



IMPORTANT

This document is an unofficial translation of the Hebrew original, August 12, 2012 Shelf Prospectus Reports of Hadasit Bio-Holdings Ltd. that was submitted to the Tel-Aviv Stock Exchange and the Israeli Securities Authority.

The Hebrew version submitted to the TASE and the Israeli Securities Authority shall be the sole binding legal version. This translation is for the convenience of English readers only.

August 12, 2012

HBL – Hadasit Bio-Holdings Ltd. (the “Company”) Shelf Prospectus Reports

Based on the shelf prospectus of the Company published on June 25, 2012 (reference: number 2012-01-164475; hereinafter: **the “Shelf Prospectus”**), in accordance with the provisions of the Securities Regulations (Shelf Prospectus of Securities) 5766-2005, the Company hereby publishes a Shelf Prospectus Report for the issuance and registration to trade in the Tel Aviv Stock Exchange Ltd. (hereinafter: **the “Stock Exchange”**), securities listed hereunder in this Shelf Prospectus report (hereinafter: **the “Shelf Offer Report”** or the **“Offer Report”**).

As detailed in the Shelf Offer Report, the last day for the utilization of rights was set as September 3, 2012. Prior to the end of August, 2012, the Company shall publish its financial statements for the quarter ending on June 30, 2012. The Company intends to immediately publish, an amendment to this Shelf Offer Report after the publication of the statements such that it will include the financial statements for the quarter ending on June 30, 2012. Within the amendment, the trading day of the rights will be, in any event, no less than three days from the publication date of the amended Shelf Offer Report. In light of the above, in the event that the Company does not publish its financial statements prior to August 24, 2012, the Company shall issue an immediate report in which it announces the deferral of the trading day of the rights, the last date for the delivery of the utilization notice and the last day for the utilization of the rights.

Definitions

In the Shelf Offer Report, the following terms shall have the meanings given to them in the Shelf Prospectus unless otherwise stated.

The “Effective Date” August 19, 2012 (which is the date that determines



the entitlement to participate in the issuance of the rights). If after the Effective Date an amendment to the Shelf Offer Report is published, without changing of structure of this offer, then the Effective Date determined in the Shelf Offer Report shall not be changed.

The “Ex Rights Trading Day”	The Effective Date, i.e. August 19, 2012
The “Trading Day of the Rights”	August 29, 2012
The “Entitling Securities”	The ordinary shares existing in the issued and paid up share capital of the Company, (series 4) options and (untradeable) options.
“Eligible Members”	Security holders eligible for registration on the Effective Date in the registrar of eligible security holders, excluding the Nominee Company.
“Non-Registered Eligible Members”	Eligible security holders who hold eligible securities of the Company of the relevant type on the Effective Date through the Nominee Company.
“Eligible”	Both Eligible Members and Non-Registered Eligible Members.
“The Last Date for Delivery of a Utilization of Rights Notice”	For Eligible Members – prior to August 28, 2012 (the last trading day before trade of the rights), at 12:00. Regarding Non-Registered Eligible Members – prior to August 29, 2012 (trading day of rights) at the hour that shall be determined in relation to all the Non-Registered Eligible Members by the Stock Exchange member through which he holds the eligible securities.
“The Last Day for the Utilization of the Rights”	September 3, 2012 (the third trading day after the trading day of the rights).
“The Payment Date of the Utilization of Rights Fees”	The last day for the utilization of rights, meaning September 3, 2012.



“Business Day”	Any day on which the majority of banks in Israel are open for the performance of transactions.
“Trading Day”	Any day on which trade of securities in the Tel Aviv Stock Exchange Ltd. takes place.
“Nominee Company”	Bank Mizrahi Tfahot Registration Company Ltd.

For details of significant changes that have occurred in any matter described in the Shelf Prospectus, and that have taken place from the publication date of the Shelf Prospectus until the publication date of the Shelf Offer Report, see section 11 below.

