Financial advisory services proposal

SleepX valuation study

July 2021



To: Bary Molchadsky, CEO <u>SleepX Ltd.</u>

We would like to thank you for the opportunity to submit a proposal for financial advisory services regarding Valuation study of SleepX, as at March 31, 2021.

In this proposal you will find:

- 1. About BDO Israel
- 2. BDO Israel Credentials
- 3. Background and scope of work;
- 4. Engagement Team
- 5. Engagement Summary & Fees (Fees, time tables, etc.);
- 6. Added Value

If you require any clarification or further information, we would be delighted to answer any question that may arise. This document is a general proposal. All details are subject to changes according to the specific transaction and agreement with the client.

Sincerely, Moti Dattelkramer, CPA (Isr.), Partner, BDO Consulting



CONTENTS

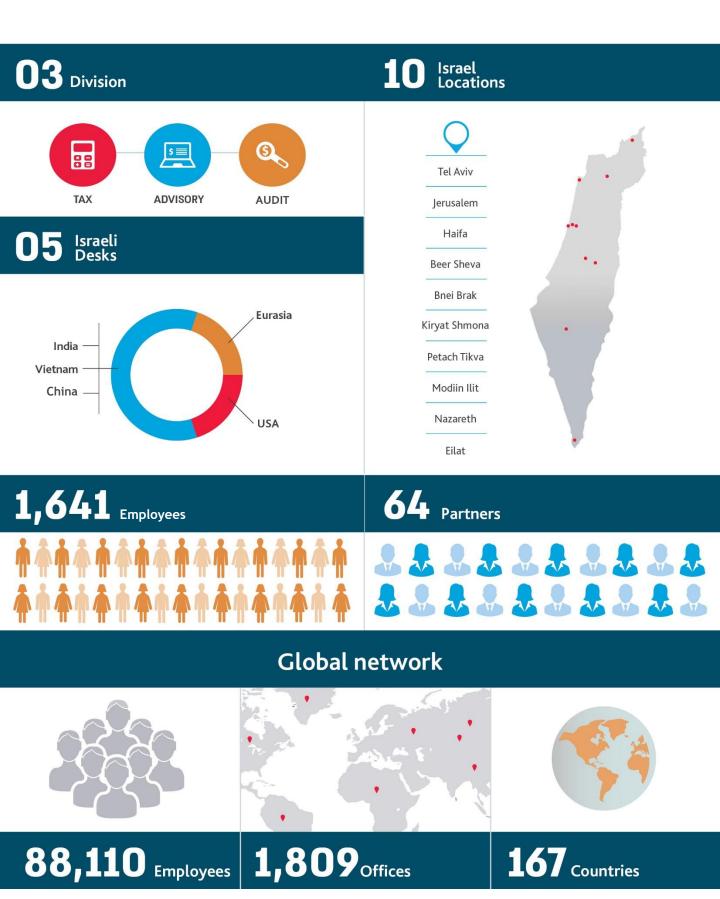
01	About BDO Israel	4
02	Background & Scope of Work	8
03	BDO Israel Credential	11
04	Engagement Team	12
05	Engagement Summary & Fees	14
06	Added Value	17



THE FIRM



BDO ISRAEL is one of the largest and leading accounting and consulting firm in Israel and worldwide



SECTORS & INDUSTRIES

We specialize in providing solutions to the specific needs of the client by acquiring a professional understanding of the holdings structure, financial position and operations related to today's complex business structure in the financial and legal environment. The sector expertise and experience of the firm's teams enable us to help our clients leverage their capabilities and resources while bringing a new perspective on trends, opportunities and implications for the sector in which they operate.







