

MODSYS INTERNATIONAL LTD.
6600 LBJ Freeway, Suite 210
Dallas, Texas 75240

NOTICE OF EXTRAORDINARY AND 2019 GENERAL MEETING OF SHAREHOLDERS

To Each Be Held On May 21, 2019

The Extraordinary and the 2019 Annual General Meeting (the "Meeting") of Shareholders of Modsys International Ltd. ("Modern Systems," the "Company," "we" or "us") will be held at 6600 LBJ Freeway, Suite 210, Dallas, TX 75240 on May 21, 2019, at 10:00 local time and via teleconference 719-325-2556 Passcode 902 937 0611. At the Meeting, separate quorum and votes of the holders of the ordinary shares and the preferred shares will be held and will be deemed as separate meetings of the shareholders.

The Meeting is being convened for the following purposes:

1. (a) To approve the agreement and plan of merger dated April 3, 2019 (the "Merger Agreement"), by and among, the Company, Transoft Group Limited ("Parent"), a company organized under the laws of England and Wales and a wholly owned subsidiary of Advanced Computer Software Group Limited, and an Israeli merger subsidiary of Parent ("Merger Sub"), and thereby the approval of the transaction whereby Merger Sub will merge with and into the Company (the "Merger") and the other transactions contemplated by the Merger Agreement; and (b) to determine that the foregoing is in the best interest of the Company and its shareholders.
2. To approve of, subject to and effective upon the consummation of the Merger, the purchase by the Company of liability and a "tail" insurance policy for directors and officers of the Company in accordance with the terms of the Merger Agreement;
3. To reelect (a) Syver Norderhaug and (b) Scott Miller to serve as directors of the Company until the earlier of the next annual general meeting and the lawful termination of their office or their resignation;
4. To elect Carla Corkern to serve as an outside director of the Company for a three-year term commencing on April 10, 2019 or until their lawful termination;
5. To approve certain compensation terms to the members of the Company's directors;
6. To approve certain compensation terms to the Company's outside directors;
7. To approve and ratify an amendment to Brandon Edenfield's compensation agreement as the Chief Executive Officer of the Company;
8. To re-appoint of BDO Ziv Haft as our independent auditor for the periods ending on the date of our next annual general meeting of shareholders;
9. To receive and consider the Company's Consolidated Financial Statements for the year ended December 31, 2017; and
10. To conduct any other business properly brought before the meeting.

The record date for each of the Meeting is May 13, 2019. Only shareholders of record at the close of business on that date may vote at the Meeting or any adjournment thereof.

By Order of the Board of Directors

/s/ Brandon Edenfield

Brandon Edenfield
Chief Executive Officer

Dallas, Texas
April 16, 2019

You are cordially invited to attend the Meeting in person. Whether or not you expect to attend any of the Meeting, please complete, date, sign and return the form of proxy as promptly as possible in order to ensure your representation at the Meeting. Shareholders may review the full version of the proposed resolutions in the proxy statement as well as the accompanying proxy card, which will be published on the Company's website and on the OTC Markets website on or about April 17, 2019.

Even if you have voted by proxy, you may still vote in person if you attend the Meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Meeting, you must obtain a proxy issued in your name from that record holder.