The Shelf Prospectus includes, inter alia, the amount of up to 500,000,000 ordinary shares registered by name, par value NIS 0.01 each of the Company up to 3 series of options (series 6 to 8) such that each of the series of options will include not more than 50,000,000 options registered by name which can be exercised in a manner that each option from the said series will be exercisable to one ordinary share par value NIS 0.01 each of the Company.

The proposal under this Shelf Offer Report is the first offering of securities under the Shelf Prospectus.

Given the fact that the (series 4) options and some of the (non-tradable) options issued by the Company were not adapted for a transition of the Stock Exchange to clearing of shares and convertible securities in T+1, on the Effective Date, the trade of the Company’s securities shall end.

1. The Proposed Securities

- 1.1. Up to 39,317,928 ordinary shares registered by name, NIS 0.01 par value each (hereinafter: **the “Shares”**) are offered by way of rights. The offered shares grant about 30.9% of the voting rights and of the issued and paid up share capital of the Company after the issuance, and about 28.58% in a fully diluted assumption. After the issuance under this Shelf Offer Report and assuming that the acquisition takes place of all offered units, then the balance of remaining shares shall remain 460,682,072 ordinary shares in accordance with the Shelf Prospectus.
- 1.2. Up to 13,105,976 (Series 6) Options registered by name (hereinafter: **the “(Series 6) Options”**) offered by way of rights. The (Series 6) Options are exercisable for up to 13,105,976 ordinary shares of the Company par value NIS 0.01 each, subject to adjustments as provided in sections 3.2.9 and 3.2.10 to the Shelf Prospectus, against the payment of cash of the exercise price of 46 agoras



(index) on any trade day, subject to the dates listed in section 1.4 hereunder, beginning on the registration date for trade in the Stock Exchange and until the last date for their exercise on September 3, 2015. An option for shares that is not exercised before the last date for its exercise, inclusive, shall expire and be null, and the holder thereof shall not have any right towards the Company. After the issuance under this Shelf Offer Report and assuming full realization of the units offered hereunder, the balance of (Series 6) Options, in accordance with the Shelf Prospectus, shall be 36,894,024 (Series 6) Options.

- 1.3. As of the date of the Shelf Offer Report, the registered capital of the Company is 200,000,000 shares. As of the date of the Shelf Offer Report, the issued and paid up capital of the Company is 87,543,422 shares and 98,294,817 fully diluted shares. After the issuance under the Shelf Offer Report, and assuming full utilization of the units offered thereunder, the issued capital of the Company shall be comprised of 126,861,350 ordinary shares and 150,718,721 full diluted ordinary shares. Assuming utilization of all of the units offered under the Shelf Offer Report and the utilization of all (Series 6) Options to Company shares immediately upon their issuance, the shares and the shares that will arise from the realization of the (Series 6) Options offered under the Shelf Offer Report shall be about 37.45% of the issued and paid up share capital of the Company and about 34.79% fully diluted.
- 1.4. In light of the transition of the Stock Exchange to clearing stocks and convertible securities in T1, no exercise of (Series 6) Options shall take place on the effective date for the distribution of bonus shares, for an offer by way of rights, dividend distribution, capital consolidation, capital division or reducing capital (each of the above events shall be called a “**corporate event**”). If the ex date of the corporate event falls before the Effective Date of the corporate event no exercise of (Series 6) Options shall be performed on the ex date as stated.

2. Manner of Offering Securities

- 2.1. The offered securities are offered by way of rights to Eligible Security Holders in the Company who are registered in the registrar of security holders in the Company at the end of the trading day of August 19, 2012 (hereinafter: **the “Effective Date”**) such that any entity holding 15 eligible securities of the Company at the end of the Effective Date shall be entitled to acquire one right unit in the composition and at the price as follows. In total, within the offer, 6,552,988 right units are offered¹:

¹ Calculation of the number of right units is the result of the division of eligible securities [which is, as stated below, the total shares existing in the issued and paid up share capital of the Company (87,543,422 ordinary shares) + (series 4) options (8,843,700 (series 4) options) + (non-tradable) options (1,907,695



6 Shares	79.2 agurot
2 options (series 6)	--
Total amount for one unit	79.2 agurot

2.2. In considering the closing rate of the Company shares in the Stock Exchange on August 12, 2012, which was 46.9 agurot per share, and considering the structure and price of the right units offered to Eligible Security Holders, as stated above, the "Ex Rights" price per share is about 36.39 agurot. The bonus component rate in the right offer is 28.88%.