FINANCIAL ADVISORY

- M&A
- Due Diligence (TAS)
- Valuations
- Financial Modelling & Project Finance (FPI)
- Debt Advisory
- Litigation Support
- Derivatives & Financial Risk Management
- Real Estate Appraisals
- Economic Competitions & Regulation

MANAGEMENT CONSULTING

- Corporate Strategy
- Corporate Governance
- Executive Compensation
- Logistics & Operations
- Marketing & Branding
- People & Organisation
- Family Owned Business
- Sustainability & Corporate Social Responsibility (CSR)
- Costumer Management
- Security Consulting
- Procurement and Tenders

RISK ADVISORY

- Enterprise Risk Management (ERM)
- Risk Surveys
- Internal Audit
- SOX
- Regulatory Compliance
- Forensic
- Control Services
- Intelligence

TECHNOLOGY ADVISORY

- Digital & Strategic IT Consulting
- IT Project Managment
- Cyber & Information Security
- Advanced Analytics & Data Science
- IT Risk Management
- IT Forensic & e-Discovery
- IT Assurance
- SAP Business One ERP Implementation
- Process Automation & PRA
- BI & Analytics Solutions

ISRAELI DESKS & INTERNATIONAL BD

- USA
- India
- China
- Vietnam
- Eurasia



BACKGROUND & SCOPE OF WORK

Background

- Nexense is an Israeli R&D company founded in 2001 with GE Healthcare as one of its partners. The Company has developed a unique sensor platform capable for measuring various physical parameters with close to molecular precision and with a signal to noise ratio that far exceeds accepted standards in the measurement field.
- Many Fortune 500 companies including: Samsung, Ford, General Motors, Johnson & Johnson and others are using the Nexense sensing platform to develop new products or to enhance existing products and applications.
- The Nexense sensor platform and its intellectual property are protected by over 60 patents and patents pending worldwide. The Company also collaborates with some of the world's leading companies in a range of industries including medical, automotive, homeland security and wireless communications.
- Recently, Nexense transferred its sleeping IP and rights of use to SleepX through Nexense Technologies USA Inc.
- These days SleepX intends NASDAQ IPO process. In this regard, BDO was asked to submit a proposal for providing financial advisory services, including valuation study of the Company, as at March 31, 2021.

Valuation Study

- BDO will conduct a valuation study of SleepX (hereinafter: "The Company"), in English, as of March 31, 2021 ("Valuation Date").
- The valuation study will consider the following:
- Company's description;
- Business environment analysis;
- ✓ Assets recognition;
- Review of work plans and management reports;
- ✓ Valuation study according to the DCF method.
- The Company's Valuation Study will be conducted using the Income Approach (DCF), based on management projections and other data provided by the Company, and in accordance with the methodology detailed on the following pages.



SCOPE OF WORK

Income Approach

- Discounted Cash flow method (hereinafter: "DCF-method") is based on future cash flows the entity is likely to generate. It ignores the accounting profit (that can be influenced by the accounting standards) and instead uses the operational free cash flow that is generated by the activities.
- Cash flows include the net results and depreciation from the operations after deduction of investments in fixed assets and working capital.
- In order to consider the time-value of money, the cash flows are actualized using a specific discount rate. This results in a market value for the enterprise.
- To determine the fair value of the business, the above value is reduced by the fair value of debt. Where applicable the value is increased by the fair value of non-used assets.
- The discount rate is essentially the interest rate used in determining the present value of future cash flows derived from the operation of the company.
- When calculating the discount rate the following quantitative and qualitative issues are taken into consideration:
 - Marketability
 - > The market position of the activities
 - > Barriers to entry into the market by new players
 - > The risk free rate of return and The sector's risk measure
- Company's Valuation Study shall be prepared, according to the following scope of work:
 - 1. Executive Summary
 - 2. The Company
 - 3. Market Overview in a nut shell
 - 4. S.W.O.T. Analysis
 - 5. Management Projections and Forecast
 - 6. Valuation Methodology Income Approach Discounted Cash Flow

SCOPE OF WORK

The Valuation working process		
1	Data collection	
2	Analysis of the Company's financial statements	
3	Management Projections analysis	
4	Valuation	
5	Draft Report	
6	Final Project Presentation	



BDO ISRAEL CREDENTIALS -TECHNOLOGY CLUSTER





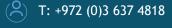
BDO ISRAEL CREDENTIALS -TECHNOLOGY CLUSTER





Moti Dattelkramer C.P.A (Israel), MBA

Partner, Head of Corporate Finance, BDO Consulting Group



🚫 M: +972 (0)52 614 5020

notid@bdo.co.il 🕅

OUR TEAM LEADERS

CURRENT ROLE AT BDO:

Moti joined BDO in June 2008, as manager in the Tel-Aviv office after having worked as an Economist in leading consulting firms.

