

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**SaverOne 2014 Ltd.**  
(Exact name of registrant as specified in its charter)

**Not Applicable**  
(Translation of Registrant's name into English)

**State of Israel**  
(State or other jurisdiction of  
incorporation or organization)

**7371**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**SaverOne 2014 Ltd.**  
**Em Hamoshavot Rd. 94**  
**Petah Tikvah, Israel**  
**+972-39094177**  
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**SaverOne 2014 Ltd. 2015 Share Incentive Plan**  
(Full title of the plan)

**Puglisi & Associates**  
**850 Library Avenue, Suite 204**  
**Newark, Delaware 19711**  
**(302) 738-6680**  
**(302) 738-7210 (facsimile)**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Gary Emmanuel, Esq.**  
**David Huberman, Esq.**  
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**Giora Gutman, Esq.**  
**Doron Tikotzky Kantor**  
**Gutman & Amit Gross**  
**B.S.R. 4 Tower, 33 Floor**  
**7 Metsada Street**  
**Bnei Brak 5126112 Israel**  
**Telephone: +972 3 613 3371**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**PART 1**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**ITEM 1. PLAN INFORMATION\***

**ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION\***

- \* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8. The documents containing information specified in this Part I will be separately provided to the participants in the SaverOne 2014 Ltd. 2015 Share Incentive Plan covered by this Registration Statement, as specified by Rule 428(b)(1) under the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission (the “SEC”) by SaverOne 2014 Ltd. (the “Registrant”) are incorporated herein by reference.

(1) The Registrant’s Annual Report on [Form 20-F](#) for the year ended December 31, 2022 filed with the SEC on April 27, 2023;

(2) The Registrant’s Reports on Form 6-K filed with the SEC on [March 30, 2023](#) (solely with respect to the text under the headings “Recent Highlights”, “Financial Highlights”, “Recent Developments Summary” and “Financial Summary for the Full Year of 2022” and the Statement of Financial Position, Statement of Comprehensive Loss and Cash Flow Statement in the press release attached as Exhibit 99.1 thereto), [May 17, 2023](#) (solely with respect to the first and second paragraphs of the press release attached as Exhibit 99.1 thereto and the text under the heading “About the SaverOne System”), [June 6, 2023](#) , [July 7, 2023](#), [August 1, 2023](#) (solely with respect to the first paragraph of the press release attached as Exhibit 99.1 thereto and the text under the heading “About the SaverOne System”), [August 8, 2023](#), [August 9, 2023](#) , [August 14, 2023](#) and [August 29, 2023](#) (solely with respect to Exhibit 99.1 and Exhibit 99.2).

(3) The description of the registrant’s ordinary shares, par value NIS 0.01 per share, included in the registration statement on [Form 8-A](#) filed on May 10, 2022 (File No. 001-41387) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

In addition to the foregoing, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and all reports on Form 6-K subsequently filed by the Registrant which state that they are incorporated by reference herein, prior to the filing of a post- effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents and reports.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

#### ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

#### ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL

Not applicable.

## ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Under the Israeli Companies Law, 5759-1999 (the “Companies Law”), a company may not exculpate an office holder from liability for a breach of the duty of loyalty. An Israeli company may exculpate an office holder in advance from liability to the company, in whole or in part, for damages caused to the company as a result of a breach of the duty of care but only if a provision authorizing such exculpation is included in its articles of association. Our amended and restated articles of association include such a provision. The Company may not exculpate in advance a director from liability arising out of a prohibited dividend or distribution to shareholders.

Under the Companies Law and the Israeli Securities Law, 5728-1968 (the “Securities Law”), a company may indemnify, or undertake in advance to indemnify, an office holder for the following liabilities and expenses, imposed on office holder or incurred by office holder due to acts performed by him or her as an office holder, provided its articles of association include a provision authorizing such indemnification:

