoint Ms. Remigolski as member of the Board of Directors of the Company to be classified as a Class I director, as defined under the Company’s articles of association, to hold office until the close of the third annual general meeting next succeeding, unless her office becomes vacant earlier in accordance with the provisions of the Companies Law and the Company’s articles of association or unless otherwise provided in the Company’s articles of association. Ms. Remigolski has certified to us that she complies with all requirements under the Companies Law for serving as a director.

In her capacity as member of the Company’s Board of Directors, Ms. Remigolski shall be entitled to following fees: (i) an annual fee of NIS 30,000 and (ii) an attendance fee of NIS 1,500 per meeting, which amounts are less than the maximum amounts set forth in the second and third appendices of the Companies Regulations (Rules concerning Compensation and Expenses of an External Director), 5760-2000.

In addition, in her capacity as member of the Company’s Board of Directors, Ms. Remigolski shall be entitled to the same insurance, indemnification and exculpation arrangements, as are currently in effect for the Company’s other officers and directors, in accordance with the Company’s articles of association and the Current Compensation Policy, as well as the Amended and Restated Compensation Policy (as defined in Proposal No. 3 below).

On August 2, 2020, the Company’s Board of Directors determined that Ms. Remigolski qualifies as an independent director under the Nasdaq Stock Market rules and possesses “financial and accounting expertise” under the Companies Law and regulations promulgated thereunder. On August 2, 2020, the Company’s Audit Committee determined that Ms. Remigolski qualifies as an independent director under the Companies Law. A brief biography of Ms. Remigolski is set forth below.

Since 2018, Ms. Remigolski has served as Chief Finance Officer at Arazim Investments Ltd., an Israeli real-estate company publicly traded on the Tel Aviv Stock Exchange. Since 2015, Ms. Remigolski has served as a director and head of audit committee at Israeli National Sport Center – Tel Aviv. Since 2008, Ms. Remigolski has taught advanced courses in financial accounting at the Interdisciplinary Center in Herzliya, Israel. Ms. Remigolski holds a B.A. in Business and an M.B.A. (Cum Laude) with a major in finance and accountancy, both from the College of Management Academic Studies in Israel. Ms. Remigolski is a certified public accountant and is a member of the Institute of Certified Public Accountants in Israel. Ms. Remigolski represented Israel in the 1988 Olympic Games in Seoul, South Korea (rhythmic gymnastics).

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

“RESOLVED, to appoint Ms. Rakefet Remigolski as a director of the Company (Class I), until the third annual general meeting of the Company’s shareholders next succeeding, and to approve her remuneration, as set forth in Proposal No. 2 of the Proxy Statement. Ms. Remigolski will benefit from the same insurance, indemnification and exculpation arrangements, as currently in effect for the Company’s other officers and directors.”

The approval of this proposal, as described above, requires the affirmative vote of a Simple Majority.

The Board of Directors unanimously recommends that the shareholders vote FOR the above proposal.

PROPOSAL 3 TO AMEND THE COMPANY’S COMPENSATION POLICY

Pursuant to the Companies Law, all public Israeli companies, including Dual Companies, such as the Company, are required to adopt a written compensation policy for their executives, which addresses certain items prescribed by the Companies Law and serves as a flexible framework for executives’ and directors’ compensation. Furthermore, according to the Companies Law, the compensation policy must generally be re-approved once every three years by the Board of Directors, following recommendation by the compensation committee of the Board of Directors (the “**Compensation Committee**”), and by a special majority of the Company’s shareholders. The Company’s current compensation policy (the “**Current Compensation Policy**”) was approved by the Company’s shareholders on September 26, 2019.

On March 26, 2020, the Compensation Committee, and on March 29, 2020 and August 2, 2020, the Company’s Board of Directors reviewed in depth the terms of the Current Compensation Policy, and approved, and recommended the shareholders to approve, that the Current Compensation Policy be amended and restated as reflected in Exhibit A hereto (the “**Amended and Restated Compensation Policy**”).

The purpose of the proposed amendment is to update the Current Compensation Policy to meet the changing business environment where the Company operates and the compensation needs of its directors and officers, and reflect amendments that are required in light of the experience gained in the implementation of the Current Compensation Policy, as well as changes in common practice among similar companies.

When considering the Amended and Restated Compensation Policy, the Company’s Compensation Committee and Board of Directors considered numerous factors, including the advancement of the Company’s objectives, the Company’s business plan and its long-term strategy, and creation of appropriate incentives for directors and executive officers. The Compensation Committee and the Board of Directors also considered, among other things, the Company’s risk management, size and the nature of its operations, and reviewed various data and information they deemed relevant.

Similar to the Current Compensation Policy, the proposed Amended and Restated Compensation Policy is designed to promote retention and motivation of directors and executive officers, incentivize superior individuals’ excellence, align the interests of the Company’s directors and executive officers with the long-term performance of the Company and provide a risk management tool. To that end, a portion of an executive officer compensation package is targeted to reflect the Company’s short and long-term goals, as well as the executive officer’s individual performance, while taking into account each executive’s skills, education, expertise and achievements. The Amended and Restated Compensation Policy includes limitations on the ratio between the variable and the total compensation of an executive officer and minimum vesting periods for equity-based compensation.

Pursuant to the proposed Amended and Restated Compensation Policy and similar to the Current Compensation Policy, the compensation that may be granted to an executive officer may include: base salary, annual performance bonus, special bonus, equity-based compensation, benefits and termination of employment arrangements.

The main changes in the Amended and Restated Compensation Policy in comparison to the Current Compensation Policy are as follows: (i) increase of the maximum remuneration ratios between officers and other employees of the Company; (ii) increase of the maximum premium for directors and officers liability insurance policy and POSI (Public Offering of Securities Insurance) insurance policy (due to significant changes to office holders’ insurance market conditions and increase of such premiums in the insurance market, originating mainly from a substantial increase in the amount of claims filed in the United States and defense costs, increased regulatory investigations and additional risks); (iii) allowance to purchase run-off insurance coverage; and (iv) change in default terms of options to purchase the Company’s shares, in order to provide the Board of Directors with additional flexibility.

A marked copy of the Amended and Restated Compensation Policy indicating the proposed amendments is attached hereto as **Exhibit A**.

The shareholders of the Company are requested to adopt the following resolution:

“RESOLVED, to approve the Amended and Restated Compensation Policy for the Company’s directors and officers, in the form attached as Exhibit A to the Proxy Statement, as of the date of this Meeting and for a three year period as prescribed under applicable law, as set forth in Proposal No. 3 of the Proxy Statement.”

The approval of the above proposal, as described above, requires the affirmative vote of a Special Majority (as defined in this proxy statement).

The Board of Directors unanimously recommends a vote FOR on the above proposal.

PROPOSAL 4
TO APPROVE THE TERMS OF COMPENSATION OF MR. SHACHAR DANIEL, THE COMPANY’S
CHIEF EXECUTIVE OFFICER AND DIRECTOR

Mr. Shachar Daniel has served as the Company’s Chief Executive Officer since June 2016. Pursuant to Mr. Daniel’s amended and restated employment agreement, which was approved by the Company’s shareholders on May 8, 2016, Mr. Daniel is entitled to a gross monthly salary of NIS 40,000 (the “**Monthly Salary**”) (approximately NIS 60,000 in terms of employer cost, which includes Company’s leased car, social benefits according to applicable law and study fund). Mr. Daniel is also entitled to lunch and other business expenses, in accordance with the Company’s policies, cellular phone usage costs, paid annual leave of 22 working days per year (which may be accumulated in accordance with the Company’s policies); and is included in the Company’s directors and officers liability insurance policy. In addition, Mr. Daniel is eligible for bonus payments, subject to approvals required under applicable law.

Mr. Daniel has also served as a director of the Company since June 2016, and is not entitled to additional payments in his capacity as director of the Company.

On February 23 and February 25, 2020, the Company’s Compensation Committee and Board of Directors, respectively, determined, inter alia, that Mr. Daniel shall be eligible for a cash bonus equal to 1% of the gross proceeds of any equity or convertible debt financing by the Company during 2020.

On February 23, and July 1, 2020, the Company’s Compensation Committee, and on February 25 and August 2, 2020, the Company’s Board of Directors, approved (i) to increase Mr. Daniel’s Monthly Salary by NIS 8,000 to gross NIS 48,000 (NIS 71,000 in terms of employer cost as described above) effective as of March 1, 2020; (ii) to pay Mr. Daniel a cash bonus, equal to 1% of the gross proceeds of the financings consummated by the Company during 2020 and up to the date of the approval; and (iii) to grant Mr. Daniel options to purchase 10,800,000 Ordinary Shares (“**Mr. Daniel Options**”) under the Safe-T Group Global Equity Plan (the “**Global Equity Plan**”).

One percent of the gross proceeds of the equity financings consummated by the Company during 2020 until the date of this proxy statement aggregates to an amount of US \$186,906. Due to Mr. Daniel’s meeting predefined measurable criteria determined by the Compensation Committee and the Board of Directors, a bonus payment of US \$79,954 to Mr. Daniel (equal to 7 times his current Monthly Salary – the maximum annual bonus allowed under the Company’s Compensation Policy, calculated based on the exchange rate between US Dollar and New Israeli Shekel on May 28, 2020) out of the aforesaid US \$186,906, was already authorized by the Company’s Board of Directors, all in accordance with the Companies Law, the guidelines of the Israeli Security Authority and the Company’s Current Compensation Policy, as well as the Amended and Restated Compensation Policy. The balance of US \$106,952 of bonus payable to Mr. Daniel deviates from the provisions of the Company’s Current and Amended and Restated Compensation Policies and, therefore, is subject to approval by the Company’s shareholders (“**Mr. Daniel Bonus**”). In addition, following the date hereof and during 2020, the Company may consummate additional equity or convertible debt financings, including by means of exercise of warrants issued by the Company during 2020, for which Mr. Daniel may be entitled for additional bonus payments equal to 1% of the gross proceeds of such additional financings (“**Mr. Daniel Additional Bonus**”). The Mr. Daniel Additional Bonus is also subject to approval by the Company’s shareholders.

