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

FORM 6-K/A

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

For the Month of April 2019

CAMTEK LTD.

(Translation of Registrant's Name into English)

**Ramat Gavriel Industrial Zone
P.O. Box 544
Migdal Haemek 23150
ISRAEL**

(Address of Principal Corporate 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 whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities and Exchange Act of 1934.

Yes ☐ No ☒

CAMTEK LTD.

This amendment on Form 6-K/A amends the Form 6-K furnished to the Securities and Exchange Commission on April 23, 2019, wherein Camtek Ltd. ("we", "us" or the "Company") filed its Proxy Statement in connection with the Annual General Meeting of Shareholders (the "Meeting"), scheduled to take place on June 3, 2019.

Attached as Exhibit A to this Form 6-K/A and incorporated by reference herein is an amended Proxy Statement (the "Amended Proxy Statement") intended to replace the original Proxy Statement, in order provide some clarifications with respect to the voting process, which includes an option for voting by telephone or over the internet (if applicable, in accordance with the instructions on the voting instruction form).

Other than the aforementioned clarification, all other information included in the original Proxy Statement, its Exhibits and Proxy Card filed with it, remain unchanged under the Amended Proxy Statement.

SIGNATURE

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.

CAMTEK LTD.
(Registrant)

By: /s/ Moshe Eisenberg
Moshe Eisenberg,
Chief Financial Officer

Dated: May 16, 2019

CAMTEK LTD.

NOTICE OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 3, 2019

Dear Shareholder,

You are cordially invited to attend, and notice is hereby given of, an Annual General Meeting of Shareholders of Camtek Ltd. (the "**Company**"), to be held at the Company's offices at Ramat Gavriel Industrial Zone, Migdal Ha'Emek, Israel (the "**Company's Office**"), on Monday, June 3, 2019 at 6:00 PM (Israel time) (the "**Meeting**") for the following purposes:

1. To approve agreements signed on February 11, 2019 between the Company and Chroma ATE Inc., a public company traded on the Taiwan Stock Exchange (TWSE) ("**Chroma**"), as further detailed in this Proxy Statement: (a) a private placement of 1,700,000 of the Company's ordinary shares, nominal value NIS 0.01 each ("**Ordinary Shares**"), pursuant to the terms of a share purchase agreement signed between the Company and Chroma; (b) a technological cooperation agreement signed between the Company and Chroma; and (c) an amended and restated registration rights agreement signed between Chroma, the Company and Priortech Ltd., the Company's controlling shareholder ("**Priortech**"); and in connection with the above-mentioned transaction with Chroma, to also approve: (i) the appointment of two (2) Chroma nominees to the Company's Board of Directors; and (ii) the appointment of Mr. Rafi Amit as Chairman of the Board of Directors, while continuing to assume CEO's responsibilities.
2. To re-elect Messrs. Rafi Amit, Yotam Stern, Eran Bendoly, Moty Ben-Arie and Chezy Ofir to serve on the Board of Directors of the Company;
3. To approve certain amendments to the Company's Compensation Policy; and
4. To approve the re-appointment of Somekh Chaikin, a member firm of KPMG International, as the Company's independent auditor for the fiscal year ending December 31, 2019 and until the 2020 annual general meeting of shareholders, and to authorize the Company's Board of Directors to set the annual compensation of the independent auditor, at the Audit Committee's recommendation, in accordance with the volume and nature of its services.

At the Meeting, you will also have an opportunity to receive and consider the auditors' report and the audited consolidated financial statements of the Company for the year ended December 31, 2018; this item will not involve a vote of the shareholders.

Should changes be made to the agenda for the Meeting after the publication of this Proxy Statement, the Company will communicate the changes to its shareholders through the publication of a press release, a copy of which will be furnished to the Securities and Exchange Commission (the "**SEC**") on Form 6-K and filed with the Israeli Securities Authority.

Only shareholders of record at the close of business day on Monday, April 29, 2019, the record date for determining those shareholders eligible to vote at the Meeting, are entitled to vote at the Meeting and any postponements or adjournments thereof. All such shareholders are cordially invited to attend the Meeting in person.

Whether or not you plan to attend the Meeting, you are urged to promptly complete, date and sign the enclosed proxy and to mail it in the enclosed envelope, which requires no postage if mailed in the United States, or you may otherwise vote by telephone or over the internet in accordance with the instructions on your voting instruction form (if you hold your shares in street name and the applicable voting instruction form sent to you allows this). Shareholders whose shares are registered with a member of the Tel-Aviv Stock Exchange Ltd. ("TASE"), should deliver or mail (via registered mail) their completed proxy to the Company's Office, attention: CFO, together with an ownership certificate confirming his or her share ownership as of the record date, which certificate must be approved by a recognized financial institution, i.e. that TASE member through which he or she holds their shares, as required by the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting) of 2000. Such shareholder is entitled to receive the ownership certificate in a branch of the relevant TASE member or by mail to his or her address, if the shareholder so requests. Such a request must be made for a particular securities account, in advance. Alternatively, shareholders who hold shares through members of TASE may vote electronically via the electronic voting system of the Israel Securities Authority up to six (6) hours before the time set for the Meeting (i.e., 12:00 PM Israel time on Monday, June 3, 2019). If applicable, you should request instructions about electronic voting from the TASE member through which you hold your shares.

Execution and return of your proxy will not deprive you of your right to attend the Meeting and vote in person, and any person giving a proxy has the right to revoke it any time before it is exercised.

Joint owners of shares should take note that, pursuant to Article 18.10(a)(3) of the Articles of Association of the Company, the joint owner whose name appears first in the Company's Shareholders Register will be entitled to vote at the Meeting. If such joint owner does not vote, the joint owner whose name appears thereafter may vote, and so forth for multiple owners.

A proxy will be effective only if it is received at the Company's Office no later than twenty four (24) hours prior to the time of the Meeting (i.e. 6:00 PM Israel time on Sunday, June 2, 2019), or – in the case of shareholders voting electronically (as described above) - no later than six (6) hours prior to the time of the Meeting.

By Order of the Board of Directors,

MOTY BEN-ARIE

Chairman of the Board of Directors

May 16, 2019

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PROXY STATEMENT

CAMTEK LTD.

AN ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON JUNE 3, 2019

This Proxy Statement is being furnished to the holders of ordinary shares, New Israeli Shekels ("NIS") 0.01 nominal (par) value per share (the "**Shares**"), of Camtek Ltd. ("**we**", "**Camtek**" or the "**Company**") in connection with the solicitation by the Board of Directors of the Company (the "**Board**" or "**Board of Directors**") of proxies for use at the Company's Annual General Meeting of Shareholders, or at any postponement or adjournment thereof (the "**Meeting**").

PURPOSE OF THE ANNUAL GENERAL MEETING

The Annual General Meeting will be held on Monday, June 3, 2019, at 6:00 PM (Israel time), at the Company's offices, Ramat Gavriel Industrial Zone, Migdal Ha'Emek, Israel, for the following purposes:

1. To approve agreements signed on February 11, 2019 between the Company and Chroma, as further detailed in this Proxy Statement, including the following: (a) a private placement of 1,700,000 Ordinary Shares, pursuant to the terms of a share purchase agreement signed between the Company and Chroma; (b) a technological cooperation agreement signed between the Company and Chroma; and (c) an amended and restated registration rights agreement signed between Chroma, the Company and Priortech; and in connection with the above-mentioned transaction with Chroma, to also approve: (i) the appointment of two (2) Chroma nominees to the Company's Board of Directors; and (ii) the appointment of Mr. Rafi Amit as Chairman of the Board of Directors, while continuing to assume CEO's responsibilities.
2. To re-elect Messrs. Rafi Amit, Yotam Stern, Eran Bendoly, Moty Ben-Arie and Chezy Ofir to serve on the Board of Directors of the Company;
3. To approve certain amendments to the Company's Compensation Policy; and
4. To approve the re-appointment of Somekh Chaikin, a member firm of KPMG International, as the Company's independent auditor for the fiscal year ending December 31, 2019 and until the 2020 annual general meeting of shareholders, and to authorize the Company's Board of Directors to set the annual compensation of the independent auditor, at the Audit Committee's recommendation, in accordance with the volume and nature of its services.

