

Proxy Card in accordance with the Companies Regulations (Proxy Cards and Position Notices), 2005
("the Regulations")

Proxy Card – Part 1

1. **Company's 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, December 7, 2017, at 10:00 AM, at the offices of Gross, Kleinhendler, Hodak, Halevi, Greenberg & Co., Law Offices, Azrieli Center 1, Tel-Aviv, Circular Building, Floor 40 in Tel Aviv (the “Meeting”).
3. **Details of items on the agenda:**
 - 3.1. Approval of a substantial private offering to Alpha Capital Anstalt, as detailed in Part A of the notice for convening the Meeting.
4. **Place and times when the full text of the proposed resolution can be reviewed:** The notice for convening the Meeting, the documents mentioned therein and the full text of the proposed resolution on the agenda will be available for review at the Company’s registered office, 3 Pinhas Sapir Street, Science Park, Ness Ziona, tel: 073-2325600, on Sunday to Thursday, between 10:00 AM and 3:00 PM, by prior appointment, until the date of convening of the Meeting, and also on the website of the Israel 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, in which a shareholder can vote using the Proxy Card:**

The majority required to pass the resolution stated in section 3.1 on the agenda above is a simple majority of shareholders entitled to vote and participating in the vote (without taking into account the abstaining votes), provided that the count of the majority votes at the Meeting does not include votes attributable to the Company’s shares held by the investor.
6. **Indicating the manner of voting:** Shareholders may vote on the resolution on the agenda of the Meeting as detailed above, whether personally, via a power of attorney, via an electronic proxy card (as stipulated below) or via a written proxy card.

7. **Validity of proxy card:** The proxy card will only be valid if the following documents are attached to it and if submitted to the Company (including by registered mail) up to four (4) hours before the time of the Meeting, *i.e.*, until Thursday, December 7, 2017 at 06:00 AM.

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

7.2. If the shareholder is registered in the Company's registration: a photocopy of his/her identity card, passport or certificate of incorporation.

A proxy card 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 in which a proxy card and accompanying documents arrive at the Company's offices.

8. **Electronic voting:**

Unregistered shareholders may vote in respect of any resolution on the agenda, as set out above, using a proxy card that will be transmitted via the electronic voting system in accordance with the Securities Law, 1970.

Such shareholder, whose share is 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 Meeting, and following a secured identification process he will be able to vote using the electronic voting system.

The electronic proxy card will be opened for voting at the end of the effective date. Voting using the electronic voting system will end six (6) hours prior to the time of the Meeting, *i.e.*, on Thursday, December 7, 2017 at 04:00 AM, when the electronic voting system closes. A shareholder voting using the electronic proxy card is not required to provide the Company ownership confirmation, as set out in section 7.1 above.

9. **Notice of another characteristic:**

9.1. Shareholders participating in the vote concerning the resolution stated in section 3.1 on the above agenda, will inform the Company prior to their vote, and if the vote is via proxy card, they will mark on the proxy card in the specified place, whether they are Alpha Capital Anstalt [and/or anyone acting on its behalf](#) or not; **the vote of any shareholder that does not so inform or make the above mark shall not be counted.**

- 9.2. In the event a shareholder votes on the said resolution via a power of attorney, such a shareholder's representative shall also inform the Company prior to the voting whether he/she is Alpha Capital Anstalt [and/or anyone acting on its behalf](#), or not.
10. **Address for submission of proxy cards and position notices:** The Company's registered offices, 3 Pinhas Sapir Street, Science Park, Ness Ziona.
11. **Dates for submission of position notices:** The last date to submit shareholders' position notices to the Company is Monday, November 27, 2017. The last date to submit position notices by the Company, which shall include the response of the Company's board of directors to the position notices of shareholders, is Friday, December 1, 2017.
12. **The proxy card and position notices can be found on the distribution website and website of the Stock Exchange:** www.magna.isa.gov.il and <http://maya.tase.co.il> respectively.
13. **Receipt of ownership confirmation:** A shareholder is entitled to receive an ownership confirmation at a branch of the stock exchange member or by mail (solely at the cost of postal fees), on request. A request in this regard shall be provided in advance for a specific securities account. It should be noted that an unregistered shareholder is entitled to give instructions that his/her ownership confirmation shall be transferred to the Company using the electronic voting system.
14. **Receipt of proxy cards 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 proxy card and position notices on the distribution website, from a stock exchange member through which their shares are held, unless they informed the member of the stock exchange that they are not interested in receiving the said link, or that they are interested in receiving the proxy cards by mail for a fee. A notification of a shareholder with respect to the proxy cards shall also apply to receiving position notices.
15. **Inspection of proxy cards:** One or more shareholders, holding at the effective date shares that represent five percent (5%) or more of the Company's total voting rights, as well as anyone holding the said amount out of the Company's total voting rights not held by a controlling shareholder in the Company, is entitled, personally or via a representative acting on their behalf, after the convening of the Meeting, to review the proxy cards received at the Company, at the Company's offices (whose address is stated in section 10 above), during regular office hours, as specified in Regulation 10(A) 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 7,280,817 ordinary shares of the Company with a par value of NIS 0.03 each.

16. **Changes to the agenda:** Following publication of the proxy card, there may be changes to the agenda, including the addition of an item to the agenda, and position notices may be published. The updated agenda and position notices that have been published, if such position notices are published, may be reviewed in the Company's reports on the distribution website (at the address in section [12+2](#) above).
17. **Last date for submitting a revised proxy card:** If a shareholder requests the inclusion of an item on the agenda and the Company's board of directors deems it is appropriate to discuss such item at the general meeting, the Company shall publish a modified proxy card at the date of which the modified agenda of the general meeting will be published, which shall be in accordance with the dates set out in section 26 of the notice for convening the meeting.

Proxy Card – Part 2

Company Name: CollPlant Holdings Ltd.

Company's address (for submitting and sending proxy cards): 3 Pinhas Sapir Street, Science Park, Ness
Ziona.

Company No.: 52-003978-5

Date and time of meeting: Thursday, December 7, 2017 at 10:00 AM

Type of meeting: Special General Meeting

The record date for ownership of shares in respect of voting rights at the Special General Meeting:
Wednesday, November 8, 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:

	Item on the agenda and its number in Part A of the proxy card	Manner of vote ¹			Are you Alpha Capital Anstalt ² and/or anyone acting on its behalf	
		In favor	Against	Abstain	Yes	No
1.	<u>Para. 3.1:</u> Approval of a substantial private offering to Alpha Capital Anstalt, as detailed in Part A of the notice for convening the Meeting.					

For shareholders whose shares are held by a stock exchange member (in accordance with section 177(1)) of the Companies Law, 1999 – this proxy card 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 proxy card is valid if accompanied by a photocopy of the identity card / passport / certificate of incorporation.

_____ **Date**

_____ **Signature**

* * *

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 marks “Yes” and does not specify, his or her vote will not be counted.