Together with the options to purchase 20,592 Ordinary Shares of the Company granted to Mr. Daniel in the past, Mr. Daniel Options equal approximately 1.59% of the Company's outstanding share capital and 0.97% of the Company's share capital on a fully diluted basis as of the date of this proxy statement. The exercise price of Mr. Daniel Options will be NIS 0.151 per share, which is equal to the Company's average share price on the Tel Aviv Stock Exchange in the last 30 trading days prior to the date of the approval of such grant by the Company's Board of Directors. The Mr. Daniel Options shall begin to vest as of August 2, 2020 (the "**Vesting Commencement Date**"), whereby 1/6 of the Mr. Daniel Options shall vest six months following the Vesting Commencement Date and the balance over a period of 30 months in 10 equal portions. The vesting of the Mr. Daniel Options shall accelerate upon termination of Mr. Daniel's service with the Company, resulting from a change of control in the Company or other exit event. Each vested Mr. Daniel Option shall be exercisable for a period of 10 years following Vesting Commencement Date, and, if not terminated earlier in accordance with the Global Equity Plan, any portion of the Mr. Daniel Options that has not been exercised by such date shall terminate and not be exercisable thereafter. In the event that Mr. Daniel ceases to serve as an employee, director, officer or consultant of the Company or its affiliates (except in certain events specified in the Global Equity Plan), all of his unvested options shall expire immediately, and all vested options shall remain exercisable for a period of 90 days following the date of such termination.

In making its recommendation to the Company's shareholders, the Compensation Committee and the Board of Directors each have considered various factors, including, among others, (i) whether Mr. Daniel's compensation, including the increased Monthly Salary and Mr. Daniel Bonus and Additional Bonus, reflects a fair and reasonable value for his services and whether the increased Monthly Salary is considered customary for such positions in companies of similar scopes of activities; (ii) the factors included in the Current Compensation Policy and the Amended and Restated Compensation Policy, including Mr. Daniel's position, responsibilities and previous compensation arrangements, including the fact that Mr. Daniel's Monthly Salary was not increased since 2016; and (iii) the recent positive structural changes that Mr. Daniel led in the Company's group of companies.

In making their recommendation with regard to the approval of the grant of the Mr. Daniel Options, the Compensation Committee and the Board of Directors each have also considered, among others, and in addition to the reasons above, (i) that due to significant ongoing changes in its share capital and other technical reasons, the Company refrained from granting options to its personnel, including Mr. Daniel, for a long period of time; (ii) that simultaneously with the approval of the grant of the Mr. Daniel Options and grant of options to other officers of the Company, as set forth in this proxy statement, the Company also granted options to all of its employees and officers at the terms (exercise price, vesting schedule, etc.) identical or better than the proposed terms of the Mr. Daniel Options; (iii) the Company's desire to create appropriate long-term incentives to Mr. Daniel and to align the success of the Company with Mr. Daniel's personal success, and therefore the grant of the Mr. Daniel Options is beneficial to the Company; and (iv) that the Mr. Daniel Options reflect a fair and reasonable value for Mr. Daniel's services.

The Compensation Committee and the Board of Directors found the compensation payable to Mr. Daniel reasonable under the circumstances, including existing market conditions, and that the approval of the increase in Monthly Salary, payment of the Mr. Daniel Bonus, the Mr. Daniel Additional Bonus and grant of the Mr. Daniel Options is in the best interests of the Company.

The shareholders of the Company are requested to adopt the following resolutions:

"RESOLVED, to approve an increase of Mr. Daniel's Monthly Salary effective as of March 1, 2020, as set forth in Proposal No. 4 of the Proxy Statement."

"RESOLVED, to approve payment of the Mr. Daniel Bonus, as set forth in Proposal No. 4 of the Proxy Statement."

"RESOLVED, to approve payment of the Mr. Daniel Additional Bonus, as set forth in Proposal No. 4 of the Proxy Statement."

“RESOLVED, to approve the grant of the Mr. Daniel Options, as set forth in Proposal No. 4 of the Proxy Statement.”

The approval of each of the above resolutions, as described above, requires the affirmative vote of a Special Majority (as defined in this proxy statement).

The Board of Directors recommends a vote FOR on the above proposal.

PROPOSAL 5
TO APPROVE THE TERMS OF COMPENSATION OF MR. AMIR MIZHAR, THE COMPANY’S
CHIEF SOFTWARE ARCHITECT AND DIRECTOR

On May 23, 2019, the Company’s shareholders re-approved Mr. Amir Mizhar’s current terms of compensation as the Company’s president, chief software architect and a member of the Board of Directors, which terms had been previously approved by the Company’s shareholders on May 8, 2016. In consideration for the services he provides to the Company, Mr. Mizhar is entitled to a monthly fee of NIS 55,000 plus VAT (including any per-meeting or annual payments payable to Mr. Mizhar in his capacity as a director of the Company) (the **“Mr. Mizhar Monthly Fee”**). In addition, Mr. Mizhar is eligible for bonus payments and 22 days of paid annual leave. The Company bears expenses being incurred by Mr. Mizhar for the purpose of performance of his services, all in accordance with the Company’s internal policies and the compensation policy, in effect from time to time. Mr. Mizhar is also included in the Company directors and officers liability insurance policy.

On July 1, 2020 and August 2, 2020, our Compensation Committee and the Board of Directors, respectively, approved (i) to increase the Mr. Mizhar Monthly Fee to NIS 70,000 plus VAT, effective as of August 1, 2020; and (ii) to grant Mr. Mizhar options to purchase 15,000,000 Ordinary Shares of the Company (**“Mr. Mizhar Options”**) under the Global Equity Plan.

Together with the 255,796 Ordinary Shares held by Mr. Mizhar, the Mr. Mizhar Options equal approximately 2.24% of the Company’s outstanding share capital and 1.37% of the Company’s share capital on a fully diluted basis as of the date hereof. The exercise price of the Mr. Mizhar Options will be NIS 0.151 per share, which is equal to the Company’s average share price on the Tel Aviv Stock Exchange in the last 30 trading days prior to the date of the approval of such grant by the Company’s Board of Directors. The Mr. Mizhar Options shall begin to vest as of August 2, 2020 (the **“Vesting Commencement Date”**), whereby 1/6 of the Options shall vest 6 months following the Vesting Commencement Date and the balance over a period of 30 months in 10 equal portions. The vesting of the Mr. Mizhar Options shall accelerate upon termination of Mr. Mizhar’s service with the Company, resulting from a change of control in the Company or other exit event. Each vested Mr. Mizhar Option shall be exercisable for a period of 10 years following Vesting Commencement Date, and, if not terminated earlier in accordance with the Global Equity Plan, any portion of the Mr. Mizhar Options that has not been exercised by such date shall terminate and not be exercisable thereafter. In the event that Mr. Mizhar ceases to serve as an employee, director, officer or consultant of the Company or its affiliates (except in certain events specified in the Global Equity Plan), all of his unvested options shall expire immediately, and all vested options shall remain exercisable for a period of 90 days following the date of such termination.

In making their recommendation to the Company's shareholders, the Compensation Committee and the Board of Directors each considered various factors, including, among others, (i) whether Mr. Mizhar's compensation, including the increased Mr. Mizhar Monthly Fee, reflects a fair and reasonable value for his services and is considered customary for such positions in companies of similar scopes of activities; (ii) the factors included in the Current Compensation Policy and the Amended and Restated Compensation Policy, including Mr. Mizhar's position, responsibilities and previous compensation arrangements, including the fact that the Mr. Mizhar Monthly Fee was not increased since 2016; and (iii) the key role of Mr. Mizhar in the development of the Company's proprietary and innovative Zero+ family of products.

In making their recommendation with regard to the approval of the grant of Mr. Mizhar Options, the Compensation Committee and the Board of Directors each have also considered, among others, and in addition to the reasons above, (i) that due to significant ongoing changes in its share capital and other technical reasons, the Company refrained from granting options to its personnel, including Mr. Mizhar, for a long period of time; (ii) that simultaneously with the approval of grant of the Mr. Mizhar Options and grant of options to other officers of the Company, as set forth in this proxy statement, the Company also granted options to all of its employees and officers at the terms (exercise price, vesting schedule, etc.) identical or better than the proposed terms of the Mr. Mizhar Options; (iii) the Company's desire to create appropriate long-term incentives to Mr. Mizhar and to align the success of the Company with Mr. Mizhar's personal success, and therefore the grant of the Mr. Mizhar Options is beneficial to the Company; and (iv) that the Mr. Mizhar Options reflect a fair and reasonable value for Mr. Mizhar services.

The Compensation Committee and the Board of Directors found the compensation payable to Mr. Mizhar reasonable under the circumstances, including existing market conditions, and that the approval of the increase in the Mr. Mizhar Monthly Fee and the grant of the Mr. Mizhar Options is in the best interests of the Company and is in accordance with the Current Compensation Policy, as well as the Amended and Restated Compensation Policy.

The shareholders of the Company are requested to adopt the following resolution:

"RESOLVED, to approve an increase of the Mr. Mizhar Monthly Fee effective as of August 1, 2020, as set forth in Proposal No. 5 of the Proxy Statement."

"RESOLVED, to approve the grant of the Mr. Mizhar Options, as set forth in Proposal No. 5 of the Proxy Statement."

The approval of the above resolutions, as described above, requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors unanimously recommends a vote FOR on the above proposal.

PROPOSAL 6
TO APPROVE THE TERMS OF COMPENSATION TO MR. CHEN KATZ, THE COMPANY'S ACTIVE
CHAIRMAN OF THE BOARD OF DIRECTORS

On May 23, 2019, the Company's shareholders approved Mr. Chen Katz's current terms of compensation as the active chairman of the Company's Board of Directors. In consideration for the services he provides to the Company, Mr. Katz is entitled to a monthly fee of NIS 30,000 plus VAT (including any per-meeting or annual payments payable to Mr. Katz in his capacity as a director of the Company) (the **"Mr. Katz Monthly Fee"**). In addition, Mr. Katz is eligible for bonus payments based on Mr. Katz's achievement of certain targets and goals, to be determined by the Board of Directors in accordance with the Company's annual budget and then in effect compensation policy, subject to any and all required approvals and consents.

