

CollPlant Holdings Ltd.

("the Company")

**3 Pinhas Sapir Street, Science Park, Ness Ziona
Tel: 073-2325600; Fax: 073-2325602****To:
Securities Authority
22 Kanfei Nesharim Street
Jerusalem****To:
TASE- The Tel Aviv Stock Exchange Ltd.
2 Ahuzat Bait Street
Tel Aviv****Via the Magna system****Via the Magna system****To whom it may concern,****Re: Proxy statement regarding a Special General Meeting of option holders (Series G, H, I and K) of the Company**

Pursuant to the provisions of the Securities Law, 1968 (the "Securities Law"), notice is hereby given regarding four Special General Meetings of holders of options (Series G), options (Series H), options (Series I), and options (series K) of the Company, respectively (jointly: the "Options"), to be held on Thursday, March 1, 2018 at 10:00 AM (Israel time) at the offices of Gross, Kleinhelder, Hodak, Halevi, Greenberg & Co., Law Offices, Azrieli Center 1, Tel Aviv, Circular Building, Floor 40 (jointly: the "Meeting").

It should be clarified that each Meeting is separate and the voting at the Meetings of the holders of each option series will be carried out for separately each series, and reference to the Options and Meeting in this proxy statement is to each series and Meeting separately.

1. Items on the agenda

To approve adoption of the provisions of chapter 3E of the Securities Law by the Company, including switching from a format of reporting to the public in Israel in accordance with the provisions of chapter F of the Securities Law, to a reporting format in accordance with the provisions of chapter E3 of the Securities law, meaning a reporting format in accordance with the U.S. Securities Exchange Act of 1934 ("US Securities Laws"), subject to completion of registration of the ordinary shares of the Company of NIS 0.03 par value each for trading on the Nasdaq Capital Market (through ADSs) and the Company's obligation to report in accordance with the US Securities Laws.

Upon transition to a reporting format in accordance with the provisions of chapter E3 of the Securities Law, meaning reporting according to US Securities Laws, the Company shall report in parallel to both the Securities Exchange Commission in the USA (“SEC”) and the Israel Securities Authority.

The Company’s transition to a reporting format in accordance with the provisions of chapter E3 of the Securities Law is subject to receiving approval of the General Meeting of the Company’s shareholders and of each Meeting of holders of options, from the series traded on the Tel Aviv Stock Exchange, as set out in this report, which have been scheduled for the same time.

2. Required majority

- 2.1. The majority required under section 35LB of the Securities Law is a majority of votes of the Company's options holders who are not controlling shareholders of the Company, participating in the voting.
- 2.2. An option holder participating in the voting regarding a resolution on the agenda of the Meeting, will inform the Company before voting, and if the voting is by proxy card, will mark on the proxy card in the specified place, whether he is a controlling shareholder of the Company; if the option holder does not make the above mark, his vote will not be counted.

An option holder who voted in said resolution by way of a proxy shall inform the Company prior to the vote whether the proxy too is deemed a controlling shareholder of the Company or not.

3. Date of record

The date of record for determination of the option holder's right to participate and vote at the Special General Meeting, according to section 7 of the Voting Regulations, is the end of the trading day of Sunday, February 18, 2018 ("Date of Record"), and if there is no trading on the Date of Record, the first trading day thereafter.

4. Confirmation of ownership

Pursuant the Voting Regulations, an unregistered holder may prove ownership of options for voting at a Meeting by providing the Company with a confirmation from the stock exchange member with whom his right to the option is registered, regarding his ownership of the option on the Date of Record.

At the request of an unregistered holder wishing to submit such ownership confirmation, the stock exchange member with whom the options are registered in favor of the holder will provide ownership confirmation at an appropriate date for the option holder to be able to vote at the Meeting, or send the proxy card on the required date.

Without derogating from the foregoing, an electronic messaged certified in accordance with section 44K5 of the Securities Law dealing with data of users of the electronic voting system, is tantamount to confirmation of ownership regarding any option holder.

5. Voting proxy

An option holder can vote in person and may appoint a proxy to attend and vote at the Meeting on his behalf, as provided in the Company's Articles of Association.

Any document appointing a voting proxy (“Letter of Appointment”) should be in writing and signed by the appointer or by his representatives who have written authorization to do so, and if the appointer is a company, appointment shall be made in writing and signed by the authorized signatories of the company together with the company stamp or with the signature of its authorized legal representative.

