



(in liquidation)

BACKWEB TECHNOLOGIES LTD. (in liquidation)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MARCH 8, 2017

TO THE SHAREHOLDERS OF BACKWEB TECHNOLOGIES LTD. (in liquidation):

The Annual General Meeting of Shareholders of BackWeb Technologies Ltd. (in liquidation) (the “Company”) will be held on Wednesday, March 8, 2017, beginning at 2:00 p.m., local time, at the offices of VAR Management, Givat Yeshayahoo 26, D.N. Ella Valley 9982500, Israel, or at any adjournment or postponement thereof (the “Meeting”).

Conference call number for the Meeting:

From Israel: 076-599-0000

From the USA: (641) 715-3810

Code: 124192#

If you are located at any other country than Israel or USA and wish to participate the meeting, please contact the email Carmit@var-management.com to receive local number for your country.

The sole purpose of the Meeting is for the Liquidator of the Company, Mr. Yoav Kfir, CPA, to report on the business of the Company from the previous General Meeting until December 31, 2016, including a review of the financial status of the company. Because the Company is in liquidation, there are no other matters that require shareholder action. However, should any other matters properly come before the Meeting or any adjournment or postponement thereof, it is the intention of the persons named in the enclosed proxy card to vote such proxy in accordance with their best judgment.

Only holders of record of ordinary shares, par value NIS 0.03 per share (the “Ordinary Shares”), at the close of business on January 27, 2017 (the “Record Date”) are entitled to attend the Meeting. Shareholders who hold Ordinary Shares as of the Record Date through a bank, broker or other nominee that is a shareholder of record of the Company or that appears in the participant listing of a security depository are also entitled to notice of, and to vote at, the Meeting. As of the Record Date there were [41,778,676] Ordinary Shares issued and outstanding.

Shareholders are cordially invited to attend the Meeting in person. However, to ensure that a quorum is present at the Meeting, you are urged to sign, date and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope enclosed for that purpose. Please note, however, that if your shares are held of record by a broker, bank or other nominee, and you wish to attend the Meeting, you must obtain from that broker, bank or other nominee a proxy card issued in your name. If you send in your proxy card and then decide to attend the Meeting in person, you may still do so.

Yoav Kfir, CPA
Liquidator

February 7, 2017

IMPORTANT:

Whether or not you plan to attend the meeting, you are requested to complete and promptly return the enclosed proxy card in the envelope provided.