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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of June 2021

Commission File Number: 0-29452

**RADCOM LTD.**

(Translation of registrant's name into English)

**24 Raoul Wallenberg Street, Tel Aviv 69719, Israel**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form:40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): N/A

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): N/A

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**THIS FORM 6-K OF THE REGISTRANT IS HEREBY INCORPORATED BY REFERENCE INTO THE REGISTRANT'S REGISTRATION STATEMENTS ON FORM S-8 (REGISTRATION STATEMENT NOS. 333-190207, 333-195465, 333-203087, 333-211628 AND 333-215591), AND SHALL BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FILED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.**

#### **CONTENTS**

This report on Form 6-K of the registrant consists of the following documents, which are attached hereto and incorporated by reference herein:

Exhibit 99.1 [Notice and Proxy Statement for Annual General Meeting of Shareholders, to be held July 8, 2021.](#)

Exhibit 99.2 [Form of Proxy Card for Annual General Meeting of Shareholders, to be held July 8, 2021.](#)

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**RADCOM LTD.**

Date: June 3, 2021

By: /s/ Amir Hai

Name: Amir Hai

Title: Chief Financial Officer

## RADCOM LTD.

## NOTICE OF 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2021 Annual General Meeting of Shareholders (the “**Meeting**”) of RADCOM Ltd. will be held on Thursday, July 8, 2021, at 4:00 p.m. (Israel time), at our offices located at 24 Raoul Wallenberg Street, Tel Aviv, Israel 6971920.

Throughout this Notice of Annual General Meeting of Shareholders and the enclosed Proxy Statement, we use terms such as “RADCOM,” “we,” “us,” “our,” “the Company” and “our company” to refer to RADCOM Ltd. and terms such as “you” and “your” to refer to our shareholders.

The agenda of the Meeting will be as follows:

- (1) To re-elect Mr. Rami Schwartz and Mr. Oren Most as directors;
- (2) To approve the grant of restricted share units to our re-elected non-executive directors;
- (3) To approve the grant of equity to our Chief Executive Officer;
- (4) To approve an amendment to our Compensation Policy;
- (5) To re-appoint Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global, as our independent auditors until the next annual general meeting of shareholders, and to authorize the Audit Committee of our Board of Directors to fix their remuneration for the fiscal year ending December 31, 2021;
- (6) To present and discuss our consolidated financial statements for the year ended December 31, 2020; and
- (7) To transact such other business as may properly come before the Meeting or any adjournment thereof.

These proposals are described in detail in the enclosed proxy statement, which we urge you to read in its entirety. As more fully described in the proxy statement, shareholders may present proposals for consideration at the Meeting by submitting their proposals to the Company no later than June 10, 2021. If we determine that a shareholder proposal has been duly and timely received and is appropriate, we will publish a revised agenda in the manner set forth in the proxy statement. We are currently not aware of any other matters that will come before the Meeting. If any other matters properly come before the Meeting or any adjournment thereof, the persons designated as proxies intend to vote in accordance with their judgment on such matters.

The Board of Directors recommends a vote “FOR” approval of all matters to be voted upon at the Meeting.

Shareholders of record at the close of business on June 8, 2021 (the “**Record Date**”), are entitled to notice of, and to vote at, the Meeting and any adjournment or postponement thereof. You are cordially invited to attend the Meeting in person.

Whether or not you plan to attend the Meeting, you are urged to promptly complete, date and sign the enclosed proxy and to mail it in the enclosed envelope, which requires no postage if mailed in the United States. Return of your proxy does not deprive you of your right to attend the Meeting, to revoke the proxy or to vote your shares in person.

**Joint holders of shares should take note that, pursuant to Article 32(d) of our Amended and Restated Articles of Association, the vote of the senior holder of the joint shares who tenders a vote, in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names are recorded in our Register of Shareholders.**

In accordance with the Israeli Companies Law, 5759-1999, and regulations promulgated thereunder, any shareholder of the Company may submit to the Company a position statement on its behalf, expressing its position on an agenda item for the Meeting, to our General Counsel at the following address: RADCOM Ltd., 24 Raoul Wallenberg Street, Tel Aviv 6971920, Israel, Attention: General Counsel, or by facsimile to +9723-6474681 no later than June 28, 2021. Any appropriate position statement received will be furnished to the Securities and Exchange Commission (the “SEC”) on Form 6-K, which will be available to the public on the SEC’s website at <http://www.sec.gov>.

By Order of the Board of Directors,

/s/ Rachel (Heli) Bennun

Executive Chairman of the Board of Directors

Dated: June 3, 2021

*Our audited financial statements for the fiscal year ended December 31, 2020, are not a part of the proxy solicitation material, but were filed together with our Annual Report on Form 20-F, which was filed on March 25, 2021, with the SEC, and is available on the SEC’s website at [www.sec.gov](http://www.sec.gov) and on our website at [www.radcom.com](http://www.radcom.com).*

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**RADCOM LTD.**

**24 RAOUL WALLENBERG STREET  
TEL AVIV 6971920, ISRAEL**

**PROXY STATEMENT**

**2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

This Proxy Statement is furnished to the holders of our ordinary shares, NIS 0.20 nominal value (“**Ordinary Shares**”), in connection with the solicitation by our Board of Directors (“**Board of Directors**”) of proxies for use at the 2021 Annual General Meeting of Shareholders (the “**Meeting**”), or at any adjournment thereof, pursuant to the accompanying Notice of 2021 Annual General Meeting of Shareholders. The Meeting will be held on Thursday, July 8, 2021 at 4:00 p.m. (Israel time), at our offices located at 24 Raoul Wallenberg Street, Tel Aviv, Israel.

Throughout this Proxy Statement, we use terms such as “RADCOM,” “we,” “us,” “our,” “the Company” and “our company” to refer to RADCOM Ltd. and terms such as “you” and “your” to refer to our shareholders.

The agenda of the Meeting will be as follows:

- (1) To re-elect Mr. Rami Schwartz and Mr. Oren Most as directors;
- (2) To approve the grant of restricted share units to our re-elect non-executive directors;
- (3) To approve the grant of equity to our Chief Executive Officer;
- (4) To approve an amendment to our Compensation Policy;
- (5) To re-appoint Kost Forer Gabbay & Kasierer, a Member of Ernst & Young Global, as our independent auditors until the next annual general meeting of shareholders, and to authorize the Audit Committee of our Board of Directors to fix their remuneration for the fiscal year ending December 31, 2021;
- (6) To present and discuss our consolidated financial statements for the year ended December 31, 2020; and
- (7) To transact such other business as may properly come before the Meeting or any adjournment thereof.

These proposals are described in detail in this proxy statement, which we urge you to read in its entirety. As more fully described in this proxy statement, shareholders may present proposals for consideration at the Meeting by submitting their proposals to the Company no later than June 10, 2021. If we determine that a shareholder proposal has been duly and timely received and is appropriate, we will publish a revised agenda in the manner set forth in the proxy statement. We are currently not aware of any other matters that will come before the Meeting. If any other matters properly come before the Meeting or any adjournment thereof, the persons designated as proxies intend to vote in accordance with their judgment on such matters.

You may elect to vote your Ordinary Shares once, either by attending the Meeting in person or by a duly executed proxy as detailed below.

A form of proxy for use at the Meeting and a return envelope for the proxy are enclosed. You may revoke the authority granted by your execution of proxies at any time before the exercise thereof by filing with us a written notice of revocation or duly executed proxy bearing a later date, or by voting in person at the Meeting. Proxies must be received no later than forty-eight (48) hours prior to the time fixed for the Meeting. On all matters considered at the Meeting, abstentions and broker non-votes will be treated as neither a vote “for” nor “against” the matter, although they will be counted in determining whether a quorum is present.