In his current position Moti manages numerous teams which perform business plans, business valuations, economic consulting, PPA, impairment, employee stock option valuation and budget building for a wide range of public and private companies.

Sector experience includes banking and capital markets, real estate, technology, cannabis, services and consumer products.

CAREER AND EMPLOYMENT HISTORY:

Moti holds a bachelor degree in Economics and computer science from Bar Ilan University and an M.B.A in finance from Bar Ilan University.

Prior to joining BDO, Moti worked as an economist in leading consulting firms.

Moti lectures finance courses at the Leon Recanati Graduate School of Business, Tel Aviv University.

RELEVANT EXPERIENCE:

Moti has provided a range of services to various companies, in numerous sectors.

Moti's clients vary from hi-tech and bio-tech companies, through traditional sectors companies, to governmental authorities.

Moti has broad sector experience in consumer and technology markets, with more specific experience in Real estate, clean-tech, automobile, and cannabis financial institutions.

Recent project;

- The Israeli Ministry of Communications Drafting of accounting separation methodology and regulatory reporting standards. The project involved global analysis of reporting methodologies, costs allocation guidelines and fixed assets models.
- Unlimited Israeli nation-wide fiber-optic-to-the-home project financial modelling services for a consortium of companies which won a large-scale national tender for the rights of establishing a new national fiber-optic to the home infrastructure.
- Soda club Provided Soda club with valuation studies, impairment studies and valuations of financial instruments
- Given imaging Provided given imaging with valuation studies, impairment studies and valuations of financial instruments.
- Rosseta genomics business plans for new activity in the Clean-tech sector.



OUR TEAM LEADERS

CURRENT ROLE AT BDO:

Adva is a Team Manageress in BDO Consulting Group Israel.

CAREER AND EMPLOYMENT HISTORY:

Adva is a Certified lawyer, holds B.A. in Economics and LL.B in Law (in honor) .

Adva has a broad experience in consulting services, with emphasize on Company Valuation and Feasibility Study, including Analyzing and evaluating target's industry, corporate culture, quality of earnings, assets, revenue streams and cost drivers to identify any business, operational and financial impact on the potential deal.

Adva is also engaged in various legal fields of labor and civil law.

RELEVANT EXPERIENCE:

Special procedures and Expert opinion

- The Jerusalem Cinemateque Implementing Business Recovery and Turnaround Program, including redundancy Plan, "table cleaning" (with over 100 accounts), expenses reduction, efficiency enhancement and self generated income development
- Steel Art Technologies Ltd Manufacturing plant for entrance doors production)- Officer of the court in Suspension of Proceedings.
 - Analyzing the company's financial and organizational condition in order to initiate production and contribute to the manufacturing growth.
 - Providing comprehensive convalescence program, including upgrading the production Chain, replacing top management, recruiting new staff and balancing the plant budget.
- GOOL- Due Diligence study on GOOL, an on line curses provider company, on behalf of Ram On Investment
- Kalsefer (Clasoos)- Due Diligence study on Kalsefer, an enhanced mobile education platform Company, on behalf of Ram On Investment
- IMI valuation, due diligence and other consulting services through Privatization of Israel Military Industries
- Logitag Systems Ltd. Provided pre-acquisition Due Diligence study on a Radio-Frequency Identification (RFID) systems manufacturer, for a public Australian based company.