At the Meeting, you will also have an opportunity to receive and consider the auditors' report and the audited consolidated financial statements of the Company for the year ended December 31, 2018; this item will not involve a vote of the shareholders.

RECORD DATE AND VOTING RIGHTS

Only holders of record of Shares at the close of business on Monday, April 29, 2019, the record date for determining those shareholders eligible to vote at the Meeting, will be entitled to notice of and to vote at the Meeting and any adjournment or postponement thereof. At such time, each issued and outstanding Share will be entitled to one vote upon each of the matters to be presented at the Meeting.

PROXY PROCEDURE

A form of proxy for use at the Meeting and a return envelope for the proxy are enclosed. Alternatively, you may vote by telephone or over the internet in accordance with the instructions on your voting instruction form (if you hold your shares in street name and the applicable voting instruction form sent to you allows this).

If specified by a shareholder on the form of proxy, the Shares represented thereby will be voted in accordance with such specification. If a choice is not specified by a shareholder with respect to any proposal, the form of proxy will be voted "FOR" any such proposal, and in the discretion of the proxies with respect to all other matters which may properly come before the meeting and any and all adjournments thereof. On all matters considered at the Meeting, abstentions and broker non-votes will be treated as neither a vote "FOR" nor "AGAINST" the matter, although they will be counted in determining if a quorum is present. Broker non-votes are votes that brokers holding shares of record for their clients are, pursuant to applicable stock exchange or other rules, precluded from casting in respect of certain non-routine proposals because such brokers have not received specific instructions from their clients as to the manner in which such shares should be voted on those proposals and as to which the brokers have advised the Company that, accordingly, they lack voting authority.

Shareholders whose Shares are registered with a member of TASE, should hand-deliver or mail (via registered mail) their completed proxy to the Company's Office, attention: CFO, together with an ownership certificate confirming his or her share ownership as of the record date, which certificate must be approved by a recognized financial institution, i.e. that TASE member through which he or she holds their Shares, as required by the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meeting) of 2000. Such shareholder is entitled to receive the ownership certificate in a branch of the relevant TASE member or by mail to his or her address, if the shareholder so requests. Such a request must be made for a particular securities account, in advance. Alternatively, shareholders who hold Shares through members of TASE may vote electronically via the electronic voting system of the Israel Securities Authority, up to six (6) hours before the time set for the Meeting (i.e., 12:00 PM Israel time on Monday, June 3, 2019). If applicable, you should request instructions about electronic voting from the TASE member through which you hold your Shares.

A proxy will be effective only if it is received at the Company's Office no later than twenty four (24) hours prior to the time of the Meeting (i.e. 6:00 PM Israel time on Sunday, June 2, 2019), or – in the case of shareholders voting electronically (as described above) - no later than six (6) hours prior to the time of the Meeting.

Shareholders may revoke the authority granted by their execution of proxies at any time before the effective exercise thereof by: (i) filing with the Company a written notice of revocation or duly executed proxy bearing a later date; (ii) electronically voting at a later date; or (iii) voting in person at the Meeting. However, if a shareholder attends the Meeting and does not elect to vote in person, his or her proxy or electronic voting will not be revoked.

Proxies for use at the Meeting are being solicited by the Board of Directors of the Company chiefly by mail, telephone or email (in accordance with preference specified by the applicable shareholder) however, certain officers, directors, employees and agents of the Company, none of whom will receive additional compensation for such solicitation, may solicit proxies by other personal contact. The Company will bear the cost for the solicitation of the proxies, including postage, printing and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of Shares.

QUORUM

The presence of two (2) or more shareholders, present in person, by proxy, by proxy card or by electronic voting, and holding together Shares conferring in the aggregate at least twenty five percent (25%) of the voting rights of the Company, shall constitute a quorum at the Meeting. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to June 10, 2019, at the same time and place. At such adjourned meeting, if a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting will take place regardless of whether a quorum is present.

BENEFICIAL OWNERSHIP OF SECURITIES BY PRINCIPAL SHAREHOLDERS AND MANAGEMENT

The following table sets forth certain information, as of April 16, 2019, regarding: (i) persons or entities known to the Company to beneficially own more than five percent (5%) of the Company's issued and outstanding Shares; (ii) each "office holder"¹, as such term is defined in the Israeli Companies Law, 5759-1999 (the "**Companies Law**") of the Company (the "**Office Holders**") known to the Company to beneficially own more than 1% of the Company's issued and outstanding Shares; and (iii) all Office Holders of the Company as a group.

The information contained in the table below has been obtained from the Company's records or from information furnished by an individual or entity to the Company or disclosed in public filings with the SEC.

Except where otherwise indicated, and except pursuant to community property laws, we believe, based on information furnished by such owners, that the beneficial owners of the Shares listed below have sole investment and voting power with respect to such Shares.

The shareholders listed below do not have voting rights that are different from any of our other shareholders.

¹ The term "Office Holder" as defined in the Companies Law includes a director, the chief executive officer, an executive vice president, a vice president, any other person fulfilling or assuming any of the foregoing positions without regard to such person's title and any manager who is directly subordinated to the chief executive officer.

The "Number of Shares Beneficially Owned" in the table below include Shares that may be acquired by an individual or group upon the exercise of options that are either currently exercisable or will become exercisable within sixty (60) days after April 16, 2019. The Shares that may be issued under these options are deemed to be outstanding for purpose of determining the percentage of ownership of such individual or group, but are not deemed to be outstanding for the purpose of determining the percentage of ownership of any other individual or group shown in the table.

Name of Beneficial Owner	Number of Shares Beneficially Owned ⁽¹⁾	Percent of Shares Beneficially Owned ⁽²⁾
Priortech Ltd. ⁽³⁾	15,277,695	41.82%
Rafi Amit ⁽⁴⁾	6,722	0.02%
Yotam Stern ⁽⁵⁾	104,445	0.29%
Yelin Lapidot Holdings Management Ltd. (" Yelin Lapidot ") ⁽⁶⁾	1,961,695	5.37%
Office Holders as a group (10 persons) ⁽⁷⁾	123,178	0.34%

