

KEEPERS CHILD SAFETY LTD.

NOTICE OF A SHAREHOLDERS MEETING

To Be Held on December 2, 2021

Dear Shareholders,

Please take notice that Keepers Child Safety Ltd. (the “**Company**”) will be holding a meeting of its shareholders (the “**Meeting**”), which will be held via zoom conference call, on Thursday, December 2, 2021 at 15:00 (Israel Time).

The agenda for the meetings will be as follows:

1. Following the shareholders meeting dated November 5, 2021, the Company has negotiated an investment with Together Business Innovation (2018) Ltd. And Mr. Meir Sharvit (together, the “**Investors**”), for the investment of a minimum aggregate amount of USD 500,000 (the “**Urgent Funding**”) by execution of the following: (i) Safe agreements between the Company and the Investors (the “**SAFEs**”), substantially in the form attached hereto as Exhibit A; (ii) share purchase agreement between the Investors, Mr. Hanan Lipskin and the Company (the “**SPA**”), substantially in the form attached hereto as Exhibit B; and (iii) side letter between the Company and the Investors (the “**Side Letter**”), substantially in the form attached hereto as Exhibit C. In addition, as part of the Urgent Funding, the Company will adopt amended articles of association, substantially in the form attached hereto as Exhibit D (the “**Amended Articles**”). (the SAFEs, the SPA, the Side Letter and the Amended Articles together, the “**Transaction Documents**”).

2. According to Section 1(ii) of the Side Letter, all shareholders of the Company are invited to participate in the Urgent Funding, subject to their willingness to invest a minimum amount of US\$125,000. Please note, that according to Section 4 of the Side Letter, an investment at a minimum amount of US\$333,000 would also grant the investor one of the Investor’s seats at the board of directors of the Company (the “**Board**”). A letter from the Company to its shareholders is attached hereto as Exhibit E.

3. The shareholders of the Company will decide whether to approve:

- (a) the Urgent Funding and the execution of all Transaction Documents, including the SAFEs, the SPA, the Side Letter and the adoption of the Amended Articles.
- (b) the grant of options to purchase shares of the Company, at the total amount of 224,865, to such members of the Board, in accordance with Section 4 of the Side Letter; and
- (c) the Board to take all necessary steps or actions to implement the transactions contemplated thereby.

Approval of the resolution presented to the shareholders of the Company shall require the affirmative vote of the holders of at least 50% of the issued and outstanding shares of the Company, present or otherwise represented at the Meeting.

Quorum:

No deliberation shall be commenced with respect to any matter at the Meeting unless there shall be present a quorum at the time when the Meeting proceeds to deliberate. At the Meeting a quorum shall be formed when there are present, personally or by proxy, not less than two (2) shareholders who hold or represent together at least 25% of the voting rights in the Company. If, within half an hour from the time appointed for the meeting, a quorum is not present, the Meeting shall stand adjourned to following week, at the same time and venue, or to another time and venue, as determined by the Board of Directors in a notice to the shareholders. If at the second meeting a quorum is not present within half an hour from the time appointed for the meeting, two (2) shareholders, present personally or by proxy, shall be deemed to form a proper a quorum, and shall be entitled to deliberate and to vote on the matters for which the meeting was convened.

Participation in the Meetings

You may vote your shares at the Meeting either in person or by proxy. If you are unable to attend the Meeting, and wish to vote on the issues as set forth above, you may sign the proxy form attached to this notice as Exhibit F, which will be used at the Meeting to vote on your behalf, and deliver it to the Company by email to the following address: aviad@keepers.ai, not later than one (1) business day prior to the date of the Meeting (i.e. December 1st, 2021, until 15:00 (Israel Time)). Please note that if your proxy is not received by the Company at such time, your vote shall not be counted at the Meeting.

All shareholders are cordially invited to attend the Meetings in person or by proxy, and we look forward to greeting personally those shareholders who are able to be present at the Meeting.

Shareholders having any questions or requiring any further information regarding the foregoing should contact Mr. Aviad Meshel.

Sincerely,

Aviad Meshel, CEO and Founder
Hanan Lipskin, Founder