



HBL – Hadaist Bio-Holdings Ltd. (the “Company”)

**Voting papers under the Companies Regulations (Written Voting and Positions),
5766-2005 (the “Regulations”)**

Part One

1. **Company Name:** HBL - Hadasit Bio-Holdings Ltd.

2. **Description of Meeting Type, Time and Place:** The special general assembly (hereinafter: the “Assembly”), will take place on Monday, January 6, 2014 at 10:00 at the offices of the Company in the Bio-Technology Park in the Hadassah Ein Kerem Hospital, in Jerusalem. If a legal quorum is not present at the time, the Assembly will be postponed by one week, to Monday, January 13, 2014, in the same place and at the same time.

3. **Description of Matters on the Agenda and Proposed Resolutions:**
 - 3.1. To appoint **Prof. Yaakov Naparstek** to serve as a director of the Company in Group 1, according to Sections 85-86 of the Company’s Articles of Association. To determine that Prof. Naparstek shall be entitled to receive remuneration in the amount that the outside directors of the Company receive, and to determine that the language of the letter of indemnification and insurance for the officers existing in the Company shall apply to Prof. Naparstek. The details regarding the director for which approval for appointment was requested are attached as **Appendix A** to this report.

The Proposed Resolution

To approve the appointment of Prof. Yaakov Naparstek to serve as a director in Group 1 of the Company’s Board of Directors, to approve a remuneration payment in the amount that the Company’s outside directors receive and to determine that the

language of the letter of indemnification and insurance for the officers in the Company shall also apply to Prof. Naparstek.

- 3.2. To appoint **Mr. Yigal Erlich** to serve as a director of the Company in Group 1, pursuant to Sections 85-86 of the Company's Articles of Association. To determine that Mr. Erlich shall be entitled to receive remuneration in the amount that the outside directors of the Company receive, and to determine that the language of the letter of indemnification and insurance for the officers existing in the Company shall apply to Mr. Erlich. The details regarding the director for which approval for appointment was requested are attached as **Appendix B** to this report.

The Proposed Resolution

To approve the appointment of Mr. Yigal Erlich to serve as a director in Group 1 in the Company's Board of Directors, to approve a remuneration payment in the amount that the Company's outside directors receive and to determine that the language of the letter of indemnification and insurance for the officers in the Company shall also apply for Mr. Erlich

The declarations of the directors (Prof. Naparstek and Mr. Erlich) are attached as **Appendix D** to this Report.

- 3.3. To approve a bonus and retirement benefits for the outgoing CEO, Mr. Ophir Shahaf, in an amount totaling NIS 96,000. The bonus requiring approval is for Mr. Shahaf's contribution to the Company for the years 2012-2013, and amounts to two months of salary (excluding fringe or social benefits). Similarly, to approve the extension of the exercise period of 775,130 options (non-tradable) allocated to Mr. Shahaf which will mature by 12/31/13, such that Mr. Shahaf shall be able to exercise the options by 12/31/14 (and not within 90 days from the end of his office at the Company).

The Proposed Resolution

To approve the payment of the bonus and the retirement benefits to Mr. Shahaf in an amount totaling NIS 96,000, as well as to approve the extension of the exercise period of the options (non-tradable) which will mature by 12/31/13, such that they may exercise be exercised by 12/31/14.

- 3.4. To approve the terms of office of Ms. Tami Kfir, the new CEO of the Company (she shall commence her office in the Company on 1/1/2014). The terms of office presented for approval are attached as **Appendix C** to this Report. The proposed terms of office meet the approved remuneration policy provisions of the Company.

The Proposed Resolution

To approve the terms of office of Ms. Tami Kfir.

- 3.5. To pay the serving director, Dr. Einat Zisman, remuneration in the amounts received by the outside directors of the Company.

The Proposed Resolution

To approve to pay Dr. Einat Zisman directors' remuneration in the amounts received by the outside directors of the Company.

4. **The Majority Required**

For the purpose of passing the resolutions detailed in Sections 3.1 and 3.2 above, a majority of the votes of those present is required, provided that one of the following occurs:

- A. The majority votes in the general assembly will include a majority of all of the shareholder voters who are not controlling shareholders in the Company or who have a personal interest in the approval of the remuneration policy, participating in the vote; abstaining votes will not be taken into account in the said total number of votes of the shareholders;
- B. The total votes of opposing shareholders as stated in subsection (A) shall not exceed the rate of two percent of the total voting rights of the Company.

For the purpose of approval of the resolutions detailed in Sections 3.3, 3.4 and 3.5 above, a majority of the votes of those present is required, provided that one of the following will occur:

- C. The number of majority voters in the general assembly includes a majority of all of the shareholder voters who are not controlling shareholders of the Company or have a personal interest in the approval of the resolution, participating in the vote; abstaining votes will not be taken into account in the said total number of votes of the shareholders;
- D. The total votes of opposing shareholders as stated in subsection (A) shall not exceed the rate of two percent from the total voting rights of the Company.

