



Appointment of Proxyholder

I/We, being holder(s) of Ordinary Shares of Intercure Ltd. (the "Company"), hereby appoint: Alexander Rabinovich, Chief Executive Officer of the Company or failing him, Amos Cohen, Chief Financial Officer of the Company or instead of them,

Print the name of the person you are appointing if this person is someone other than the individuals listed above

as proxy of the undersigned, to attend, act and vote on behalf of the undersigned in accordance with the below direction (or if no directions have been given, as the proxy sees fit) on all the following matters and any other matter that may properly come before the Extraordinary General Meeting of Shareholders of the Company to be held at 3:00 p.m. (Israel time) on Thursday, December 30, 2021 at 7 Metsada st., B.S.R Tower 4, Bnei Brak, Israel (the "Meeting"), and at any and all adjournments or postponements thereof in the same manner, to the same extent and with the same powers as if the undersigned were personally present, with full power of substitution.

Management recommends voting FOR the following Resolutions. Please use a dark black pencil or pen.

1. To re-elect Ms. Lennie Michelson Grinbaum to hold office as an external director of the Company, commencing on September 4, 2021 for a period of three (3) years, until September 3, 2024

☐ FOR ☐ AGAINST ☐ ABSTAIN

2. Are you a controlling shareholder of the Company, or do you have a personal interest in the approval of Ms. Lennie Michelson Grinbaum's re-election other than a personal interest unrelated to relationships with a controlling shareholder of the Company?

Please note: If you do not mark either Yes or No, your shares will not be voted for this proposal

☐ YES ☐ No

3. To re-elect Mr. Gideon Hirschfeld to hold office as an external director of the Company, commencing on September 24, 2021 for a period of three (3) years, until September 23, 2024

☐ FOR ☐ AGAINST ☐ ABSTAIN

4. Are you a controlling shareholder of the Company, or do you have a personal interest in the approval of Mr. Gideon Hirschfeld's re-election other than a personal interest unrelated to relationships with a controlling shareholder of the Company? *Please note: If you do not mark either Yes or No, your shares will not be voted for this proposal.*

☐ YES ☐ No

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. **If no voting instructions are indicated above, this proxy will be voted FOR a matter by Management's appointees or, if you appoint another proxyholder, as such other proxyholder sees fit. On any amendments or variations proposed or any new business properly submitted before the Meeting, I/We authorize you to vote as you see fit.**

Signature(s)

Date

Please sign exactly as your name(s) appear on this proxy. Please see reverse for instructions. All proxies must be received by 3:00 p.m. (Israel time), on Tuesday, December 28, 2021.

Proxy Form – Extraordinary General Meeting of Shareholders of Intercure Ltd. to be held on December 30, 2021 (the “Meeting”)

Notes to Proxy

1. This proxy must be signed by a holder or his or her attorney duly authorized in writing. If you are an individual, please sign exactly as your name appears on this proxy. If the holder is a corporation, a duly authorized officer or attorney of the corporation must sign this proxy, and if the corporation has a corporate seal, its corporate seal should be affixed.

2. If the securities are registered in the name of an executor, administrator or trustee, please sign exactly as your name appears on this proxy. If the securities are registered in the name of a deceased or other holder, the proxy must be signed by the legal representative with his or her name printed below his or her signature, and evidence of authority to sign on behalf of the deceased or other holder must be attached to this proxy.

3. Some holders may own securities as both a registered and a beneficial holder; in which case you may receive more than one Information Circular and will need to vote separately as a registered and beneficial holder. Beneficial holders may be forwarded either a form of proxy already signed by the intermediary or a voting instruction form to allow them to direct the voting of securities they beneficially own. Beneficial holders should follow instructions for voting conveyed to them by their intermediaries.

4. If a security is held by two or more individuals, any one of them present or represented by proxy at the Meeting may, in the absence of the other or others, vote at the Meeting. However, if one or more of them are present or represented by proxy, they must vote together in respect of such security.

All holders should refer to the Information Circular for further information regarding completion and use of this proxy and other information pertaining to the Meeting.

This proxy is solicited by and on behalf of the Company's Management.



How to Vote

For Shareholders Who Hold Shares in Canada or the United States:

INTERNET

- Go to www.astvotemyproxy.com
- Cast your vote online

To vote using your smartphone,
please scan this QR Code
➔



To vote by Internet, you will need your control number. If you vote by Internet, do not return this proxy.

MAIL, FAX OR EMAIL

- Complete and return your signed proxy in the envelope provided or send to:

TSX Trust Company
Proxy Department
P.O. Box 721
Agincourt, ON M1S 0A1
CANADA
- You may alternatively fax your proxy to 416-368-2502 or toll free in Canada and the United States to 1-866-781-3111 or scan and email to proxyvote@astfinancial.com.

For Shareholders Who Hold Shares in Israel:

INTERNET

- Go to <https://votes.isa.gov.il/>
- Cast your vote online

MAIL

- Complete and return your signed proxy to:

Intercure Ltd.
85 Medinat ha-Yehudim Street
Herzliya, 676670, Israel
Attention: Chief Executive Officer

All proxies must be received by 3:00 p.m. (Israel time), on Tuesday, December 28, 2021.