

Voting Slip in accordance with the Companies Regulations (Voting Slips and Position Notices), 2005 ('the Regulations')

Voting Slip – Part 1

1. **Company Name:** CollPlant Holdings Ltd ("the Company").
2. **Type of General Meeting, date and place:** Special General Meeting of the Company's shareholders, which will convene on Thursday, April 27, 2017, at 10:00am, at the offices of Gross, Kleinhendler, Hodak, Halevi, Greenberg & Co., Law Offices, Azrieli Center 1, Circular Building, Floor 40.
3. **Details of items on the agenda that can be voted on using the voting slip:**
 - 3.1. Approval of the Company's new Compensation Policy, as detailed in Part 1 of the Invitation to the Meeting that is attached to this voting slip ("Meeting Convening Report").
 - 3.2. Approval of the appointment and terms of service of Mrs. Orli Tori-Trubovitz as an external director of the Company, as detailed in Part 2 of the Meeting Convening Report.
 - 3.3. Subject to approval of the above resolution 3.1, approval of the terms of service of Mr. David Tsur, a director of the Company, as detailed in Part 3 of the Meeting Convening Report.
 - 3.4. Subject to approval of the above resolution 3.13.1, approval of the grant of annual compensation and attendance compensation in accordance with the fixed amounts set in the Second and Third Addendums to the Companies Regulations (Rules Governing Compensation and Expenses for an External Director), 2000, as shall be modified from time to time and in accordance the level of the Company's capital, as it shall be from time to time, which at the time of this Report is Level 1, to Mr. Adi Goldin, Chairman of the Company's Board of Directors.
4. **Place and times when the full text of the proposed resolution can be viewed:** The Meeting Convening Report and the documents mentioned therein and the wording of the proposed resolutions concerning the items on the agenda can be viewed at the Company's registered

offices, 3 Pinhas Sapir Street, Science Park, Nes Ziona, tel.: 073-2325600, Sunday – Thursday between 10:00 AM and 3:00 PM, by prior appointment, up to the date of convening the Special General Meeting, and also on the website of the Securities Authority at www.magna.isa.gov.il and on the website of the Tel Aviv Stock Exchange Ltd. at: www.tase.co.il.

5. The majority required to pass resolutions on the agenda, which can be voted on using the voting slip:

5.1. The majority required at the Meeting to pass resolution stated in para. 3.13.1 of the agenda above, is the majority set in section 267A(b) of the Companies Law, namely an ordinary majority of shareholders entitled to vote and to participate in a vote, on condition that one of these conditions is fulfilled:

5.1.1. The count of votes at the General Meeting will include a majority of all the shareholder votes that are not controlling shareholders in the Company or who have a personal interest in approval of the Compensation Policy, that are participating in the vote; in the count of all votes of all said shareholders abstentions will not be taken into account; for those who have a personal interest, the provisions of section 276 of the Companies Law shall apply, with necessary modifications;

5.1.2. The total number of votes against among the shareholders stipulated in sub-clause 5.1.1 above shall not exceed two percent (2%) of all voting rights in the Company.

5.2. The majority required to pass resolution stated in para. 3.2 on the agenda above is the majority determined in section 239(B) of the Companies Law, namely, an ordinary majority of shareholders entitled to vote and to participate in a vote, on condition that one of these conditions is fulfilled:

5.2.1. The count of votes at the General Meeting will include a majority of all the shareholder votes that are not controlling shareholders in the Company or who have a personal interest in approval of the appointment excepting a personal interest that is not the result of his/her connections with the controlling shareholder, that are participating in the vote; in the count of all votes of said shareholders abstentions will not be taken into account; for those who have a

personal interest, the provisions of section 276 of the Companies Law shall apply, with necessary modifications;

5.2.2. The total number of votes against among the shareholders stipulated in sub-clause 5.2.15.2.1 above shall not exceed two percent of all voting rights in the Company.

5.3. The majority required to pass the resolutions stated in paras. 3.3 and 3.43.4 of the agenda above is an ordinary majority of shareholders entitled to vote and who cast their vote (without counting abstentions).