The Letter of Appointment of a legal representative or powers of attorney or other document or copy certified by a lawyer or approved in another way to the Company’s satisfaction, shall be deposited at the offices of the Company, 3 Pinhas Sapir Street, Science Park, Ness Ziona, at least 48 hours before the Date of Record of the Meeting or adjourned Meeting at which the person named in such a document intends to vote (unless the Company waived this requirement in accordance with the provisions of its Articles of Association). If he fails to do so, the Letter of Appointment shall be invalid for that general meeting or adjourned General Meeting.

6. Voting by proxy card and the voting system

Pursuant to the Securities Regulations (Voting by Proxy and Proof of Ownership of Options for Voting at Meetings of Option Holders), 2014 (“the “Voting Regulations”), an unregistered holder, in its meaning in section 35P4(1) of the Securities Law, wishing to vote at a Meeting without attending and without sending a proxy may vote by proxy card or the electronic voting system. The option holder will mark his vote (on the second part of the proxy card) and deliver it to the Company to its address indicated on the proxy card, together with confirmation of ownership, so that the proxy card reaches the Company no later than four hours before the time of the Meeting.

An option holder appearing on the list of those entitled to vote in the system may complete and transfer his vote to the Company using the electronic voting system in accordance with section 44K4(A) of the Securities and according to the following: Voting will be allowed from the time of confirmation of submission of the list until six hours before the time of the Meeting, or until an earlier time instructed by the Securities Authority, provided that this does not exceed twelve hours before the Meeting (the “System Closing Time”); the proxy card in the electronic voting system will include all of the details required under the Voting Regulations, with the adjustments required to operate the system according to section 44K4(A) of the Securities Law; a vote in the electronic voting system may be changed or canceled until the System Closing Time, but not after such time.

A registered holder, in its meaning in section 35P4(2) of the Securities Law, wishing to vote by proxy will indicate his vote on the form and submit it to the Company together with a photocopy of his identity card, passport or certificate of incorporation, so that the proxy card reaches the Company no later than six hours

before the Meeting or until an earlier time instructed by the Securities Authority, provided that this does not exceed twelve hours before the Meeting.

The wording of the proxy card and position notices for such resolution can be viewed on the distribution website of the Securities Authority at www.magna.isa.gov.il ("Distribution Website") and the Tel Aviv Stock Exchange website at www.tase.co.il ("TASE Website"). Option holders may apply directly to the Company to receive the wording of the proxy card and the position notices. A stock exchange member must send, free of charge, by electronic mail, a link to the wording of the proxy card and position notices on the Distribution Website, to any option holder who is not listed in the register of option holders and whose options are registered at that stock exchange member, unless the option holder gave notice that he is not interested in such, and provided that the notice is given with regard to a specific securities account and on a date prior to the Date of Record. The vote shall be marked on the second part of the proxy card, as published on the Distribution Website.

The deadline for submission of position notices to the Company is Monday, February 19, 2018.

The deadline for submission of a position notice by the Company, which should include the response of the Company's Board of Directors to the position notices of option holders, is Saturday, February 24, 2018.

7. Quorum and adjourned meeting

No discussion shall be opened at the meeting unless a quorum is present within half an hour of the time set for its opening. A quorum exists when there are present, in person or by a proxy, at least two (2) option holders of the Company who together hold at least twenty percent (20%) of the voting rights. If a quorum is not present after the elapse of half an hour from the time set for the meeting, the meeting shall be adjourned to the same day of the following week, at the same time and in the same place ("Adjourned Meeting). If at the Adjourned Meeting a quorum of option holders of the Company is not present after the elapse of half an hour from the time set for the meeting, the meeting shall be held with any number of attendees.

8. The Company's representatives for handling this immediate report

The representatives of the Company for the matter of handling this report are Adv. Adva Bitan and Adv. Eyal Tenne, of Gross, Kleinhandler, Hodak, Halevy, Greenberg & Co., tel: 03-6074444, fax: 03-6074422.

9. Review of documents:

This report, the document mentioned in it and the text of the proposed resolution on the agenda can be reviewed 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 Special General Meeting, and also on the Israel Securities Authority website at www.magna.isa.gov.il and on the website of the Tel Aviv Stock Exchange Ltd. at: www.tase.co.il.

Sincerely,
CollPlant Holdings Ltd.

Through:

Yehiel Tal, CEO

Eran Rotem, Deputy CEO; CFO