On February 23 and February 25, 2020, our Compensation Committee and Board of Directors, respectively, determined, inter alia, that Mr. Katz shall be eligible for a cash bonus equal to 1% of the gross proceeds of any equity or convertible debt financing by the Company during 2020.

On July 1, 2020, our Compensation Committee and on August 2, 2020 our Board of Directors approved (i) to pay Mr. Katz a cash bonus, equal to 1% of the gross proceeds of the financings consummated by the Company during 2020 and up to the date of the approval; and (ii) to grant Mr. Katz options to purchase 5,400,000 Ordinary Shares of the Company (**"Mr. Katz Options"**) under the Global Equity Plan.

One percent of the gross proceeds of the equity financings consummated by the Company during 2020 aggregates to an amount of US \$186,906. Due to Mr. Katz meeting predefined measurable criteria determined by the Compensation Committee and the Board of Directors, a bonus payment of US \$60,940 to Mr. Katz (equal to 7 times his current Monthly Fee – the maximum annual bonus allowed under the Company’s Current as well as Amended and Restated Compensation Policy, calculated based on the exchange rate between US Dollar and New Israeli Shekel on June 22, 2020) out of the aforesaid US \$186,906, was already authorized by the Company’s Board of Directors, all in accordance with the Companies Law, the guidelines of the Israeli Security Authority and the Company’s Current Compensation Policy, as well as the Amended and Restated Compensation Policy. The balance of US \$125,966 of bonus payable to Mr. Katz deviates from the provisions of the Company’s Current and Amended and Restated Compensation Policies and, therefore, is subject to approval by the Company’s shareholders (“**Mr. Katz Bonus**”). In addition, following the date hereof and during 2020, the Company may consummate additional equity or convertible debt financings, including by means of exercise of warrants issued by the Company during 2020, for which Mr. Katz may be entitled for additional bonus payment equal to 1% of the gross proceeds of such additional financings (“**Mr. Katz Additional Bonus**”). Mr. Katz Additional Bonus is also subject to approval by the Company’s shareholders.

The Mr. Katz Options equal approximately 0.79% of the Company’s outstanding share capital and 0.49% of the Company’s share capital on a fully diluted basis as of the date of this proxy statement. The exercise price of the Mr. Katz Options will be NIS 0.151 per share, which is equal to the Company’s average share price on the Tel Aviv Stock Exchange in the last 30 trading days prior to the date of the approval of such grant by the Company’s Board of Directors. The Mr. Katz Options shall begin to vest as of August 2, 2020 (the “**Vesting Commencement Date**”), whereby 1/6 of the Mr. Katz Options shall vest 6 months following the Vesting Commencement Date and the balance over a period of 30 months in 10 equal portions. The vesting of the Mr. Katz Options shall accelerate upon termination of Mr. Katz’ service with the Company, resulting from a change of control in the Company or other exit event. Each vested Mr. Katz Option shall be exercisable for a period of 10 years following Vesting Commencement Date, and, if not terminated earlier in accordance with the Global Equity Plan, any portion of the Mr. Katz Options that has not been exercised by such date shall terminate and not be exercisable thereafter. In the event that Mr. Katz ceases to serve as an employee, director, officer or consultant of the Company or its affiliates (except in certain events specified in the Global Equity Plan), all of his unvested options shall expire immediately, and all vested options shall remain exercisable for a period of 90 days following the date of such termination.

In making its recommendation to the Company’s shareholders, the Compensation Committee and the Board of Directors each have considered various factors, including, among others, (a) whether Mr. Katz’s compensation, including the Mr. Katz Monthly Fee and Mr. Katz Bonus and Additional Bonus, reflects a fair and reasonable value for his services; (b) the factors included in the Company’s Current as well as Amended and Restated Compensation Policy, including Mr. Katz’ position, responsibilities and compensation arrangements; and (c) the recent positive structural changes which Mr. Katz led in the Company’s group of companies.

In making their recommendation with regard to the approval of the grant of the Mr. Katz Options, the Compensation Committee and the Board of Directors each have also considered, among others, and in addition to the reasons above, (i) that due to significant ongoing changes in its share capital and other technical reasons, the Company refrained from granting options to its personnel, including Mr. Katz, for a long period of time; (ii) that simultaneously with the approval of grant of the Mr. Katz Options and grant of options to other officers of the Company, as set forth in this proxy statement, the Company also granted options to all of its employees and officers at the terms (exercise price, vesting schedule, etc.) identical or better than the proposed terms of the Mr. Katz Options; (iii) the Company’s desire to create appropriate long-term incentives to Mr. Katz and to align the success of the Company with Mr. Katz’ personal success, and therefore the grant of the Mr. Katz Options is beneficial to the Company; and (iv) that the Mr. Katz Options reflect a fair and reasonable value for Mr. Katz’s services.

The Compensation Committee and the Board of Directors found the compensation payable to Mr. Katz reasonable under the circumstances, including existing market conditions, and that the approval of payment of the Mr. Katz Bonus, the Mr. Katz Additional Bonus and the grant of the Mr. Katz Options is in the best interests of the Company.

The shareholders of the Company are requested to adopt the following resolutions:

“**RESOLVED, to approve the payment of the Mr. Katz Bonus, as set forth in Proposal No. 6 of the Proxy Statement.**”

“**RESOLVED, to approve the payment of the Mr. Katz Additional Bonus, as set forth in Proposal No. 6 of the Proxy Statement.**”

“**RESOLVED, to approve the grant of the Mr. Katz Options, as set forth in Proposal No. 6 of the Proxy Statement.**”

The approval of the above resolutions regarding payment of the Mr. Katz Bonus and the Mr. Katz Additional Bonus, as described above, requires the affirmative vote of a Special Majority (as defined in this proxy statement).

The approval of the above resolution regarding grant of the Mr. Katz Options, as described above, requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors unanimously recommends a vote FOR on the above proposal.

PROPOSAL 7
TO GRANT OPTIONS TO MEMBERS OF THE COMPANY'S BOARD OF DIRECTORS

Under the Companies Law, the terms of compensation, including grant of equity-based compensation, of a director of a public company incorporated under the laws of Israel, such as the Company, requires the approval of the compensation committee, the board of directors and, subject to certain exceptions, the shareholders (in that order).

On May 23, 2019, the Company's shareholders appointed Messrs. Moshe Tal and Yehuda Halfon as external directors of the Company and resolved that in the event that during the term of their office, the Company grants options to purchase the Company's securities to its directors which do not hold executive positions with the Company, the Company will grant options to Messrs. Tal and Halfon, on the same terms and in a manner conforming to the External Directors Compensation Regulations and the Company's compensation policy then in effect.

On July 1 and August 2, 2020, respectively, the Company's Compensation Committee and the Board of Directors approved, and recommended that the Company's shareholders approve, a grant of options to purchase up to 1,050,000 of the Company's Ordinary Shares under the Global Equity Plan to each of the following members of the Company's Board of Directors: Mr. Eylon Geda, Mr. Lior Vider, Mr. Moshe Tal, Mr. Yehuda Halfon and Ms. Rakefet Remigolski (subject to her appointment as a director of the Company as set forth in Proposal No. 2) (the "**Equity Grant**").

It is proposed to approve the grant to each of Ms. Remigolski (subject to her appointment as a director of the Company as set forth in Proposal No. 2), and Messrs. Tal, Halfon, Geda and Vider options to purchase up to 1,050,000 of the Company's Ordinary Shares, which amount equals approximately 0.15% of the Company's outstanding share capital and 0.09% of the Company's share capital on a fully diluted basis as of the date hereof (the "**Options**"). The exercise price of the Options will be NIS 0.151 per share, which is equal to the Company's average share price on the Tel Aviv Stock Exchange in the last 30 trading days prior to the date of the approval of such grant by the Company's Board of Directors.

Additional terms of Options proposed to be granted to Ms. Remigolski and Messrs. Tal and Halfon shall be as follows: the Options shall begin to vest as of August 2, 2020 (the "**Vesting Commencement Date**"), whereby 1/6 of the Options shall vest 6 months following the Vesting Commencement Date and the balance over a period of 30 months in 10 equal portions. The vesting of the Options shall accelerate upon termination of their services with the Company, resulting from a change of control in the Company or other exit event. Each vested Option shall be exercisable for a period of 10 years following Vesting Commencement Date, and, if not terminated earlier in accordance with the Global Equity Plan, any portion of the Options that has not been exercised by such date shall terminate and not be exercisable thereafter. In the event that any of Ms. Remigolski and Messrs. Tal and Halfon ceases to serve as an employee, director, officer or consultant of the Company or its affiliates (except in certain events specified in the Global Equity Plan), all of her or his unvested Options shall expire immediately, and all vested Options shall remain exercisable for a period of 90 days following the date of such termination.

Additional terms of the Options proposed to be granted to Messrs. Geda and Vider shall be as follows: the Options shall be fully vested as of the date of the approval by this Meeting; each vested Option shall be exercisable for a period of 18 months following the date hereof, and, if not terminated earlier in accordance with the Global Equity Plan, any portion of the Options that has not been exercised by such date shall terminate and not be exercisable thereafter. The vesting schedule of the Options proposed to be granted to Messrs. Geda and Vider deviated from the provisions of the Company's Current as well as Amended and Restated Compensation Policy, and, therefore, the grant thereof is subject to approval by a Special Majority, as defined above

In making its recommendation with regard to the approval of the Equity Grant, the Compensation Committee and the Board of Directors, each have also considered, among others: (i) the factors included in the Company's Current as well as Amended and Restated Compensation Policy, including among others, the position, responsibilities, background and experience of the grantees; (ii) that the Equity Grant reflects a fair and reasonable value for the grantees' services; (iii) that due to significant ongoing changes in its share capital and other technical reasons, the Company refrained from granting options to its personnel, including its directors, for a long period of time; and (iv) that simultaneously with the approval of the grant of the Options and the grant of options to other officers of the Company, as set forth in this proxy statement, the Company also granted options to all of its employees and officers.