- monetary liability incurred by or imposed on him or her in favor of another person pursuant to a judgment, including a settlement or arbitrator’s award approved by a court. However, if an undertaking to indemnify an office holder with respect to such liability is provided in advance, then such an undertaking must be limited to certain events which, in the opinion of the board of directors, can be foreseen based on the company’s activities when the undertaking to indemnify is given, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances, and such undertaking shall detail the foreseen events and amount or criteria;
- reasonable litigation expenses, including reasonable attorneys’ fees, incurred by the office holder as (1) a result of an investigation or proceeding instituted against him or her by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment was filed against such office holder as a result of such investigation or proceeding; and (ii) no financial liability was imposed upon him or her as a substitute for the criminal proceeding as a result of such investigation or proceeding or, if such financial liability was imposed, it was imposed with respect to an offense that does not require proof of criminal intent or (2) in connection with a monetary sanction;
- a monetary liability imposed on him or her in favor of an injured party at an Administrative Procedure (as defined below) pursuant to Section 52(54)(a)(1)(a) of the Securities Law;
- expenses incurred by an office holder in connection with an Administrative Procedure under the Securities Law, including reasonable litigation expenses and reasonable attorneys’ fees; and
- reasonable litigation expenses, including attorneys’ fees, incurred by the office holder or imposed by a court in proceedings instituted against him or her by the company, on its behalf, or by a third-party, or in connection with criminal proceedings in which the office holder was acquitted or as a result of a conviction for an offense that does not require proof of criminal intent.

An “Administrative Procedure” is defined as a procedure pursuant to chapters H3 (Monetary Sanction by the Israeli Securities Authority), H4 (Administrative Enforcement Procedures of the Administrative Enforcement Committee) or II (Arrangement to prevent Procedures or Interruption of procedures subject to conditions) to the Securities Law.

Under the Companies Law and the Securities Law, a company may insure an office holder against the following liabilities incurred for acts performed by him or her as an office holder if and to the extent provided in the company’s articles of association:

- a breach of the duty of care to the company or to a third-party, to the extent such a breach arises out of the negligent conduct of the office holder;

- a monetary liability imposed on the office holder in favor of a third-party;
- a monetary liability imposed on the office holder in favor of an injured party at an Administrative Procedure pursuant to Section 52 (54)(a)(1)(a) of the Securities Law; and
- expenses incurred by an office holder in connection with an Administrative Procedure, including reasonable litigation expenses and reasonable attorneys' fees.

Under the Companies Law, a company may not indemnify, exculpate or insure an office holder against any of the following:

- a breach of the duty of loyalty, except for indemnification and insurance for a breach of the duty of loyalty to the company to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- an act or omission committed with intent to derive unlawful personal benefit; or
- a fine or forfeit levied against the office holder.

Under the Companies Law, exculpation, indemnification and insurance of office holders must be approved by the compensation committee and the board of directors and, with respect to certain office holders or under certain circumstances, also by the shareholders, as described under "Directors, Senior Management and Employees— Board Practices – Exculpation, Insurance and Indemnification of Directors and Officers" in the Registrant's most recent annual report on Form 20-F.

The Registrant's amended and restated articles of association permit it to exculpate, indemnify and insure its office holders to the fullest extent permitted by the Companies Law and Securities Law. Each of the Registrant's office holders have entered into an indemnification agreement exculpating them, to the fullest extent permitted by Israeli law, from liability to the Registrant for damages caused to us as a result of a breach of the duty of care and undertaking to indemnify them to the fullest extent permitted by Israeli law, including with respect to liabilities resulting from certain acts performed by such office holders in their capacity as an office holder of the Registrant, its subsidiaries or its affiliates. The indemnification is limited both in terms of amount and coverage.

In the opinion of the SEC, indemnification of directors and office holders for liabilities arising under the Securities Act, however, is against public policy and therefore unenforceable.

## ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

## ITEM 8. EXHIBITS

See attached Exhibit Index.

## ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

provided, however, that subparagraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in the periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) To file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A. of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements.

(b) The undersigned registrant hereby further undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Petah Tikva, Israel, on September 11, 2023.

