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

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of July 2022

Commission file number: 001-41334

Saverone 2014 Ltd.

(Translation of registrant's name into English)

**Em Hamoshavot Rd. 94
Petah Tikvah, Israel**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulations S-T Rule 101(b)(7): ☐

CONTENTS

On July 14, 2022, SaverOne 2014 Ltd. (the “Company”) announced that it will hold a Special Meeting of Shareholders on August 18, 2022 at 3:00 p.m. (Israel time) at the Company’s offices in Petah Tikva, Israel. In connection with the meeting, the Company furnishes the following documents:

1. A copy of the Notice and Proxy Statement with respect to the Company’s Special Meeting of Shareholders describing the proposal to be voted upon at the meeting, the procedure for voting in person or by proxy at the meeting and various other details related to the meeting, attached hereto as Exhibit 99.1;
 2. A form of Proxy Card whereby holders of ordinary shares of the Company may vote at the meeting without attending in person, attached hereto as Exhibit 99.2; and
 3. A form of Voting Instruction Card whereby holders of American Depositary Shares of the Company may vote at the meeting without attending in person, attached hereto as Exhibit 99.3.
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EXHIBIT INDEX

<u>Exhibit No.</u>	
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99.1	Notice and Proxy Statement with respect to the Company's Special Meeting of Shareholders
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99.2	Proxy Card for holders of ordinary shares with respect to the Company's Special Meeting of Shareholders
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99.3	Voting Instruction Card for American Depositary Share holders with respect to the Company's Special Meeting of Shareholders
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SaverOne 2014 Ltd.

Date: July 14, 2022

By: /s/ Tony Klein
Name: Tony Klein
Title: Chief Financial Officer

**NOTICE OF
SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON AUGUST 18, 2022**

To the shareholders and ADS holders of SaverOne 2014 Ltd. (the "Company"):

Notice is hereby given that a Special Meeting of Shareholders will be held on Thursday, August 18, 2022, at 3:00 p.m. Israel time at our offices, Em Hamoshavot Rd. 94, Petah Tikva, Israel.

The agenda of the special meeting will be to elect Sharon Schreiber as one of our external directors for a three-year term ending August 18, 2025.

Only shareholders and holders of American Depositary Shares at the close of business on July 15, 2022 (the "Record Date") are entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. You are cordially invited to attend the special meeting in person.

If you are unable to attend the special meeting in person, you are requested to complete, date and sign the enclosed proxy and to return it promptly in the pre-addressed envelope provided. Shareholders who attend the special meeting may revoke their proxies and vote their shares in person.

Beneficial owners who hold ordinary shares through members of the Tel Aviv Stock Exchange, or the TASE, may either vote their shares in person at the special meeting by presenting a certificate signed by the TASE Clearing House member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares on the Record Date, or send such certificate along with a duly executed proxy (in the form filed by us on MAGNA, the distribution site of the Israeli Securities Authority, at www.magna.isa.gov.il), to us Em Hamoshavot Rd. 94, Petah Tikva, Israel 49130, Israel Attention: Chief Financial Officer.

By Order of the Board of Directors

Jacob Tenenboim

Chairman of the Board

July 14, 2022



Em Hamoshavot Rd.
94, Petah Tikva,
Israel

PROXY STATEMENT

FOR SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 18, 2022

This Proxy Statement is furnished to our holders of ordinary shares, par value NIS 0.01 per share, including holders of our ordinary shares that are represented by American Depositary Shares, or ADSs, in connection with the Special Meeting of Shareholders, to be held on Thursday, August 18, 2022, at 3:00 p.m. Israel time at our offices, Em Hamoshavot Rd. 94, Petah Tikva, Israel, or at any adjournments thereof.

Throughout this Proxy Statement, we use terms such as “SaverOne”, “we”, “us”, “our” and the “Company” to refer to SaverOne 2014 Ltd. and terms such as “you” and “your” to refer to our shareholders and ADS holders.

Agenda Items

The agenda of the special meeting will be to elect Sharon Schreiber as one of our external directors for a three-year term ending August 18, 2025

We currently are unaware of any other matters that may be raised at the special meeting. Should any other matters be properly raised at the special meeting, the persons designated as proxies shall vote according to their own judgment on those matters.

Board Recommendation

Our board of directors unanimously recommends that you vote “FOR” the proposal.

Who Can Vote

Only shareholders and ADS holders at the close of business on July 15, 2022, shall be entitled to receive notice of and to vote at the special meeting.

