



(in voluntary liquidation)

PROXY

BACKWEB TECHNOLOGIES LTD. (IN VOLUNTARY LIQUIDATION)

**ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, MAY 24, 2018**

THIS PROXY IS SOLICITED ON BEHALF OF THE LIQUIDATOR OF THE COMPANY

The undersigned, being a shareholder of BackWeb Technologies Ltd. (in voluntary liquidation) (the “Company”), hereby appoint(s) Carmit Elmaliach, with full power of substitution, as my/our proxy and attorney-in-fact, to represent and to vote, as designated below, all of the ordinary shares of the Company that the undersigned is/are entitled to vote at the Annual General Meeting of the Company, to be held at the offices of VAR Management, Givat Yeshayahoo 26, D.N. Ella Valley 9982500, Israel, on May 24, 2018, at 2:00 p.m., local time, and at any adjournment thereof to the extent required (the “Meeting”).

**PLEASE MARK IN BLUE OR
BLACK INK AS SHOWN:**

FOR AGAINST ABSTAIN

To approve the projected cash flow and use of funds of the Company through the final distribution, in the manner to be presented to the shareholders of the Company.

This proxy, if properly executed and received by VAR Management before the Meeting, will be voted in the manner directed herein by the undersigned. If no instructions are indicated, this proxy will be voted “FOR” the above proposal. Should any other matter requiring a vote of shareholders arise, the proxies named above are authorized to vote in their discretion. Any and all proxies given by the undersigned prior to this proxy are hereby revoked.

The undersigned acknowledges receipt of the Notice of the Annual General Meeting of Shareholders and Proxy Statement relating to the Meeting.

Signature of Shareholder	Date	Signature of Shareholder	Date
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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 / EMAIL

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

***You may also choose to fill the Proxy which you received from Broadridge according to the general instructions indicated in the Proxy.**