### SAVERONE 2014 LTD.

By: /s/ Ori Gilboa  
Name: Ori Gilboa  
Title: Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned officers and directors of SaverOne 2014 Ltd. hereby severally constitutes and appoints Ori Gilboa and Omri Hagai, the true and lawful attorney with full power to them, to sign for the undersigned and in his or her name in the capacities indicated below, any and all amendments, including the post-effective amendments, to this Registration Statement, and generally to do all such things in the undersigned's name and behalf in such capacities to enable SaverOne 2014 Ltd. to comply with the applicable provisions of the Securities Act of 1933, as amended, and all rules and regulation thereunder, and all requirements of the Securities and Exchange Commission, and each of the undersigned hereby ratifies and confirms all that said attorneys or any of them shall lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Ori Gilboa</u> Ori Gilboa	Chief Executive Officer (Principal Executive Officer)	September 11, 2023
<u>/s/ Omri Hagai</u> Omri Hagai	Chief Financial Officer (Principal Financial and Accounting Officer)	September 11, 2023
<u>/s/ Jacob Tenenboim</u> Jacob Tenenboim	Chairman of the Board	September 11, 2023
<u>/s/ Sharon Schreiber</u> Sharon Schreiber	Director	September 11, 2023
<u>/s/ Shlomo Shalev</u> Shlomo Shalev	Director	September 11, 2023
<u>/s/ Yaron Be'eri</u> Yaron Be'eri	Director	September 11, 2023

**SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant's duly authorized representative has signed this registration statement on Form S-8 in the city of Newark, the State of Delaware, on September 11, 2023.

By: Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	<a href="#"><u>Articles of Association of the Registrant (filed as Exhibit 3.1 to our Registration Statement on Form F-1 as filed with the Securities and Exchange Commission on March 30, 2022, and incorporated herein by reference)</u></a>
3.2	<a href="#"><u>Form of Deposit Agreement between the registrant, the Bank of New York Mellon as Depositary, and owners and holders from time to time of ADSs issued thereunder (filed as Exhibit 4.1 to our Registration Statement on Form F-1 as filed with the Securities and Exchange Commission on March 30, 2022, and incorporated herein by reference)</u></a>
3.3	<a href="#"><u>Specimen American Depositary Receipt (included in Exhibit 4.1) (filed as Exhibit 4.1 to our Registration Statement on Form F-1 as filed with the Securities and Exchange Commission on March 30, 2022, and incorporated herein by reference)</u></a>
5.1*	Opinion of Doron Tikotzky Kantor Gutman Nass & Amit Gross Law Offices as to the legality of the securities being registered
23.1*	<a href="#"><u>Consent of Fahn Kanne &amp; Co., the Israeli member firm of Grant Thornton International Ltd, an independent registered public accounting firm</u></a>
23.2*	Consent of Doron Tikotzky Kantor Gutman Nass & Amit Gross Law Offices (included in Exhibit 5.1)
24.1*	<a href="#"><u>Power of Attorney (included on the signature page of this Registration Statement)</u></a>
99.1	<a href="#"><u>SaverOne 2014 Ltd. 2015 Share Incentive Plan (filed as Exhibit 10.2 to our Registration Statement on Form F-1 as filed with the Securities and Exchange Commission on March 30, 2022, and incorporated herein by reference)</u></a>
107*	<a href="#"><u>Filing Fee Table</u></a>

\* Filed herewith.



