



MR SAM SAMPLE
DESIGNATION (IF ANY)
MR JOINT HOLDER 1
ADD1
ADD2
ADD3
ADD4

000001

SG350

Holder Reference Number
C1234567890



Form of Instruction - Annual General Meeting to be held on 20 May 2024



To view the Annual Report online visit:

<https://investors.windward.ai/investors/>

To be effective, all forms of instruction must be lodged at the office of the Depository at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY by 15 May 2024 at 1.00 pm.

Explanatory Notes:

- Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
- To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 72 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- Any alterations made in this form should be initialled.
- The completion and return of this form will not preclude a holder from attending the meeting and voting in person. Should the holder, or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depository in writing or email !UKALLDIteam2@computershare.co.uk
- Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Depository Interest Register at close of business on the day which is three days before the day of the meeting. Changes to entries on the Depository Interest Register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depository") and the Custodian accept no liability for any instruction that does not comply with these conditions.

All Named Holders

MR A SAMPLE
<Designation>
ADDITIONAL HOLDER 1
ADDITIONAL HOLDER 2
ADDITIONAL HOLDER 3
ADDITIONAL HOLDER 4

Form of Instruction

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



C1234567890

I/We hereby instruct the Custodian "Computershare Company Nominees Limited" to vote on my/our behalf at the Annual General Meeting of the Company to be held at **Mermaid House, 4th Floor, 2 Puddle Dock, London EC4V 3DB**, on **20 May 2024 at 1.00 pm** and at any adjournment thereof.

Ordinary Business

	Declaration	For	Against	Vote Withheld
1. To receive the audited accounts of the Windward Group for the financial year ended 31 December 2023 together with the auditors' and Directors' reports on those accounts.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint The Right, Honourable, The Lord Browne of Madingley as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Ami Daniel as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Ofer Segev as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Tom Hutton as a Director of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To approve the re-appointment of Roderick Guy Mason as an External Director for a three-year term commencing on 6 December 2024, in accordance with the provisions of the Israeli Companies Law. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 6 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To approve the re-appointment of Stuart Kilpatrick as an External Director for a three-year term commencing on 6 December 2024, in accordance with the provisions of the Companies Law. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 7 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To approve the appointment of Claire Perry O'Neill as an External Director for a three-year term commencing on 20 May 2024, in accordance with the provisions of the Israeli Companies Law. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 8 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-appoint Kesselman & Kesselman, Certified Public Accountants (Isr.), a member firm of PricewaterhouseCoopers International Limited, as auditors of the Company to hold office until the conclusion of the next general meeting of the Company.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Board to fix the auditors' remuneration.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To approve the grant of RSUs to the non-executive directors of the Company, specified in Annex A. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 11 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To amend Executive officers and Directors' Remuneration Policy. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 12 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To approve the Relocation Costs, PSU Award and Bonus Plan to Ami Daniel, the Company's CEO, who also serves as a member of the Board, as specified in Annex C to this document. To approve the changes in the remuneration, Vesting Schedule Amendment, PSU Award and Bonus Plan to Ofer Segev, the Company's CFO, who also serves as a member of the Board, as specified in Annex C to this document. Check the DECLARATION box to declare that you have no personal interest in the approval of resolution 13 or that you are not the controlling shareholder of the Company or someone on behalf of a controlling shareholder of the Company. If you do not check the box your vote will not be counted for this resolution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To approve the increase of the amount of share capital allocated to the ESOP pool by 6,000,000 Ordinary Shares from 17,533,254 Ordinary Shares to 23,533,254 Ordinary Shares.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

15. That, in accordance with article 10(c) of the Articles of Association, the Directors will be generally authorised and empowered to allot equity securities.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. That, in accordance with article 10(c) of the Articles of Association, the Directors will be generally authorised and empowered, in addition to any authority granted under Resolution 14, to allot equity securities pursuant to by article 10(a).		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Date

DD / MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

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