2.3. The "Ex Rights" Trading Day is August 19, 2012

2.4. The Last Date for Delivery of a Utilization of Rights Notice for Eligible Members is August 28, 2012 before 12:00 pm, and regarding Non-Registered Eligible Members is until the trading day of the rights (August 29, 2012) at the time which shall be determined in a notice to Non-Registered Eligible Members from a Stock Exchange member through which he holds the securities eligible for rights.

2.5. The Trading Day of the Rights is August 29, 2012.

2.6. The Last Day for the Utilization of Rights is September 3, 2012.

2.7. The Payment Date of the Utilization of Rights Fees is September 3, 2012.

2.8. The Nominee Company for the offer of rights is the registration company of the Bank Mizrahi Registration Company Ltd.

2.9. Ongoing Utilization of Rights

No ongoing utilization of rights could be performed

2.10. Trading the "X Rights" in the Stock Exchange

In accordance with the provisions of the Shelf Prospectus, the shares of the Company's capital will be traded in the "Ex Rights" Stock Exchange as of August 19, 2012.

2.11. Registrar of Eligible Securities

(non-tradable) options)] and in total 98,294,817 eligible securities, in the amount of shares offered pursuant to this report.



The registrar of shareholders will be open from the publication date of this Shelf Offer Report and until the end of the Effective date (inclusive) meaning, that as of August 12, 2012 and until August 19, 2012 (inclusive).

2.12. Unutilized Rights

Rights which are not utilized in accordance with the provisions of the Prospectus Report and this Shelf Offer Report prior to The Last Date for the Utilization of Rights shall expire and shall not grant any right to holders thereof and no securities shall be allocated therefrom. It is clarified that right utilizers shall have no offsetting right against the Company for the amount that they must pay.

2.13. Additional Details

- 2.14. For a description of the security offer process by way of rights see section 2.7 to the Prospectus Report. These provisions shall apply to the Shelf Offer Report.
- 2.15. Notices to Eligible Members, fragments of rights, trading of the rights, utilization of the rights or the sale thereof by Eligible Members and utilization and sale of the rights by Non-Registered Eligible Members shall be as described in sections 2.7.2 – 2.7.8 of chapter 2 in the Shelf Prospectus.
- 2.16. In accordance with the provisions of the Stock Exchange Regulations, the new shares that the Company shall offer under this Shelf Prospectus Report will be registered in the Company's registrar of shareholders in the name of the Nominee Company alone. The foregoing shall not apply to shares issued by way of an offer of rights to registered holders, provided the registered holder does not register the rights offered thereto in the Company's registrar of shareholders in the name of the Nominee Company.

3. **Notice Regarding Utilization of Rights**

An interest holder of the Company has notified it as follows:

Hadasit Medical Research and Development Services Ltd., which holds, as of the publication of the Shelf Offer Report, 31,794,872 ordinary shares of the Company constituting 36.32% of the issued share capital of the Company (31.13% fully diluted), has notified the Company of its intent to utilize all of the rights that it is entitled to under this offer (2,119,658 right units) in consideration for a total of about NIS 1.68 million.

The said interest holder has requested to clarify to the Company that the foregoing is its intent and not a legal undertaking to actually utilize these rights. Meaning, it may



be that the said intent is not realized. It is hereby clarified that the interest holders of the Company, including the interest holder who expressed its intent to utilize the rights as expressed above will be entitled on the Trading Day of Rights to submit an offer for the purchase of additional rights, and if actually acquired – to utilize the additional rights that it acquires.