Proxies for use at the Meeting are being solicited by our Board of Directors (the “**Board**”). Only shareholders of record as of the close of business on June 8, 2021 (the “**Record Date**”), will be entitled to vote at the Meeting and any adjournments or postponements thereof. Proxies will be mailed to shareholders on or about June 11, 2021, and will be solicited chiefly by mail. However, certain of our officers, directors, employees and agents, none of whom will receive additional compensation in connection therewith, may solicit proxies by telephone, telegram or other personal contact. We will bear the cost of external proxy solicitors (if any) and other costs of the solicitation of the proxies, including postage, printing and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of Ordinary Shares.

If your Ordinary Shares are held in “street name” meaning you are a beneficial owner with your shares held through a bank, brokerage firm or other nominee, you will receive instructions from your bank, brokerage firm or nominee, who is the holder of record of your shares. You must follow the instructions of the holder of record in order for your shares to be voted.

#### *Position Statements*

In accordance with the Israeli Companies Law, 5759-1999 and regulations promulgated thereunder (together, the “**Companies Law**”), any shareholder of the Company may submit to the Company a position statement on its behalf, expressing its position on an agenda item for the Meeting, to our General Counsel at the following address: RADCOM Ltd., 24 Raoul Wallenberg Street, Tel Aviv 6971920, Israel, Attention: General Counsel, or by facsimile to +972-3-6474681 no later than June 28, 2021. Any appropriate position statement received will be furnished to the Securities and Exchange Commission (the “**SEC**”) on Form 6-K, which will be available to the public on the SEC’s website at <http://www.sec.gov>.

#### **OUTSTANDING VOTING SECURITIES AND QUORUM**

On May 31, 2021, we had 140,100,258 outstanding Ordinary Shares, each of which is entitled to one vote upon each of the matters to be presented at the Meeting. Two or more shareholders holding Ordinary Shares conferring in the aggregate at least one-third (1/3) of our voting power, present in person or by proxy and entitled to vote, will constitute a quorum at the Meeting. If within an hour from the time appointed for the meeting a quorum is not present, the Meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such day and at such time and place as the Chairman may determine with the consent of the holders of a majority of the voting power represented at the Meeting in person by proxy and voting on the question of adjournment. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting as originally called. At such adjourned meeting, any two (2) holders of Ordinary Shares present in person or by proxy, shall constitute a quorum.

**BENEFICIAL OWNERSHIP OF SECURITIES BY CERTAIN  
BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information with respect to the beneficial ownership of our Ordinary Shares as of May 31, 2021, by:

- each person or entity known by us to own beneficially more than 5% of our outstanding Ordinary Shares;
- each of our directors and executive officers individually; and
- each of our executive officers and directors as a group.

The beneficial ownership of Ordinary Shares is determined in accordance with the SEC rules and generally includes any Ordinary Shares over which a person exercises sole or shared voting or investment power. For purposes of the table below, we deem shares subject to options that are currently exercisable or exercisable within 60 days of May 31, 2021, and restricted share units, or RSUs, that shall vest within 60 days of May 31, 2021, to be outstanding and to be beneficially owned by the person holding the options or RSUs for the purposes of computing the percentage ownership of that person but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. The percentage of shares beneficially owned is based on 14,100,258 Ordinary Shares outstanding as of May 31, 2021.

The information presented below is based on information provided to us by the directors, officers, and shareholders or disclosed by any of them in public filings with the SEC. The voting rights of our major shareholders do not differ from the voting rights of other holders of our Ordinary Shares.

Except for Mr. Zohar Zisapel, none of our executive officers or directors beneficially owns 1% or more of our outstanding Ordinary Shares.

As of May 31, 2021, our Ordinary Shares had a total of 16 holders of record, of which 9 were registered with addresses in the United States. We believe that the number of beneficial owners of our shares is substantially greater than the number of record holders, because a large portion of our Ordinary Shares is held of record in broker “street name”.

<b>Name</b>	<b>Number of Ordinary Shares beneficially owned<sup>(1)</sup></b>	<b>Percentage of Outstanding Ordinary Shares beneficially owned<sup>(2)</sup></b>
<i>Principal Shareholders</i>		
Zohar Zisapel	2,892,032 <sup>(3)</sup>	20.49%
Yelin Lapidot Holdings Management Ltd.	1,629,243 <sup>(4)</sup>	11.55 %
<i>Directors and Officers, except for Zohar Zisapel</i>		
Rachel (Heli) Bennun	*	*
Matty Karp	*	*
Mirella Kuvent	*	*
Oren Most	*	*
Yaron Ravkaie	*	*
Rami Schwartz	*	*
Eyal Harari	*	*
Amir Hai	*	*
Hilik Itman	*	*
Rami Amit	*	*
All directors and executive officers as a group, except for Zohar Zisapel (10 persons)	286,583 <sup>(5)</sup>	2.01%

\* less than 1%

(1) Except as otherwise noted and subject to applicable community property laws, each person named in the table has sole voting and investment power with respect to all Ordinary Shares listed as owned by such person.

- (2) The percentage of outstanding Ordinary Shares is based on 14,100,258 Ordinary Shares outstanding as of May 31, 2021. The number of outstanding Ordinary Shares does not include 5,189 Ordinary Shares held by RADCOM, Inc., a wholly owned subsidiary and 30,843 Ordinary Shares that were repurchased by us.
- (3) Includes (i) 2,332,185 Ordinary Shares held by Mr. Zohar Zisapel, (ii) 299,416 Ordinary Shares held by Michael & Klil Holdings (93) Ltd., an Israeli company wholly owned by Mr. Zohar Zisapel, (iii) 242,731 Ordinary Shares held by Lomsha Ltd., an Israeli company wholly owned by Mr. Zohar Zisapel, and (iv) 17,700 Ordinary Shares issuable upon exercise of options, currently exercisable or exercisable within 60 days of May 31, 2021. Mr. Zohar Zisapel's brother, Mr. Yehuda Zisapel, may be deemed the beneficial owner of 344,809 Ordinary Shares. Additionally, Mr. Zohar Zisapel's life partner and Executive Chairman of the Company's Board of Directors, Ms. Heli Bennun, holds 17,162 Ordinary Shares, 18,000 Ordinary Shares issuable upon exercise of options, currently exercisable or exercisable within 60 days of May 31, 2021, and 1,832 RSUs that will vest within 60 days of May 31, 2021. Mr. Zohar Zisapel disclaims beneficial ownership of the Ordinary Shares held by Mr. Yehuda Zisapel and by Ms. Heli Bennun. This information is based on information provided to the Company by Mr. Zohar Zisapel.
- (4) Based on a Schedule 13G/A filed with the SEC on February 2, 2021. Includes 781,250 Ordinary Shares beneficially owned by mutual funds managed by Yelin Lapidot Mutual Funds Management Ltd. and 847,993 Ordinary Shares beneficially owned by provident funds managed by Yelin Lapidot Provident Funds Management Ltd, each of which a wholly-owned subsidiary of Yelin Lapidot Holdings Management Ltd. (each a "**Yelin Lapidot Holder**"). Each of Dov Yelin and Yair Lapidot owns 24.38% of the share capital and 25.004% of the voting rights of Yelin Lapidot Holdings Ltd. The address of each of the Yelin Lapidot Holders and each of Messrs. Yelin and Lapidot is 50 Dizengoff St., Dizengoff Center, Gate 3, Top Tower, 13th floor, Tel Aviv 64332, Israel. Each of the Yelin Lapidot Holders and Messrs. Yelin and Lapidot and is a resident of Israel.
- (5) Each of the directors and executive officers beneficially owns less than 1% of our outstanding Ordinary Shares, including options held by each such party, which are vested or shall become vested within 60 days of March 31, 2021. The number of shares is comprised of 131,699 Ordinary Shares, 150,002 Ordinary Shares issuable upon exercise of options exercisable within 60 days of May 31, 2021, and 4,882 RSUs that will vest within 60 days of May 31, 2021.

#### COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

For information relating to the compensation of our five most highly compensated office holders with respect to the year ended December 31, 2020, please see "Item 6. Directors, Senior Management and Employees – B. Compensation" in our Annual Report on Form 20-F, which was filed on March 25, 2021, with the SEC.



## ITEM 1 – RE-ELECTION OF DIRECTORS

Our Board is comprised of Rachel (Heli) Bennun (Executive Chairman), and our non-executive directors: Matty Karp, Mirella Kuvent, Oren Most, Yaron Ravkaie, Rami Schwartz and Zohar Zisapel. Our directors are elected by the shareholders at the annual general meeting of the shareholders, except in certain cases where directors are appointed by the Board until the first meeting of the shareholders thereafter. Mr. Zisapel, Ms. Kuvent and Mr. Ravkaie were elected on our annual general meeting which took place in July 2020 (“**2020 AGM**”). Ms. Bennun (Executive Chairman), Mr. Karp, Mr. Most and Mr. Schwartz, were elected at our annual general meeting which took place in July 2019 (the “**2019 AGM**”). The term of service as directors of each of Mr. Schwartz and Mr. Most will expire on the date of the Meeting. The term of office of each of Ms. Bennun, Ms. Kuvent and Mr. Karp will expire on our annual general meeting to be held in 2022. The term of office of each of Mr. Zisapel and Mr. Ravkaie will expire on our annual general meeting to be held in 2023. Our Board has determined that each of Mr. Matty Karp, Ms. Mirella Kuvent, Mr. Oren Most and Mr. Rami Schwartz qualified to serve as an independent director under the Nasdaq Stock Market Rules.

Under the Companies Law, a public company incorporated under the laws of the State of Israel must elect at least two external directors. However, pursuant to an exemption provided under section 5D of the Israeli Companies Regulations (Relief for Public Companies with Shares Listed for Trading on a Stock Market Outside of Israel), 5760-2000 (the “**Exemption**”), a public company with securities listed on certain foreign exchanges, including Nasdaq, that satisfies the applicable foreign country laws and regulations that apply to companies organized in that country relating to the election of independent directors and composition of audit and compensation committees and has no controlling shareholder, such as RADCOM, is exempt from the requirement to elect external directors or comply with the audit committee and compensation committee composition requirements under the Companies Law. On July 31, 2019, our Board adopted the Exemption.

At the Meeting, you will be asked to re-elect each of Mr. Schwartz and Mr. Most to serve as members of our Board. If re-elected, each of Mr. Schwartz and Mr. Most will hold office until the third annual general meeting following the Meeting. In addition, if re-elected, the nominees will be entitled to receive an annual cash compensation in the amount of NIS 52,000 per year (approximately \$14,800), a per meeting fee in the amount of NIS 2,000 (approximately \$570) for board and committee meetings (“**per meeting fee**”) and 40% of the per meeting fee for each resolution adopted in writing in lieu of a meeting. Such amounts were approved by our annual general meeting held in 2020. In addition to the cash compensation, we granted in the past and intend to grant equity from time to time to our directors. In addition, each of Mr. Schwartz and Mr. Most was granted at our 2019 AGM 11,000 RSUs, which vest in equal monthly installments over three years.

Each director will hold office until his or her successor shall have duly taken office, unless his or her office is vacated earlier under any relevant provision of our Amended and Restated Articles of Association.

**Set forth below is a brief biography of each nominee to serve as our director, based upon our records and information furnished to us by such nominee.**

**Mr. Oren Most** has served as a director since July 2019. Mr. Most is the founder and former president of Golan Telecom, Ltd., an Israeli cellular operator. Mr. Most has also served in executive positions with several private and public companies including as President and Chief Executive Officer of Gilat Satellite Networks Ltd. (Nasdaq and TASE: GILT) and as Founder and Deputy Chief Executive Officer of Cellcom (Israel) Ltd. Mr. Most has also has been serving as director for several public and private corporations and as chairman and director of boards of several not for profit organizations and foundations. Mr. Most holds a B.A. in Sociology & Anthropology, Film & Television from the Tel Aviv University and an M.B.A. from New York University.

**Mr. Rami Schwartz** has served as a director since July 2019. Mr. Schwartz has over 20 years’ experience in leadership positions in the technology and enterprise software fields. Mr. Schwartz currently serves as the Managing Director of the Portland Trust Israel, as a director of in Perion Networks Ltd. (Nasdaq: PERI), and as an Advisory Board Member to AlgoSec Inc. Mr. Schwartz previously served in senior positions, including as business group president, founder, Chief Executive Officer and Active Chairman, with several public and private companies including Amdocs Limited. Mr. Schwartz also served as Chief of System Development for the Israeli Air Force. Mr. Schwartz holds a B.Sc. in math and computer science from the Hebrew University of Jerusalem.

### **Required Approval**

The affirmative vote of a majority of the Ordinary Shares present, in person or by proxy, and voting on the matter is required for the approval of the re-election of the director set forth above, where each nominee will be voted on separately.

### **Proposed Resolutions**

It is proposed that the following resolutions be adopted at the Meeting, as two separate resolutions:

“**RESOLVED**, that Mr. Rami Schwartz be and hereby is re-elected to serve as a member of our Board of Directors until the third annual general meeting following the Meeting, effective immediately.”

“**RESOLVED**, that Mr. Oren Most be and hereby is elected to serve as a member of our Board of Directors until the third annual general meeting following the Meeting, effective immediately.”

**The Board recommends a vote “FOR” approval of the proposed resolutions.**

## ITEM 2 - APPROVAL OF A GRANT OF EQUITY TO OUR RE-ELECTED NON-EXECUTIVE DIRECTORS

Under the Companies Law, arrangements regarding the compensation of a director in a public company require the approval of the company's compensation committee, board and shareholders, in that order. The proposed equity grant to each of our re-elected directors as described below, were approved by our Compensation Committee and Board (subject to shareholders' approval). In making their determination, each of the Compensation Committee and Board determined that the proposed grant is within the limitations set forth in our Compensation Policy. Our Compensation Committee and Board approved the proposed grant as they believe that, together with other compensation terms of our non-executive directors set forth under Item No. 1, the proposed grant would serve as an appropriate long-term retention and performance incentive to advance the objectives of the Company, including its long-term strategy.

At our 2019 AGM, each of our non-executive directors (other than Mr. Ravkaie) received an equity grant of 11,000 RSUs under our 2013 Share Option Plan for a three-year term of service (the "**2019 Grant**"). At our 2020 AGM, Yaron Ravkaie received an equity grant of 11,000 RSUs under the same terms as the 2019 Grant. The RSUs under the 2019 Grant vest over three (3) years in equal monthly installments commencing on the date of the 2019 AGM, and any unvested RSUs will expire on the date the director ceases to serve as a director.

At the Meeting you will be asked to approve an equity grant of 7,334 RSUs to each of Mr. Most and Mr. Schwartz, subject to their re-election, reflecting the same annual vested amount that was previously granted to our non-executive directors for their term of office (the "**2021 Grant**"). If approved, the 2021 Grant shall vest over two (2) years in equal monthly installments commencing on the date of the first anniversary of the Meeting, with any unvested RSUs expiring on the date the director ceases to serve as a director. For more information regarding equity issued under our 2013 Share Option Plan, see "Item 6. Directors, Senior Management and Employees – B. Compensation" in our Annual Report on Form 20-F, which was filed with the SEC on March 25, 2021.

