

BACKWEB TECHNOLOGIES LTD.

(In Voluntary Liquidation)

Ella Valley 26. 99825. T: +972-2-9955666. F: +972-2-9955777.

Backweb Technologies Ltd. (in voluntary liquidation)

Address: At VAR Management, Givat Yeshayahoo 26, D.N. Ella Valley, 99825, Israel

Attn: Yoav Kfir, Liquidator

Shareholder's Consent and Representations

In connection with the cash distribution by the Company to its shareholders, the undersigned, being a shareholder of the Company, informs the Company that the undersigned consents to, and authorizes the Company, to pay the undersigned the Distribution proceeds as per this current First Distribution.

The undersigned is aware and consent that this Distribution is based on the registrars' record as of the Effective date of November 7, 2014. The undersigned agree that in case a signed Tax Declaration (which is part of the Package as defined in the Letter of Transmittal) is not sent back to the company, maximum Israeli withholding tax of 30% will be deducted from Distribution proceeds.

The undersigned is aware and agrees that the proceeds in the First Distribution represents proceeds of \$0.207 per share (the “**Sum**”).

The undersigned hereby represents to the Company that he:

1. Has all necessary power and authority to execute and deliver this form.
2. Understands that any costs incurred in connection with the payment to be made based and in reliance on the above will be borne by the undersigned.
3. Acknowledges that the Company, its liquidator, agents and/or employees shall not be liable, either in tort, contract or otherwise, for any direct, indirect, consequential, punitive, exemplary, or special damages related to or arising from the reliance and payment by the Company.
4. Undertakes to indemnify and hold the Company, its liquidator, agents and/or employees, harmless from any losses, damages, claims, causes of action, costs and expenses, including reasonable attorneys fees, that the Company, its agents and/or

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employees, may incur or become subject to by virtue or arising out of any false or inaccurate statement of the undersigned contained above.

5. Upon receipt of the Sum as specified above the following occur: the undersigned, on behalf of itself, its predecessors, successors, affiliates and assigns, as well as anyone claiming by or through the undersigned (“**The Undersigned & Affiliates**”), hereby irrevocably and unconditionally waives, releases and forever discharges the Company and its respective predecessors, successors, liquidator affiliates, assigns, and their respective past, present and future officers, employees, directors, owners, agents and representatives (“**Backweb & Affiliates**”), from any and all claims, complaints, demands, damages, costs, expenses, actions or causes of action or obligations of whatever kind or nature, whether known or unknown (collectively “**Claims**”), which The Undersigned & Affiliates has or had or may have, whether known or unknown. Without limitation of the foregoing, all agreements, undertakings, arrangements or instruments, written or oral, giving rise or that may give rise to any Claim against **Backweb & Affiliates** are hereby terminated, cancelled and revoked with no liability and shall have no further force and effect and shall not give rise to any such right or Claim in the future. The aforementioned waiver of any claim against Backweb & Affiliates does not impair any rights a shareholder may have for any future distribution the company may decide on based on future cash balances.

The shareholder acknowledges that deduction of Israeli withholding taxes is under the sole responsibility of Meitav Dash Trusts LTD which was approved by the ITA per the company's tax ruling as a tax trustee for this Distribution.

I declare that I read, understood and agree to the above

Date: _____

Shareholder's Name: _____

Shareholder's Signature: _____