- (1) The total number of options held by the persons included in the above table that are currently exercisable or exercisable within 60 days as of April 16, 2019, is 18,493.
- (2) Based upon 36,544,512 Shares issued and outstanding after April 16, 2019.
- (3) Priortech, our controlling shareholder, is an Israeli public company traded on TASE. As of April 16, 2019, Mr. Rafi Amit, our Chief Executive Officer and director, holds 10.25% of Priortech's issued and outstanding share capital, and Mr. Yotam Stern, our director, holds 9.33% of Priortech's issued and outstanding share capital. As a result of a voting agreement relating to 31.09% of Priortech's voting equity, governing *inter-alia* joint voting at Priortech's general meetings of shareholders and the right of first refusal among themselves, and due to the fact that there are no other shareholders holding more than 50% of the voting equity in Priortech, Messrs. Rafi Amit, Yotam Stern, David Kishon, Zehava Wineberg and Hanoch Feldstien and the estates of Itzhak Krell (deceased) and Haim Langmas (deceased), may be deemed to control Priortech.
- (4) Mr. Amit does not **directly** own any of our Shares. In addition, as Mr. Amit may be deemed to control Priortech (see footnote 3), he may also be deemed to beneficially own the Shares of the Company held by Priortech. Mr. Amit disclaims such beneficial ownership of such Shares.
- (5) Mr. Stern **directly** owns 104,445 of our Shares. In addition, as Mr. Stern may be deemed to control Priortech (see footnote 3), he may also be deemed to beneficially own the Shares of the Company held by Priortech. Mr. Stern disclaims such beneficial ownership of such Shares.
- (6) Based on the Schedule 13G filed by Yelin Lapidot, Yair Lapidot and Dov Yelin on February 6, 2019, which presented ownership as of December 31, 2018 The 1,961,695 Ordinary Shares reported under such Schedule 13G by Yelin Lapidot are beneficially owned by provident funds managed by Yelin Lapidot Provident Funds Management Ltd. (473,240 Ordinary Shares) and mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd. (1,488,455 Ordinary Shares), each a wholly owned subsidiary of Yelin Lapidot (the "**Yelin Lapidot Subsidiaries**"). Messrs. Yelin and Lapidot each own 24.38% of the share capital and 25.004% of the voting rights of Yelin Lapidot, and are responsible for the day-to-day management of Yelin Lapidot. The Yelin Lapidot Subsidiaries operate under independent management and make their own independent voting and investment decisions. Any economic interest or beneficial ownership in any of the Company's Ordinary Shares is held for the benefit of the members of the provident funds or mutual funds, as the case may be. Each of Messrs. Yelin and Lapidot, Yelin Lapidot, and the Yelin Lapidot Subsidiaries disclaim beneficial ownership of the Ordinary Shares covered by the abovementioned Schedule 13G. Yelin Lapidot's principle address is 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel.
- (7) Our office holders as a group **directly** own 107,375 of our Shares (and 18,493 options and RSUs which have vested or will vest within 60 days after April 16, 2019). Each of our office holders, other than Messrs. Amit and Stern (including their beneficial interest in Shares owned by Priortech), beneficially owns less than 1% of our outstanding Shares (including options held by each such person which have vested or will vest within 60 days as of April 16, 2019) and have therefore not been listed separately.

For information relating to the compensation of our five (5) most highly compensated Office Holders with respect to the year ended December 31, 2018, please see "Item 6. Directors, Senior Management and Employees – B. Compensation – Individual Compensation of Covered Office Holders" in our annual report for 2018, which was filed on Form 20-F with the SEC on March 25, 2019 (File No. 000-30664).

ITEM 1

TRANSACTION WITH CHROMA

A. General

The Company continuously explores opportunities that may allow it to improve its position in the market it serves and expand its businesses, in order to increase its shareholders' value. Accordingly, on February 11, 2019, the Company entered into definitive agreements, according to which, among others, new Ordinary Shares will be issued to Chroma by the Company. Chroma is a Taiwanese company, publically traded on the Taiwan Stock Exchange (TWSE), which engages in the supply of precision test and measurement instrumentation, automated test systems, intelligent manufacturing systems and test & automation turnkey solutions. Chroma serves the following markets: electric vehicle, LED, PV, green battery, semiconductor, photonics, flat panel display, video and color, power electronics, passive component, electrical safety, thermoelectric, automated optical inspection, intelligent manufacturing system for Information and Communication Technology ("ICT"), clean technology, and smart factory industries.

Simultaneously with such issuance, Chroma will be acquiring Ordinary Shares from Priortech and will sign a shareholders' agreement between Priortech and Chroma according to which Priortech and Chroma will vote together in the Company's shareholder meetings. According to the shareholders' agreement, as of the closing of the transaction, the parties to the shareholders' agreement will vote their shares to provide for the Board of Directors of the Company to consist of seven directors, such that in addition to the two currently serving external directors, two members will be Chroma's nominees and three will be Priortech's nominees.

The total cash consideration to be received from Chroma by both the Company and Priortech together amounts to \$74.3 million, and is calculated based on a share-price of \$9.50 per Ordinary Share, which reflects a 29% premium on the Ordinary Share's closing price on February 8, 2019. After the closing of the simultaneous agreements comprising the transaction, Chroma will hold approximately 20.5%, while Priortech will hold approximately 24%, of the total issued and outstanding shares of the Company.

In addition to the investment, the Company and Chroma entered into a technological cooperation agreement, as detailed below. The transaction is expected to close by the end of the second quarter of 2019, subject to the closing conditions referred to below.

The Company believes that the agreements signed by the Company with Chroma, and the transaction detailed herein as a whole, are of strategic importance for the Company, whereby the Company is gaining an important and valuable shareholder that will enable it to strengthen its presence in Asia in general, and in Taiwan in particular. In addition, the transaction will enable the Company to benefit from Chroma's technological capabilities beyond the traditional semiconductor markets, while allowing collaboration and mutual development. The consideration to be received by the Company will also strengthen the balance sheet by increasing the Company's cash reserves on favorable terms.

B. The Transaction Documents

The Company, Chroma and Priortech entered into the following agreements, which, together with the additional agreements referred to under (d) and (e) below, collectively comprise the transaction (the "**Transaction**"):

- (a) **Share Purchase Agreement** by and between the Company and Chroma (the "**SPA**"), pursuant to which the Company shall issue to Chroma 1,700,000 Ordinary Shares (the "**Purchase Shares**"), representing approximately 4.5% of the Company's issued and outstanding share capital, in consideration for \$16,150,000 (the "**SPA Purchase Price**").

- (b) **Technological Cooperation Agreement** by and between the Company and Chroma (the “TCA”), pursuant to which, *inter alia*, the Company shall grant Chroma a license for an application under the Company’s triangulation technology platform in order to design, develop, productize, commercialize and manufacture certain agreed upon products for non-semiconductors applications, and the parties will cooperate in potential projects for the semiconductors market based on synergies between their inspection and metrology technologies. Additionally, Chroma will, in the future, build inspection machines based on the Company’s technology in order to address certain market niches, in which the Company does not participate actively, for distribution in Taiwan and the People’s Republic of China.
- (c) **Second Amended and Restated Registration Rights Agreement** by and between the Company, Priortech and Chroma (the “RRA”), which shall replace the current amended and restated registration rights agreement.

Additionally – Priortech and Chroma entered into the following agreements between them:

- (d) **Share Transfer Agreement** by and between Priortech and Chroma (the “STA”), pursuant to which Priortech shall sell to Chroma 6,117,440 Shares (the “Sale Shares”) representing approximately 16% of the Company’s issued and outstanding share capital, in consideration for \$58,115,680 (the “STA Purchase Price”).
- (e) **Shareholders Rights Agreement** by and between Priortech and Chroma (the “SHA”), regulating the relationship between Priortech and Chroma as joint controlling shareholders of the Company. In the SHA, it was agreed, that Priortech and Chroma will vote their Shares in accordance with the majority vote between them, except in the following four issues which shall require the approval of both parties: (a) amendments to the Company’s articles of association; (b) appointment of the Company’s auditor; (c) liquidation of the Company; and (d) an interested party transaction, other than a transaction concerning matters relating to the compensation of executives and directors of the Company, with respect to which the parties agreed to vote their Shares in accordance with the recommendations of the Company’s Compensation Committee.

In addition, the parties agreed to use their voting and controlling power in order to have the members of the Board be nominated in accordance with the following mechanism:

1. (a) as long as Priortech holds at least 20% of the Company’s issued and outstanding share capital on an as-issued basis, it shall be entitled to nominate three (3) directors; (b) if such holdings are reduced to less than 20% but at least 15%, it shall be entitled to nominate two (2) directors; (c) if such holdings are reduced to less than 15% but at least 10%, it shall be entitled to nominate one (1) director; and (d) if such holdings are reduced to less than 10%, it shall not be entitled to nominate any directors;
2. (a) as long as Chroma holds more than 15% of the Company’s issued and outstanding share capital on an as-issued basis, it shall be entitled to nominate two (2) directors; (b) if such holdings are reduced to less than 15% but at least 10%, it shall be entitled to nominate one (1) director; and (c) if such holdings are reduced to less than 10%, it shall not be entitled to nominate any directors; and
3. the board shall be comprised of at least two (2) external directors, which shall serve in accordance with the provisions of the Companies Law.