Notwithstanding the above in subsections (C) and (D), in relation to the approval of Ms. Kfir's terms of office, the Company's Board of Directors is entitled to approve her terms of office even if the general assembly has opposed approval thereof, provided that the Remuneration Committee and thereafter the Board of Directors have resolved, based on detailed explanations and after again discussing Ms. Kfir's terms of office, that the approval of the terms of her office, notwithstanding the opposition of the general assembly, are for the benefit of the Company.

- 5. The voting papers will only be effective provided that a confirmation of ownership is attached thereto by the party who, according to the records of a Stock Exchange member, retains the right to a share included among the shares registered in the Shareholders Registry of the nominee company, or a copy of an Israeli ID document, passport or certificate of incorporation, if the shareholder is registered in the Company's books. The foregoing shall be provided to the Company up to 72 hours prior to the voting date.
- 6. The Company does not permit online voting.
- 7. **Address for the delivery of the voting papers:** at a representative of the Company for the purpose of this voting paper – Adv. Rafi Shapiro, of the offices of Ephraim Abramson & Co., of 2 Beitar Street, Jerusalem. Tel: 02-5654000; Fax: 02-5654001.

8. **Address of the distribution site of the Securities Exchange and the website of the Stock Exchange containing the voting papers:** www.magna.isa.gov.il and www.maya.tase.co.il.
9. A shareholder is entitled to receive the confirmation of ownership at a branch of the Stock Exchange member at which the shares are registered or via mail, if requested. A request in this regard will be provided in advance for a particular securities account.
10. An unregistered shareholder is entitled to receive, via email, at no consideration, a link to the voting papers and position papers on the distribution site, from the Stock Exchange member through which its shares are held, unless it informs the Stock Exchange company that it does not wish to receive the link as stated, or would prefer to receive the voting papers via mail for a fee.
11. A shareholder shall list its vote regarding each matter on the agenda on the second part of these voting papers. For its inclusion in this assembly, the voting papers must arrive to the destination for the delivery of the voting papers listed in Section 7 above, no later than 72 hours in advance of the date determined for the convening of the assembly.
12. One or more shareholders holding shares on the effective date at a rate constituting five percent or more of the total voting rights, and a party holding a rate as stated from the total voting rights which are not held by the Company's controlling shareholder, are entitled to review the voting papers as stated in Article 10 of the Regulations.

Part Two – Voting Paper

Company Name: HBL – Hadasit Bio-Holdings Ltd.

Address of the Company's Attorneys (for delivery and mailing of voting papers):
Ephraim Abramson & Co., of 2 Beitar Street, Jerusalem. Tel: 02-5654000; Fax: 02-5654001.

Company's Incorporation Number: 513734590

Assembly Date: January 6, 2014

Assembly Type: Special

Effective Date: December 8, 2014

Details of Shareholders

Shareholder name: _____

Israeli ID number: _____

If the shareholder does not have an Israeli ID:

Passport number: _____

Country of issuance: _____

Expiration Date: _____

If the shareholder is a corporation:

Incorporation number: _____

Country of incorporation: _____

[Voting paper – HBL – Hadasit Bio-Holdings Ltd. – Special Assembly – 6.1.14]

Agenda Item	Vote *			Are you a controlling shareholder or have a personal interest in the approval of the transaction **	
	For	Abstain	Against	Yes***	No
To approve the appointment of Prof. Yaakov Naparstek to serve as a director in Group 1 of the Company's Board of Directors, to approve the payment of remuneration at a rate received by the Company's outside directors and to determine that the Company's current letter of indemnification and officers' insurance shall apply to Prof. Naparstek.					
To approve the appointment of Mr. Yigal Erlich to serve as a director in Group 1 of the Company's Board of Directors, to approve the payment of remuneration at a rate received by the Company's outside directors and to determine that the language of the letter of indemnification and officers' insurance existing at the Company shall apply to Prof. Erlich.					
To approve the payment of a bonus and retirement benefits to the outgoing CEO, Mr. Ophir Shahaf , totaling NIS 96,000, and approve the exercise period of the options (non-tradable) which will vest by 12/31/13, to be exercisable until 12/31/14.					
To approve the terms of office of the incoming CEO, Ms. Tamar Kfir .					
To pay the serving director, Dr. Einat Zisman , remuneration in the amount received by the Company's outside directors.					

* *Specify.*

** *Failure to mark will be considered abstaining from the vote on the matter.*

****The vote of a shareholder who does not complete this line, or who marks "yes" and does not provide an explanation will not be counted in the special majority required to approve the transaction.*

Details regarding being a "controlling shareholder" or having "a personal interest in the approval of the resolution"

Description:

Please state whether you are (circle the correct answer):

An interested party	Yes	No
An officer	Yes	No
An institutional investor	Yes	No

Validity of the voting paper – for shareholders holding shares through a stock exchange member – the voting paper will only be effective with a confirmation of ownership. For shareholders registered in the Shareholders Registrar of the Company – the voting paper shall be effective with the inclusion of a copy of the Israeli ID card / passport / certificate of incorporation.

Date

Signature