### **Required Approval**

The affirmative vote of a majority of the Ordinary Shares present, in person or by proxy, and voting on the matter is required for the approval of the grant of equity to each director set forth above, where each grant will be voted on separately.

### **Proposed Resolutions**

It is proposed that the following resolutions be adopted at the Meeting, as two separate resolutions:

"**RESOLVED**, that the equity-based compensation to be paid to Mr. Rami Schwartz as described in the Proxy Statement be and the same hereby is approved."

"**RESOLVED**, that the equity-based compensation to be paid to Mr. Oren Most as described in the Proxy Statement be and the same hereby is approved."

**The Board recommends a vote "FOR" approval of the proposed resolutions.**

### ITEM 3 - APPROVAL OF A GRANT OF EQUITY TO OUR CHIEF EXECUTIVE OFFICER, MR. EYAL HARARI

Under the Companies Law, arrangements regarding the compensation of a Chief Executive Officer of a public company require the approval of the company's compensation committee, Board and shareholders, in that order. The proposed equity grant to our Chief Executive Officer (the "**CEO Grant**"), as described below, has been approved in February 2021 by our Compensation Committee and Board (subject to shareholders' approval). In making their determination, each of the Compensation Committee and Board determined that the CEO Grant is within the limitations set forth in our Compensation Policy. Our Compensation Committee and Board approved the CEO Grant as they believe that, together with Mr. Harari's existing compensation arrangements with us, the proposed grant would serve as an appropriate long-term retention and performance incentive to advance the objectives of the Company, including its long-term strategy.

At the Meeting you will be asked to approve an equity grant of 25,000 RSUs to our Chief Executive Officer, Mr. Harari. The RSUs will vest over four years in four (4) equal annual installments where the first installment shall vest on the first anniversary the date our Board initially approved the grant of RSUs to Mr. Harari, on February 16, 2021 and where the remaining RSUs shall vest on an annual basis in the subsequent three anniversaries thereafter. Unvested RSUs will expire on the date of termination of Mr. Harari's employment. Additionally, in accordance with Mr. Harari's employment agreement, upon a transaction (i) in which all of the Company's outstanding shares are sold and/or transferred to a third-party and (ii) Mr. Harari's termination of his employment at a time following the lapse of three months from the date of the closing of such transaction, 100% of the RSUs not yet vested will accelerate and be deemed fully vested. The RSUs will be granted under our 2013 Share Option Plan. For more information about Mr. Harari's terms of employment please see our Proxy Statement for our 2020 AGM, filed with the SEC on Form 6-K on June 4, 2020. For more information regarding equity issued under the 2013 Plan, see "Item 6. Directors, Senior Management and Employees – B. Compensation" in our Annual Report on Form 20-F for the year ended December 31, 2020, which was filed with the SEC on March 25, 2021.

#### **Required Approval**

The affirmative vote of a majority of the Ordinary Shares present, in person or by proxy, and voting on the matter is required for the approval of the amendments to Mr. Harari's compensation, provided that either (i) at least a majority of the Ordinary Shares voted on the matter by non-controlling shareholders or by shareholders who do not have a personal interest in the resolution, are voted in favor of the matter or (ii) the total number of Ordinary Shares of non-controlling shareholders or of shareholders who do not have a personal interest in the resolution voted against the matter does not exceed two percent of the outstanding voting power in our Company.

The Companies Law requires that each shareholder voting on this proposal indicate whether or not such person is a "**controlling shareholder**" or has a personal interest in such resolution; otherwise, the shareholder is not eligible to vote on this proposal. Under the Companies Law, a "**controlling shareholder**" for this purpose is any shareholder who has the ability to direct Radecom's actions, including any shareholder holding 25% or more of the voting rights if no other shareholder owns more than 50% of the voting rights in RADCOM. To the knowledge of RADCOM there is no shareholder who is a controlling shareholder. A "**personal interest**" of a shareholder (i) includes a personal interest of any member of the shareholder's family (or spouses thereof) or a personal interest of a company with respect to which the shareholder (or such family member) serves as a director or chief executive officer, owns at least 5% of our Ordinary Shares or has the right to appoint a director or chief executive officer, and (ii) excludes an interest arising solely from the ownership of our Ordinary Shares. All of our directors and officers are deemed to have a "personal interest" in this matter. The Companies Law requires that each shareholder voting on this proposal indicate whether or not the shareholder has such a personal interest.

The enclosed form of proxy includes a certification that you do not have a personal interest in this proposal. The proxy card includes a box you can mark to confirm that you are not a "controlling shareholder" and do not have a "personal interest" in this matter. If you do not mark this box, your vote will not be counted. If you are unable to make this confirmation, please contact Mr. Amir Hai, our Chief Financial Officer, at +972-77-774-5060 for guidance on how to vote your Ordinary Shares and indicate that you have a personal interest or, if you hold your Ordinary Shares in "street name," you may also contact the representative managing your account, who would then contact us on your behalf.

#### **Proposed Resolution**

It is proposed that the following resolution be adopted at the Meeting:

**"RESOLVED**, that the equity-based compensation to be paid to Mr. Harari as described in the Proxy Statement be and the same hereby is approved."

**The Board recommends a vote "FOR" approval of the proposed resolution.**

#### ITEM 4 - APPROVAL OF AN AMENDMENT TO OUR COMPENSATION POLICY

The Companies Law provides that companies incorporated under the laws of Israel, whose shares are listed for trade on a stock exchange or have been offered to the public in or outside of Israel, such as RADCOM, are required to adopt a policy governing the compensation of “Office Holders.” The Companies Law defines the term “Office Holder” of a company to include a director, the chief executive officer, the chief financial officer and any manager who is directly subordinate to the chief executive officer. Accordingly, on August 16, 2016, following the recommendation of the Compensation Committee and the approval of the Board of Directors, our shareholders approved a Compensation Policy for Executive Officers (the “**Compensation Policy**”). Under the Companies Law, we are required to review, update (if necessary) and approve the Compensation Policy every three years. Accordingly, the Amended and Restated Compensation Policy was approved on our 2019 AGM.

The compensation policy is required to address, among other things, matters relating to insuring the liability of Office Holders in customary directors and officers insurance (“**D&O Insurance**”). In connection to the D&O Insurance, historically, the Israeli Securities Authority (the “**ISA**”) determined that compensation policy of a company must include, among other things, reference to the premium, framework for change over the three years limits of liability, and deductible. However, in a recent public legal opinion, the ISA has re-examined its position, considering the unique characteristics of the D&O Insurance market and the external changes that have taken place over the recent years in the insurance market. Following such examination, the ISA resolved to waive the demand that the compensation policy would include, when addressing D&O Insurance matters limitation on the premium paid for such D&O Insurance, and, if applicable, the deductible amounts under the D&O Insurance, provided that the same are in line with market conditions at the time the policy is made. Accordingly, according to the ISA,

We propose to amend Section 19 to our Amended and Restated Compensation Policy (an “**Amendment**”). The Amendment reflects such position changes, which each of our Compensation Committee and Board of Directors deemed as necessary in light of the changes in the insurance markets in recent years, and would provide us with flexibility that is necessary in light of market conditions that we cannot change. A marked copy of the Amended and Restated Compensation Policy indicating the proposed amendment to Section 19 thereof is attached hereto as **Exhibit A**.