It was further agreed that as long as the SHA is effective, unless Priortech’s holding of the total issued and outstanding shares of the Company on an as-issued basis falls below 20% for a period of over 60 consecutive calendar days, Chroma shall be subject to a maximum holding of 20.5% of the total issued and outstanding shares of the Company on an as-issued basis; and, the parties shall not jointly hold more than 45% of the total issued and outstanding shares of the Company on an as-issued basis.

It was also agreed, that the sale by a party of 5% or more of the total issued and outstanding shares of the Company on an as-issued basis, other than in the course of ordinary trade in the market, shall be subject to the other party's right of first offer. A sale to a competitor shall require a prior written consent from the non-selling party for such sale. The parties agreed to a lock-up/no-sale period of two (2) years following the closing of the STA. The right of first offer, lock-up and assignment upon sale of Shares shall not apply in the event of an M&A transaction.

The SHA shall be terminated in its entirety at such time when either Priortech or Chroma holds less than 5% of the Company's issued and outstanding share capital on an as-issued basis, for a period of 60 consecutive calendar days.

Our Audit Committee and Board have unanimously approved the Transaction and the entry into and the execution of the SPA, TCA and RRA (together, the "**Transaction Documents**"), as applicable.

Approval of the Transaction is now being sought from the Company's shareholders.

C. Key terms of the Transaction Documents

Share Purchase Agreement

Upon closing of the SPA, the Company will issue the Purchase Shares in exchange for the SPA Purchase Price. The following description of the SPA is qualified in its entirety by reference to the SPA which was attached as an exhibit to the Company's annual report for the year 2018, filed on Form 20-F on March 25, 2019.

The closing of the SPA (the "**SPA Closing**") is subject to certain conditions, including: (i) the closing of the remaining Transaction Documents; (ii) receipt by the Company of the SPA Purchase Price; (iii) receipt of the Company's shareholders' approval; (iv) receipt by the Company and Chroma of governmental and regulatory approvals, including the approval by the Committee on Foreign Investment in the United States ("**CFIUS Approval**"), approval by the Taiwan Overseas Foreign Investment Commission (MOEAIC), and consent from the Central Bank of the Republic of China for the foreign exchange transactions necessary to convert New Taiwan Dollars into United States Dollars for payment of the SPA Purchase Price; (v) the absence of a Material Adverse Effect (as defined in the SPA) within the period between the signing of the SPA and the SPA Closing; and (vi) the appointment of two members nominated by Chroma to the Company's Board. As a result of these approvals, we cannot assure you that we will not be required to amend the Transaction Documents in order to meet regulatory concerns or that the SPA Closing will not be materially delayed. Should we be required to make **material** amendments to the Transaction Documents, we shall seek shareholder approval with respect thereto.

The SPA contains a number of representations and warranties. Company's representations and warranties shall generally survive for a period of 18 months after the signing of the SPA, except for certain fundamental representations and warranties which shall survive for a period of four years after the signing of the SPA.

The SPA contains certain covenants made by the Company, including, *inter alia*, (i) covenants relating to the transaction being a private placement exempt from registration under the Securities Act of 1933; (ii) an obligation not to perform, between the signing of the SPA and the SPA Closing, any action that would reasonably be expected to result in the dilution of Chroma's holdings in the Company by more than 10%; provided that the grant of employee options in an amount of up to 2.5% of the Company's total issued and outstanding share capital shall not require Chroma's consent; and (iii) the appointment of two members nominated by Chroma to the Company's Board, who shall receive the same indemnification rights as received by all other directors of the Company.

The parties are mutually obligated to indemnify each other against any liabilities, excluding indirect damages, resulting from or arising out of a breach of any representation or warranty of the indemnifying party under the SPA. However, the indemnifying party shall have no liability with respect to (i) losses in excess of the SPA Purchase Price, and (ii) losses related to a breach of representations or warranties under the SPA, if the indemnified party had knowledge of such breach prior to the SPA Closing. Additionally, no claims by Chroma against the Company shall be asserted unless the aggregate amount of losses exceeds \$1,000,000.

Until the SPA Closing, termination shall be either: (A) mutually agreed by the parties; (B) by either party, if: (i) any governmental authority shall have issued any order or legal restraint that prohibits the consummation of the Transaction; (ii) the SPA Closing shall not have occurred by June 30, 2019 (or 30 days thereafter, if on account that only CFIUS Approval has not been obtained); or (iii) under circumstances of a material breach of any representation or warranty or failure to perform in any material respect any agreement under the SPA which causes certain closing conditions not to be met; (C) by the Company, (i) if, under certain conditions, Chroma fails to consummate the SPA Closing, or (ii) under certain dilutive events of Chroma's holdings in the Company by more than 10%, subject to payment of a termination fee in a sum representing 2% of the SPA Purchase Price.

Technological Cooperation Agreement

The Company will grant Chroma a royalty bearing license under Company's certain triangulation technology, in order to design, develop, productize, commercialize and manufacture certain agreed upon products for non-semiconductor applications. Additionally, Chroma will, in the future, build inspection machines based on the Company's technology in order to address certain market niches, in which the Company does not participate actively, for distribution in Taiwan and the People's Republic of China. And, the parties expressed their mutual interest in exploring potential projects based on the synergies of their current and future technologies.

In consideration for the license grant, Chroma shall pay the Company an agreed upon royalty-amount for each sensor integrated into a system sold by Chroma; The parties agreed upon a certain threshold, regarding the royalties payable with respect to each system and a cap expressed as percentage of net sales generated from the sale of the entire system and other customary restrictions. Chroma will also contribute a certain amount towards the Company's expected costs and expenses concerning the applicable transfer of the licensed technology.

As of the TCA's effective date and for a period of 24 months thereafter (the "**Restricted Period**"), the Company will not grant to any third party an exclusive license to certain triangulation technology licensed under the TCA and/or to the Camtek foreground IP relating to this technology.

During the term of the TCA, in the event that Chroma identifies additional non-semiconductors application(s) with respect to which the use of the licensed technology and/or the Camtek Foreground IP may create significant value when practiced, and Chroma seeks to pursue the commercialization of such potential application(s) under a license from the Company, then the Company will enter into an addendum to the TCA and grant such additional (non-exclusive) license to Chroma. Certain restrictions apply with respect to the fields in which such additional licenses may be granted.

As of the end of the Restricted Period and for a period of eight years thereafter, in the event that the Company seeks to grant a third party an exclusive license under the licensed technology and/or the Camtek Foreground IP (as such term is defined in the TCA), the Company will notify Chroma of the offered rights in advance. Chroma shall have 30 days from such notice to respond to the Company whether it desires to be granted with such license and the parties will discuss the commercial terms in order to effect such license.

Chroma undertook that during the term of the TCA and for a certain period following its termination, it will not engage in the design, development, manufacture, assembly, distribution, marketing and/or sale of any systems, products, services and/or devices in the semiconductor field and/or practice and/or exploit any white light triangulation technology other than the licensed technology.

At a future date to be agreed upon by the parties, the Company will grant Chroma rights to manufacture and assemble Inspection machine-based on the Company's technology for distribution, marketing and sale solely in Taiwan, the People's Republic of China and other jurisdictions the parties may agree upon, subject to certain commitments by Chroma to be agreed between the parties. As consideration for the manufacturing and marketing rights of the "NEW" system, the Company shall be entitled to royalties at a certain percent of all revenues generated from the sale of the NEW Solution.

