

Voting Slip – Part Two

Company name: Kitov Pharma Ltd., public company no. 520031238

Company address (for submission and delivery of Voting Slips): One Azrieli Center, Round Tower, 19th Floor, Tel Aviv 6701101, Israel

Meeting date: Monday, April 29, 2019, at 4:30 p.m. (Israel Time).

Date of adjourned meeting: Monday, May 6, 2019, at 4:30 p.m. (Israel Time).

Meeting type: Special General Meeting (the “**Meeting**”).

Shareholder Details:

Shareholder Name: _____

Israeli ID no.: _____

For shareholders who are not in possession of an Israeli ID card:

Passport no.: _____

Country of Issue: _____

Valid Until: _____

For shareholders that are corporations:

Corporation no. : _____

Country of Incorporation: _____

Is the Shareholder any of the following¹:

A “Principal Shareholder”¹: Yes / No

A “Senior Officer of the Company”²: Yes / No

An “Institutional Investor”³: Yes / No

¹ Please circle the relevant possibility in each of the sections.

² As defined in Section 1 of the Securities Law, 5728-1968 (hereinafter: the “**Securities Law**”)

³ As defined in Section 37(d) of the Securities Law

⁴ As defined in Regulation 1 of the Supervision of Financial Services Regulations (Provident Funds)(Participation of a Management Company at a General Meeting), 5769-2009 as well as a Manager of Mutual Funds as per the meaning in the Mutual Funds Law, 5754-1999

Manner of Voting:

Matter	Manner of voting		
	For	Against	Abstain
<p><u>Proposal 1</u></p> <p>To approve to approve the transactions for the acquisition of FameWave and the ADS, warrant and option issuances by the Company to be made in connection with the Company's transactions for the acquisition of FameWave and the concurrent investment in the Company by certain investors and shareholders of FameWave in a private placement, as set forth under Proposal 1 in the Proxy Statement.</p>			
<p><u>Proposal 2</u></p> <p>To approve an increase in the number of ordinary shares reserved under Kitov Ltd. 2016 Equity-Based Incentive Plan to 7,500,000 ordinary shares to qualify for incentive stock options for US Tax purposes, as set forth under Proposal 2 in the Proxy Statement.</p>			
<p><u>Proposal 3</u></p> <p>To approve the grant of equity-based incentive compensation to each director so named, as set forth under Proposal 3 in the Proxy Statement:</p>			
<p><u>Proposal 3.A.</u></p> <p>John Paul Waymack, M.D., Sc.D. Chairman of the Board of Directors and Chief Medical Officer</p>			
<p><u>Proposal 3.B.</u></p> <p>Isaac Israel Chief Executive Officer and Director</p>			
<p><u>Proposal 3.C.</u></p> <p>Gil Ben-Menachem, Ph.D., MBA Vice President of Business Development and Director</p>			
<p><u>Proposal 3.D.</u></p> <p>Simcha Rock, CPA, MBA Director</p>			

Matter	Manner of voting		
	For	Against	Abstain
<u>Proposal 3.E.</u> Steven Steinberg Independent Director			
<u>Proposal 3.F.</u> Ido Agmon, MBA Independent Director			
<u>Proposal 3.G.</u> Arye Weber Independent Director			
<u>Proposal 3.H.</u> Ran Tzror, CPA, MBA Independent Director			
<u>Proposal 3.I.</u> Revital Stern-Raff, CPA, MBA			

Mark X or V clearly in the appropriate column, in accordance with your voting decision.

Date

Signature

For shareholders holding shares through a stock exchange member (in accordance with Section 177(1) of the Companies Law, 5799 - 1999), this Voting Slip is only valid when accompanied by a certification of ownership. For shareholders registered in the Company's shareholder registry – this Voting Slip will only be valid when accompanied by a photocopy of an ID / passport / certificate of incorporation.