4. **Terms of the Offered Securities Under the Shelf Offer Report**

Shares

- 4.1. Up to 39,317,928 ordinary shares registered by name, par value NIS 0.01 each of the Company.
- 4.2. The share that will be allocated by the Company under this Shelf Offer Report as a result of the utilization rights will be, after the allocation, equal to the rights of existing shares in the issued and paid up capital of the Company upon their allocation.
- 4.3. The main rights accompanying the Company shares are described in chapter 4 of the Shelf Prospectus.
- 4.4. After the issuance under this Shelf Offer Report, the Company will have two series of tradable options (Series 4 and Series 6).

(Series 6) Options

- 4.5. Up to 13,105,976 (series 4) options exercisable to up to 13,105,976 ordinary shares par value NIS 0.01 of the Company, on each trading day, as of their date of registration for trade and until September 3, 2015 (inclusive), subject to the adjustments as detailed in sections 3.2.9 and 3.2.10 of the Shelf Prospectus. The exercise of options shall be performed in consideration for a cash payment of the exercise price in the amount of 46 agurot (indexed) on any trading day, subject to the dates specified in section 1.4 above. (Series 6) Options which are not exercised before the last date for exercise, inclusive, meaning, that the exercise notice and payment for exercise price were not received prior to the same date by the Company, shall expire and be null and shall not grant any right, including any right to any payment, whatsoever to the owner thereof.
- 4.6. The economic value of the (Series 6) Options is 9.25 agurot. The economic value is calculated based on the "Black & Scholes", in accordance with the calculation formula in the Stock Exchange guidelines, considering the closing rate of the ordinary shares of the Company in the Stock Exchange on August 12, 2012, which was 46.90 agurot, with the weekly standard deviation is 6.36%



(embodying an annual standard deviation of 45.86%), and the annual discount factor is 2%, and under the assumption that the (Series 6) Options are realized at the Last Date for Realization.

- 4.7. Despite the foregoing, it will not be possible to realize the (Series 6) Options on the Effective Date of **a corporate event** – an offer by way of rights, distribution of profits, consolidation of capital, division of capital or reduction of capital. If the Ex Date of the corporate event occurs before the Effective Date of the corporate event no realization will take place on the said Ex Date.

Various dates such as: exercise dates, payments dates and schedules for the submission of exercise requests (all hereinafter referred to as: **the “Dates”**) will be determined, inter alia, in accordance with the Stock Exchange Regulations, the guidelines thereunder and the assisting laws of the Stock Exchange Clearing (hereinafter: **the “Stock Exchange Provisions”**) valid at the publication date of this Shelf Offer Report. The Stock Exchange Provisions may change from time to time and among other things, various limitations may be determined therein regarding the Effective Dates of this Shelf Offer Report. In the event that the Stock Exchange Provisions regarding the said dates have changed, the change shall also apply to the securities issued under this Shelf Offer Report, unless otherwise determined by the Stock Exchange or by the Stock Exchange Clearing.

5. **Additional Provisions for the Protection of (Series 6) Option Holders:**

- 5.1. **Distribution of bonus shares** – if the Company distributes bonus shares from the date of this Shelf Offer Report and until the end of the exercise period in connection with the (Series 6) Options, the rights of the option holders of the same series shall be protected in the manner set forth hereunder:

- 5.1.1. Immediately after the Effective Date for the entitlement to participate in the said distribution, the number of exercise shares that the option holder of the same series is entitled to with their exercise shall increase, by adding the number of shares that the said holder would be entitled to as bonus shares had he exercised the options immediately prior to the said Effective Date, meaning a relative adjustment will be performed (exercise ratio * closing rate on the trading day prior to the Ex Day / the Ex Rate). The Company shall provide notification in an immediate report prior to the opening of trade on the Ex Date of the new exercise ratio.