#### **Required Approval**

The affirmative vote of a majority of the Ordinary Shares present, in person or by proxy, and voting on the matter is required for the approval of the Amendment, provided that either (i) at least a majority of the Ordinary Shares voted on the matter by non-controlling shareholders or by shareholders who do not have a personal interest in the resolution, are voted in favor of the matter or (ii) the total number of Ordinary Shares of non-controlling shareholders or of shareholders who do not have a personal interest in the resolution voted against the matter does not exceed two percent of the outstanding voting power in our company.

The Companies Law requires that each shareholder voting on this proposal indicate whether or not such person is a controlling shareholder or has a personal interest in such resolution; otherwise, the shareholder is not eligible to vote on this proposal. For information regarding personal interests and definition of a “controlling shareholder” under the Companies Law and related voting procedures, please see Item No. 3 above under the caption “Required Approval.”

The enclosed form of proxy includes a certification that you do not have a personal interest in this proposal. The proxy card includes a box you can mark to confirm that you are not a “controlling shareholder” and do not have a “personal interest” in this matter. If you do not mark this box, your vote will not be counted. If you are unable to make this confirmation, please contact Mr. Amir Hai, our Chief Financial Officer, at +972-77-774-5060 for guidance on how to vote your Ordinary Shares and indicate that you have a personal interest or, if you hold your Ordinary Shares in “street name,” you may also contact the representative managing your account, who would then contact us on your behalf.

#### **Proposed Resolution**

At the Meeting, it is proposed that the following resolution be adopted:

“**RESOLVED** that the proposed amendment to Section 19 to the Company’s Amended and Restated Compensation Policy, in the form attached as “**Exhibit A**” to the Proxy Statement, be, and the same hereby is approved.”

**The Board of Directors recommends a vote “FOR” approval of the proposed resolution.**

## ITEM 5 – RE-APPOINTMENT OF OUR INDEPENDENT AUDITORS

At the Meeting, you will be asked to approve the re-appointment of Kost Forer Gabbay & Kasierer, a member firm of Ernst & Young Global, as our independent registered public accounting firm until the end of next year’s annual general meeting of shareholders, as well as to approve the authorization of our Audit Committee to fix their remuneration for the fiscal year ending December 31, 2021. The re-appointment has been recommended by our Audit Committee. Such auditors have served as our auditors since the 2009 annual general meeting of shareholders and have no relationship with us or with any of our affiliates, except as auditors.

Kost Forer Gabbay & Kasierer, a member of Ernst and Young Global, is our independent registered public accounting firm. Fees for professional services in 2020 and 2019 were, respectively:

	2020	2019
Audit Fees	\$ 217,500	\$ 234,500
Audit Related Fees	\$ 3,000	\$ 3,000
Tax Fees	\$ 18,700	\$ 20,718
All Other Fees	\$ 0	\$ 0
Total	<u>\$ 239,200</u>	<u>\$ 258,218</u>

Audit fees included fees associated with the annual audit, the reviews of our quarterly financial statements, audit fees related to our internal control over financial reporting, statutory audits required internationally, consents and assistance with and review of documents filed with the SEC.

Audit related fees included fees associated with the annual report for the Israel Innovation Authority.

Tax fees included tax compliance, including the preparation of tax returns, tax planning and tax advice, including assistance with tax audits and appeals, advice related to acquisitions, transactions, transfer pricing and assistance with respect to requests for rulings from tax authorities.

### **Required Approval**

The affirmative vote of a majority of the Ordinary Shares present, in person or by proxy, and voting on the matter is required for the approval of the re-appointment of our independent auditors and the authorization of our Audit Committee to fix their remuneration.

### **Proposed Resolution**

It is proposed that the following resolution be adopted at the Meeting:

“**RESOLVED**, that Kost Forer Gabbay& Kasierer, a member firm of Ernst & Young Global, be, and hereby are, re-appointed as our independent registered public accounting firm until the next annual general meeting of shareholders and that the Audit Committee, by the authority duly delegated by the Board, be and it hereby is authorized to fix the compensation of the independent auditors in accordance with the amount and nature of their services for the fiscal year ending December 31, 2021.”

**The Board recommends a vote “FOR” approval of the proposed resolution.**

## ITEM 6 – REVIEW OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2020

Our audited financial statements for the fiscal year ended December 31, 2020, are not a part of the proxy solicitation material, but were filed together with our Annual Report on Form 20-F, which was filed on March 25, 2020 with the SEC, and is available on the SEC’s website at [www.sec.gov](http://www.sec.gov) and on our website at [www.radcom.com](http://www.radcom.com). We will hold a discussion with respect to the financial statements at the Meeting. This Item will not involve a vote by the shareholders.

## ITEM 7 - OTHER BUSINESS

Management knows of no other business to be transacted at the Meeting, other than as set forth in the Notice of Annual General Meeting. However, if any other matters are properly presented to the Meeting, the persons named in the enclosed form of proxy will vote upon such matters in accordance with their best judgment.

### PROPOSALS OF SHAREHOLDERS

#### Shareholder Proposals for the Meeting

Any shareholder of the Company who intends to present a proposal at the Meeting (a “**Proposing Shareholder**”) must satisfy the requirements of the Companies Law. Under the Companies Law, only shareholders who hold at least 1% of the Company’s outstanding voting rights are entitled to request that the Board include a proposal in a future shareholders meeting, provided that such proposal is appropriate for consideration by shareholders at such meeting (a “**Proposal Request**”). Such shareholders may present proposals for consideration at the Meeting by submitting their proposals in writing to our General Counsel at the following address: RADCOM Ltd., 24 Raoul Wallenberg Street, Tel Aviv 6971920, Israel, Attention: General Counsel. For a shareholder proposal to be considered for inclusion in the Meeting, our General Counsel must receive the written proposal no later than June 10, 2021. If our Board determines that a shareholder proposal is duly and timely received and is appropriate for inclusion in the agenda of the Meeting, we will publish a revised agenda for the Meeting no later than June 17, 2021. In order for the Board to consider a Proposal Request and whether to include the matter stated therein in the agenda of the Meeting, notice of the Proposal Request must be timely delivered under any applicable law and stock exchange rules and regulations and the Proposal Request must comply with any applicable law and stock exchange rules and regulations. The Proposal Request must be made in English and in writing, signed by all of the Proposing Shareholder(s) making such request, delivered, either in person or by certified mail, postage prepaid, and received by the General Counsel. The announcement of an adjournment or postponement of the Meeting shall not commence a new time period (or extend any time period) for the delivery of a Proposal Request as described above. The Proposal Request must include the following: (i) the name, address, telephone number, fax number and email address of the Proposing Shareholder (or each Proposing Shareholder, as the case may be) and, if an entity, the name(s) of the person(s) that controls or manages such entity; (ii) the number of Ordinary Shares held by the Proposing Shareholder (s), directly or indirectly (and, if any of such Ordinary Shares are held indirectly, an explanation of how they are held and by whom), which shall be in such number no less than as is required to qualify as a Proposing Shareholder, accompanied by evidence satisfactory to the Company of the record holding of such Ordinary Shares by the Proposing Shareholder(s) as of the date of the Proposal Request, and a representation that the Proposing Shareholder(s) intends to appear in person or by proxy at the meeting; (iii) the matter requested to be included on the agenda of the Meeting, all information related to such matter, the reason that such matter is proposed to be brought before the Meeting, the complete text of the resolution that the Proposing Shareholder proposes to be voted upon at the Meeting and, if the Proposing Shareholder wishes to have a position statement in support of the Proposal Request, a copy of such position statement that complies with the requirement of any applicable law; (iv) a description of all arrangements or understandings between the Proposing Shareholders and any other person(s) (naming such person or persons) in connection with the matter that is requested to be included on the agenda and a declaration signed by all Proposing Shareholder(s) of whether any of them has a personal interest in the matter and, if so, a description in reasonable detail of such personal interest; (v) a description of all Derivative Transactions (as defined below) by each Proposing Shareholder(s) during the previous twelve (12) month period, including the date of the transactions and the class, series and number of securities involved in, and the material economic terms of, such Derivative Transactions; and (vi) a declaration that all of the information that is required under the Companies Law and any other applicable law and stock exchange rules and regulations to be provided to the Company in connection with such matter, if any, has been provided to the Company.