6. **Indicating method of voting:** Shareholders entitled to vote on the resolutions on the agenda of the General Meeting as detailed above, whether personally or by a proxy vote or by an electronic voting slip (as stipulated below) or by a written voting slip.

7. **Validity of voting slip:** The Voting Slip will only be valid if the following documents are attached to it and if submitted to the Company (including by registered mail) up to 4 hours before the time of convening of the General Meeting, namely until Thursday, April 27, 2017 at 06:00 AM.

7.1. If the shareholder is not registered: attach confirmation of the ownership of the unregistered shareholder or if sent to the Company confirmation of ownership using the electronic system.

7.2. If the shareholder is registered in the Company's registers: attach a photocopy of the identity card, passport or certificate of incorporation.

Voting slip not provided in accordance with what is stipulated above in this section shall not be valid. In this respect, "time of submission" is the date a voting paper and accompanying documents arrive at the Company's offices.

8. **Electronic voting:**

Unregistered shareholders are entitled to vote on all resolutions on the agenda, as stipulated above, using a voting slip that will be transmitted by the electronic voting system in accordance with the Securities Law, 1970.

The aforesaid shareholder who has a share registered with a member of the Tel Aviv Stock Exchange Ltd, is entitled to receive from the stock exchange member an identification number and access code as well as additional information concerning the applicable meeting and following the identification process he will be able to vote using the electronic voting system.

The electronic voting slip will be opened for voting at the end of the effective date. Voting using the electronic voting system will end 6 hours before the time of the Meeting, namely on Thursday, April 27, 2017 at 04:00 AM, when the electronic voting system will be closed down. A shareholder voting using the electronic voting slip is not required to submit confirmation of ownership to the Company.

9. Notice of a personal interest:

9.1. A shareholder who participates in the vote concerning resolutions stated in paras. 3.1 and 3.2 on the above agenda, will inform the Company prior to his vote, and if the vote is by way of the voting slip, he will mark on the voting slip in the specified place whether he has a personal interest in approval of the resolution on the agenda or not; **if the shareholder does not so inform or make the above mark, his vote will not be counted.**

9.2. If a shareholder voted in said resolution by way of a proxy, he will inform the Company prior to the vote if the proxy too is deemed to have a personal interest or not in approval of the resolution on the agenda.

9.3. Similarly, every shareholder will inform the Company prior to the vote, and if the vote is by way of a voting slip (written or electronic), he will mark on the voting slip in the specified place if he is an interested party, officer or institutional investor.

10. Address for submission of voting slips and position notices: The Company's registered offices, 3 Pinhas Sapir Street, Science Park, Nes Ziona.

11. Dates for submission of position notices: The last date to submit shareholders' position notices to the Company is Tuesday, April 18, 2017. The last date to submit position notices by the Company, which will include the response of the Company's Board of Directors to the position notices of shareholders, is Saturday, April 22, 2017.

12. **The distribution website and website of the Stock Exchange on which can be found the voting slips and position notices:** www.magna.isa.gov.il and <http://maya.tase.co.il> respectively.
13. **Receipt for confirmation of ownership:** A shareholder is entitled to receive a conformation of ownership at a branch of the stock exchange member or by mail (solely at the cost of dispatch), if he so requests. A request in this regard shall be provided in advance for a specific shares account. It should be noted that an unregistered shareholder is entitled to give instructions that its confirmation of ownership shall be transferred to the Company using the electronic voting system.
14. **Receipt of voting slips and position notices:** An unregistered shareholder is entitled to receive (to the address held by the stock exchange member) free of charge by e-mail a link to the text of the voting slip and position notices on the website, from a stock exchange member through whom his shares are held, unless he informed the member of the stock exchange that they are not interested to receive the said link, or that they are interested to receive the voting slips by mail for a fee. The notification in respect of voting slips shall also apply to receiving the position notices.
15. **Inspection of voting slips:** One or more shareholders at the effective date holding shares that represent five percent or more of the Company's voting rights, and also a shareholder holding the said amount out of the total voting rights not held by a controlling shareholder in the Company as defined in section 268 of the Companies Law, 1999, ("Controlling Shareholder"), is entitled personally or through someone acting on his behalf after the General Meeting will have convened to inspect the voting slips received at the Company at the Company's offices (whose address is stated in section 11 above) during regular office hours, as stipulated in Regulation 10 of the Regulations. As of this date the Company has no controlling shareholder. The number of shares representing 5% percent of the Company's total voting rights is 6,460,066 ordinary shares of the Company with a par value of NIS 0.03 each.
16. **Changes to the agenda:** Following publication of the voting slip it is possible that there will be changes to the agenda, including the addition of an item to the agenda, and position notices are expected to be published. It will be possible to inspect the up to date agenda and position notices that have been published, if they have been published, in the Company's reports on the distribution website (whose address is shown in para. 12 above).