The shareholders of the Company are requested to adopt the following resolutions:

"RESOLVED, to approve the grant of options to purchase Ordinary Shares of the Company to Ms. Remigolski, subject to her appointment as a member of the Company's Board of Directors, as set forth in Proposal No. 7 of the Proxy Statement."

"RESOLVED, to approve the grant of options to purchase Ordinary Shares of the Company to Mr. Halfon, as set forth in Proposal No. 7 of the Proxy Statement."

"RESOLVED, to approve the grant of options to purchase Ordinary Shares of the Company to Mr. Tal, as set forth in Proposal No. 7 of the Proxy Statement."

"RESOLVED, to approve the grant of options to purchase Ordinary Shares of the Company to Mr. Geda, as set forth in Proposal No. 7 of the Proxy Statement."

"RESOLVED, to approve the grant of options to purchase Ordinary Shares of the Company to Mr. Vider, as set forth in Proposal No. 7 of the Proxy Statement."

The approval of the above resolution regarding grant of the Options to Ms. Remigolski and Messrs. Tal and Halfon, as described above, requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The approval of the above resolution regarding grant of Options to Messrs. Geda and Vider, as described above, requires the affirmative vote of a Special Majority (as defined in this proxy statement).

The Board of Directors unanimously recommends a vote FOR on the above proposal.

**PROPOSAL 8
TO INCREASE THE COMPANY'S AUTHORIZED SHARE CAPITAL AND TO AMEND THE
COMPANY'S ARTICLES OF ASSOCIATION TO REFLECT THE SAME**

The current authorized share capital of the Company is comprised of 1,500,000,000 Ordinary Shares.

Under the Companies Law, a company may not issue shares in excess of its authorized share capital.

In order to provide the Company with flexibility for future investment opportunities (subject to obtaining all the consents and approvals required by law), the shareholders of the Company are requested to approve an increase of the authorized share capital of the Company by an additional 1,500,000,000 Ordinary Shares, and to amend and restate the articles of association of the Company to reflect the same. Subject to the approval of the Company's shareholders, following the proposed increase, the authorized share capital of the Company will be comprised of 3,000,000,000 Ordinary Shares.

The shareholders of the Company are requested to adopt the following resolution:

"RESOLVED, to increase the Company's authorized capital to 3,000,000,000 Ordinary Shares, no par value, and to amend and restate the Company's articles of association to reflect the same."

The approval of the above proposal, as described above, requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors unanimously recommends a vote FOR on the above proposal.

**ITEM 9
PRESENTATION OF THE COMPANY'S FINANCIAL STATEMENTS AND ANNUAL REPORT FOR
THE YEAR ENDED DECEMBER 31, 2019**

Pursuant to the Companies Law, the Company is required to present the Company's financial statements and annual report for the year ended December 31, 2019, to the Company's shareholders. The Company's financial statements and annual report for the year ended December 31, 2019, filed on Form 20-F with the SEC on March 31, 2020, are available on the SEC's website at the following address:

https://www.sec.gov/Archives/edgar/data/1725332/000121390020008198/f20f2019_safetgroup.htm

and on the Israel Securities Authority distribution website at the following address:

<https://www.magna.isa.gov.il/details.aspx?reference=2020-02-034107&file=1&id=018#?id=018&reference=2020-02-034107&file=1>

At the Meeting, shareholders will have an opportunity to review, ask questions and comment on the Company's audited consolidated financial statements and annual report for the year ended December 31, 2019.

This agenda item will not involve a vote by the shareholders, and accordingly there is no proposed resolution.

Your vote is important! Shareholders are urged to complete and return their proxies promptly in order to, among other things, ensure action by a quorum and to avoid the expense of additional solicitation. If the accompanying proxy is properly executed and returned in time for voting, and a choice is specified, the shares represented thereby will be voted as indicated thereon. EXCEPT AS MENTIONED OTHERWISE IN THIS PROXY STATEMENT, IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS DESCRIBED IN THIS PROXY STATEMENT. Shareholders who hold shares of the Company through members of the Tel Aviv Stock Exchange and who wish to participate in the Meeting, in person or by proxy, are required to deliver proof of ownership to the Company, in accordance with the Israeli Companies Regulations (Proof of Ownership of a Share For Purposes of Voting at General Meetings), 5760-2000. Such shareholders wishing to vote by proxy are requested to attach their proof of ownership to the enclosed proxy.

Proxies and all other applicable materials should be sent to the Company's office at 8 Aba Eban Blvd., Building A, 1st floor, Herzliya 4672526, Israel.

ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable to foreign private issuers. Accordingly, the Company files reports and other information with the SEC. All documents which the Company will file on the SEC's EDGAR system will be available for retrieval on the SEC's website at <http://www.sec.gov>. As a Dual Company (as defined in the Israeli Companies Regulations (Concessions for Public Companies Traded on Stock Markets Outside of Israel), 5760-2000), the Company also files reports with the Israel Securities Authority. Such reports can be viewed on the Israel Securities Authority distribution website at <http://www.magna.isa.gov.il> and the Tel Aviv Stock Exchange website at <http://www.maya.tase.co.il>.

As a foreign private issuer, the Company is exempt from the rules under the Exchange Act prescribing certain disclosure and procedural requirements for proxy solicitations. In addition, the Company is not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. The Notice of the Annual and Extraordinary General Meeting of Shareholders and the proxy statement have been prepared in accordance with applicable disclosure requirements in the State of Israel.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT OR THE INFORMATION FURNISHED TO YOU IN CONNECTION WITH THIS PROXY STATEMENT WHEN VOTING ON THE MATTERS SUBMITTED TO SHAREHOLDER APPROVAL HEREUNDER. THE COMPANY HAS NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT IS DATED AUGUST 11, 2020. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN AUGUST 11, 2020, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

By Order of the Board of Directors

Safe-T Group Ltd.
Chen Katz, Chairman of the Board of Directors

SAFE-T GROUP LTD.

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints, Mr. Shachar Daniel, Chief Executive Officer and Director, Mr. Shai Avnit, Chief Financial Officer, and each of them, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the Ordinary Shares of Safe-T Group Ltd. (the “**Company**”) which the undersigned is entitled to vote at the Annual and Extraordinary General Meeting of Shareholders (the “**Meeting**”) to be held at the Company’s offices at 8 Aba Eban Blvd., Building A, 1st floor, Herzliya 4672526, Israel, on September 15, 2020, at 3:30 p.m. Israel time, and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual and Extraordinary General Meeting of Shareholders and proxy statement relating to the Meeting.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

SAFE-T GROUP LTD.
ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Date of Meeting: September 15, 2020

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE
MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. To re-appoint PwC Israel as the independent auditor of the Company for the year ending December 31, 2020, and until the next annual general meeting of the Company's shareholders, and to authorize the Board of Directors of the Company to determine their remuneration.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

2. To appoint Ms. Rakefet Remigolski as a director of the Company (Class I), until the third annual general meeting of the Company's shareholders next succeeding, and to approve her remuneration, as set forth in Proposal No. 2 of the Proxy Statement. Ms. Remigolski will benefit from the same insurance, indemnification and exculpation arrangements, as currently in effect for the Company's other officers and directors.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

3. To approve the Amended and Restated Compensation Policy for the Company's directors and officers, in the form attached as Exhibit A to the Proxy Statement, as of the date of this Meeting and for a three year period as prescribed under applicable law, as set forth in Proposal No. 3 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

3a. Do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 3?*

☐ **YES** I/We am/are NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposal No. 3 ☐ **NO**

* If you do not indicate a response for this item 3a, your shares will not be voted for Proposal No.3.

- 4.1 To approve an increase of Mr. Daniel's Monthly Salary effective as of March 1, 2020, as set forth in Proposal No. 4 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

- 4.2 To approve payment of the Mr. Daniel Bonus, as set forth in Proposal No. 4 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

- 4.3 To approve payment of the Mr. Daniel Additional Bonus, as set forth in Proposal No. 4 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

- 4.4 To approve the grant of the Mr. Daniel Options, as set forth in Proposal No. 4 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

4a. Do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposals No. 4.1, 4.2, 4.3 and 4.4?*

☐ **YES** I/We am/are NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposals No. 4.1, 4.2, 4.3 and 4.4. ☐ **NO**

* If you do not indicate a response for this item 4a, your shares will not be voted for Proposals No. 4.1, 4.2, 4.3 and 4.4.

5.1 To approve an increase of the Mr. Mizhar Monthly Fee effective as of August 1, 2020, as set forth in Proposal No. 5 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

5.2 To approve the grant of the Mr. Mizhar Options, as set forth in Proposal No. 5 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

6.1 To approve the payment of the Mr. Katz Bonus, as set forth in Proposal No. 6 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

6.2 To approve the payment of the Mr. Katz Additional Bonus, as set forth in Proposal No. 6 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

6a. Only for the purposes of Proposals No.6.1 and 6.2 above, do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 6.1 and 6.2?*

☐ **YES** I/We am/are NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposals No. 6.1 and 6.2 ☐ **NO**

* If you do not indicate a response for this item 6a, your shares will not be voted for Proposals No. 6.1 and 6.2.

6.3 To approve the grant of the Mr. Katz Options, as set forth in Proposal No. 6 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7.1 To approve the grant of options to purchase Ordinary Shares of the Company to Ms. Remigolski, subject to her appointment as a member of the Company's Board of Directors, as set forth in Proposal No. 7 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7.2 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Halfon, as set forth in Proposal No. 7 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7.3 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Tal, as set forth in Proposal No. 7 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7.4 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Geda, as set forth in Proposal No. 7 of the Proxy Statement.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

7.4a. Only for the purposes of Proposal No.7.4 above, do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 7.4?*

☐ **YES** I/We am/are NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposals No. 7.4 ☐ **NO**

* If you do not indicate a response for this item 7.4a, your shares will not be voted for Proposal No. 7.4.

7.5 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Vider, as set forth in Proposal No. 7 of the Proxy Statement.

7.5a. Only for the purposes of Proposal No. 7.5 above, do you confirm that are you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 7.5?*

☐ **YES** I/We am/are NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposals No. 7.5 ☐ **NO**

* If you do not indicate a response for this item 7.5a, your shares will not be voted for Proposal No. 7.5.

