

VIZRT LTD. (the "Company")

**MINUTES OF EXTRAORDINARY MEETING OF SHAREHOLDERS
HELD DECEMBER 18, 2014**

Chairman of the Meeting: Dag J. Opedal

A list of the Shareholders who voted through DnB or by proxy is attached hereto as **Exhibit A**. The Shareholders voting constitute a quorum.

RESOLVED:

TO APPROVE:

- (i) the merger between the Company and NOR Merger Sub Ltd. (the "**Merger Sub**"), an Israeli private target company, wholly-owned by 24 October Holding AG, a private company controlled (indirectly, through other entities) by NORDIC CAPITAL VIII LIMITED (the "**Parent**") in accordance with the terms of the Merger Agreement entered into by and among the Company, Merger Sub and the Parent, dated November 10, 2014 (the "**Merger Agreement**"), and the other transactions contemplated by the Merger Agreement; and
- (ii) the execution by the Company of the Merger Agreement and any of the agreements and instruments referred to therein; and
- (iii) the authorization of the Board of Directors of the Company, or one or more duly appointed members thereof, or any of the Company's officers, to execute all exhibits and ancillary documents and to do whatever may in their estimation be necessary or desirable to implement the forgoing and to take any and all other steps as may, in their estimation, be necessary or desirable to facilitate and enable completion of the transaction.

41,282,970 Ordinary Shares voted for, of which 39,950,603 Ordinary Shares votes are neither of the merging company nor votes held by a person who owns 25% shares or more of any kind of means of control in the other merging company, anyone acting on behalf of either of these, including relatives or corporations under their control.

4,877,932 Ordinary Shares voted against.

The above resolution was approved by the required majority by law.

Dag J. Opedal, Chairman of the Meeting

Exhibit A

[attached]

Vizrt Ltd. Voting shareholders
Extraordinary Shareholders Meeting 18 December 2014

			Item 1			I am not the other merging company nor do I hold 25% or more of any kind of means of control in the other merging company, anyone acting on behalf of either of these, including relatives or corporations under their control.	I am either the other merging company or I hold 25% shares or more of any kind of means of control in the other merging company, anyone acting on behalf of either of these, including relatives or corporations under their control.
Sir name	First name	Holding	FOR	AGAINST	ABSTAIN		
SOLHEIM	ALEXANDRA MARIA	4.695	4.695			4.695	
TOM HANDEGÅRD AS		148.188	148.188			148.188	
DOROTHY HOLDING AB		10.664.003	10.664.003			10.664.003	
BREKKE	MAGNE	1.200	1.200			1.200	
NIMA INVEST AS		1.600	1.600			1.600	
VPF NORDEA AVKASTNING		875.277	875.277			875.277	
VPF NORDEA KAPITAL		1.945.794	1.945.794			1.945.794	
VERDIPAPIRFONDET NORDEA NORGE PLUS		127.492	127.492			127.492	
VPF NORDEA NORGE VERDI		1.445.912	1.445.912			1.445.912	
VPF NORDEA SMB		161.236	161.236			161.236	
VPF NORDEA VEKST		413.330	413.330			413.330	
KLP AKSJE NORGE VPF		2.072.982	2.072.982			2.072.982	
KOMMUNAL LANDSPENSJONSKASSE		1.471.416	1.471.416			1.471.416	
AS HAMANG PAPIRFABRIK		74.480	74.480			74.480	
ODIN NORGE		4.032.513		4.032.513		4.032.513	
ODIN NORGE II		84.569		84.569		84.569	
VERDIPAPIRFONDET DNB NORGE (IV)		532.911	532.911			532.911	
VERDIPAPIRFONDET DNB SMB		545.884	545.884			545.884	
VERDIPAPIRFONDET DNB 2020		9.493	9.493			9.493	
DNB LIVSFORSIKRING ASA		141.129				141.129	
VERDIPAPIRFONDET DNB BARNEFOND		23.066	23.066			23.066	
VERDIPAPIRFONDET DNB GRØNT NORDEN		120.329	120.329			120.329	
VERDIPAPIRFONDET DNB NORDEN (III)		866.997	866.997			866.997	
VERDIPAPIRFONDET DNB NORDIC TECHNO		941.588	941.588			941.588	
ARCTIC FUNDS PLC		1.304.710	1.304.710			1.304.710	
UBS AG		593.946	593.946			593.946	
THREAD - EUROPEAN SMALL COMP FUND		696.169		696.169		696.169	
THREADNEEDLE (LUX)		64.681		64.681		64.681	
CLEARSTREAM BANKING S.A.		683.444	683.444			683.444	
STATE STREET BANK AND TRUST CO.		1.221.772	1.221.772				1.221.772
THE BANK OF NEW YORK MELLON SA/NV		110.595	110.595				110.595
J.P. MORGAN CHASE BANK N.A. LONDON		1.307.604	1.307.604			1.307.604	
BNP PARIBAS SEC. SERVICES S.C.A		428.197	428.197			428.197	
BNP PARIBAS SEC. SERVICES S.C.A		613.315	613.315			613.315	
FID. FUNDS-EUR. SM. COMP./SICAV		1.001.834	1.001.834			1.001.834	
FIDELITY FUNDS - EUROPEAN SMALLER		131.959	131.959			131.959	
FIDELITY FUNDS - INSTITUTIONAL		102.521	102.521			102.521	
J.P. MORGAN CHASE BANK N.A. LONDON		300.000	300.000			300.000	
NORDEA NORDIC SMALL CAP FUND		3.495.021	3.495.021			3.495.021	
J.P. MORGAN CHASE BANK N.A. LONDON		87.000	87.000			87.000	
CACEIS BANK LUXEMBOURG		505.295	505.295			505.295	
SKANDINAVISKA ENSKILDA BANKEN AB		862.064	862.064			862.064	
HOME CAPITAL AS		4.828.429	4.828.429			4.828.429	

YARON SHEINMAN		1.257.391	1.257.391			1.257.391	
		Totals:	41.282.970	4.877.932	-	44.969.664	1.332.367
			Total votes item no. 1:		46.160.902		

Number of shares held via VPS as of record date 18 November 2014:
 Number of shares voted for by beneficial shareholders in VPS:
Broker non-votes:

 Percentage proxy votes given of total number of shares issued in VPS:

67.702.638
 46.160.902
21.541.736

 68,18%