The Board, may, in its discretion, to the extent it deems necessary, request that the Proposing Shareholder(s) provide additional information necessary so as to include a matter in the agenda of the Meeting, as the Board may reasonably require. A “Derivative Transaction” means any agreement, arrangement, interest or understanding entered into by, or on behalf or for the benefit of, any Proposing Shareholder or any of its affiliates or associates, whether of record or beneficial: (i) the value of which is derived in whole or in part from the value of any class or series of shares or other securities of the Company, (ii) which otherwise provides any direct or indirect opportunity to gain or share in any gain derived from a change in the value of securities of the Company, (iii) the effect or intent of which is to mitigate loss, manage risk or benefit of security value or price changes, or (iv) which provides the right to vote or increase or decrease the voting power of, such Proposing Shareholder, or any of its affiliates or associates, with respect to any shares or other securities of the Company, which agreement, arrangement, interest or understanding may include, without limitation, any option, warrant, debt position, note, bond, convertible security, swap, stock appreciation right, short position, profit interest, hedge, right to dividends, voting agreement, performance-related fee or arrangement to borrow or lend shares (whether or not subject to payment, settlement, exercise or conversion in any such class or series), and any proportionate interest of such Proposing Shareholder in the securities of the Company held by any general or limited partnership, or any limited liability company, of which such Proposing Shareholder is, directly or indirectly, a general partner or managing member.

The information required pursuant to the above shall be updated as of (i) the Record Date of the Meeting, (ii) five business days before the Meeting, and (iii) as of the Meeting, and any adjournment or postponement thereof.

By Order of the Board of Directors,

/s/ Rachel (Heli) Bennun  
*Executive Chairman of the Board of Directors*

Dated: June 3, 2021

**RADCOM LTD.**  
**AMENDED AND RESTATED DIRECTORS AND EXECUTIVE OFFICERS COMPENSATION POLICY**

**July 11, 2019 (as amended on July , 2021)**

**A. Overview and Objectives**

**1. Introduction**

The purpose of this document is to describe the overall compensation strategy of RADCOM Ltd. (“**RADCOM**” or the “**Company**”) for its Executive Officers and Directors, and to provide guidelines for setting compensation of its Executive Officers and Directors (this “**Compensation Policy**” or “**Policy**”), in accordance with the requirements of the Companies Law, 1999 (the “**Companies Law**”).

Compensation is a key component of RADCOM’s overall human capital strategy to attract, retain, reward, and motivate highly skilled individuals who will enhance RADCOM’s value and otherwise assist RADCOM to reach its business and financial long term goals. Accordingly, the structure of this Policy is established to tie the compensation for each Executive Officer to RADCOM’s goals and performance.

For purposes of this Policy, “Executive Officers” shall mean “Office Holders” as such term is defined in the Companies Law, excluding, unless otherwise expressly indicated herein, RADCOM’s Directors.

Under no event shall the Company be deemed by this Policy, as being obligated to provide and/or grant any compensation component mentioned hereunder, to any of its Executive Officers and/or Directors; this Policy shall apply to compensation agreements and arrangements which will be approved after the date on which this Compensation Policy is approved by the shareholders of RADCOM.

The Compensation Committee and the Board of Directors of RADCOM shall review and reassess the adequacy of this Policy from time to time, as required by the Companies Law.

**2. Objectives**

RADCOM’s objectives and goals in setting this Compensation Policy are to attract, motivate and retain highly skilled and experienced personnel who will provide leadership for RADCOM’s success and enhance shareholder value, while supporting a performance culture that is based on merit, and differentiates and rewards excellent performance in the long term, and recognizes RADCOM’s values. To that end, this Policy is designed, among others:

- 2.1. To closely align the interests of the Directors and Executive Officers with those of Company’s stockholders in order to enhance stockholder value;
- 2.2. To provide the Executive Officers with a structured and balanced compensation package, including competitive salaries and benefits, performance-motivating cash and equity incentive programs; and
- 2.3. To provide appropriate awards for superior individual and corporate performance.

**3. Compensation structure and instruments**

- 3.1. Compensation instruments under this Compensation Policy may include the following:
  - 3.1.1. Base salary;
  - 3.1.2. Benefits and perquisites;



3.1.3. Cash bonuses;

3.1.4. Equity based compensation; and

3.1.5. Retirement and termination of service arrangements.

3.2. A change in the compensation package of an Executive Officer which reports directly and/or indirectly to the CEO, which results in an increase of such Executive Officer's total compensation by no more than an amount equal to two (2) monthly salaries, may be approved solely by the CEO, provided all elements of compensation of such Executive Officer will continue to meet the requirements of the Compensation Policy.

3.3. A change in the compensation package of the CEO, which results in an increase of the CEO's total compensation by no more than ten percent (10%) per annum, may be approved by the Compensation Committee and the Board of Directors, provided all elements of compensation of the CEO will continue to meet the requirements of the Compensation Policy.

**4. Overall compensation - Ratio between fixed and variable compensation**

4.1. This Policy aims to balance the mix of Fixed Compensation (base salary, benefits and perquisites) and Variable Compensation (cash bonuses and equity based compensation) in order to, among other things, appropriately incentivize Executive Officers to meet Company's goals while considering Company's management of business risks;

4.2. In light of the foregoing, the table below reflects the ratio between Fixed and Variable Compensation permitted under this Policy (per annum basis):

	<b>Range for % of fixed compensation out of the total compensation</b>	<b>Range for % of variable compensation out of the total compensation (*)</b>
<b>CEO</b>	20% - 100%	0%-80%
<b>Non Sales Executives</b>	25% - 100%	0%-75%
<b>Sales Executives</b>	15% - 100%	0%-85%

(\*) Variable compensation includes annual bonuses and equity compensation. The variable component in regard of the equity compensation reflects the value at the date of grant.

**5. Inter-Company Compensation Ratio**

5.1. In the process of composing this Policy, RADCOM has examined the ratio between overall compensation of the Executive Officers and the average and median salary of the other employees of RADCOM (including employee-contractors and agency contractors, if any) (the "Ratio").

5.2. The possible ramifications of the Ratio on the work environment in RADCOM were examined in order to ensure that levels of executive compensation, as compared to the overall workforce will not have a negative impact on work relations in RADCOM.

5.3. The following is the current compensation Ratio: overall compensation of each executive, including the CEO, is not more than ten (10) times the average (and median) of the overall compensation of the other headquarter employees.

**B. Base Salary, Benefits and Perquisites**

**6. Base Salary**

- 6.1. The base salary varies between Executive Officers, and is individually determined according to the past performance, educational background, prior business experience, qualifications, role and the business responsibilities of the Executive Officer.
- 6.2. Since a competitive base salary is essential to Company's ability to attract and retain highly skilled professionals, RADCOM will seek to establish a base salary that is competitive with the base salaries paid to Executive Officers of a peer group of companies, while considering, among others, RADCOM's size and field of operation. To that end, RADCOM shall utilize as a reference comparative market data and practices.