8. To increase the Company's authorized capital to 3,000,000,000 Ordinary Shares, no par value, and to amend and restate the Company's articles of association to reflect the same.

☐ **FOR** ☐ **AGAINST** ☐ **ABSTAIN**

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

NAME

SIGNATURE

DATE

NAME

SIGNATURE

DATE

Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signed is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Safe-T Group Ltd.

~~(hereafter—“~~ (“the Company”)

~~Remuneration~~ Amended and Restated
Compensation Policy for Company’s Office Holders

1. Introduction

- 1.1 ~~1.1~~ Pursuant to the provisions of the Companies Law, 1999 (hereafter – “**the Companies Law**”), on July 3, 2017, the Company’s Board of Directors approved a remuneration policy (hereafter – “**the remuneration policy**”) with respect to the terms of service and employment of Company’s office holders¹ (hereafter – “**the office holders**”), after discussing and considering the recommendations of the Company’s Remuneration Committee regarding this matter.
- 1.2 The provisions of the remuneration policy shall be subject to the provisions of any cogent law applicable to the Company and its office holders in any territory.
- ~~1.2~~ 1.3 The underlying principles and purposes of the Remuneration Policy are as follows: (a) promoting the Company’s goals, its work plan and its policy for the long-term; (b) remunerating and providing incentives to office holders, while considering the risks that the Company’s activities involve; (c) adjusting the remuneration package to the size of the Company and the nature and scope of its activities; (d) creating incentives that are suitable to Company’s office holders by remunerating those entitled for remuneration under the Remuneration Policy in accordance with their positions, areas of responsibility and contribution to the development of the Company’s business, the promotion of its targets and the maximization of profits in the short and long-term, taking into account, among other things, the need to recruit and retain qualified, highly-skilled officers in a global and competitive market; and (e) adjusting the remuneration of office holders to the contribution of the office holder to the achievement of the Company’s goals and maximization of its profits.
- ~~1.3~~ 1.4 This Remuneration Policy is a multi-annual policy that will be effective for a period of three years from the date of its approval. This policy shall be brought forward for re-approval by the Company’s Board of Directors and the general meeting of its shareholders (at the recommendation of the Company’s Remuneration Committee) after three years have elapsed since the date of approval thereof and so forth, unless any changes need to be made to the remuneration policy in accordance with the law and/or in accordance with the Company’s needs.
- ~~1.4~~ 1.5 Without derogating from the provisions set out in Section 1.4 above, the Company’s Remuneration Committee and Board of Directors shall check, from time to time, whether the remuneration that is granted under this policy, does, indeed, comply with the terms of this policy and the parameters set therein for each Company office holder.
- ~~1.5~~ 1.6 This remuneration policy is based, among other things, on the Company’s assessments as to the competitive environment in which it operates and the challenge it faces in recruiting and retaining high-quality officers in such an environment; it is also based on employment terms generally accepted in public companies operating in the Company’s area of activity and on existing employment agreements between the Company and its office holder, which – in order to remove any doubt – this policy cannot change.

2. The remuneration policy

2.1 ~~2.1~~ Components of the remuneration policy

In accordance with the Company’s remuneration policy, the remuneration of the Company’s office holders shall be based on all or some of the following components:

- 2.1.1 **Basic salary component** ² ~~– basic salary/–~~ refers to the monthly salary of that employee, excluding any social benefits and related benefits, and in respect to remuneration paid as consultancy fee or equivalent (to an office holder who is not an employee) – the monthly gross consultation fees, excluding VAT (if applicable);

¹ The meaning of the term “office holder” is as defined in the Companies Law, i.e., general manager, chief business manager, deputy general manager, vice-general manager, any person filling any of these positions in the Company even if he holds a different title, and any other manager directly subordinate to the general manager.

² ~~Whenever the term “basic salary” is used in this remuneration policy, it refers to the “gross” monthly salary of that employee, excluding any social benefits and related benefits. Whenever the term “annual basic salary” is used, it means the basic salary for the month of December in the relevant year times 12~~

- 2.1.2 **Social and related benefits** - social benefits as prescribed by law (pension savings, contributions towards severance pay, contributions towards training fund, vacation pay, sick leave, recreation pay, etc.) and related benefits, such as company vehicle/vehicle maintenance, telephone expenses, meals at the workplace, gifts on public holidays, etc.
- 2.1.3 **Variable cash remuneration (bonus)** – short and medium-term remuneration, which includes annual bonuses, which are based on results and achievement of targets. The Company may also determine that a certain office holder will be paid discretionary annual bonuses, ~~taking into account~~considering his/her contribution to the Company and the restrictions placed under this policy.
- 2.1.4 **Variable equity-based remuneration** – share-based payment or another long-term remuneration (subject to the existence of valid long-term remuneration plans and provided that the Company decides to award such remuneration).

(the components in sections 2.1.3 and 2.1.4 above shall be called hereafter: “**the variable components**”).

At the time of approval of the remuneration package of an office holder, the Remuneration Committee and Board of Directors of the Company shall assess the compliance of each of those components and of the total cost of employment with the criteria set out in this plan.

2.2 ~~2.2~~ **Parameters for reviewing remuneration terms**

~~As a general rule~~Generally, some or all of the following parameters will be ~~taken into account~~considered when reviewing the remuneration terms of a Company office holder.

- 2.2.1 Education, skills, expertise, tenure (specifically in the Company and in the office holder’s field of expertise in general), professional experience and achievements of the office holder;
- 2.2.2 The role of the office holder, his areas of responsibility and his employment terms under previous wage agreements entered into with this office holder;
- 2.2.3 The office holder’s contribution to the Company’s business, the achievement of its strategic goals and implementation of its work plans, the maximization of its profits and the enhancement of its strength and stability.
- 2.2.4 The extent of responsibility delegated to the office holder.
- 2.2.5 The Company’s need to recruit or retain an office holder with unique skills, knowledge, or expertise.
- 2.2.6 Whether a material change has been made to the role or function of the office holder, or to the Company’s requirements from this office holder.
- 2.2.7 The size of the Company and the nature of its activities.
- 2.2.8 As to service and employment terms that include retirement grants – the term of service or employment of the office holder, the terms of his service and employment over the course of this period, the Company’s performances in the said period, the office holder’s contribution to the achievement of the Company’s goals, the maximization of its profits and the circumstances of the retirement.

- 2.2.9 (a) The market conditions of the industry in which the Company operates at any relevant time, including the office holder's salary compared to the salaries of other office holders working in similar positions (or in position of comparable level) in companies whose characteristics are similar to those of the Company in terms of its activity (as described in section 2.3.1 below; (b) the availability of suitable candidates that can serve as office holders in the Company, the recruitment and retainment of the office holders and the need to offer an attractive remuneration package in a global competitive market; and (c) changes in the Company's area of activity and in the scope and complexity of its activities.

~~2.3~~

2.3 Payroll review

- 2.3.1 For the purpose of determining the payroll that can be offered to an office holder upon recruitment, the Company will review from time to time the payroll generally accepted in the relevant markets for similar positions in companies, which are similar to the Company in terms of its area of activity/scope of activity/complexity of activity/market value/ revenues and other relevant parameters (if such companies exist).
- 2.3.2 The payroll review will be conducted by the Company itself, or by an external advisor, at the Company's discretion, after the Remuneration Committee has issued its recommendations ~~with regard to~~ regarding this matter.

2.4 ~~2.4~~ Remuneration terms to new office holders

~~As a general rule~~ Generally, the remuneration terms of new office holders shall be approved before they start working for the Company and not in retrospect, except in exceptional circumstances.

2.5 ~~2.5~~ The ratio between the remuneration of office holders and the remuneration of all other Company employees

The ratio between the cost of terms of service and employment of Company's office holders ³ and the cost of payroll⁴ of all other Company employees (on a full-time basis):

The ratio between the average cost of salary of office holders and the average cost of salary of all other Company employees shall not exceed:	<p>Active Chairman of the Board of Directors: 1 (to the Chairman) to 0.35 <u>1 (to the Chairman) to 0.35</u></p> <p>CEO: 1 (to the CEO) to 0.35 <u>1 (to the CEO) to 0.35</u></p> <p>CEO, VP sales, foreign office holders: <u>5:1</u></p> <p>VPs 1 (to the VPs) to 0.4 <u>1 (to the VPs) to 0.4</u></p> <p>Foreign office holders: 1 (to the (other than VP sales and foreign office holders) to 0) <u>1 (to the (other than VP sales and foreign office holders) to 0)</u> <u>3.3:1</u></p>
The ratio between the cost of median payroll of office holders to cost of median payroll of all other Company employees shall not exceed:	<p>Active Chairman of the Board of Directors: 1 (to the Chairman) to 0.35 <u>1 (to the Chairman) to 0.35</u></p> <p>CEO: 1 (to the CEO) to 0.35 <u>1 (to the CEO) to 0.35</u></p> <p>CEO, VP sales, foreign office holders: <u>5:1</u></p> <p>VPs 1 (to the VPs) to 0.4 <u>1 (to the VPs) to 0.4</u></p> <p>Foreign office holders: 1 (to the (other than VP sales and foreign office holders) to 0) <u>1 (to the (other than VP sales and foreign office holders) to 0)</u> <u>3.3:1</u></p>

³ Cost of terms of service and employment of Company office holders for the purpose of this analysis include the existing remuneration of the office holders and an amount that reflects the maximum annual bonus ~~ceiling~~ (as defined below) that is set by the remuneration policy set forth below.

⁴ "Cost of payroll" – basic salary ~~and~~ and benefits in terms of cost to the employer.

In the opinion of the Company's Remuneration Committee and Board of Directors, the said ratio is reasonable and appropriate and does not have an adverse effect on work relations in the Company, taking into account the nature of the Company, its size, the manpower mix employed therein, its area of activity and the areas of responsibility of each office holder.

