

## ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

**EVOGENE LTD.**

October 19, 2020

Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.

↓ Please detach along perforated line and mail in envelope. ↓

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” ALL PROPOSALS LISTED BELOW. PLEASE SEE THE INSTRUCTIONS BELOW REGARDING ITEMS 3A AND 5A RELATED TO PROPOSALS 3 AND 5.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

	FOR	AGAINST	ABSTAIN
<p><u>Important Instructions for Items 3A and 5A related to Proposals 3 and 5:</u></p> <p><b>PLEASE BE CERTAIN TO FILL IN THE BOX “FOR” IN ITEMS 3A AND 5A OPPOSITE TO CONFIRM THAT YOU ARE NOT A CONTROLLING SHAREHOLDER AND DO NOT HAVE A CONFLICT OF INTEREST IN THE APPROVAL OF PROPOSALS 3 AND 5 (RESPECTIVELY).</b></p> <p><b>If you are a controlling shareholder or have a conflict of interest in the approval of Proposals 3 or 5, you should check the box “AGAINST” in Item 3A or 5A opposite (as applicable).</b></p> <p><b>Under the Israeli Companies Law, you cannot be counted towards or against the majority required for approval of Proposals 3 or 5 unless you check either such box in Items 3A and/or 5A.</b></p> <p><b>Please see “Vote Required for Approval of the Proposals” in the Proxy Statement for more information.</b></p> <p>To change the address on your account, please check the box below and indicate your new address in the space provided below. Please note that changes to the registered name(s) on the account may not be submitted via this method. <input type="checkbox"/></p>	<p>1. Re-election of each of the below-listed directors for a one-year term, until the Company’s 2020 annual general meeting of shareholders and until his or her successor is duly elected and qualified:</p> <p>(a) Ms. Sarit Firon <input type="checkbox"/></p> <p>(b) Mr. Martin S. Gerstel <input type="checkbox"/></p> <p>(c) Mr. Ziv Kop <input type="checkbox"/></p> <p>(d) Dr. Adrian Percy <input type="checkbox"/></p> <p>(e) Mr. Leon Y. Recanati <input type="checkbox"/></p> <p>(f) Dr. Oded Shoseyov <input type="checkbox"/></p>		
	2. Approval and ratification of past and future annual option grants for each of Mr. Martin S. Gerstel and Mr. Leon Y. Recanati <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Approval of grant of options to purchase 500,000 of the Company’s ordinary shares to the Company’s President & CEO, Mr. Ofer Haviv <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3A. The undersigned hereby confirms that he, she or it is not a “controlling shareholder” (under the Israeli Companies Law, as described in the Proxy Statement) and does not have a conflict of interest (referred to as a “personal interest” under the Israeli Companies Law, as described in the Proxy Statement) in the approval of Proposal 3 [MUST COMPLETE] <input type="checkbox"/>	<input type="checkbox"/>	
	4. Approval and ratification of the Company’s obtaining coverage under its renewed director and officer liability, or D&O, insurance policies <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Approval of amendment to the Company’s Officers Compensation Policy that inserts detail as to D&O insurance coverage levels, premiums and deductibles <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5A. The undersigned hereby confirms that he, she or it is not a “controlling shareholder” (under the Israeli Companies Law, as described in the Proxy Statement) and does not have a conflict of interest (referred to as a “personal interest” under the Israeli Companies Law, as described in the Proxy Statement) in the approval of Proposal 5 [MUST COMPLETE] <input type="checkbox"/>	<input type="checkbox"/>	
	6. Approval of the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company’s independent registered public accounting firm for the year ending December 31, 2020 and until the Company’s next annual general meeting of shareholders, and the authorization of the Company’s Board of Directors or the audit committee thereof to fix such accounting firm’s annual compensation <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of shareholder  Date  Signature of shareholder  Date

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each owner should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.