- 5.1.2. A holder of options from the same series shall not be entitled to the allocation of a portion of the bonus shares based on the foregoing unless all fragments of bonus shares that are incurred at the time of the allocation and are accrued to full shares are sold in the Stock Exchange by a trustee that

will be appointed for this purpose by the Company within thirty (30) days from the said allocation date, and the net consideration after the deduction of sale expenses and obligatory payments and taxes (shall be distributed between Eligible Members within fifteen (15) days from the sale date. An eligible Member shall not be sent a check in an amount lower than NIS 50, and such amounts may be collected from the Company's offices during the dates and ordinary times of work. An Eligible Member that does not arrive at the Company's office to receive such an amount as stated within twelve (12) months as of the sale date shall lose its right to this amount.

- 5.1.3. Subject to the provisions of the regulations and guidelines of the Stock Exchange, the adjustment method as listed above is not changeable.
- 5.2. **Issuance of rights** – if the Company offers its shareholders securities of any kind by way of issuance of rights, from the date of this Shelf Offer Report and until the exercise period in relation to the (Series 6) Options, the number of exercise shares will be adjusted for the exercise of options from the same series which have not yet been exercised to ordinary shares of the Company on the effective date for the entitlement to rights offers in the allocation of rights, in accordance with the bonus components of the rights as expressed in the ratio between the share rate in the Stock Exchange on the said Effective date and the base rate “ex rights”, meaning, adjusting the ratio (closing rate on the trading day before the ex date divided by the rate on the ex date). Subject to the provisions of the Regulations and Guidelines of the Stock Exchange, the adjustment method as detailed above is not changeable. The Company shall provide notification in an immediate report prior to the opening of trade on the Ex Date of the new exercise ratio.
- 5.3. **Distribution of dividends** – in the Company distributes dividends in cash to ordinary shareholders which the effective date thereof falls prior to the exercise date of the (Series 6) Options, then immediately after the effective date, the exercise price will be adjusted by multiplying the ratio between the company share rate in the Stock Exchange “ex dividend” as determined by the Stock Exchange and between the closing rate determined in the stock exchange for the Company's shares on the last trading day before the “ex dividend” day. The adjustment method as stated above in this section is not changeable. The Company undertakes to notify, with an immediate report, of the adjusted exercise price before the opening of trade on the day on which the “ex dividend” shares are traded.
6. **Avoidance of making arrangements which are not written in the Shelf Prospectus and the Shelf Offer Report**



- 6.1. The Company and the directors undertake with their signature on this Shelf Offer Report to refrain from making arrangements which are not written in the Shelf Prospectus or this Shelf Offer Report in connection with the offer of securities offered in this Shelf Offer Report, their distribution or dispersal among the public, and they undertake to refrain from granting a right to acquirers of securities offered under the Shelf Offer Report, to sell the securities so acquired, all beyond the provisions of the Shelf Prospectus or the Shelf Offer Report.
- 6.2. The Company and the directors undertake, with their signature on this Shelf Offer Report, to notify the Securities Authority of any arrangement known to them with a third party which contradicts the undertaking as stated in section 6.1 above.
- 6.3. The Company and the directors undertake with their signature on this Shelf Offer Report to refrain from engaging with any third party in an arrangement contrary to the provisions of section 6.1 above.
- 6.4. The Company has delivered to the Securities Authority, near the date of the publication of the Shelf Prospectus, an undertaking signed by the holder of control of the Company according to which it undertakes to act in accordance with the provisions of sections 6.1 – 6.3 above.