2.6 ~~2.6~~ **Basic salary, benefits and other related benefits**

- 2.6.1 The basic salary of a new Company office holder shall be determined taking into accounts the parameters described in section 2.2 above and the conclusions of the payroll review described in section 2.3 above (should such a review be conducted).
- 2.6.2 The basic salary shall be in absolute numbers. The Company may determine that an office holder's salary shall be linked to a certain currency or index.
- 2.6.3 In any case, the basic monthly salary, or alternatively, the monthly consultation fees shall not exceed the maximum amount set out below in respect of full-time position (linked to the Consumer Price Index commencing May 2015):

Position	Maximum basis salary* in ILS**
Active Chairmen Chairman of the Board of Directors	55,000
Company's CEO	55,000
Vice Presidents	50,000
Office holders in foreign subsidiaries	70,000

* An amount paid to an office holder as monthly consultation fees (in respect of which an invoice is issued), which is up to 1.4 times higher than the maximum basic salary set for his position, shall not be considered to be a deviation from the remuneration policy.

** The amounts presented above are in respect of a full-time position; those amounts shall change in proportion to the scope of position of the office holder.

2.6.4 Social benefits⁵, related benefits, reimbursement of expenses

The remuneration package may include benefits that are generally acceptable in the market, such as vacation pay⁶, contributions towards pension, life insurance, training fund saving, health insurance, social rights and benefits, mobile phone (including grossing up of the taxable value of the phone), internet and landline, gifts on public holidays, recreation, medical tests, medical insurance and/or undertaking such an insurance policy and other expenses, all as approved by the Remuneration Committee and the Company's Board of Directors, at their discretion and in accordance with the applicable Company policy.

2.6.5 Vehicle

Company office holders shall be entitled to receive participation in vehicle expenses or a Company vehicle (including by way of leasing) in accordance with acceptable standards for office holders holding similar positions in companies operating in the Company's area of activity, or in companies, whose scope of activities is similar to that of the Company, including grossing up the taxable value of this benefit, fuel expenses, licensing, insurance and other related expenses.

2.6.6 Insurance, indemnification, and exemption

⁵ As to an office holder that has entered into engagement with the Company whereby no employer-employee relationship exists, the Company may pay the social benefits described above on top of his ~~salary~~monthly fee in lieu of the said expenses.

⁶ An office holder shall be entitled to annual leave as prescribed by law, but the Company may grant him further paid leave up to a ~~ceiling~~maximum of 24 working days per year. The Company may allow the office holder to accumulate vacation days over his term of office in accordance with Company's procedures.

- 2.6.6.1 Company's office holders shall be entitled to insurance coverage, including "run-off" type policies, to be provided by a liability insurance policy of directors and office holders, which the Company will purchase from time to time, subject to the approvals required by law.
- 2.6.6.2 Subject to the provisions of the law, as amended from time to time, and without detracting from the provisions of section 2.6.6.1 above, the Company's office holders shall be entitled to benefit from coverage provided by a liability insurance of directors and office holders, which the Company will purchase from time to time, subject to the approval of the Remuneration Committee alone (and the approval of the Board of Directors, if required by law), provided that the insurance policy meets the following criteria and provided that the engagement with the insurer is entered into under market conditions and will not have a material effect on the Company's profitability, its assets or liabilities:
- a. The limit of insurer's liability under the insurance policy shall not exceed \$US 50 million per claim and ~~over~~during the insurance period covered by that policy, plus reasonable litigation expenses in excess of the abovementioned limit and the maximal coverage for a POSI insurance policy (Public Offering of Securities Insurance) that will supplement the insurance coverage for events that were not taken into account at the time of purchasing the insurance policy (such as an share offering, share offering in a foreign stock exchange, financing, or publication of a prospectus, etc. – shall not exceed \$US 15 million.
 - b. The insurance policy may include an entity cover that will cover the Company itself in case of lawsuits filed against it under the securities law (whether those lawsuits are filed only against the Company and whether they are filed against the Company and office holder thereof or an office holder in its related companies). Such cover will be subject to priorities for payment of any insurance benefits according to which the rights of the Directors and Officers to receive indemnity from the Insurer's take precedence over the right of the Company itself.
- ~~Total~~
- c. Without derogating Section 2.6.6.2(c) above, The total annual premium that the Company will pay to an insurance company for the office holders liability insurance as described above, shall not exceed a total of \$ ~~50~~US 100,000 if the Company's securities are listed on the Israeli stock exchange alone and a total of ~~%-120~~\$US 300,000 if the Company's securities are also listed in foreign stock exchanges. The annual premium payable for a POSI policy shall not exceed \$ ~~80~~150,000.
 - d. In case of a material change in risk or in case the policy is not renewed, the Company shall be entitled to purchase a Run Off coverage of up to 7 years (the "Run Off period"), for a premium for the Run Off period in the rate of up to 350% of the last paid annual premium.
 - ~~de~~. The excess amounts set in the insurance policies shall not exceed the amounts normally applicable in the insurance market for policies of this type as of the date of purchasing and renewing the insurance on a periodic basis.
- 2.6.6.3 The Company's office holders may be entitled to an indemnification arrangement in accordance with arrangements that are normally acceptable and subject to the provisions of the law and the Company's articles of association. The overall amount of indemnification per event to each office holder and to all office holders together, individually or in aggregate, shall not exceed the greater of 25% of the effective shareholders' equity of the Company and \$US5,000,000 (the maximum indemnification amount). For that purpose, the "effective shareholders' equity of the Company" means the amount of the Company's shareholders' equity in accordance with the last consolidated audited or reviewed financial statements of the Company (as applicable) at the time of actual payment of the indemnification. It is hereby clarified that the indemnification shall be paid in excess of any amount paid under the liability insurance of directors and office holders, which the Company has purchased or will purchase from time to time.

2.6.6.4 Company office holders may be entitled to an exemption arrangement in accordance with arrangements that are normally acceptable and subject to the provisions of the law and the Company's articles of association.

2.7 ~~2.7~~ Remuneration in connection with termination of employment

2.7.1 Advance notice period

2.7.1.1 An office holder may be entitled to advance notice period or payment in lieu of advance notice period. The advance notice period shall be determined for each ~~and every~~ office holder, ~~taking into account~~ considering the parameters listed in section 2.2 above.

2.7.1.2 As a general rule, the advance notice period of an office holder shall not exceed 4 months and the Remuneration Committee and Board of Directors of the Company, and where required – the General Meeting of the Company's shareholders, may, at their discretion, taking into account the position of the office holder, his area of responsibility and his other remuneration components, approve an advance notice period that is different than the one specified above.

2.7.1.3 Over the course of the advance notice period, the office holder shall continue to do his job in the Company at the request of the Company, unless the Company decides that he will not do so, in which case the office holder may be entitled to continue and receive over the advance notice period all employment and service terms, which were agreed upon in his employment agreement.

2.7.1.4 The service and employment terms of the office holders may include a provision whereby the Company may terminate the employment of the office holder without an advance notice period in cases which deny eligibility for severance pay according to the law, including the following cases: (a) conviction of an offence involving moral turpitude; (b) an office holder who will conduct himself in a disloyal and/or unreliable and/or dishonest manner in his relations with the Company and/or while carrying out actions on its behalf and/or will harm the Company's reputation; (c) in case the office holder will breach the confidentiality duty towards the Company and/or his duty to protect the Company rights which were developed due to or as part of his work at the Company; (d) Any other case in which the Company is legally entitled to refrain from payment of severance pay.

2.7.2 Adaptation period

Subject to the approval of Remuneration Committee and Board of Directors of the Company, and where required – the General Meeting of the Company's shareholders and subject to the provisions of the law, as amended from time to time, the office holder may be entitled to an adaptation period that will not exceed two months after the end of the advance notice period. Over the adaptation period, the office holder will receive his salary and other related employment terms as described above. The Company may approve adaptation grants to office holders provided that he did not end his service in Company under circumstances which deny eligibility for severance pay according to the law.

2.7.3 Severance pay

Office holders, who are Company's employees, will be entitled to severance pay in accordance with the provisions of the law.

2.7.4 Retirement terms

- 2.7.4.1 The retirement terms of Company's office holders shall be determined in accordance with the parameters set out in section 2.2 above.
- 2.7.4.2 An office holder may be entitled to a retirement grant at a total aggregate amount that will not exceed the basic salary component (as this term is defined in sections 2.1.1 and 2.6 above) of a six (6) month period. When determining the amount of the retirement grant, the Company will take into account, among other things, the period of service or employment of the office holder, the terms of service and employment over the course of this period, his contribution to the achievement of the Company's goals and maximization of its profits and the circumstances of the retirement.

2.8 ~~2.8~~ Annual bonus

In addition to the basic salary, the remuneration package of Company's office holders may include eligibility to an annual bonus that is based on measurable targets and to an annual discretionary bonus (hereafter jointly: "**the annual bonus**"). For the purpose of this Annual bonus section, whenever the term "salary" is used, it means (i) in the case of an employed office holder – the gross salary in terms of employer cost as paid to the office holder for the month of December in the relevant year, including any social benefits and related benefits as detailed in section 2.6.4 and 2.6.5 herein and (ii) in the case of office holder with no employer-employee relationship – the fee paid to the office holder for the month of December in the relevant year, excluding VAT (if applicable).

2.8.1 Components of the bonus

- With regard to the Company's CEO and an active Chairmen of the Board of Directors – most of the annual bonus will be based on measurable targets and an immaterial portion of the annual bonus (for that purpose "**immaterial portion**" – the higher of (a) a total of 3 (gross) monthly salaries or (b) 25% of the variable components of the bonus (actual bonus and equity-based payment) shall be a discretionary bonus that is based on qualitative criteria. Notwithstanding the above, if in a specific year the Company does not pay the CEO or the active Chairman (as applicable) an annual bonus that is based on measurable targets (i.e., if the discretionary annual bonus paid to the CEO or the active Chairman (as applicable) constitutes the total annual bonus paid on that year), then the amount of the discretionary bonus that the Company may pay to the CEO and to the active Chairman (as applicable and separately) shall not exceed three (3) gross monthly salaries of that office holder.
- With regard to office holders who report to the Company's CEO – subject to the provisions of the law, office holders, who report to the CEO, may be eligible to an annual bonus that is based on measurable targets and to a discretionary annual bonus. It should be clarified that the whole amount of annual bonus payable to office holders, who report to the Company's CEO may be a discretionary bonus (unlike an annual bonus that is based on measurable targets).