Second Amended and Restated Registration Rights Agreement

The Company and Priortech previously entered into a registration rights agreement, dated March 1, 2004, which was approved by the Company's shareholders at a general meeting held on March 29, 2004. Since then, on December 30, 2004, Priortech and the Company entered into an amended and restated registration rights agreement, which was extended on May 13, 2015 for an additional period of five years, ending on December 31, 2019.

As mentioned above, as of the date of the SPA Closing, Priortech and Chroma will be considered jointly as the "controlling shareholders" of the Company, within the meaning prescribed under the Companies Law. Therefore, Chroma requested to enter into a second amended and restated registration rights agreement, together with the Company and Priortech as parties thereto.

The following description of the amendments included in the RRA is qualified in its entirety by reference to the RRA attached hereto as **Exhibit A**; Other than applying to Chroma the same registration rights of Priortech, the RRA includes, *inter alia*, the following changes: (a) all expenses incurred in connection with any registration under Sections 2, 3 or 4 of the RRA, excluding certain fees and expenses, shall be borne by the Company; (b) the Company shall provide its Holders (as such term is defined in the RRA) with certain information rights; and (c) the Holders shall be bound by certain confidentiality obligations under the RRA.

The RRA is intended to be effective upon the SPA Closing and for seven (7) years thereafter.

D. Appointment of Two (2) Chroma Nominees

Under the Company's Articles of Association (the "**Articles**"), the Board is to consist of no less than five (5) and no more than ten (10) directors. The Board is currently comprised of seven (7) members; A director, who is not an external director (as defined under the Companies Law), is appointed by the general meeting of shareholders, will commence serving at the conclusion of the general meeting in which he or she was appointed, unless a later date for the commencement of his or her tenure was specified in the resolution by which he or she was appointed, and shall end his or her service at the conclusion of the next annual general meeting of shareholders.

As explained above, under the SPA, Chroma shall be entitled, subject to and upon the SPA Closing, to nominate two (2) members of the Board. As the Board believes that the current seven members' composition is appropriate and sufficient for the Company, considering its size and scale of business, it is proposed to keep such seven-member composition, so that the two directors who shall be nominated by Chroma will replace two currently-serving directors (see below). Chroma's nominees shall be appointed as of the date of the SPA closing, and - in line with the Articles - shall serve for a term that will end at the conclusion of the 2020 annual general meeting of shareholders.

Pursuant to the recommendation of our Nomination Committee, established in accordance with Rule 5605(e) of the Nasdaq Marketplace Rules (the "**Nasdaq Rules**"), it is proposed that Mr. Leo Huang and Mr. I-Shih Tseng be each elected as our director, subject to the SPA Closing and effective as of the date of the SPA Closing, for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders.

In accordance with Israeli law, a nominee for service as a director must submit a declaration to the Company, prior to his or her election, specifying that he or she has the requisite qualifications to serve as a director, and the ability to devote the appropriate time to performing his or her duties as such. The Company has received a declaration from each of Chroma's nominees, Leo Huang and I-Shih Tseng, confirming that they possess the requisite skills and expertise, as well as sufficient time, to perform their duties as directors of the Company. The Company is not aware of any reason why any of Chroma's nominees, if elected, would be unable to serve as a director.

The following are brief biographies of each of the two (2) nominees proposed by Chroma, based upon information furnished to the Company by Chroma:

Leo Huang co-founded Chroma in 1984 and has been serving as chairman of the board of directors of Chroma since October 23, 1984. Mr. Huang was the QA Engineer of TIMEX Corp. from 1975 to 1977 and served as the Sales Manager of Philips Electronics Industries (Taiwan) Ltd. from 1978 to 1984. Mr. Huang received his bachelor's degree in Electronics Engineering from National Chiao Tung University in 1973.

I-Shih Tseng joined Chroma in 1998, serving as a director since June 6, 2012 and as Business Unit President of Chroma since July 1, 2007. Mr. Tseng was the Research Assistance of Pennsylvania State University from 1986 to 1992 and served as the Project Manager of Institute for Information Industry from 1992 to 1998. Mr. Tseng received his PhD degree in Mechanical Engineering from Pennsylvania State University in 1992.

Similar to Messrs. Rafi Amit and Yotam Stern, who are deemed to control the Company through their controlling interest in Priortech (see footnotes 3 to 5 above, under *BENEFICIAL OWNERSHIP OF SECURITIES BY PRINCIPAL SHAREHOLDERS AND MANAGEMENT*), both Leo Huang and I-Shih Tseng shall not receive any compensation in consideration for their service as directors (Rafi Amit will continue to receive compensation for his role as CEO of the Company; see under E. below), but shall receive the same indemnification, exemption and insurance rights as received by all office holders of the Company, including directors.

Both nominees proposed by Chroma are independent directors in accordance with NASDAQ rules.

Shareholder approval for the appointment of Leo Huang and I-Shih Tseng as Board members, subject to the SPA Closing and effective as of the date of the SPA Closing and until the conclusion of the 2020 annual general meeting of shareholders, is now being sought.

Resignation by Two (2) Currently-Serving Directors

Subject to their re-election as our directors (see Item 2 below), and in order to preserve a seven-member composition of the Board, Messrs. Eran Bendoly and Chezy Ofir have agreed to resign from service as directors upon the SPA Closing, in conjunction with the appointment of Leo Huang and I-Shih Tseng as our directors.

E. Appointment of Mr. Rafi Amit, our Chief Executive Officer, as Chairman of the Board

Mr. Amit has served as our Active Chairman of the Board from August 2010 and until March 2017, and as our Chief Executive Officer since January 2014.

Our Audit Committee and Board believe that upon the SPA Closing, in order to maintain the desired 7-member composition of the Board while also maintaining the ability to comply with the audit committee composition requirements as set forth under the Companies Law (which include at least three members, all should be independent, as such term is defined in the Companies Law, and the chairman of the Board cannot serve as a member), Mr. Amit should resume his position as Chairman. Also, considering the changes that the closing of the Transaction is expected to bring in the Company's shareholder composition, and to the Company's business, as well as the significance of the Chairman's role in representing the Company toward investors as well as customers - our Audit Committee and Board believe that Mr. Amit, with his tremendous understanding and experience in the markets that the Company serves, including long established acquaintance with investors and customers in said markets, is best suited to lead the Board in its strategic path to efficiently expand the Company's current market share.

In accordance with sections 95(a) and 121(c) of the Companies Law, in order for Mr. Amit to resume position as Chairman of the Board, while continuing to assume the responsibilities of CEO, shareholder approval must be obtained, which approval may be given for renewable periods not exceeding three (3) years each.

In accordance with the provisions of the Companies Law, our Audit Committee and Board of Directors (with Mr. Amit and Mr. Stern not participating in the Board resolution) resolved, in their separate meetings held on April 17, 2019, that subject to shareholder approval for his re-election as director in the Meeting, as well as in the annual general meetings of shareholders to be held on 2020 and 2021, and to the SPA Closing, Mr. Amit shall be appointed to serve as Chairman of the Board, while continuing to assume CEO's responsibilities, as of the date of the SPA Closing and for a period of three (3) years thereafter.

It is hereby clarified that Mr. Amit shall not be entitled to any additional compensation in connection with his service as our Chairman of the Board and that he will continue to be entitled to the same employment structure and terms, relating to his role as our CEO, as were re-approved in the 2018 Annual General Meeting of Shareholders.

F. Required Vote

The affirmative vote of the holders of a majority of the voting power represented and voting, in person, by proxy or by electronic voting, is necessary for the approval of the Transaction. In addition, the shareholders' approval must either include at least a majority of the Shares voted by shareholders who are not controlling shareholders nor are they shareholders who have a personal interest in the approval of the Transaction, or the total Shares of non-controlling shareholders and non-interested shareholders voted against the resolutions must not represent more than two percent (2%) of the outstanding Shares.