7. Tax Implications

- 7.1. Regarding the tax of income from the securities offered under this Shelf Offer Report, see section 2.11 to the Shelf Prospectus.
- 7.2. **As customary upon the decision of the investment of funds, the tax implications should be considered which are related to the investment in the securities offered under this Shelf Prospectus. The provisions of the Prospectus reflect the provisions of the law described therein as they exist as of the date of the Shelf Prospectus, and they may change before the actual offer date of the said securities under the Shelf Offer Reports. In addition, it should be emphasized that the provisions above do not purport to an authorized interpretation of the provisions of the law referenced in the Prospectus; therefore, each investor considering the purchase of the securities offered should receive professional consultation which suited for the updated taxation provisions as may exist at the date of the actual offer and for the specific purposes of the investor.**

8. Consideration for the Issuance, Fees and Consideration Designation

- 8.1. The expected consideration to the Company from this issuance, considering the minimum price per unit and under the assumption that all units offered in this Shelf Offer Report are utilized, less the expenses incurred in the issuance, shall be as follows:

Total expected immediate consideration (gross)	About NIS 5.12 million
Future consideration*	(Series 6) Options about NIS 6.03 million
Estimated issuance costs ** (including concentration, distribution and consultation fees)	About NIS 125 thousand
Total expected immediate consideration	About NIS 4.99 million

* If the (Series 6) Options are exercised in full.

** VAT shall be added by law to issuances costs.

- 8.2. The consultation, concentration and distribution costs as stated above are based on Poalim I.B.I – Underwriting and Management Ltd. receiving from the Company, in connection with this issuance, a fee of 4% from the scope of the expected immediate issuance consideration (the distributor will not be entitled to receive fees for the utilization of units from holders of interest who've undertaken to utilize right units as stated in this Report). The consultation and distribution fees include concentration fees in the amount of about NIS 30 thousand. If the recruitment volume under this Report, not included the utilization of rights of interest holders who have delivered an undertaking as stated in this Report, exceeds NIS 2,500,000, the Company shall pay a success bonus in the amount of NIS 60,000 with the addition of VAT by law.

- 8.3. No minimal amount has been determined which must be achieved in this issuance.

- 8.4. In consideration for the issuances in this Shelf Offer Report, the Company shall serve for the purpose of financing the activities of the Company and the portfolio companies in which the Company has holdings, in accordance with the decisions passed in this regard, from time to time by the board of directors of the Company, all in accordance with the objectives and strategy of the Company.

9. **Permits and Approvals**

- 9.1. The Company has contacted the Stock Exchange, requesting to register the offered shares for trade, (Series 6) Options and the shares that shall arise as a result of the exercise of (Series 6) Options, offered under this Shelf Offer Report, and the Stock Exchange has provided confirmation thereof.



- 9.2. Trade of shares and (Series 6) Options offered shall begin immediately after their registration for trade in the Stock Exchange. The shares shall be traded in the Stock Exchange together with the ordinary shares of the Company, which shall be in circulation on the date of their registration for trade.
- 9.3. Registration for trade in the Stock Exchange of shares and (Series 6) Options offered is subject to the Guidelines and Regulations of the Stock Exchange and the provisions of any relevant law.
- 9.4. **The said confirmation of the Stock Exchange for the registration for trade of the shares and (Series 6) Options offered under the Shelf Offer Report should not be considered to be confirmation of details listed in the Shelf Offer Report, their reliability and their completeness, and is not an expression whatsoever regarding the Company or the type of securities offered in the Shelf Offer Report or the price at which they are offered.**

10. Payment of fees

In accordance with the provisions of Regulation 4A of the Securities Regulations (Application Fees for a Permit to Publish a Prospectus), 5755 – 1995, the Company shall pay the Securities Authority the additional fee for the securities offered within the Shelf Offer Report.

11. Description of the changes and material innovations which have occurred in each matter that must be described in the Shelf Prospectus, which have occurred from the publication of the Shelf Prospectus and until the publication of the Shelf Offer Report:

From the publication of the Shelf Prospectus and until the publication of this Shelf Offer Report, no material changes have occurred in the activities of the Company which were not reported within the reports to the public, and no innovation or other event occurred which must be described in the Shelf Prospectus and which was not published in the Company's reports to the public.

