

## **Voting Slip – Part Two**

**Company name:** Kitov Pharma Limited, public company no. 520031238

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

**Meeting date:** Monday, December 23, 2019, at 4:30 p.m. (Israel Time).

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

**Meeting type:** Annual 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 following<sup>[1]</sup>:**

**A “Principal Shareholder”<sup>[2]</sup>:** Yes / No

**A “Senior Officer of the Company”<sup>[3]</sup>:** Yes / No

**An “Institutional Investor”<sup>[4]</sup>:** Yes / No

<sup>1</sup> Please circle the relevant possibility in each of the sections.

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

<sup>3</sup> As defined in Section 37(d) of the Securities Law

<sup>4</sup> 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
<b><u>Proposal 3</u></b>  To approve the appointment of the applicable nominee for election as a director, to serve as a director of the Company in the first class of directors, commencing with the expiration of the applicable nominee's current term of office as a director, and to serve until the 2022 annual meeting of shareholders of the Company, and until his successor has been duly appointed, at which time his term of office will end as set forth in the Company's amended and restated articles of association.			
<u>Proposal 3.A.</u>  Dr. Eric Rowinsky			
<u>Proposal 3.B.</u>  Mr. Ido Agmon			
<b><u>Proposal 4</u></b>  To approve the terms of office and employment of Dr. Eric Rowinsky, the Chairman of the Board of Directors, as set forth under Proposal 4 in the Proxy Statement.			
<u>Proposal 4.A.</u>  To approve the Letter of Exemption granted by the Company to Dr. Eric Rowinsky which is in the form of such letter previously approved by the shareholders to be granted by the Company to directors serving from time to time in such capacity, a form of which is attached as Exhibit 10.5 to the Registration Statement on Form F-1 of the Company filed with the SEC on September 24, 2015.			

<u>Proposal 4.B.</u> <p>To approve the Letter of Indemnity granted by the Company to Dr. Eric Rowinsky, which is in the form of such letter previously approved by the shareholders to be granted by the Company to directors serving from time to time in such capacity, a form of which is attached as Exhibit 10.6 to the Registration Statement on Form F-1 of the Company filed with the SEC on September 24, 2015.</p>			
<u>Proposal 4.C.</u> <p>To approve the cash and equity-based compensation of Dr. Eric Rowinsky, Chairman of the Board of Directors, as set forth under Proposal 4 in the Proxy Statement.</p>			

**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 an 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.**