Under the Companies Law, in general, a person will be deemed to be a controlling shareholder if that person has the power to direct the activities of the company, otherwise than by reason of being a director or other office holder of the company, and a person is deemed to have a personal interest if any member of the shareholder's immediate family, or the immediate family of a shareholder's spouse, has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company, other than Camtek, which is affiliated with you, has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or CEO, has the right to appoint a director or the CEO, or owns five percent (5%) or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our shares, or to a matter that is not related to a relationship with a controlling shareholder.

Please note that we consider it highly unlikely that any of our shareholders (other than Priortech and Messrs. Amit and Stern, who are deemed to control Priortech) is a controlling shareholder, or has a personal interest in the approval of the Transaction. However, as required under Israeli law, the enclosed form of proxy requires that you specifically indicate whether you are, or are not, a controlling shareholder or have a personal interest in the approval of the Transaction. Without indicating to this effect – we will not be able to count your vote.

As the effectiveness of the Transaction Documents is contingent upon the approval and the execution of the Transaction as a whole, your approval of the Transaction shall also constitute an approval of each of the Transaction Documents.

It is proposed that at the Meeting the following resolutions be adopted:

"RESOLVED, to approve the Transaction with Chroma, including: (i) the SPA between the Company and Chroma, and a private placement to Chroma of 1,700,000 of the Company's Ordinary Shares, pursuant to the terms of the SPA; (ii) the TCA between the Company and Chroma; and (iii) the RRA between the Company, Chroma and Priortech;

FURTHER RESOLVED, that subject to and as of the date of the SPA Closing, Leo Huang and I-Shih Tseng be, and they hereby are, elected to serve as directors of the Company, until the conclusion of the 2020 annual general meeting of shareholders; and

FURTHER RESOLVED, that subject to his re-election as our director in the Meeting and in the 2020 and 2021 annual general meetings of shareholders, and subject to the SPA Closing, Mr. Rafi Amit, be, and he hereby is, appointed to serve as our Chairman of the Board of Directors, while continuing to assume CEO's responsibilities, for a period of three (3) years as of the date of the SPA Closing".

The Board of Directors recommends a vote FOR approval of the Transaction and the resolutions included hereinabove.

As each of Messrs. Amit and Stern (who are deemed to control Priortech) are deemed to have a personal interest in the foregoing proposed resolutions, each of them refrained from making a recommendation with respect thereto.

ITEM 2

RE-ELECTION OF DIRECTORS

Background

As mentioned above, Under the Articles, the Board is to consist of not less than five (5) and not more than ten (10) directors. The Board is currently comprised of seven (7) members, five (5) of whom are serving terms that expire at the conclusion of the Meeting; Directors (other than external directors under the provisions of the Companies Law) are elected at each annual general meeting for a term of approximately one year, commencing upon their appointment by our shareholders and ending at the conclusion of the next annual general meeting of shareholders.

Re-election of Currently Serving Directors

Pursuant to the recommendation of our Nomination Committee, established in accordance with Rule 5605(e) of Nasdaq Rules, it is proposed that Mr. Rafi Amit, Mr. Yotam Stern, Mr. Eran Bendoly, Mr. Moty Ben-Arie and Prof. Chezy Ofir be each re-elected as our director, for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders (with respect to Messrs. Bendoly and Ofir, please see above under "*Resignation by Two (2) Currently-Serving Directors*").

In accordance with Israeli law, a nominee for service as a director must submit a declaration to the Company, prior to his election, specifying that he has the requisite qualifications to serve as a director, and the ability to devote the appropriate time to performing his duties as such. The Company has received a declaration from each of the nominees, confirming that he possess the requisite skills and expertise, as well as sufficient time, to perform his duties as a director of the Company. The Company is not aware of any reason why any of the five nominees, if re-elected, would be unable to serve as a director. The Company does not have any understanding or agreement with respect to the future election of any of the proposed nominees.

The following are brief biographies of each of the five nominees, based upon the records of the Company and information furnished by each nominee:

Rafi Amit has served on our Board since 1987 and as our Chief Executive Officer ("**CEO**") as of January 2014. Between 2010 and March 2017, Mr. Amit also served as our Active Chairman of the Board of Directors. Previously, Mr. Amit served as our CEO from January 1998 until August 2010 and as Chairman of the Board from 1987 until April 2009. Since 1981, Mr. Amit has also served as a director of Priortech and has been the Chairman of the Board of Directors of Priortech since 1988. From 1981 until 2004, Mr. Amit served as Priortech's CEO. Mr. Amit holds a B.Sc. in Industrial Engineering and Management from Technion - Israel Institute of Technology.

Yotam Stern has served on our Board since 1987 (and as the Chairman of our Board of Directors from May 2009 until August 2010). From 2001 until 2012 Mr. Stern served as our Executive Vice President, Business & Strategy. From 1998 until 2001, Mr. Stern served as our Chief Financial Officer. Mr. Stern served in the past as the Chief Financial Officer of Priortech and has been serving as a director of Priortech since 1985 and as its CEO since 2004. As of 1993 Mr. Stern also serves as a director of PCB Technologies Ltd. Mr. Stern holds a B.A. in Economics from Hebrew University of Jerusalem.

Eran Bendoly has served on our Board since November 2000. Currently, Mr. Bendoly serves as the CEO of Oliben Ltd., a private business consulting firm. From 2009 to 2012 Mr. Bendoly served as the Chief Financial Officer of Expand Networks Ltd., a leading provider of WAN optimization technology. From 2006 to 2008 Mr. Bendoly served as Chief Financial Officer of Personeta Inc., a leading vendor of intelligent network service creation platforms. From 2003 to 2006, Mr. Bendoly served as CEO of Xenia Management Ltd., which is the managing partner of Xenia Ventures LP, a limited partnership that operates a technology incubator in Kiryat Gat, Israel. From 2000 to 2002, Mr. Bendoly served as Director of Finance for Europe, Middle East & Africa of Mindspeed Technologies, Inc., a U.S.-based fabless semiconductor manufacturer. From 1998 to 2000, Mr. Bendoly served as Chief Financial Officer of Novanet Semiconductor Ltd., and from 1996 to 1998, he served as Vice President, Finance and Operations of Novacom Technologies Ltd. Mr. Bendoly holds a B.A. in International Relations from the Hebrew University of Jerusalem and an M.B.A. from the KU Leuven University of Belgium.

Moty Ben-Arie has served as our Chairman of the Board since March 28, 2017. Mr. Ben Ben-Arie has served as a consultant to entrepreneurs and investors since 2014. Previously, Mr. Ben-Arie served as the CEO of Sital Technology from 2012 until 2014. From 2006 until 2011 Mr. Ben-Arie also served as a managing partner of Vertex Ventures, where he focused on investments in Israeli-related hi-tech companies and evaluation of companies in the field of telecommunication, IT, test equipment, medical equipment and multidisciplinary systems. During these years Mr. Ben-Arie served as a member of the fund investment committee, managed investments in several companies and served as a board member in companies in their early stages, including Color Chip Inc., MultiPhi, Expand Networks, Comability and Ethos Networks. From 2000 until 2006 Mr. Ben-Arie also served as a partner of Walden Israel Ventures, where he focused on investments in Israeli-related hi-tech companies. During these years Mr. Ben-Arie managed investments in several companies and served as a board member in companies from early stage, including Color Chip Inc. and Passave. From 1998 until 2000 Mr. Ben-Arie served as a director in Radcom Ltd., as a consultant in Walden Israel, and financed seed phases for new startups. From 1991 until 1998 Mr. Ben-Arie served as the co-founder and CEO of Radcom Ltd., Israel. From 1978 until 1982 Mr. Ben-Arie served as an electronic engineer and a project manager in Elisra Ltd. Mr. Ben-Arie holds a MBA from Tel Aviv University, and a B.Sc. in Electrical Engineering from the Technion - Israel Institute of Technology.