17. **Last date to make changes to the agenda:** The last date that the Company can issue a modified voting slip if the addition of an item is required to the agenda is Thursday, March 30, 2017.

Voting Slip – Part 2

Company Name: CollPlant Holdings Ltd

Company's address (for submitting and sending voting slips): 3 Pinhas Sapir Street, Science Park, Nes Ziona.

Company No.: 52-003978-5.

Date and time of meeting: Thursday, April 27, 2017, at 10:00am.

Type of meeting: Special General Meeting

The effective date for ownership of shares in respect of voting rights at the General Meeting:
Thursday, March 30, 2017.

Details of shareholder:

Name of shareholder: _____

ID No.: _____

If the shareholder does not have an Israeli ID No.-

Passport No.: _____

Country of issue: _____

Valid until: _____

If the shareholder is a company -

Company No.: _____

Country of incorporation: _____

Manner of vote:

	Items on the agenda	<u>Manner of vote</u> ¹			Are you a controlling shareholder or have a personal interest in approval of the resolution ²	
		In favor	Against	Abstain	Yes	No
1.	Approval of the new Compensation Policy, as detailed in Part 1 of the Meeting Convening Report.					
2.	Approval of the appointment and terms of service of Mrs. Orli Tori-Truvovitz as an external director of the Company, as detailed in Part 2 of the Meeting Convening Report.					
3.	Subject to approval of resolution 1 above, approval of the terms of service of Mr. David Tzur, a director of the Company, as detailed in Part 3 of the Meeting Convening Report.					
4.	Subject to approval of the above resolution 1, approval of the grant of annual compensation and attendance compensation in accordance with the fixed amounts set in the Second and Third Addendums to the Companies Regulations (Rules Governing Compensation and Expenses for an External Director), 2000, as shall be modified from time to time and in accordance the level of the Company's capital, as it shall be from time to time, which at the time of this Report is Level 1, to Mr. Adi Goldin, Chairman of the Company's Board of Directors.					

¹ Mark X or V or another clear marking in the applicable column in accordance with the voting resolution. Not marking shall be deemed abstention for that item.

² If a shareholder does not complete this column or who marks "Yes" and does not specify, his/her vote will not be counted.

Do you have a personal interest in the Company³, are you a senior officer in the Company⁴ or an institutional investor⁵? Yes ___ No ___

Specify² _____

[Please mark X or V or another clear marking alongside the applicable answer]

Details concerning you being a controlling shareholder in the Company or having a personal interest in approval of the resolution on the agenda:

For shareholders whose shares are held by a stock exchange member (in accordance with section 177(1)) of the Companies Law, 1999 – this voting slip is only valid if accompanied by confirmation of ownership (except in cases where voting is by using the electronic voting system).

For shareholders registered in the Company's register of shareholders – this voting slip is valid if accompanied by a photocopy of the identity card / passport / certificate of incorporation.

Date

Signature

* * *

³ In its meaning in section 1 of the Securities Law, 1968.

⁴ In its meaning in section 37(D) of the Securities Law, 1968.

⁵ In the meaning of the term in Regulation 1 of the Supervision of Financial Services Regulations (Provident Funds) (Participation of Management Company in General Meeting), 2009 and manager of a joint investment trust fund, in its meaning in the Joint Investment Trust Funds Law, 1994.