September 11, 2023

Yaron Tikotzky, Adv. (CPA)\*  
 Eli Doron, Adv. & Notary  
 Ronen Kantor, Adv.  
 Amit Gross, Adv. & Notary  
 Dr. Shlomo Nass, Adv. (CPA)  
 Giora Gutman, Adv.  
 Rami Arie, Adv. (CPA)  
 Rachel (Goren) Cavallero, Adv.  
 Gil Mor, Adv. & Notary\*\*  
 Sharon Fishman, Adv. & Notary  
 Efrat Hamami, Adv.  
 Tamir Kalderon, Adv.  
 Asaf Gershgoren, Adv. & economist  
 Efi Ohana, Adv. & economist  
 Asaf Hofman, Adv. & economist  
 Moti Philip, Adv.  
 Shai Glikman, Adv.  
 Rotem Nissim, Adv.  
 Hadas Garoosi, Adv.  
 Shmulik Cohen, Adv.  
 Izhak Lax, Adv.  
 Amit Moshe Cohen, Adv.  
 Shimon Gros, Adv. & Notary  
 Shahar Noah, Adv. (Tax advisor)  
 Amichai Nitzan Tzidkiyahu, Adv. (CPA)  
 Igal Rosenberg, Adv.  
 Ori Perel, Adv.  
 Shai Pnini, Adv.  
 Tsvia Shif, Adv.  
 Tali Pery, Adv.  
 Rachel Don Yehia, Adv.  
 Sandrine Dray, Adv. Mediator & Notary\*\*\*  
 Nahi Hamud, Adv.  
 Yair Messaleh, Adv.  
 Maayan Peled, Adv.  
 Liav Menachem, Adv. Notary & Mediator  
 Lilach Cohen-Shamir, Adv.  
 Israel Asraf, Adv. & Notary  
 Gali Ganoni, Adv.  
 Odelia Cohen-Schondorf, Adv.  
 Yana Shapiro Orbach, Adv.  
 Oren Geni, Adv.  
 Inbal Rachamim Avital, Adv.  
 Moran Ovadia, Adv.  
 Sonny Knaz, Adv.  
 Racheli Levi, Adv.  
 Bat-El Ovadia, Adv.  
 Aharon Eitan, Adv.  
 Rania Elime, Adv.  
 Shaikhe Rakovsky, Adv.  
 Ronit Rabinovich, Adv.  
 Iris Borcom, Adv.  
 Omri Alter, Adv.  
 Shira Ben dov levi, Adv.  
 Inbal Naim, Adv.  
 Yonatan Gamarnik, Adv.  
 Ben Mugraby, Adv.  
 Liran Aharoni, Adv.  
 Shirli Shlezinger, Adv.  
 Michael Misul , Adv.  
 Jacob Bayarsky, Adv. & economist  
 Matan Hemo, Adv.  
 Tamir Shenhav, Adv.  
 Adi Ben yair- Yosef, Adv.  
 Moshe Zoaretz, Adv.  
 Or Nass, Adv.  
 Nina Aharonov, Adv.  
 Rozit kabudi Doron, Adv.  
 Doron Pessa, Adv.  
 Adi Barnes-Ovdat, Adv.  
 Omri Yacov, Adv.  
 Noy Keren, Adv.  
 Felix Naftaliev, Adv.  
 Lipaz Elimelch-Karni, Adv.  
 Eli Hirsch, Adv.  
 Maayan Gadalov, Adv.  
 Dov Alter, Adv.  
 Monica kevorkian karawani, Adv.  
 Dudi Braitman, Adv.  
 Faris Falah, Adv.  
 Shahaf Zuker, Adv.  
 Shlomi Cohen, Adv.  
 Alexey Kvaktoun, Adv.  
 Roman Bulick, Adv.  
 Lior Valzman Haimovich, Adv.  
 Elinor Yaakobi, Adv.  
 Dor Elkrief, Adv.  
 Oria Haim, Adv.  
 Hadar Raz, Adv.  
 Ilia Parkhomyuk, Adv.  
 Dana Hofman, Adv.  
 Omer Levi, Adv.  
 Yamit Halperin, Adv.  
 Moran Alezra, Adv.

To: SaverOne 2014 Ltd.  
 94 Em Hamoshavot St.,  
Petah Tikva 4970602

Ladies and Gentlemen,

Re: **REGISTRATION STATEMENT ON FORMS-8**

We are acting as Israeli counsel for SaverOne 2014 Ltd., an Israeli company (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) under the Securities Act of 1933, as amended (the “Act”), pertaining to the registration of 3,000,000 Ordinary Shares, par value NIS 0.01 each, of the Company (the “Plan Shares”) under the 2015 Incentive Option Plan (the “Plan”).

In rendering our opinion, we have examined, and have relied as to factual matters solely upon, originals or copies certified, or otherwise identified to our satisfaction, of such documents, corporate records or other instruments as we have deemed necessary or appropriate for the purposes of this opinion. In our examination we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the originals of all documents submitted to us as copies. We have, when relevant facts material to our opinion were not independently established by us, relied to the extent we deemed such reliance proper upon written or oral statements of officers and other representatives of the Company.