- 11.1. On June 26, 2012, the Company announced the assembly of an annual meeting which would take place on August 1, 2012. The matters on the agenda are – a discussion of the financial statements and the board of director's report for the year ending on December 31, 2011; the appointment of Ms. Michal Sapir, serving as an outside director of the Company for an additional period of appointment as an external director of the Company (a second term of office); regarding the payment of earnings of securities in the manner allocation to Ms. Sapir, and to Mr. Yaron Coles, serving as an external director of the Company,



20,000 options (non tradable) convertible to 20,000 ordinary shares par value NIS 0.01 each of the Company to each of the external directors. The exercise price of the options to one ordinary share is determined to be NIS 2 (indexed). For a description, see reference number: 2012-01-166947.

11.2. On July 17, 2012, the Company announced the passing of director and Professor Adi Raveh (reference number: 2012-01-187086).

11.3. In continuation to the Company's reports of February 23, 2012 (reference number: 2012-01-049995) and May 21, 2012 (reference number: 2012-01-130923), regarding the commencement of negotiations between Thrombotech Ltd. ("**Thrombotech**"), one of the portfolio companies in which the Company has holdings (about 24.8% of the issued and paid up share capital, and about 22% of the capital fully diluted), and D-Pharm Ltd. (a public company whose securities are registered for trade in the Tel-Aviv Stock Exchange Ltd.) ("**D-Pharm**"), for the acquisition of Thrombotech by D-Pharm. The Company announced that on July 18, 2012, after receiving all of the approvals required by law, the acquisition was completed (reference number: 2012-01-189447).

In accordance with the agreement signed between the parties, D-Pharm acquired from the Company and from the other shareholders of Thrombotech, all of the issued capital of Thrombotech (actual and fully diluted) in consideration for the private placement of ordinary shares of D-Pharm on the basis of a price per D-Pharm share of NIS 0.851 and a price per Thrombotech share of NIS 216.103. The Company holds 14.9% of the issued and paid up capital and voting rights of D-Pharm (about 14.4% fully diluted, not including shares allocated within the additional investment as detailed hereunder). Additionally, the Company has appointed a director in the board of directors of D-Pharm (reference number: 2012-01-176499).

11.4. On July 23, 2012, the board of directors the Company approved the flow of convertible loans, in the ordinary form in which the Company engages with portfolio companies, in the total amount of about USD 500,000 as follows: USD 250,000 to ProtAb Ltd. and USD 250,000 to Enlivex Ltd. (reference number: 2012-01-197913). The purpose of the convertible loans in the support the activities of the two companies currently in negotiations with external investors.



12. Legal Opinion

The Company received the following legal opinion:

[Header]

- Without derogating from rights -

August 12, 2012

To
HBL – Hadasit Bio-Holdings Ltd.

Dear Sirs,

Re: **Shelf Offer Report by way of rights of HBL – Hadasit Bio-Holdings Ltd. (the “Company”) dated August 12, 2012 (the “Shelf Offer Report”), of up to 39,317,928 ordinary shares and up to 13,105,976 (Series 6) Options of the Company (the “Offered Securities”)**

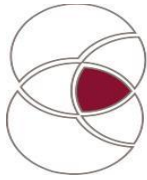
As per your request, we confirm the following:

1. The accompanying rights to the securities offered by you are correctly described in the Shelf Prospectus and the Shelf Offer Report according to which the Company intends to offer the securities in question.
2. The Company is authorized to issue and register for trade in the Stock Exchange by way of offering rights, the ordinary shares and the (series 6) options in the manner described in the Shelf Prospectus and Shelf Offer Report.
3. The directors of the Company were duly appointed and their names are included in the Shelf Prospectus.

We agree that this opinion be included in the Shelf Offer Report.

Sincerely,

Rafi Shapiro, Adv. Anna Soroka, Adv.
E. Abramson & Co., Law Offices & Notaries



Hadasit
Bio-Holdings Ltd.

Signatures

The Company:

HBL – Hadasit Bio-Holdings Ltd.

The Directors:

Dr. Rafi Hofstein, Chairman

Prof. Ehud Kukia

Michal Sapir, External Director

Yaron Coles, External Director

Doron Berger

Doron Debby