Adva Balmas ^{Adv.}

Director, Corporate Finance, BDO Consulting Group

R +972 [4-8680600]

M: +972 [506694076]

🐉 advab@bdo.co.il



TEAM RELEVANT EXPERIENCE IN THE TECHNOLOGY SECTOR

- Syneron Dental (Light Instruments Ltd). Provided pre-acquisition Due Diligence study, conducted on israeli medical devices company, for a Chinese based corporation.
- Logitag Systems Ltd. Provided pre-acquisition Due Diligence study on a Radio-Frequency Identification (RFID) systems manufacturer, for a public Australian based company.
- WebintPro Ltd. Provided pre-acquisition Due Diligence of a software development company, for a Chinese investment fund.
- Deep Analytics Ltd. Provided pre-acquisition Due Diligence services of a software development company, for a Chinese investment fund
- Onepath Network- Provided pre-acquisition Due Diligence services of technology and electronics Company, for a British corporation.
- Somet Technologies. Pre-acquisition Due Diligence study to Schneider Electric for the acquisition of Israeli based company.
- Amadessa. Financial and Tax Due Diligence of Amadessa, an Israeli based company, on behalf of American counterpart which is a publicly traded company at NASDAQ.
- CartaSense Ltd. Pre-acquisition financial and tax Due Diligence of a technological Israeli based company.
- Solaris Synergy- Financial and Tax Due Diligence of Solaris Synergy, an Israeli based technology developer company, on behalf of kkl- JNF.
- Fiberzone Inc. Provided pre-acquisition Due Diligence services to Cyprus investment company for the acquisition of Israeli based start up company.
- Universe Electronics- Ivory Computers. laser- Valuation study for an energy efficiency technological company.
- BCURE laser- Valuation study and strategic plan for a medical device company.
- Ring Engineering- Pre-acquisition financial Due Diligence of a Israeli Industrial engineering Company

- Visonic Technologies Financial Due Diligence of Visonic, an AIM listed company, on behalf of a European market leader in the RFID sector.
- Syneron an M&A transaction involving two market leading NASDAQ listed medical devices companies. Nizan led the DD of Syneron, the Israeli counterpart, with a turnover in excess of US\$150m and shareholders equity in excess of \$250m on behalf of Candela, the US counterpart.
- Delta IT. Financial Due Diligence of, a Kazakhstan company on behalf Elbit Systems.
- Elbit Systems- provided the Company with a comprehensive financial, business and Tax Due Diligence, so as valuation study on IMI Israel Military Industries Ltd , in a tender process for its acquisition.
- Eltel Technologies Ltd. Provided pre-acquisition due diligence services to Israel public company for the acquisition of Israeli based technological and logistical company in the defense industry
- Toplvision Itd. Financial and Tax Due Diligence of Topivision, an Israeli based technology company, on behalf of Israeli counterpart.
- Enablence Technologies. An M&A of two optical component designer and manufacturers, one Israeli, the other Canadian, Nizan led the DD of the Canadian counterpart which is a publicly traded company (TSX-V: ENA).
- VSP Group. Conducted valuation study for VSP Group, a global technology corporation, that specializes in video content management.
- UBQ- Valuation study of UBQ, a developer of waste management technology, on behalf of Kkl- Jnf.
- Stereokem Pre-acquisition Due Diligence study of Indian based pharmaceutical company on behalf Yes Pharma .
- Pharmastart- Financial Due Diligence of a Ukraine based pharmaceutical manufacturer on behalf Dexcel Pharma



ENGAGEMENT SUMMARY & FEES

FEE	Services	Fee (USD)
	Valuation Study of Sleepex as at March 31, 2021	17,500

The mentioned amounts exclude VAT, in case applicable, and out of pocket expenses (such as travelling expenses and supplier costs, in case required).

In addition, you may contact us at any time without additional charges. A collaborative relationship is important and BDO Ziv Haft is committed to investing the necessary time to discuss your changes, challenges, and potential issues which may impact you and your business.

The proposal is valid for 7 days.

SCHEDULE Time table:

The first draft of the valuation study will be provided within 30 business days of engagement and receiving the materials required.

Project commencement:

The project will begin once all of the requested materials have been received, and advance payment is paid.

