

**Proxy card in accordance with the Securities Regulations (Voting by Proxy and Proof of Ownership of Options for Voting at Meetings of Option Holders), 2014**

**Proxy Card - Part 1**

1. **Company's Name:** CollPlant Holdings Ltd. (the "Company")
2. **Type of meeting, date and place:** 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 the voting at the meetings of the holders of each of the option series will be carried out for each series separately, and the reference to the Options and Meeting in this proxy statement is to each series and Meeting separately.

3. **Items on the agenda:** To approve adoption of the provisions of chapter E3 of the Securities Law, 1968 (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 both to the Securities Exchange Commission in the USA ("SEC") and the Israel Securities Authority.

4. **Place and times when the full text of the proposed resolution can be reviewed:** The Proxy Statement, the document mentioned in it and the wording of the proposed resolution on the agenda may 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](http://www.magna.isa.gov.il) and on the website of the Tel Aviv Stock Exchange Ltd. at: [www.tase.co.il](http://www.tase.co.il).

5. **Majority required to adopt the item on the agenda:** The majority required under section 35LB of the Securities Law is a majority of votes of the Company's options holders, excluding controlling shareholders of the Company, who participate in the voting.
6. **Holder who is a controlling shareholder of the Company:** An option holder who participates in the vote regarding a resolution on the agenda of the Meeting 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 the said resolution by way of a proxy shall inform the Company prior to the vote whether the proxy is also deemed a controlling shareholder of the Company or not.

7. **Validity of proxy card regarding an unregistered holder:** The proxy card will only be valid for an unregistered holder, in its meaning in section 35P4(1) of the Securities Law, when attached to a confirmation of ownership or when an ownership confirmation is sent to the Company through the electronic voting system.
8. **Validity of proxy card regarding a registered holder:** The proxy card will only be valid for a registered holder, in its meaning in section 35P4(2) of the Securities Law, when attached to a photocopy of the identity card, passport or certificate of incorporation.
9. **System closing time:** An unregistered holder wishing to vote at a Meeting without attending and without sending a proxy may vote by proxy card or the electronic voting system. When voting by proxy, the holder will indicate his vote (on the second part of the proxy card) and submit it to the Company to the address indicated on the proxy card, together with a 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 submit 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 date 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, who wishes to vote by proxy will indicate his vote on the form and submit it to the Company together with a photocopy of the 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.

10. **Address for submission of proxy cards and position notices:** The Company's registered offices, 3 Pinhas Sapir Street, Science Park, Ness Ziona.
11. **The proxy card and position notices can be found on the distribution website and website of the Stock Exchange:** [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and <http://maya.tase.co.il> respectively.
12. **Receipt of ownership confirmation:** Unregistered holders are entitled to receive a confirmation of ownership at a branch of the stock exchange member or by mail, on request. A request in this regard shall be made in advance for a specific securities account and an unregistered holder is entitled to give instructions that his/her ownership confirmation shall be transferred to the Company using the electronic voting system.
13. **Changes to the agenda:** The agenda may be amended subsequent to publication of the proxy card and the updated agenda may be reviewed in the Company's reports on the distribution website.

## **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 number:** 52-003978-5

**Date and time of meeting:** Thursday, March 1, 2018 at 10:00 AM

**Type of meeting:** Special General Meeting.

**The record date for ownership of Options in respect of voting rights at the Special General Meeting:** Sunday, February 18, 2018.

### **Details of the option holder**

Name of the option holder: \_\_\_\_\_

ID No.: \_\_\_\_\_

If the option holder does not have an Israeli ID No -

Passport No.: \_\_\_\_\_

Country of issue: \_\_\_\_\_

Valid until: \_\_\_\_\_

If the option holder is a company -

Company No.: \_\_\_\_\_

Country of incorporation: \_\_\_\_\_

**Manner of vote:**

	Item on the agenda	Manner of vote <sup>1</sup>			Are you a controlling shareholder of the Company <sup>2</sup>	
		In favor	Against	Abstain	Yes	No
1.	To approve adoption of the provisions of chapter E3 of the Securities Law by the Company, as set out in section 3 in Part 1 of the proxy card.					

Are you an interested party<sup>3</sup>, officer<sup>4</sup> or institutional investor<sup>5</sup>? Yes \_\_\_ No \_\_\_

Specify<sup>2</sup> \_\_\_\_\_

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

**Details concerning you being a controlling shareholder of the Company:**

\_\_\_\_\_

The proxy card of an unregistered holder<sup>6</sup> will only be valid when attached to confirmation of ownership or an ownership confirmation is sent to the Company using the electronic voting system.

**The proxy card of a registered holder<sup>7</sup> will only be valid when attached to a photocopy of the identity card, passport or certificate of incorporation.**

**Date**

\_\_\_\_\_

**Signature**

\_\_\_\_\_

<sup>1</sup> 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.**

<sup>2</sup> If an option holder does not complete this column or marks "Yes" and does not specify, his/her vote will not be counted.

<sup>3</sup> In its meaning in section 1 the Securities Law, 1968.

<sup>4</sup> In its meaning in section 37(D) the Securities Law, 1968.

<sup>5</sup> 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.

<sup>6</sup> In its meaning in section 35P4(1) of the Securities Law, 1968.

<sup>7</sup> In its meaning in section 35P4(2) of the Securities Law, 1968.