



Elbit Imaging Ltd.

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ELBIT IMAGING LTD. ANNOUNCES THAT GAMIDA CELL'S HAS SIGNED A \$40M PRIVATE FINANCING

Tel Aviv, Israel, June 19 2017, Elbit Imaging Ltd. (TASE, NASDAQ: EMITF) ("Elbit" or the "**Company**") announced today, in further to its announcement dated March 8, 2017, that it was informed by Gamida Cell Ltd. ("**Gamida**"), an indirect associate of the Company, (24.7% and 21.8% on a fully diluted basis) regarding the following:

1. Gamida has signed a \$40million private financing investment agreement ("**the Investment**").
2. The Investment was led by Shavit Capital Fund joined by Novartis and additional investors, including VMS Investment Group, Israel Biotech Fund, IHCV and Clal Biotechnology Industries.
3. According to the Investment, the investors shall invest an amount of \$40million for the allotment of preferred shares (the "**Allocated Shares**"), based on \$120million pre-money valuation.
4. In addition, the investors shall receive options to preferred shares in the amount of 60% of the Allocated Shares. The exercise price of the options shall be 120% of the shares price on the Investment closing date. The options will expire 5 years after the Investment closing.
5. The Allocated Shares granting to the investors, *Inter alia*, anti-dilution and valuation protections and distribution preference in some circumstances as determined in the Investment documents and the right to appoint additional director in Gamida's board of directors. Part of the investors receive the right to appoint an observer in Gamida's board of directors.
6. The Company's subsidiary, Elbit Medical Technologies Ltd. (TASE: EMTC-M) (89.7% and 86.1% on a fully diluted basis), ("**Elbit Medical**") shall not take part in the Investment. Upon the Investment closing, Elbit Medical will hold approximately 17.9% of the share capital in Gamida (13.7% on a fully diluted basis).

The Investment requires few customary condition precedents. As of the date herein, there is no certainty that the Investment will be completed and that the investors will exercise their options.

Gamida informed the Company that the Investment proceeds will be used to complete Nicord's Phase 3 clinical trial and to prepare for product commercialization by expanding its in-house manufacturing capacity, expanding Gamida's presence in the US, as well as continuing to develop additional pipeline products.

Gamida Cell has commenced Phase III trial of NiCord for patients with blood cancer and Lymphoma Cancer. NiCord has an FDA Breakthrough Therapy Designation as well as FDA and EMA orphan drug designations. In addition, Gamida is conducting a Phase II trial for patients



with hematological diseases such as sickle cell disease.

As of today, NiCord is in a clinical stage of development.

About Elbit Imaging Ltd.

Elbit Imaging Ltd. operates in the following principal fields of business: (i) Commercial centers - initiation, construction, and sale of commercial centers and other mixed-use property projects, predominantly in the retail sector, located in Central and Eastern Europe. In certain circumstances and depending on market conditions, the Group operates and manages commercial centers prior to their sale. (ii) Hotel - operation and management of the Radisson hotel complex in Bucharest, Romania. (iii) Medical industries and devices - (a) research and development, production and marketing of magnetic resonance imaging guided focused ultrasound treatment equipment, and (b) development of stem cell population expansion technologies and stem cell therapy products for transplantation and regenerative medicine. (iv) Plots in India - plots designated for sale initially designated to residential projects.

Any forward-looking statements in our releases include statements regarding the intent, belief or current expectations of Elbit Imaging Ltd. and our management about our business, financial condition, results of operations, and its relationship with its employees and the condition of our properties. Words such as "believe," "expect," "intend," "estimate" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Actual results may differ materially from those projected, expressed or implied in the forward-looking statements as a result of various factors including, without limitation, a change in market conditions, a decision to deploy the cash for other business opportunities and the factors set forth in our filings with the Securities and Exchange Commission including, without limitation, Item 3.D of our annual report on Form 20-F for the fiscal year ended December 31, 2015, under the caption "Risk Factors." Any forward-looking statements contained in our releases speak only as of the date of such release, and we caution existing and prospective investors not to place undue reliance on such statements. Such forward-looking statements do not purport to be predictions of future events or circumstances, and therefore, there can be no assurance that any forward-looking statement contained in our releases will prove to be accurate. We undertake no obligation to update or revise any forward-looking statements.

For Further Information:

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