Chezy Ofir has served on our Board since October 2018. Prof. Ofir has over 25 years of business consulting experience and served as a director at various companies. From 2012 until 2015, served as an external director of Adama Agricultural Solutions Ltd. From 2004 until 2010, served as a director at Shufersal Ltd. (TASE: SAE). Served as of 2014 as a Director and as of 2016 acting Chairman (nominated by the board) of the Israeli Postal Bank Company Ltd.. From 2016 until 2019, served as a director in Soda Stream (Nasdaq: Soda). As of 2016, Prof. Ofir serves at Hadassah Medical Centers (Ein-Karem, Jerusalem). As of 2012 serves as a director at Micronet and as of 2013 at MICT Technologies, Inc. (Nasdaq: MICT). Prof. Ofir is a Professor and faculty member at the School of Business Administration, The Hebrew University of Jerusalem. Prof. Ofir holds a B.Sc. and M.Sc. in Engineering from Ben-Gurion University, and Ph.D. in Business Administration from Columbia University.

Each of Messrs. Ben-Arie, Ofir and Bendoly qualifies as an independent director as defined by the rules and regulations of the NASDAQ Stock Market, and Mr. Bendoly is our financial expert for purposes of the Sarbanes-Oxley Act and the Nasdaq Rules.

Compensation to Re-Elected Directors

Pursuant to Israeli law, any arrangement between the Company and a director regarding such director's terms of office and employment (as a director or in other capacities in which he is engaged with the Company) must generally be consistent with the Company's Executives & Directors Compensation Policy (the "**Compensation Policy**"), and generally requires the approval of the Company's Compensation Committee, Board and shareholders. This item, however, does not involve a vote of the shareholders as further detailed below.

Below is a summary of the compensation received by our directors.

Cash

While Messrs. Rafi Amit and Yotam Stern do not receive any compensation (either in cash or equity) with respect to their service as our directors, Messrs. Moty Ben-Arie, Chezy Ofir and Eran Bendoly will receive, subject to the approval of their re-election as directors of the Company, cash remuneration in the same amounts as paid to our external directors; these amounts include annual fee, per-meeting participation fee for participation in meetings of the Board and its committees, and reimbursement of travel expenses for participation in a meeting which is held outside of their place of residence, in the following amounts: NIS 70,000 (approximately \$ 19,468) as annual fee, NIS 2,600 (approximately \$ 723) as in-person participation fee, NIS 1,560 (approximately \$ 434) for conference call participation and NIS 1,300 (approximately \$ 362) for written resolutions.

As these amounts are in the range between the fixed amounts of the annual and participation fees, as set forth in regulations promulgated under the Companies Law in connection with compensation to external directors (the "**Remuneration Regulations**"), based on the amount of the Company's capital, and the maximum amounts of such fees set forth in the Companies Regulations (Alleviation for Public Companies whose shares are Traded on the Stock Exchange Outside of Israel), 2000 (the "**Alleviation Regulations**"), they are exempt from shareholder approval, in accordance with the Israeli Companies Regulations (Relief from Related Party Transactions) – 2000 (the "**Relief Regulations**").

The above-mentioned cash remuneration is in line with the Company's Compensation Policy, according to which each of the Company's non-executive (non-controlling) directors is entitled to receive cash fees that include annual and participation fees.

Equity

At the Special General Meeting held on October 2018, our shareholders approved that Mr. Moty Ben-Arie, Prof. Chezy Ofir and Mr. Eran Bendoly shall each be entitled to receive an equity grant comprised of three thousand two hundred and twenty nine (3,229) Restricted Share Units (the "**Directors' RSUs**"). The Directors' RSUs were granted on the date of such Special General Meeting, under the Company's 2018 Share Incentive Plan, and vest over a period of three (3) years, on a quarterly basis (subject to continued service as a director). The annualized value of such equity grant to each of Messrs. Ben-Arie, Ofir and Bendoly, using the fair value as was on the date of its approval by the Board (August 9, 2018), was approximately ten thousand (10,000) USD.

As of the date hereof, each of Messrs. Ben-Arie and Ofir hold 538 of our Ordinary Shares and Mr. Bendoly holds 778 of our Ordinary Shares.

As mentioned above, while Mr. Yotam Stern does not receive any compensation, including in equity, with respect to his service as our director, as of the date hereof Mr. Stern holds 104,445 of our Ordinary Shares.

Required Vote

The affirmative vote of the holders of the Shares representing a majority of the voting power present at the Meeting, in person, by proxy, by proxy card or by electronic voting, and voting thereon, is required for the re-election of Messrs. Rafi Amit, Yotam Stern, Eran Bendoly, Moty Ben-Arie and Chezy Ofir to serve on our Board.

The re-election of each of these five nominees will be voted upon separately at the Meeting.

It is proposed that at the Meeting the following resolutions be adopted:

"RESOLVED, that Mr. Rafi Amit be, and he hereby is, re-elected to the Board for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders";

"FURTHER RESOLVED, that Mr. Yotam Stern be, and he hereby is, re-elected to the Board for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders";

"FURTHER RESOLVED, that Mr. Eran Bendoly be, and he hereby is, re-elected to the Board for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders";

"FURTHER RESOLVED, that Mr. Moty Ben-Arie be, and he hereby is, re-elected to the Board for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders"; and

"FURTHER RESOLVED, that Prof. Chezy Ofir be, and he hereby is, re-elected to the Board for a term of approximately one year, until the conclusion of the 2020 annual general meeting of the Company's shareholders".

The Board recommends a vote FOR approval of the proposed resolutions.

As each of Messrs. Amit, Stern, Bendoly, Ben-Arie and Ofir have a personal interest in the foregoing proposed resolutions regarding his respective re-election, each of them refrained from making a recommendation with respect to his own re-election.

Additionally, As a result of a voting agreement relating to 31.09% of Priortech's voting equity, Mr. Amit has refrained from making a recommendation with respect to the re-election of Mr. Stern, and Mr. Stern has refrained from making a recommendation with respect to the re-election of Mr. Amit.

ITEM 3

AMENDMENTS TO THE COMPANY'S COMPENSATION POLICY

Terms and definitions used hereunder are in accordance with the terms and definitions as appear in the Compensation Policy.

Background

On October 14, 2013, our shareholders, following the recommendation of the Company's Compensation Committee and Board, approved the adoption of the Compensation Policy, which provides a framework for the terms of office and employment of our Office Holders, including terms such as their base salaries, cash bonuses, equity awards, severance and other benefits, the grant of an exemption from liability, insurance and rights to indemnification.

Under the Companies Law, the Compensation Policy must be reviewed from time to time by the compensation committee and the board, in order to consider its adequacy, and must be re-approved by the compensation committee, board and shareholders of the company at least every three (3) years.

Our Compensation Policy was last amended and approved by our Compensation Committee, Board and shareholders in June 2018.

General

Our Compensation Committee and Board of Directors have determined, in separate resolutions dated April 11, 2019 and April 14, 2019, respectively, that the limitations set forth in the Compensation Policy with respect to the annual bonuses for Executives (other than the CEO) should be amended – subject to shareholder approval - as follows:

Section 8.1.4:

The cap for the On Target Cash Plan of each Executive (excluding the Company's CEO), shall be increased from 4 monthly base salaries to 6 monthly base salaries.

