



PROSPECTUS SUPPLEMENT NO. 1 (to Prospectus dated September 27, 2024)



3,384,616 Ordinary Shares

This Prospectus Supplement No. 1 updates, amends, and supplements the prospectus dated September 27, 2024 (as amended and supplemented, the "*Prospectus*"), which forms a part of our Registration Statement on Form F-1 (Registration No. 333- 282218). Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the Prospectus.

This prospectus supplement is being filed to update, amend, and supplement the information in the Prospectus with the GAAP financial statements as of, and for the three and nine month periods ended on, September 30, 2024 (the "Q3 2024 financial statements") included in the press release attached as Exhibit 99.1 to our Report of Foreign Private Issuer on Form 6-K furnished to the Securities and Exchange Commission on November 21, 2024. Accordingly, we have included the Q3 2024 financial statements in this prospectus supplement.

This prospectus supplement is not complete without the Prospectus. This prospectus supplement should be read in conjunction with the Prospectus, which is to be delivered with this prospectus supplement, and is qualified by reference thereto, except to the extent that the information in this prospectus supplement updates or supersedes the information contained in the Prospectus. Please keep this prospectus supplement with your Prospectus for future reference.

As of the date of this Prospectus, our ordinary shares are listed and trade on the Nasdaq Capital Market under the symbol "EVGN". The last reported sale price of our ordinary shares on November 20, 2024 was \$1.65 per share.

Investing in our ordinary shares is highly speculative and involves a high degree of risk. See "Risk Factors" beginning on page 8 of the Prospectus for a discussion of information that should be considered in connection with an investment in our ordinary shares, as well as the risks described under the heading "Item 3 Key Information – D. Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2023, which we filed with the Securities and Exchange Commission on March 28, 2024, and in other documents incorporated by reference into the Prospectus, and under similar headings in any amendment or supplements to the Prospectus.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities, or determined if the Prospectus or this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is November 21, 2024

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2024

Commission File Number: 001-36187

EVOGENE LTD.

(Translation of Registrant's Name into English)

13 Gad Feinstein Street, Park Rehovot Rehovot 7638517, Israel

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ⊠ Form 40-F □

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CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

CURRENT LIABILITIES: S. 1.1.37 S. 20.77 CREAS and cash eposits 8.656 10.20 Obbre receivables 1.50 2.50 Obbre receivables and prepaid expenses 2.50 2.97 Inventories 2.53 3.40 LONG-TERM ASSETS: 25.33 3.40 LONG-TERM ASSETS: 39 2.21 Long-term deposits and other receivables 39 2.21 Investment accounted for using the equity method 95 7.80 Integrating Assets 61.24 2.53 Intragible assets, net 1.156 2.24 Property, plant and equity method 5.14,275 1.66.83 Intragible assets, net 1.152 2.24 2.25 Intragible assets, net 1.152 2.24 2.25 Intragible assets, net 1.152 2.12 2.25			September 30, 2024 Unaudited		cember 31, 2023
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A,588 15,472 15					393
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SHAREHOLDERS' EQUITY: Ordinary shares of NIS 0.2 par value: Authorized – 15,000,000 ordinary shares; Issued and outstanding – 6,792,746 shares as of September 30, 2024 and 5,079,313 (*) shares as of December 31, 2023 Share premium and other capital reserve 269,854 269,355 Accumulated deficit (274,498) (257,580 Equity attributable to equity holders of the Company (4,343) 12,055 Non-controlling interests 16,581 16,635 Total equity 12,238 28,685					
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Authorized – 15,000,000 ordinary shares; Issued and outstanding – 6,792,746 shares as of September 30, 2024 and 5,079,313 (*) shares as of December 31, 2023 Share premium and other capital reserve Accumulated deficit Equity attributable to equity holders of the Company Non-controlling interests 16,581 16,632 Total equity 12,238 28,683					
Share premium and other capital reserve 269,854 269,854 Accumulated deficit (274,498) (257,580 Equity attributable to equity holders of the Company (4,343) 12,052 Non-controlling interests 16,581 16,632 Total equity 12,238 28,683					
Accumulated deficit (274,498) (257,586) Equity attributable to equity holders of the Company (4,343) 12,057 Non-controlling interests 16,581 16,637 Total equity 12,238 28,688	December 31, 2023		301		286
Equity attributable to equity holders of the Company (4,343) 12,055. Non-controlling interests 16,581 16,632. Total equity 12,238 28,683.	Share premium and other capital reserve		269,854		269,353
Non-controlling interests 16,581 16,632 Total equity 12,238 28,682	Accumulated deficit		(274,498)		(257,586)
Total equity 12,238 28,68:	Equity attributable to equity holders of the Company		(4,343)		12,053
Total equity 12,238 28,68:					16.622
	Non-controlling interests	_	16,581		16,632
\$ 40,114 \$ 51,10	Total equity		12,238		28,685
		\$	40,114	\$	51,101