Payment Schedule:

Advance payment of 10% prior to the beginning of the project. The remaining sum will be paid no longer than September 5th, 2021. In the event of delays due to internal discussions, which are beyond BDO control, all payments will be due two weeks after commencement of the proposal.

Upon cancellation, the company will be charged for work completed (based on a rate of 120 USD per hour).

APPROVED BY

Name: Bary Molchadsky

Signature:

Job Title: CEO

Date: 07/01/2021



PROPOSED SERVICES & FEES

INDEMNIFICATION

Your exclusive remedy and BDO's sole liability to you, for any cause whatsoever will be limited to the fees paid to BDO under this Agreement. The foregoing limitation will apply regardless of the form of action, whether contract or tort, including without limitation, negligence, except that such limitation shall not apply in the case of gross negligence, revenue, data, use of other commercial injury, or any special, incidental, indirect or consequential damages, suffered by the Company or any third party, whether or not BDO has been advised of the possibility of such loss, injury, damages or third party claim, under any cause of action arising out of or relating to this Agreement.

You acknowledge that the Company is solely responsible for the payment of all fees, expenses, indemnification or other amounts due under or in connection with this engagement. the Company shall indemnify, defend, hold harmless, and release BDO from and against any and all claims, lawsuits, judgments, proceedings, damages, costs, and expenses (including court costs and reasonable attorney's fees) in any manner relating to, arising out or associated with this engagement or any of the services provided by BDO under this Agreement, except that such indemnity shall not apply in the case of gross negligence or willful misconduct by BDO.

In connection with this engagement, we may communicate with the Company or others via e-mail transmission. As e-mails can be intercepted and read, disclosed, or otherwise used or communicated by a third party, or may not be delivered to each of the parties to whom they are directed and only such parties, we cannot guarantee or warrant that e-mails from us and other personnel will be properly delivered and read only by the addressee. Therefore, we specifically disclaim and waive any liability or responsibility whatsoever for interception or unintentional disclosure or communication of e-mail transmissions, or for the unauthorized use or failed delivery of e-mails transmitted by us in connection with the performance of this engagement. In that regard, the Company agrees that we shall have no liability for any loss or damage to any person or entity resulting from the use of e-mail transmissions, including any consequential, incidental, direct, indirect, or special damages, such as loss of revenues or anticipated profits, or disclosure or communication of confidential or proprietary information.



PROPOSED SERVICES & FEES

DISPUTE RESOLUTION PROCEDURE

If any dispute, controversy or claim arises in connection with the performance or breach of this Agreement, (including disputes regarding the validity or enforceability of this agreement), either party may, upon written notice to the other party, request facilitated negotiations. Such negotiations will be assisted by a neutral facilitator acceptable to both parties and shall require the best efforts of the parties to discuss with each other in good faith their respective positions and, respecting their different interests, to finally resolve such dispute.

Each party may disclose any facts to the other party or to the facilitator which it, in good faith, considers necessary to resolve the dispute. However, all such disclosures will be deemed in furtherance of settlement efforts and will not be admissible in any subsequent litigation against the disclosing party. Except as agreed by both parties, the facilitator will keep confidential all information disclosed during negotiations. The facilitator will not act as a witness for either party in any subsequent arbitration between the parties.

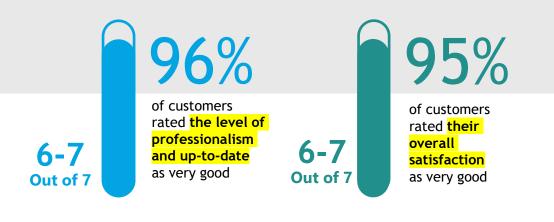
Such facilitated negotiations will conclude within sixty days from receipt of the written notice unless extended by mutual consent. The parties may also agree at any time to terminate or waive facilitated negotiations. The costs incurred by each party in such negotiations will be borne by it; the fees and expenses of the facilitator, if any, will be borne equally by the parties.