In giving the opinion expressed herein, no opinion is expressed as to the laws of any jurisdiction other than the State of Israel.

Based upon and subject to the foregoing, we are of the opinion that the Plan Shares, when issued pursuant to the terms of the Plan, and the terms of any agreements relating to such issuance, will be upon receipt of the consideration provided for in the Plan, validly issued, fully paid and non-assessable.

This opinion is intended solely for the benefit and use of the Company and other persons who are entitled to rely on the Registration Statement, and is not to be used, released, quoted, or relied upon by anyone else for any purpose (other than as required by law), without our prior written consent.

We hereby consent to the filing of this opinion to the Registration Statement, and to the use of our name wherever appearing in the Registration Statement in connection with Israeli law. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Sincerely,

/s/ Doron, Tikotzky, Kantor, Gutman, Nass, Amit Gross & Co

Advocates & Notaries

Elinor Palma, Adv.  
Lidor Amar, Adv.  
Tal Bukai, Adv.

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Eli Kulas. Adv. Notary & Mediator – Of Counsel  
Eli Chenchinski, Adv. - Of Counsel  
Yaacov Wagner, Senior judge (retired), Adv.- L.L.M,  
Mediator & Arbitrator- Of Counsel  
Jan Robinsohn, M.Jur. Adv. & Notary - Of Counsel  
\*\*\*\*  
Giora Amir (1928-2020)

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\* Member of the New York State Bar  
\*\* Member of the Law Society in England & Wales  
\*\*\* Accredited by the consulate of France  
\*\*\*\* Honorary Consul Of The Republic Of Poland  
(ret.)(ret.)

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**CONSENT OF INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated April 27, 2023, with respect to the financial statements of Saverone 2014 Ltd., included in the Annual Report on Form 20-F for the year ended December 31, 2022, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in the Registration Statement, and to the use of our name as it appears under the caption "Experts".

/s/ **FAHN KANNE & CO. GRANT THORNTON ISRAEL**  
Fahn Kanne & Co. Grant Thornton Israel

Tel-Aviv, Israel

September 11, 2023

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## Calculation of Filing Fee Tables

Form S-8  
(Form Type)SaverOne 2014 Ltd.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title(1)	Fee Calculation Rule	Amount Registered (2)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Ordinary Shares, par value NIS 0.01 per share (3)	Rule 457(c)	1,944,730	\$ 1.4048	\$2,731,930.80	0.0001102	\$ 301.06
Equity	Ordinary Shares, par value NIS 0.01 per share (4)	Rule 457(c) and Rule 457(h)	1,055,270	\$ 0.99	\$1,044,717.30	0.0001102	\$ 115.13
Total Offering Amounts					\$3,776,648.10		\$ 416.19
Total Fee Offsets							—
Net Fee Due							\$ 416.19

- (1) These shares may be represented by American Depositary Shares (“ADSs”), evidenced by American Depositary Receipts, issuable upon deposit of the ordinary shares registered hereby, par value NIS 0.01 per share (“Ordinary Shares”), of SaverOne 2014 Ltd. (the “Company”) and are registered on a separate registration statement on Form F-6 (File No. 333-263785). Each ADS represents five (5) Ordinary Shares.
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also covers such indeterminate number of Ordinary Shares as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions pursuant to the terms of the SaverOne 2014 Ltd. 2015 Share Incentive Plan (the “Plan”).
- (3) Represents Ordinary Shares issuable upon exercise of outstanding options granted under the Plan and the corresponding proposed maximum offering price per share represents the weighted average exercise price of these outstanding options, expressed in U.S. dollars based on the Bank of Israel exchange rate on September 8, 2023 (\$1.00=NIS 3.8440).
- (4) Represents Ordinary Shares issuable upon vesting or exercise of awards granted under the Plan as well as future award grants under the Plan and the corresponding proposed maximum offering price per share, which is estimated solely for the purposes of calculating the registration fee under Rule 457(c) and Rule 457(h) under the Securities Act, is based on the average of the high and low prices for the Company’s ADSs as quoted on the Nasdaq Capital Market on September 8, 2023, adjusted for ADS to Ordinary Share ratio.