**7. Benefits and Perquisites**

- 7.1. The following benefits and perquisites may be granted to the Executive Officers, provided that to the extent requirements under applicable laws impose a greater benefit than set forth below, the legal requirement shall apply:
  - 7.1.1. Vacation of up to twenty-eight (28) days per annum;
  - 7.1.2. Sick days of up to thirty (30) days per annum;
  - 7.1.3. Convalescence pay according to applicable law;
  - 7.1.4. Monthly remuneration for a study fund, as allowed by applicable law and with reference to the practice in peer group companies;
  - 7.1.5. Company shall contribute on behalf of the Executive Officer to an insurance policy or a pension fund, as allowed by applicable law and with reference to the practice in peer group companies;
  - 7.1.6. Company may contribute on behalf of the Executive Officer towards work disability insurance, as allowed by applicable law and with reference to the practice in peer group companies; and
  - 7.1.7. Company may sponsor Private Health Insurance for the Executive Officer, in accordance with the Company's policy and agreement with the insurance company.
- 7.2. Company may offer additional benefits and perquisites to the Executive Officers, which will be comparable to customary market practices, such as: company cellular phone benefits; company car benefits; refund of business travel including per diem when traveling and other business related expenses, insurances, etc.; provided however, that such additional benefits and perquisites shall be determined in accordance with Company's policies and procedures.

**C. Cash Bonuses**

**8. The Objective**

- 8.1. Compensation in the form of cash bonus(es) is an important element in aligning Executive Officers' compensation with Company's objectives and business goals in the long-term, such that both individual performance and overall company success are rewarded.
- 8.2. Company's policy is to allow annual cash bonuses, which may be awarded to the Executive Officers upon the attainment of pre-set periodical objectives and personal targets, pursuant to distinguishable terms for three Executive Officers' populations, as reflected in Section 9 below.

- 8.3. The performance targets payable to each Executive Officer (other than the CEO) shall be presented and recommended by Company's Chief Executive Officer and reviewed and approved by the Compensation Committee and the Board of Directors.

Examples of performance targets that may be considered include:

- financial results;
- sales and booking results;
- efficiency metrics;
- internal and external customer satisfaction;
- enterprise value;
- execution of specific projects; and
- attainment of milestones.

## 9. Annual Bonus

### CEO

- 9.1. The CEO shall be eligible to receive, at the discretion of the Compensation Committee and the Board of Directors, an annual bonus (the "Annual Bonus") not to exceed one hundred percent (100%) of the CEO's annual base salary (the "Maximum Annual Bonus") which shall be based on two components as follows:
- 9.1.1. A "Measurable" component, including all over-achievement, of up to one hundred percent (100%) of the annual base salary. This component, will be based on the measurable results of the Company, as compared to RADCOM's budget and work plan for the relevant year. Such measurable criteria will be determined at the commencement of each fiscal year (or start of employment, as applicable), and may include (but is not limited to) any one or more of the following criteria: profit, revenue, booking, cost reduction, other performance objectives, etc.
- 9.1.2. A "Discretionary" component of up to the lesser of (i) fifty percent (50%) of the CEO's annual base salary, or (ii) the difference between the Maximum Annual Bonus and the measurable bonus earned pursuant to Section 9.1.1 above. This component will take into account tangible and intangible performance factors where it is the Compensation Committee's and Board of Directors' determination that the measurable portion of the CEO's annual bonus does not sufficiently reflect the CEO's relative contribution to the Company.
- 9.2. The CEO shall be eligible to receive, at the discretion of the Compensation Committee and the Board of Directors, one or more bonuses following the occurrence of certain extraordinary events (the "Extraordinary Events Bonuses") not to exceed in the aggregate, and subject to the limitation set forth in Section 9.3, seventy-five percent (75%) of the CEO's annual base salary. Such bonuses may be awarded following the occurrence of transactions or extraordinary events such as fund raising, mergers and acquisitions, or a change in control. For purposes hereof, a "change in control transaction" shall mean any transaction or series of transactions following which any one entity or person holds or controls, directly or indirectly, more than fifty percent (50%) of the Company's outstanding shares.

The Extraordinary Events Bonuses under this Section 9.2 may be payable in immediately vesting equity based on the value at the date of bonus determination. Such equity shall not be deemed part of the equity based compensation as set forth in Section D below for purposes of the limitation set forth in Section 12.3.

- 9.3. The overall aggregate bonus of the CEO, as a sum of the Annual Bonus and the Extraordinary Events Bonuses shall not exceed one hundred and fifty percent (150%) of the CEO's annual base salary in any given year.

Executive Officers other than the CEO

- 9.4. For Executive Officers, except the CEO, the Compensation Committee and the Board of Directors will have full discretion to determine the annual bonus calculation and increase the final bonus payout based, among other things, additional considerations relevant to the performance and objectives of the Company and the relevant Executive Officer including non-measurable criteria.

- 9.5. The annual bonus of the Executive Officers, will not exceed the following amounts:

For Non-Sales Executive Officers, the amount of seventy five percent (75%) of their base annual salary;

For Sales Executives Officers, the amount of one hundred and fifty percent (150%) of their base annual salary.

**10. Compensation Recovery ("Clawback")**

- 10.1. In the event of an accounting restatement, RADCOM shall be entitled to recover from Executive Officers bonus compensation in the amount of the excess over what would have been paid under the accounting restatement, with a two-year look-back. The compensation recovery will not apply to former Executive Officers of RADCOM.

- 10.2. Notwithstanding the aforesaid, the compensation recovery will not be triggered in the event of a financial restatement required due to changes in the applicable financial reporting standards.

- 10.3. Nothing in this Section ~~10.3+0~~ derogates from any other "clawback" or similar provisions regarding disgorging of profits imposed on Executive Officers by virtue of applicable securities laws.

**D. Equity Based Compensation**

**11. The Objective**

- 11.1. The equity based compensation for RADCOM's Directors and Executive Officers is designed in a manner consistent with the underlying objectives in determining the base salary and the annual bonus, with its main objectives being to enhance the alignment between the Directors' and Executive Officers' interests with the long term interests of RADCOM and its shareholders, and to strengthen the retention and the motivation of Directors and Executive Officers in the long term. In addition, since equity based awards are to be usually structured to vest over a long term, their incentive value to recipients is aligned with longer-term strategic plans.

11.2. The equity based compensation offered by RADCOM is intended to be in a form of stock options and/or other equity forms, such as RSUs, in accordance with the Company's equity compensation policies and programs in place from time to time.

**12. General guidelines for the grant of awards**

12.1. The equity based compensation shall be granted from time to time and be individually determined and awarded according to the performance, educational background, prior business experience, qualifications, role and the personal responsibilities of the Executive Officer.

12.2. Vesting and other terms for equity based compensation shall be subject to the terms of the Company's then-applicable option plan and as permitted in such plan.

12.3. The fair market value of the equity based compensation for the Executive Officers will be determined according to acceptable valuation practices at the time of grant. Such fair market value, as examined at the time of grant as aforesaid, shall not exceed the amount of two (2) annual salaries per year of vesting on a linear basis.

**13. Acceleration and exercise of awards**

13.1. The Board may, following approval by the Compensation Committee, extend the period of time for which an award is to remain exercisable.

13.2. The Board may, following approval by the Compensation Committee, make provisions with respect to the acceleration of the vesting period of any Executive Officer's awards, including, without limitation, in connection with a corporate transaction involving a change of control.

**E. Retirement and Termination of Service Arrangements**

**14. Advance notice**

RADCOM may provide an Executive Officer a prior notice of termination of up to six (6) months, during which the Executive Officer may be entitled to all of the compensation elements, and to the continuation of vesting of his options. During the advance notice period the Executive Officer may be required to continue providing services to RADCOM.