2.8.2 Annual bonus that is based on measurable targets

The amount of the annual bonus that is based on measurable targets shall be calculated based on measurable criteria, that will be determined (if they are determined) for each and every office holder at ~~the time of determining~~ a time close to the date of the discussion held by the Board of Directors for review of the Company's budget for the forthcoming year, in accordance with the role of the relevant office holder, by the competent organs of the Company (in accordance with the provisions of the law and the positions of the Securities Authority, as amended from time to time), provided that the targets applicable to office holders, who report to the CEO, shall be determined by the Company's Remuneration Committee and Board of Directors, at the recommendation of the CEO.

2.8.2.1 Subject to the provisions of the law and the positions of the Securities Authority (as amended from time to time):

- a. The Remuneration Committee and Board of Directors alone will be allowed to determine the measurable targets applicable to ~~the~~ active Chairman of the Board of Directors and/or ~~the~~ CEO, who also serves as a director, if one of the following is fulfilled:
 - (1) All of the following conditions are met: (a) the resolution is in line with the remuneration policy; (b) the grant in question is based only on measurable targets; (c) the amount of the potential grant is immaterial (up to three salaries); and (d) the targets were pre-determined by the Remuneration Committee and Board of Directors.
 - (2) All of the following conditions are met: (a) the resolution is in line with the remuneration policy; (b) the office holder in question serves both as a director and in an operational role in the Company; (c) The Remuneration Committee and Board of Directors approved the targets, ~~but other than~~ the said directors, who receive from the Company a bonus based on measurable targets, did not take part in the approval of those targets (whether in their capacity as directors or in their capacity as other office holders in the Company).
- b. The Remuneration Committee and Board of Directors alone will be allowed to determine the measurable targets applicable to an office holder, who is a controlling shareholder or a relative thereof (as these terms are defined in the Companies Law), if one of the following is fulfilled:
 - (1) All of the following conditions are met: (a) the resolution is in line with the remuneration policy; (b) the grant in question is based only on measurable targets; (c) the amount of the potential grant is immaterial (up to three salaries); and (d) the targets were pre-determined by the Remuneration Committee and Board of Directors.
 - (2) The Board of Directors has determined a clear target that is based on financial statements data and which applies in the same manner to the controlling shareholder and his relative and to other office holders, who are not related to the controlling shareholder.

2.8.2.1 Set forth below are several suggested criteria for the annual bonus that is based on measurable targets. It should be clarified that this list is not a closed and binding list. The Remuneration Committee and the Board of Directors may consider adding or removing some of those criteria, ~~taking into account~~ considering the role of each office holder, ~~the~~ his areas of responsibility and the Company's activity.

1. Bonus that is based on financial targets – a bonus that is based on meeting principal and personal performance metrics that are quantified and set out in the Company's work plan and attributed to the relevant office holder. These performance metrics may include, among other things: ~~sales and marketing targets.~~

(a) sales and marketing targets.

(b) revenue targets.

~~(a)~~(c) Engagement in products distribution contracts.

~~(b)~~(d) Engagement in collaboration contracts.

~~(c)~~(e) Achievement of product development milestones.

~~(d)~~(f) Completion of development of new technologies.

~~(e)~~(g) Production and growth metrics relating to scope of activity.

~~(f)~~(h) Recruitment and retainment of customers.

~~(g)~~(i) Reducing costs.

~~(h)~~(j) Implementation, promotion, and completion of planned projects.

- ~~(k)~~ Achievement of targets/milestones relating to implementation of principal projects and processes of the Company.
- ~~(l)~~ Promotion of strategic plans and targets, including targets which were set for the office holder, and which are relevant to the relevant office holder's area of activity.
- ~~(m)~~ Achievement of financial targets: raising loans, bonds, public offering of shares, etc.

At the end of each year, the Remuneration Committee and Board of Directors will review the office holders' meeting their measurable targets in order to determine that component of the annual bonus, which is based on measurable targets. The Remuneration Committee and Board of Directors may determine to pay only part of the component of the annual bonus, which is based on measurable targets, if the office holder meets only some of the targets.

2.8.2.2 Neutralization of one-off events

As part of the calculation of the eligibility to annual bonus that is based measurable targets on the basis of financial statements data (if such targets are set) the Board of Directors or the Remuneration Committee will be authorized to neutralize the effect of "one-off events", or alternatively to decide that such events should not be neutralized in a certain year, as applicable.

2.8.3 Annual discretionary bonus

Subject to the recommendation of the Company's CEO in connection with office holders who report to him, and in respect of the CEO and the active Chairman of the Board of Directors – subject to the recommendation of the Board of Directors, the Company's competent organs shall be allowed (subject to the provisions of the law and the positions of the Securities Authority (as amended from time to time)), to award a discretionary bonus to Company's office holders, based, among other things, on the following qualitative criteria (hereafter – "**annual discretionary bonus**").

1. The office holder's contribution to the Company's business, the maximization of its profits and the enhancement of its strength and stability.
2. The Company's need to recruit or retain an office holder with unique skills, knowledge, or expertise.
3. The extent of responsibility delegated to the office holder.
4. Changes that have taken place over the last year with regards to the areas of responsibility of the office holder.
5. Satisfaction from the performance and functioning of the office holder.
6. Appreciation to the office holder's ability to work in collaboration and coordination with the team.
7. The office holder's contribution to corporate governance and to proper control environment and ethics.
8. The office holder's contribution to the promotion and development of employees and managers, insofar as this is relevant to his role.

The Company's competent organs shall approve this component based, among other things, on data presented by the Company's management and based on personal assessment and recommendation issued by the Company's CEO (with regard to office holders who report to him) and by the Company's Board of Directors with regard to ~~the~~ active Chairman and the CEO, while listing the underlying reasons for their recommendation.

Notwithstanding the foregoing, subject to applicable law, the Company's competent organs shall be entitled to approve payment of discretionary bonus on a quarterly, monthly, or otherwise basis.

- 2.8.4 The maximum annual bonus ~~ceiling~~ of office holders as of date of payment thereof (both in respect of discretionary bonus and in respect of bonus based on measurable targets⁷):

Role	Maximum annual bonus⁷ as of date of payment thereof (in terms of basic salary⁷) <u>Maximum Annual Bonus⁸</u>
Active Chairman of the Board of Directors	Up to 7 salaries (subject to the provisions of section 2.8.1 above)
CEO	Up to 7 salaries (subject to the provisions of section 2.8.1 above)
CFO, VPs Marketing, and other office holders, who report to the CEO	Up to 6 salaries
VPs Sales and sales managers, who report directly to the CEO	Up to 12 salaries
Office holders in foreign subsidiaries	Up to 12 salaries

- 2.8.5 The Remuneration Committee and Board of Directors may decide to postpone the payment of the annual bonus or reduce the amount of the annual bonus to which the office holder is entitled, at their own discretion.
- 2.8.6 The Company may pay an office holder, who has not completed a full year of employment, a proportionate share of the bonus according to the period of employment of the office holder.
- 2.8.7 The office holder shall repay to the Company that portion of the bonus he received, which was based on measurable targets, should it be determined that this component was paid to him on the basis of erroneous data and/or data that were restated in the Company's financial statements, provided that the date of restatement of the financial statements does not fall later than three years after the original approval of the relevant financial statements.

2.9 ~~2.9~~ Long-term remuneration

- 2.9.1 Subject to the approval of a long-term remuneration plan by the Company in accordance with the provisions of the law, the Company may allocate to office holders and from time to time options and/or restricted shares ("**share-based payment**") and/or another long-term remuneration, including a remuneration that is based on the performance of the Company's share (such as phantom options), as part of the remuneration package.
- 2.9.2 The annual value of the share-based payment⁹ paid to each shareholder, as of the date of grant thereof, shall not exceed the following ~~ceilings~~values:

⁷ ~~The ceiling is in respect of the whole annual bonus – bonus based on measurable targets + discretionary bonus.~~

⁸ The maximum values are in respect of the aggregate annual bonus – bonus based on measurable targets and discretionary bonus.

⁹ "**the annual value of the share-based payment**" – in this section – is the result of dividing the value of the options and/or restricted shares at the time of award, as determined by accounting principles, by the number of vesting years.

Role	Maximum value of equity-based payment as of date of award thereof (in relation to annual cost of payroll ⁴)
Active Chairman of the Board of Directors	Up to 4.0 times bigger <u>higher</u>
Active director	Maximum value of up to 500,000 ILS
CEO	Up to 2.5 times bigger <u>higher</u>
CFO, VPs Marketing, and other office holders, who report directly to the CEO, if any	Up to 1.25 times bigger <u>higher</u>
VPs Sales and sales managers, who report directly to the CEO	Maximum value of equity-based payment is equal or less than the annual cost of payroll
Office holders in foreign subsidiaries	Up to 1.25 times bigger <u>higher</u>

2.9.3 Should the Company decide the award options:

2.9.3.1 The Company will maintain securities-based remuneration scheme in accordance with Section 2012 to the Income Tax Ordinance or other tax provisions that apply to the Company and/or its employees in accordance with the territory in which they operate.

~~2.9.3.2 Each~~ 2.9.3.2 Unless otherwise determined by the compensation committee and the Board of Directors for reasons to be duly noted in writing, each of the options that the Company will award will be exercisable into one ordinary Company share in consideration for a price that will not be less than the average share price on ~~the Tel-Aviv Stock Exchange~~ a stock exchange in which the Company's shares are listed on, as determined by the Board of Directors, over the last 30 trading days preceding the date on which the Board of Directors of the Company decided to award the options.

~~2.9.3.3 The~~ 2.9.3.3 Unless otherwise determined by the compensation committee and the Board of Directors for reasons to be duly noted in writing, the vesting period of the options to be awarded by the Company will be at least 3 years until vesting of all options that were allocated and at least six months in respect of the first batch of options. ~~Nevertheless, the Remuneration Committee and the Company's Board of Directors are authorized to determine that despite the above vesting provisions, the options shall be exercisable upon the achievement of targets that they will set close before the award of the options.~~

2.9.3.4 ~~The~~ Notwithstanding the forgoing, the vesting period may be accelerated upon the occurrence of special events, such as change of control in the Company and/or sale of operations and/or the end of the tenure of an office holder under special circumstances (such as death of illness).

