

HBL – Hadasit Bio-Holdings Ltd.

Shareholders' meeting and voting note

This is a translation of the official Hebrew notice and is provided for your convenience only.

Part One

1. **Company Name:** HBL – Hadasit Bio-Holdings Ltd. (“Company”)
2. **Type of meeting, time and location:** An extraordinary general meeting will be held on Wednesday, **March 26, 2014**, at 10:00 AM at the offices of the Company at the Jerusalem Bio-Park at Hadassah Ein Kerem, Jerusalem. If a legal quorum is not present at the above time, the meeting will be postponed by one week, to Wednesday , April 2 , 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 for a three-year term, until March 23, 2017, according to Sections 85-86 of the Company's Articles of Association and to determine that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Prof. Naparstek . The details regarding the director for which approval for appointment was requested are attached as Appendix A to the report regarding the meeting notice. The terms of service are in line with the company's approved compensation policies.

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 and to approve that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Prof. Naparstek .

- 3.2. To appoint **Mr. Yigal Erlich** to serve as a director of the Company in Group 1 for a three-year term, until March 23, 2017, according to Sections 85-86 of the Company's Articles of Association and to determine that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Mr. Yigal Erlich. The details regarding the director for which approval for appointment was requested are attached as Appendix B to the report regarding the meeting notice. The terms of service are in line with the company's approved compensation policies.

The Proposed Resolution

To approve the appointment of Mr. Yigal Erlich to serve as a director in Group 1 of the Company's Board of Directors and to approve that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Mr. Yigal Erlich.

- 3.3. To appoint **Ms. Merav Kay** to serve as a director of the Company in Group 2, until September 22, 2014, according to Sections 85-86 of the Company's Articles of Association and to determine that Ms. Merav Kay shall be entitled to receive remuneration in the amount that the external directors of the Company receive in accordance with the Companies Ordinance (Rules Regarding Compensation and Expenses of External Directors) 2000, and to determine that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Ms. Merav Kay. The details regarding the director for which approval for appointment was requested are attached as Appendix C to the report regarding the meeting notice. The terms of service are in line with the company's approved compensation policies.

The Proposed Resolution

To approve the appointment of Ms. Merav Kay to serve as a director in Group 2 of the Company's Board of Directors and to approve that Ms. Merav Kay shall be entitled to receive remuneration in the amount that the external directors of the Company receive in accordance with the Companies Ordinance (Rules Regarding Compensation and Expenses of External Directors) 2000 and to approve that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Ms. Merav Kay.

Declarations of the directors (Prof. Naparstek , Mr. Ehrlich and Mrs. Kay) are attached as Appendix D of the report regarding the meeting notice.

4. **The Majority Required**

For the purpose of passing the resolutions detailed in Sections 3.1 - 3.3 above, a majority of the votes of those present and voting is required.

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: 26 March 2014

Assembly Type: Special

Effective Date: February 28, 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 – 26.3.14]

Agenda Item	Vote *		
	For	Abstain	Against
To approve the appointment of Prof. Yaakov Naparstek to serve as a director in Group 1 of the Company's Board of Directors and to approve that the Company's Officers' and Directors' indemnification and insurance policy include and 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 and to approve that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Mr. Yigal Erlich.			
To approve the appointment of Ms. Merav Kay to serve as a director in Group 2 of the Company's Board of Directors and to approve that Ms. Merav Kay shall be entitled to receive remuneration in the amount that the external directors of the Company receive in accordance with the Companies Ordinance (Rules Regarding Compensation and Expenses of External Directors) 2000 and to approve that the Company's Officers' and Directors' indemnification and insurance policy include and apply to Ms. Merav Kay.			

* **Specify.**

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