



(in liquidation)

PROXY

**BACKWEB TECHNOLOGIES LTD. (IN LIQUIDATION).
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, MARCH 8, 2017
THIS PROXY IS SOLICITED ON BEHALF OF THE LIQUIDATOR OF THE COMPANY**

The undersigned, being a shareholder of BackWeb Technologies Ltd. (in liquidation) (the "Company"), hereby appoints each of Yoav Kfir and Carmit Elmaliach, with full power of substitution, as my proxy and attorney-in-fact, solely for the purpose of participating so that all my shares in the company will be counted towards the quorum requirement at the Annual General Meeting of the Company, in which the liquidator will present his report, to be held at the offices of VAR Management, Givat Yeshayahoo 26, D.N. Ella Valley 9982500, Israel, on March 8, 2017, at 2:00 p.m., local time, and at any adjournment thereof to the extent required (the "Meeting").

The undersigned acknowledges receipt of the Notice of the Annual General Meeting of Shareholders and Proxy Statement, dated March 8, 2017.

Signature of Shareholder	Date	Signature of Shareholder	Date
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Broker / Bank name

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer 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. **Please write your broker / bank name.**

VOTE BY MAIL / EMIAL

Sign and date your proxy card and return it via email to Carmit@var-management.com or mail to BackWeb Technologies Ltd. (in liquidation) at Var Management, Givat Yeshayahoo 26, D.N. Ella Valley 9982500, Israel.