2.9.3.5 The options shall expire no later than 10 years after the date of allocation.

2.9.4 As part of the discussion on the award of share-based payment to a Company office holder, the Remuneration Committee and the Company's Board of Directors, and where required – the general meeting of the Company's shareholders, will assess whether the said award constitutes an appropriate incentive that will contribute to the maximization of the Company's value in the long-term.

2.9.5 Share-based payment shall be awarded after the assessment of the economic value of the said award, the exercise prices, and the exercise periods.

2.10 ~~2-10~~ The ratio between the basic salary component and the variable components¹⁰

Role	The ratio between the variable components and the fixed components
Active Chairman of the Board of Directors	Up to 4.60
CEO	Up to 3.10
CFO, VPs Marketing, and other office holders, who report directly to the CEO, if any	Up to 1.85
VPs Sales and sales managers, who report directly to the CEO	Up to 2.00
Office holders in foreign subsidiaries	Up to 2.00

¹⁰ For that purpose, the "variable components" include the annual value of the share-based payment.

2.11 ~~2.11~~ Extending the term of existing agreements with Company office holders and making amendments to those agreements

- 2.11.1 Prior to extending the term of the employment agreement with a Company office holder (whether this involves changes to the terms of employment or not), the office holder's existing remuneration package will be assessed in relation to the parameters set out in section 2.2 above and bearing in mind the payroll review, which was conducted by the Company as per section 2.3 above.
- 2.11.2 Subject to the provisions of the law and the positions of the Securities Authority, as amended from time to time, immaterial changes made to the service terms of the Company's CEO will need to be approved by the Remuneration Committee alone, if the latter approved that the changes are, indeed, immaterial and the change complies with the provisions of this remuneration policy.
- 2.11.3 Subject to the provisions of the law and the positions of the Securities Authority, as amended from time to time, immaterial changes made to the service and employment terms of the office holders who report to the Company's CEO shall be approved by the Company's CEO alone and the approval of the Remuneration Committee will not be required, provided that the service and employment terms of that office holder comply with the provisions of this remuneration policy.

In sections 2.11.2 and 2.11.3 above, "immaterial changes to the service and employment terms" are changes, the aggregate value of which does not exceed 10% of the overall annual cost of remuneration of the office holder.

2.12 ~~2.12~~ Remuneration of directors

- 2.12.1 Company's directors will be eligible to remuneration in accordance with the Companies Regulations (Rules Regarding Remuneration and Expenses to External Director), 2000 (hereafter – "the remuneration regulations") and which will not exceed the maximum remuneration set in the remuneration regulations (including the maximum remuneration to an external expert director, which is set in the remuneration regulations). This section will not apply to directors, who will serve as active directors and who will be eligible to remuneration in accordance with other provisions of this remuneration policy.
- 2.12.2 Notwithstanding the provisions of section 2.12.1, directors, who serve in other positions in the Company in addition to their service as directors, shall be eligible to salary as paid in the Company for similar positions.
- 2.12.3 The directors, who serve in the Company, may be eligible to reimbursement of reasonable expenses; they will also be eligible to insurance, indemnification and exemption arrangements as described in section 2.6.6 above, all in accordance with the provisions of the Company's articles of association and the provisions of this remuneration policy.

3. The powers of the Remuneration Committee and the Company's Board of Directors ~~with regard to~~ regarding the remuneration policy

- ~~3.1~~ 3.1 The Company's Board of Directors is charged with the management of the remuneration policy and all actions required for management thereof, including the power to interpret the provisions of the remuneration policy where doubts arise as to the manner of its implementation.
- ~~3.2~~ 3.2 The Company's Remuneration Committee and Board of Directors will assess, from time to time, the remuneration policy and the need to adjust it, inter alia, in accordance with the considerations and principles set out in this policy, while taking into account the changes in the Company's goals, market conditions, Company's profits and revenues in previous periods in real time and any other relevant information.
- ~~3.3~~ 3.3 In order to assess the Company's remuneration policy, the Company's Remuneration Committee and its Board of Directors will monitor the implementation of the remuneration policy in the Company.

Annual and Extraordinary General Meeting of Shareholders of Safe-T Group Ltd.

Date: September 15, 2020

See Voting Instruction On Reverse Side.

Please make your marks like this: ☒ Use pen only

Annual and Extraordinary General Meeting of Shareholders:

- To re-appoint Prof. Israel as the independent auditor of the Company for the year ending December 31, 2020, and until the next annual general meeting of the Company's shareholders, and to authorize the Board of Directors of the Company to determine their remuneration.
- To appoint Mr. Radelet Benigalski as a director of the Company (Class 1), until the third annual general meeting of the Company's shareholders next succeeding, and to approve her remuneration, as set forth in Proposal No. 2 of the Proxy Statement. Mr. Benigalski will benefit from the same insurance, indemnification and acquisition engagements, as currently in effect for the Company's other officers and directors.

- To approve the Amended and Restated Compensation Policy for the Company's directors and officers, in the form attached as Exhibit A to the Proxy Statement, as if the date of the Meeting and for a three-year period as prescribed under applicable law, as set forth in Proposal No. 3 of the Proxy Statement.

3a. Do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 3?

YES: I/we declare NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposal No. 3.

*** If you do not indicate a response for this item 3a, your shares will not be voted for Proposal No. 3.**

- To approve the terms of compensation of Mr. Shachar Daniel, the Company's Chief Executive Officer and director:
 - To approve an increase of Mr. Daniel's Monthly Salary effective as of March 1, 2020, as set forth in Proposal No. 4 of the Proxy Statement.

4.2 To approve payment of the Mr. Daniel Bonus, as set forth in Proposal No. 4 of the Proxy Statement.

4.3 To approve payment of the Mr. Daniel Additional Bonus, as set forth in Proposal No. 4 of the Proxy Statement.

4.4 To approve the grant of the Mr. Daniel Options, as set forth in Proposal No. 4 of the Proxy Statement.

4a. Do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 4.1, 4.2, 4.3 and 4.4?

YES: I/we declare NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposal No. 4.1, 4.2, 4.3 and 4.4.

*** If you do not indicate a response for this item 4a, your shares will not be voted for Proposals No. 4.1, 4.2, 4.3 and 4.4.**

- To approve the terms of compensation of Mr. Amir Mehar, the Company's Chief Software Architect and director:
 - To approve an increase of the Mr. Mehar Monthly fee effective as of August 1, 2020, as set forth in Proposal No. 5 of the Proxy Statement.

5.2 To approve the grant of the Mr. Mehar Options, as set forth in Proposal No. 5 of the Proxy Statement.

- To approve the terms of compensation of Mr. Chen Katz, the Company's active Chairman of the board of directors:
 - To approve the payment of the Mr. Katz Bonus, as set forth in Proposal No. 6 of the Proxy Statement.

6.2 To approve the payment of the Mr. Katz Additional Bonus, as set forth in Proposal No. 6 of the Proxy Statement.

6a. Only for the purposes of Proposals No. 6.1 and 6.2 above, do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 6.1 and 6.2?

YES: I/we declare NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposal No. 6.1 and 6.2.

*** If you do not indicate a response for this item 6a, your shares will not be voted for Proposals No. 6.1 and 6.2.**

6.3 To approve the grant of the Mr. Katz Options, as set forth in Proposal No. 6 of the Proxy Statement.

- To grant options to members of the Company's board of directors:
 - To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Benigalski, subject to her appointment as a member of the Company's Board of Directors, as set forth in Proposal No. 7 of the Proxy Statement.

7.2 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Mehar, as set forth in Proposal No. 7 of the Proxy Statement.

7.3 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Tal, as set forth in Proposal No. 7 of the Proxy Statement.

7.4 To approve the grant of options to purchase Ordinary Shares of the Company to Mr. Gedi, as set forth in Proposal No. 7 of the Proxy Statement.

7a. Only for the purposes of Proposal No. 7.4 above, do you confirm that you are NOT a controlling shareholder of the Company and/or do NOT have a personal interest (as such terms are defined in the Companies Law and in the Proxy Statement) in Proposal No. 7.4?

YES: I/we declare NOT a controlling shareholder of the Company and/or do NOT have a personal interest in Proposal No. 7.4.

*** If you do not indicate a response for this item 7a, your shares will not be voted for Proposal No. 7.4.**

- To increase the Company's authorized capital to 3,000,000,000 Ordinary Shares, no par value, and to amend and modify the Company's articles of association to reflect the same.

Authorized Signatures - This section must be completed for your instructions to be executed.

Please Sign Here

Please Sign Here

Please Date Above

Please Date Above

Annual and Extraordinary General Meeting of Shareholders of Safe-T Group Ltd. to be Held on September 15, 2020 for Holders as of August 13, 2020



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 12:00 p.m. E.S.T. on September 10, 2020

For additional information, please visit:
<https://www.safe-t.com/investor-relations/#GENERAL-MEETINGS>

PROXY TABULATOR FOR
SAFE-T GROUP LTD.
P.O. BOX 8016
CARY, NC 27512-9903

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



EVENT #

CLIENT #

Safe-T Group Ltd.

**Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 p.m. E.S.T. on September 10, 2020)**

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of **Safe-T Group Ltd.** (the "Company") registered in the name of the undersigned on the books of the Depositary as of the close of business on **August 13, 2020**, at the **Annual and Extraordinary General Meeting of Shareholders** of the Company, to be held on **September 15, 2020 at 3:30 p.m. (Israel time)**, at the Company's offices, at 8 Aba Eban Blvd., Herzliya, Israel, or at any adjournment thereof, in respect to the resolutions specified on the reverse side, which are more fully described in the Notice of Annual and Extraordinary General Meeting of Shareholders and proxy statement relating to the Meeting.

NOTE:

1. Please direct the Depositary how it is to vote by placing "X" in the appropriate box opposite each agenda item.
2. This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

The board of directors (the "Board of Directors") recommends voting in favor of the proposed resolutions.

(Continued and to be marked, dated and signed, on the reverse side)

PROXY TABULATOR FOR
SAFE-T GROUP LTD.
P.O. BOX 8016
CARY, NC 27512-9903