**15. Transition period**

RADCOM may provide an additional transition period during which the Executive Officer will be entitled to up to an additional 3 months of continued base salary, benefits and perquisites beyond the Advance Notice period described above. Additionally, the Board may, following approval by the Compensation Committee, approve to continue the vesting and/or the exercise eligibility of such Executive Officer's options during such transition period. The transition period shall be conditioned on terms of service of at least two (2) years, on the employment relationship not being terminated with the Executive Officer for cause, and will be determined based on some or all of the following considerations: the period of service or employment of the Executive Officer (subject to as mentioned above, terms of service not being less than two (2) years), service or employment terms during the Executive Officer's service or employment period, RADCOM's performance during such period, Executive Officer's contribution to the achievement of RADCOM's objectives and performance and the particular circumstances of termination of employment or service.

16. **Additional Retirement and Termination Benefits**

RADCOM may provide additional retirement and terminations benefits and payments as may be required by applicable law (e.g., mandatory severance pay under Israeli labor laws), or which will be comparable to customary market practices and which in such event, shall not exceed in value the equivalent of six (6) monthly base salaries of the Executive Officer.

**F. Exculpation, Indemnification and Insurance**

17. **Exculpation**

Except as may be otherwise approved from time to time by the shareholders, RADCOM shall not exempt its Directors and Executive Officers from the duty of care.

18. **Indemnification**

RADCOM may indemnify its Directors and Executive Officers to the fullest extent permitted by applicable law, for any liability and expense that may be imposed on the Executive Officer, as provided in the Indemnity Agreement between such individuals and RADCOM, all subject to applicable law.

19. **Insurance**

19.1. RADCOM will provide “Directors and Officers Insurance” (the “**Insurance Policy**”) for its Directors and Executive Officers, provided that such engagement in an Insurance Policy is not expected to have a material effect on the Company’s profitability, assets or liabilities.

19.2. The maximum aggregate coverage for the Insurance Policy will be up to Forty Million U.S. dollars (US \$40,000,000), as may be increased or decreased from time to time by the shareholders.

19.3. The maximum aggregate annual premium and deductibles will be in market terms at the time the Insurance Policy is purchased and will not impact the Company~~up to Four Hundred Thousand U.S. dollars (US \$400,000), as may be increased or decreased from time to time by the shareholders.~~

19.4. The Company may also purchase Insurance Policy with respect to specific events, such as public offerings, or with respect to periods of time following which the then existing insurance coverage ceases to apply, such as “run-off” coverage in connection with a change in control; provided that the premium and deductibles therefor will be in market terms at the time the Insurance Policy is purchased and will not impact the Company~~shall not exceed two (2) times the maximum annual premium payable as provided for under Section 19.3 above.~~

## **G. Board of Directors Compensation**

20. The members of Company's board may (and, in the case of external directors, shall) be entitled to remuneration and refund of expenses according to the provisions of the Companies Regulations (Rules on Remuneration and Expenses of Outside Directors), 2000, as amended by the Companies Regulations (Relief for Public Companies Traded in Stock Exchange Outside of Israel), 2000, as such regulations may be amended from time to time.
21. In addition, the members of Company's Board may be granted equity based compensation which shall vest annually, quarterly or monthly, over a period of between 1 to 4 years, and having a fair market value (determined according to acceptable valuation practices at the time of grant) not to exceed, with respect to each director, US\$ 200,000 and US\$ 500,000 with respect to the Company's chairman per year of vesting, on a linear basis, subject to applicable law and regulations.<sup>22</sup> The Chairperson of our Board of Directors shall be entitled to receive a fixed monthly salary from the Company, for as long as such individual is acting as an active Chairperson, and the provisions of the Compensation Policy shall apply to such remuneration accordingly.
23. For so long as the Active Chairperson receives the monthly salary, he or she will not be entitled to receive the cash remuneration received by the other members of the Board.
24. In addition to the monthly salary, the Active Chairperson shall be entitled to an annual bonus with regard to special activities, such as mergers and acquisitions, fund raising and cost reduction targets. Such bonus will be determined by the Compensation Committee and the Board of Directors and will be based on criteria defined in advance and in connection with Company's goals and targets, and non-measurable criteria. The actual total annual bonus shall not exceed the sum of one hundred and fifty percent (150%) of the Active Chairperson's annual salary.

RADCOM LTD.  
 24 RACHA WALLINBERG ST  
 TEL AVIV  
 ISRAEL 6571920

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until forty-eight (48) hours before the meeting. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until forty-eight (48) hours before the meeting. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

DS5840-P59187

KEEP THIS PORTION FOR YOUR RECORDS  
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

RADCOM LTD.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" ITEMS 1-5.

<p>1. Re-election of directors:</p> <p>1a. Mr. Rami Schwartz (until the third annual meeting following the Meeting)      For    Against    Abstain      <input type="checkbox"/>    <input type="checkbox"/>    <input type="checkbox"/></p> <p>1b. Ms. Oren Most (until the third annual meeting following the Meeting)      <input type="checkbox"/>    <input type="checkbox"/>    <input type="checkbox"/></p> <p>2. Approval of an equity grant to our re-elected non-executive officers:</p> <p>2a. Approve the equity grant to Rami Schwartz      <input type="checkbox"/>    <input type="checkbox"/>    <input type="checkbox"/></p> <p>2b. Approve the equity grant to Oren Most      <input type="checkbox"/>    <input type="checkbox"/>    <input type="checkbox"/></p> <p>3. Approval of the equity compensation to our Chief Executive Officer:</p> <p>3a. Please mark <b>FOR</b> if you are a <u>not a controlling shareholder</u> in the Company and <u>do not have a personal interest</u> in the approval of resolution number 3. <b>IF YOU DO NOT MARK "FOR" YOU WILL BE DEEMED TO HAVE A PERSONAL INTEREST IN THIS RESOLUTION.</b>      <input type="checkbox"/>    <input type="checkbox"/></p>	<p>4. Approval of an amendment to our Compensation Policy:      <input type="checkbox"/>    <input type="checkbox"/>    <input type="checkbox"/></p> <p>4a. Please mark <b>FOR</b> if you are a <u>not a controlling shareholder</u> in the Company and <u>do not have a personal interest</u> in the approval of resolution number 4. <b>IF YOU DO NOT MARK "FOR" YOU WILL BE DEEMED TO HAVE A PERSONAL INTEREST IN THIS RESOLUTION.</b>      <input type="checkbox"/>    <input type="checkbox"/></p> <p>5. Approval of re-appointment of Kest Forer Gabbay &amp; Kasiner, a Member of Ernst &amp; Young Global, as our independent auditors until the next annual general meeting of shareholders, and to authorize the Audit Committee of our Board of Directors to fix their remuneration for the fiscal year ending December 31, 2021.      <input type="checkbox"/>    <input type="checkbox"/>    <input type="checkbox"/></p> <p><small>*For definition of "controlling shareholder" and "personal interest" please see Item 3 to the Proxy Statement</small></p>
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Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date
Signature (Joint Owners)	Date



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement is available at [www.proxyvote.com](http://www.proxyvote.com).

DS5841-P59187

**RADCOM LTD.**  
**Annual Meeting of Shareholders**  
**July 8, 2021 4:00 PM**  
**This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Eyal Harari, the Company's Chief Executive Officer and Amir Hai, the Company's Chief Financial Officer, or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the ordinary shares of RADCOM LTD. that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 4:00 PM, LDT on July 8, 2021, at 24 Raoul Wallenberg Street, Tel Aviv, Israel 6971920, and any adjournment or postponement thereof.

**If you do not confirm that you (i) are not a controlling shareholder and (ii) do not have a personal interest in the approval of Proposal 3 or 4 (as such terms are defined in the Proxy Statement), your shares will not be voted for Proposals 3 and 4.**

**This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned.**

**Any and all proxies heretofore given by the undersigned are hereby revoked.**

**Continued and to be signed on reverse side**