Section 8.1.5:

The cap for the annual Cash Plan payment for each Executive in a given year (excluding the Company's CEO), shall be increased from 6 monthly base salaries to 9 monthly base salaries.

Our Compensation Committee and Board believe that these amendments are in the Company's best interests and are appropriate and suitable, considering, among others, the importance of motivating and incentivizing our Executives (excluding the Company's CEO) through variable cash incentives that are in line with the current market practice for comparable companies, and taking into account the Company's character, financial position, needs, prospects and strategic goals.

When reaching their conclusion, our Compensation Committee and Board analyzed and reviewed comparable industry data and data of peer companies in our industry. According to the information received with respect to variable cash incentives of executives (excluding CEOs) in peer-group companies, the members of our Compensation Committee and Board noted that the caps proposed are in line with the amounts provided to executives (excluding CEOs) of such peer-group companies.

The proposed amendments to the Compensation Policy are marked in a revised version of the Compensation Policy attached to this Proxy Statement as Exhibit B (the "Amended Policy").

The Compensation Committee and Board resolved to approve the Amended Policy, subject to shareholder approval, as required under the Companies Law.

If the above-mentioned amendments to the Compensation Policy are adopted by our shareholders, then the date of such adoption shall be deemed to be the date of the adoption of the Amended Policy in its entirety, so that the Amended Policy shall be in full force and effect for a period of three years thereafter.

If the adoption of the Amended Policy is not approved by our shareholders, then the current Compensation Policy shall continue to be in full force and effect until June 18, 2021 - which is the end of the three (3)-year period that commenced on June 19, 2018, the date of its most recent adoption by our shareholders.

Required Vote

The affirmative vote of holders of the majority of the Shares represented and voting on this proposal at the Meeting in person, by proxy, by proxy card or by electronic voting, is required for the approval of the foregoing resolution; provided that, the majority of the shares voted in favor of this proposal are not held by "controlling shareholders" or shareholders with "personal interest" in the approval of such proposal, not taking into account any abstention, or that the total number of shares referred to above voted against this proposal, does not exceed two percent (2%) of the aggregate voting rights in the Company.

The Companies Law requires that each shareholder voting on the proposed resolution indicate whether or not he or she is a controlling shareholder or has a personal interest in the proposed resolution. For a complete discussion regarding "control" and "personal interest", and how to indicate whether you are a controlling shareholder or have personal interest in this proposed resolution, please see Item 1 above, under the caption "F. Required Vote".

It is proposed that at the Meeting the following resolution be adopted:

"RESOLVED, that the Amended Policy, in the form attached as Exhibit B to the Proxy Statement for the 2019 Annual General Meeting of Shareholders, be, and it hereby is, approved for a term of three years as of the date hereof".

The Board recommends a vote "FOR" approval of the proposed resolution.

As all members of the Board have a personal interest in the foregoing proposed resolution, in accordance with the Companies Law, they were all entitled to participate and vote on said resolution.

ITEM 4

APPOINTMENT OF INDEPENDENT AUDITOR

Background

The Companies Law and our Articles provide that a certified accountant be appointed as an independent auditor of the Company at the annual general meeting of the shareholders of the Company, and that the independent auditor serve in this position until immediately following the date of the next annual general meeting, or until such later time as determined at the annual general meeting, provided that the auditor shall serve no longer than until the end of the third annual general meeting after the annual general meeting in which such auditor was appointed. An independent auditor who has completed a period of appointment as aforesaid may be reappointed. The Company may appoint several auditors to conduct the audit jointly. In the event the position of an auditor has become vacant and the Company does not have an additional auditor, the Board shall convene a special meeting of shareholders as soon as possible to appoint an auditor.

General

At the Meeting, shareholders will be asked to re-appoint Somekh Chaikin, a member firm of KPMG International ("**Somekh Chaikin**"), as independent auditor of the Company, until immediately following the next annual general meeting of shareholders.

Somekh Chaikin, was first appointed as the Company's independent auditor at the 2006 annual general meeting of shareholders. Over the years, the Company has also used the services of Eli Goldstein, managing partner of Eli Goldstein & Co., Certified Public Accountants who served as joint independent auditor together with Somekh Chaikin, with Somekh Chaikin serving as a sole auditor for all SEC filings and reporting.

The Company's Audit Committee and Board of Directors have reviewed and are satisfied with the performance of Somekh Chaikin and Eli Goldstein; however, each of the foregoing are of the opinion that, taking into consideration the Company's size and its affairs, it is in the best interest of the Company that, going forward, the Company shall engage only one independent auditor. Accordingly, the Board of Directors recommended the re-appointment of Somekh Chaikin (who are, as mentioned above, the main auditor of the Company over the years and the sole auditor for all SEC filings and reporting) as the Company's sole independent auditor until immediately following the next annual general meeting of shareholders.

Notwithstanding the foregoing, the Company's Audit Committee and Board of Directors resolved that, in light of Eli Goldstein's longstanding experience and acquaintance with the Company and its affairs, and the anticipated contribution of said experience to the conclusion of the Transaction with Chroma (which is detailed in Item 1 above), it would be in the Company's best interest to have Eli Goldstein continue providing certain non-audit services to the Company until the SPA Closing.

Approval of the re-appointment of Somekh Chaikin is now being sought from the Company's shareholders.

According to the Company's Articles, the Board is authorized to determine the basis of the auditor's compensation in accordance with the volume and nature of the services rendered by him. The following table presents information regarding the aggregate amount of fees paid by the Company to Somekh Chaikin for their services to the Company for the fiscal year ended December 31, 2018:

Services Rendered	Fees
Audit fees ^[1]	\$ 249,437
Tax ^[2]	\$ 14,551
Total	\$ 263,988

^[1] Audit fees for the year ended December 31, 2018 were for professional services rendered for the integrated audit of the Company's annual consolidated financial statements and its internal controls over financial reporting (2017 audit of consolidated financial statements) and services that are normally provided by independent registered public accounting firm in connection with statutory and regulatory filings or engagements.

^[2] Tax fees relate to tax compliance, planning and advice.

Required Vote

The affirmative vote of holders of Shares representing a majority of the Ordinary Shares present at the Meeting, in person, by proxy, by proxy card or by electronic voting, and voting on the matter, is necessary for the re-appointment of Somekh Chaikin as independent auditor of the Company, and for authorizing the Board, following the Audit Committee's recommendation, to determine the auditor's fees for the term of his appointment.

It is proposed that at the Meeting the following resolution be adopted:

"RESOLVED, that: (i) *Somekh Chaikin, a member firm of KPMG International, be re-appointed as the independent auditor of the Company, until the conclusion of the 2020 annual general meeting of shareholders; and (ii) the Board of the Company shall be authorized to determine the fees for Somekh Chaikin at the Audit Committee's recommendation, for the term of their appointment, according to the nature and volume of their services."*

The Board recommends that the Company's shareholders vote FOR the approval of the proposed resolution.

RECEIPT AND CONSIDERATION OF THE AUDITOR'S REPORT AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS

At the Meeting, our auditors' report and the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2018 will be presented. The Company will hold a discussion with respect thereto, as required by the Companies Law. This item will not involve a vote of the shareholders.

The foregoing auditors' report and the audited consolidated financial statements, as well as our annual report on Form 20-F for the year ended December 31, 2018 (filed with the SEC on March 25, 2019), may be viewed on our website: <http://www.camtek.com>, through the EDGAR website of the SEC at www.sec.gov, through the Israeli Securities Authority's electronic filing system at: <http://www.magna.isa.gov.il>, or through the website of the TASE at: <http://maya.tase.co.il>. None of the auditors' report, audited consolidated financial statements, Form 20-F or the contents of our website form part of the proxy solicitation material.

By Order of the Board,

MOTY BEN-ARIE
Chairman of the Board of Directors

May 16, 2019