If any dispute, controversy or claim arises in connection with the performance or breach of this Agreement (including disputes regarding the validity or enforceability of this agreement) and cannot be resolved by facilitated negotiations (or the parties agree to waive that process) then such dispute, controversy or claim will be settled by arbitration. The arbitration pro Epos shall take place in Tel Aviv City, unless the parties agree to a different locale.





CUSTOMER SATISFACTION SURVEY 2019



* Based on a response of 700 customers to a satisfaction survey conducted by an external research institute during 2019



AUDIT DIVISION

Serving more than 300 public companies and various funds, BDO focuses on providing a solution to specific customer needs. The company's services include auditing and reviewing financial statements, ongoing tax advice, preparation of prospectuses and close accompaniment of all securities issuance processes in Israel and on the world's leading stock exchanges. BDO International and its network enables the firm's professional staff to provide solutions that meet the highest standards quickly and efficiently, allowing its customers immediate access to international markets.







BDO TAX SERVICES

BDO provides its clients with comprehensive tax services according to the client's needs and the business environment in which he operates, while providing comprehensive and professional service to examine the possibilities for optimal tax planning

CORPORATE TAX	Tax planning that is designated to legitimately reduce the tax payer's tax burden.
REAL ESTATE TAX	Customers in the Real-Estate Tax Department come from all over the real-estate business world: entrepreneurs, contractors, real-estate holding companies, and private land owners.
INTERNATIONAL TAX	Tax consulting to both corporations and individuals that are involved in business activities overseas. Services focus on the development of a comprehensive tax strategy, including the review of the holding structure of such corporations and individuals in the light of local and international tax laws and tax treaties, with an eye at minimizing the overall tax burden.
US TAX COMPLIANCE	Consulting and returns preparation services, execution of various reports and registrations that are required under US tax laws and represents clients with the US tax authorities.
TRANSFER PRICING	Integration and adjustment of transfer pricing services to the overall domestic and international taxation strategy of the client. We are part of the global BDO TP Network and have access to our colleagues for assistance in connection with TP issues in other countries, if necessary.
GOVERNMENT INCENTIVES	Tax solutions and comprehensive tax planning with respect to tax incentives and grants.
OPTIONS AND PERSONAL TAX	Options and incentives to employees, individual taxation, and the taxation of pensions and retirement benefits. Placing special emphasis on the needs of the individual tax payer.
INDIRECT TAX	The department specializes in VAT, Customs Duty, and a variety of services to help your business deal with indirect tax issues. In addition, the activities of the department include tax assessment hearings, attainment of pre-rulings, and VAT legal opinions.



PROFESSIONAL PRACTICE DEPARTMENT

The Professional Practice Department specializes in the provision of general professional services, specializing accounting and audit services under Israeli GAAP, IFRS and U.S. GAAP. The Department supports the audit groups and the office's various departments and performs different projects for the office's audit clients as well as other clients. The Department is highly experienced in providing professional consulting and opinions in a variety of areas. In addition, the Department staff actively participates in various professional forums and committees of the BDO Network and related professional institutions in Israel.

SERVICES

- Assimilation of the transition to IFRS.
- Resolution of accounting issues that arise in the ordinary course of work.
- Quality review of the financial statements audited by the office.
- Establishment of work procedures for audits and reviews.
- Guiding the office clients through the issuance of their securities in Israel and overseas.
- Examination of the quality of the work performed by the audit groups.
- Production of periodic professional publications for the office's employees and clients.
- Professional training for the office's employees.
- Professional training for the office's clients and others.
- Guidance in and handling of all matters relating to the Israeli Securities Authority and the Israeli Stock Exchange.
- · Issuance of professional opinions to clients.
- Counsel other accounting firms in the aforesaid actions.
- Perform due diligences on behalf of underwrites in connection with the issuance of corporate securities.

FOR MORE DETAILS:

Moti Dattelkramer, Partner Tel: +972 (0)52 614 5020

E-mail: motid@bdo.co.il

BDO Ziv Haft, an Israeli partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