^(*) Shares and per shares amounts have been retroactively adjusted to reflect the reverse stock split.

CONSOLIDATED INTERIM STATEMENTS OF PROFIT OR LOSS

	Nine months ended September 30,					Three months ended September 30,				Year ended December 31,	
		2024		2023		2024		2023		2023	
				Unau	ıdited						
Revenues	\$	6,900	\$	5,062	\$	1,796	\$	3,767	\$	5,640	
Cost of revenues		1,928	_	1,294		1,081		511		1,692	
Gross profit		4,972	_	3,768	_	715	_	3,256		3,948	
Operating expenses:											
Research and development, net		13,247		15,232		4,430		5,063		20,777	
Sales and marketing		2,775		2,578		855		850		3,611	
General and administrative		6,069		4,838		2,885		1,526		6,068	
Other expenses		524				-		-			
Total operating expenses, net		22,615		22,648		8,170		7,439		30,456	
Operating loss		(17,643)		(18,880)		(7,455)		(4,183)		(26,508)	
Financing income		2,820		1,128		2,153		429		1,486	
Financing expenses		(3,198)	_	(894)		(2,910)		(109)	_	(965	
Financing income (expenses), net		(378)	_	234	_	(757)		320		521	
Share of loss of an associate		(26)	_	<u>-</u>	_	(6)	_	<u>-</u>		-	
Loss before taxes on income		(18,047)		(18,646)		(8,218)		(3,863)		(25,987	
Taxes on income (tax benefit)		2	_	(29)		1		(5)		(33	
Loss	\$	(18,049)	\$	(18,617)	\$	(8,219)	\$	(3,858)	\$	(25,954)	
Attributable to:											
Equity holders of the Company		(16,912)		(17,278)		(7,630)		(3,984)		(23,879	
Non-controlling interests		(1,137)	_	(1,339)		(589)		126		(2,075	
	\$	(18,049)	\$	(18,617)	\$	(8,219)	\$	(3,858)	\$	(25,954	
Basic and diluted loss per share, attributable to equity holders of the											
Company (*)	\$	(3.17)	\$	(3.91)	\$	(1.31)	\$	(0.81)	\$	(5.20	
Weighted average number of shares used in computing basic and diluted											
loss per share (*)		5,327,078	_	4,423,661		5,807,128		4,913,052		4,589,386	
(*) Shares and per shares amounts have been retroactively adjusted to reflec	t the rev	verse stock split									

CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

	Nine months ended September 30,					Three months ended September 30,				Year ended December 31.		
	-	2024	ber 50,	2023		2024		023		2023		
					ıdited							
Cash flows from operating activities:												
Loss	\$	(18,049)	\$	(18,617)	\$	(8,219)	\$	(3,858)	\$	(25,954		
Adjustments to reconcile loss to net cash used in operating activities:												
Adjustments to the profit or loss items:												
Depreciation		1.182		1.223		382		416		1.64		
Amortization of intangible assets		729		726		245		245		97		
Share-based compensation		1,478		1,764		479		545		1,87		
Remeasurement of pre-funded warrants and warrants		(1,940)		-		(1,940)		_		,		
Revaluation of convertible SAFE		(48)		177		(72)		(43)		25		
Net financing expenses (income)		943		(206)		1,165		(212)		(66		
Loss (gain) from sale of property, plant and equipment		524		(26)		-		-		(2		
Excess of initial fair value of pre-funded warrants over transaction										,		
proceeds		2,684		_		2,684		_				
Amortization of deferred expenses related to issuance of warrants		137		_		137						
Share of loss of an associate		26		-		6						
Taxes on income (tax benefit)		2		(29)		1		(5)		(3		
		5,717		3,629		3,087		946		4,01		
Changes in asset and liability items:												
Increase in trade receivables		(1,233)		(997)		(1,214)		(1,167)		(
Decrease (increase) in other receivables		601		(420)		1,326		(504)		(1,44		
Decrease (increase) in inventories		(1,380)		453		(662)		136		49		
Decrease in deferred taxes		-		-		-		-		9		
Increase (decrease) in trade payables		(534)		179		228		153		74		
Increase (decrease) in employees and payroll accruals		(248)		72		(44)		(100)		55		
Increase (decrease) in other payables		139		(467)		353		(305)		(53		
Increase (decrease) in deferred revenues and other advances		(96)		190		(12)		263		(28		
		(2,751)		(990)		(25)		(1,524)		(40		
Cash received (paid) during the period for:												
Interest received		646		433		244		150		90		
Interest paid		(56)		(92)		(15)		(26)		(11		
Tax paid		-		(15)		-		(5)		(3		
Net cash used in operating activities	\$	(14,493)	\$	(15,652)	\$	(4,928)	\$	(4,317)	\$	(21,57		

CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

	Nine months ended September 30,					Three mor		Year ended December 31,		
	20)24				2024		023		2023
				Unau	dited	į.		·,		
Cash flows from investing activities:										
Purchase of property, plant and equipment	\$	(304)	\$	(699)	\$	(132)	\$	(216)	\$	(785
Proceeds from sale of marketable securities	•	-	-	6,924	-	-	•	-	7	6,924
Purchase of marketable securities		-		(503)		-		-		(503
Proceeds from sale of property, plant and				` ,						`
aquipment		58		26		48		-		26
Investment in short term bank deposits, net		1,110		(9,700)		2,100		3,860		(10,200
Net cash provided by (used in) investing										
activities		864		(3,952)		2,016		3,644		(4,538
Carla Carra Carra Carra in a sciniti an					_					
Cash flows from financing activities:										
Issuance of a subsidiary preferred shares to non-										
controlling interests		-		9,523		-		-		9,523
Proceeds from issuance of ordinary shares, pre-										
funded warrants and warrants, net of issuance										
expenses		4,854		-		4,854		-		-
Proceeds from issuance of ordinary shares, net of										
issuance expenses		123		8,404		37		8,068		8,449
Repayment of lease liability		(695)		(624)		(233)		(211)		(836
Proceeds from government grants		232		1,069		232		(20)		1,089
Repayment of government grants		(298)		(73)	_	(156)		(38)		(73
Net cash provided by financing activities		4,216		18,299		4,734		7,799		18,152
Exchange rate differences - cash and cash										
equivalent balances		(42)		(344)		11		(28)		(245
Increase (decrease) in cash and cash equivalents		(9,455)		(1,649)		1,833		7,098		(8,208
Cash and cash equivalents beginning of the										
period		20,772		28,980		9,484		20,233		28,980
				<u> </u>	_	<u> </u>				,
Cash and cash equivalents end of the period	\$	11,317	\$	27,331	\$	11,317	\$	27,331	\$	20,772
Significant non-cash activities:										
Acquisition of property, plant and equipment, net	\$	28	\$	35	\$	28	\$	35	\$	81
Increase of right-of-use asset recognized with										
corresponding lease liability	\$	279	\$	135	\$	95	\$	_	\$	194
Investment in affiliated Company with					_				<u> </u>	
corresponding deferred revenues	s	120	\$	_	\$	_	s	_	s	_
corresponding deterred revenues	Ψ	120	Ψ		Ψ		Ψ		Ψ	
				6						

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EVOGENE LTD. (Registrant)

Date: November 21, 2024

By: <u>/s/ Yaron Eldad</u> Yaron Eldad Chief Financial Officer

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