

Proxy Card

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 Sunday, January 14, 2018, 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. **Items on the agenda:**
 - 3.1. To approve the nomination and terms of service of Mr. Elan Penn as an external director of the Company, all as detailed in Part A of the Proxy Statement.
 - 3.2. To approve grant of options to Mr. Yehiel Tal, the Company’s CEO, all as detailed in Part B of the Proxy Statement.
 - 3.3. Subject to approval of item 3.4 below, to approve grant of options to all directors of the Company, excluding the external directors, all as detailed in Part B of the Proxy Statement.
 - 3.4. Subject to approval of items 3.1 and 3.3, to approve grant of options to Mrs. Gili Hart and Mr. Elan Penn, external directors of the Company, all as detailed in Part B of the Proxy Statement.
 - 3.5. To approve grant of annual and attendance compensation to Mr. David Tsur, a director in a the Company, in accordance with the fixed amounts set in the Second and Third Addendums to the Israeli Companies Regulations (Rules Governing Compensation and Expenses for an External Director), 2000, as shall be modified from time to time and in accordance with the level of the Company's capital, as it shall be from time to time.
4. **Place and times when the full text of the proposed resolution can be reviewed:** The Proxy statement, 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. **Quorum and Voting:**

5.1. The approval of the item in section 3.1 and 3.2 above, requires the affirmative vote of at least a majority of the voting power represented at the Meeting, in person or by proxy, and voting on the matter presented, provided that one of the following two alternatives must apply :

5.1.1. such majority vote at the Meeting shall include at least a majority of the total votes of shareholders who are not controlling shareholders of the Company (as defined in the Companies Law) and do not have a personal interest in the approval of the proposals, participating in the voting at the General Meeting in person or by proxy, without taking abstentions into account ; or

5.1.2. the total number of votes of the non-controlling shareholders mentioned in clause (5.1.1) above that are voted against such proposal does not exceed two percent (2%) of the total voting rights in the Company.

5.2. The approvals of the item in section 3.3, 3.4 and 3.5 above, require the affirmative vote of at least a majority of the voting power represented at the Meeting, in person or by proxy, and voting on the matter presented.

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 Sunday, January 14, 2018 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 which not be 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 Sunday, January 14, 2018 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 existence of a controlling shareholder and/or one having a personal interest:

9.1. A shareholder who participates in the vote concerning resolutions stated in sections 3.1 and 3.2 on the agenda above, will inform the Company prior to his vote, and if the vote is by way of the proxy card, he will mark on the proxy card in the specified place whether he is a controlling shareholder of the Company in the meaning of section 269 of the Companies Law, 1999 (“Controlling Shareholder”) and/or 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.

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

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 Thursday, January 4, 2018. 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 Tuesday, January 9, 2018.

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 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 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: Sunday, January 14, 2018 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:
Thursday, December 14, 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
3.1	To approve the nomination and terms of service of Mr. Elan Penn as an external director of the Company, all as detailed in Part A of the Proxy Statement					
3.2	To approve grant of options to Mr. Yehiel Tal, the Company's CEO, all as detailed in Part B of the Proxy Statement					
3.3	Subject to approval of item 3.4 below, to approve grant of options to all directors of the Company, excluding the external directors, all as detailed in Part B of the Proxy Statement				X	X
3.4	To approve grant of annual and attendance compensation to Mr. David Tsur, a director in a the Company, in accordance with the fixed amounts set in the Second and Third Addendums to the Israeli Companies Regulations (Rules Governing Compensation and Expenses for an External Director), 2000, as shall be modified from time to time and in accordance with the level of the Company's capital, as it shall be from time to time				X	X

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. There is no need to specify personal interest in an approval of an appointment that is not related to a controlling shareholder.

3.5	<p>To approve grant of annual and attendance compensation to Mr. David Tsur, a director in a the Company, in accordance with the fixed amounts set in the Second and Third Addendums to the Israeli Companies Regulations (Rules Governing Compensation and Expenses for an External Director), 2000, as shall be modified from time to time and in accordance with the level of the Company's capital, as it shall be from time to time</p>				
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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 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

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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.