How You Can Vote

You can vote your ordinary shares by attending the special meeting. If you do not plan to attend the special meeting, the method of voting will differ for shares held as a record holder, shares held in “street name” (through a Tel Aviv Stock Exchange, or TASE, member) and shares underlying ADSs that you hold. Holders of ADSs (whether registered in their name or in “street name”) will receive voting instruction cards in order to instruct their banks, brokers or other nominees on how to vote.

Shareholders of Record

If you are a shareholder of record, you can submit your vote by completing, signing and submitting an applicable proxy, which has been published at www.magna.isa.gov.il and www.maya.tase.co.il and which will be accessible at the “Investor Relations” portion of our website, as described below under “Shareholder Meetings”.

Shareholders Holding in “Street Name,” Through the TASE

If you hold ordinary shares in “street name,” that is, through a bank, broker or other nominee that is admitted as a member of the TASE, your shares will only be voted if you provide instructions to the bank, broker or other nominee as to how to vote, or if you attend the special meeting in person.

If voting by mail, you must sign and date a proxy and attach to it a certificate signed by the TASE Clearing House member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares, as applicable, on the Record Date, and return the proxy, along with the proof of ownership certificate, to us, as described in the instructions available on MAGNA.

If you choose to attend the special meeting (where ballots will be provided), you must bring the proof of ownership certificate from the TASE’s Clearing House member through which the shares are held, indicating that you were the beneficial owner of the shares, as applicable, on the Record Date.

Holders of ADSs

Under the terms of the Deposit Agreement between the Company, The Bank of New York Mellon, as depositary, or BNY Mellon, and the holders of our ADSs, BNY Mellon shall endeavor (insofar as is practicable) to vote or cause to be voted the number of shares represented by ADSs in accordance with the instructions provided by the holders of ADSs to BNY Mellon. For ADSs that are held in “street name”, through a bank, broker or other nominee, the voting process will be based on the underlying beneficial holder of the ADSs directing the bank, broker or other nominee to arrange for BNY Mellon to vote the ordinary shares represented by the ADSs in accordance with the beneficial holder’s voting instructions. If no instructions are received by BNY Mellon from any holder of ADSs (whether held directly by a beneficial holder or in “street name”) with respect to any of the shares represented by the ADSs on or before the date established by BNY Mellon for such purpose, BNY Mellon shall not vote or attempt to vote the shares represented by such ADSs.

Multiple Record Holders or Accounts

You may receive more than one set of voting materials, including multiple copies of this document or voting instruction cards. For example, shareholders who hold ADSs in more than one brokerage account will receive a separate voting instruction card for each brokerage account in which ADSs are held. You should complete, sign, date and return each voting instruction card you receive.

Our board of directors urges you to vote your shares so that they will be counted at the special meeting or at any postponements or adjournments of the special meeting.

Solicitation

Shareholders and ADS holders may vote at the special meeting whether or not they attend. If a properly executed proxy is received by us at least 48 hours prior to the special meeting (and received by BNY Mellon no later than the date indicated on the voting instruction card, in the case of ADS holders), all of the shares represented by the proxy shall be voted as indicated on the form or, if no preference is noted, shall be voted in favor of the matter described above, and in such manner as the holder of the proxy may determine with respect to any other business as may come before the special meeting or any adjournment thereof. Shareholders and ADS holders may revoke their proxy at any time before the deadline for receipt of powers of attorney by filing with us (in the case of holders of ordinary shares) or with BNY Mellon (in the case of holders of ADSs), a written notice of revocation or duly executed proxy bearing a later date.

Proxies are being distributed to shareholders and ADS holders on or about July 15, 2022. Certain officers, directors, employees, and agents of ours, none of whom will receive additional compensation therefor, may solicit proxies by telephone, emails, or other personal contact. We will bear the cost for the solicitation of the proxies, including postage, printing, and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of shares and ADSs.

To the extent you would like to submit a position statement with respect to the proposals described in this proxy statement pursuant to the Israeli Companies Law 5759-1999 (“Israeli Companies Law”), you may do so by delivery of appropriate notice to our offices (Attention: Chief Financial Officer) located at Em Hamoshavot Rd. 94, Petah Tikva, 49130, Israel, not later than ten days before the special meeting. Response of the board to the position statement may be submitted not later than five days before the special meeting.

Quorum

At the close of business on July 14, 2022, we had outstanding 22,694,296 ordinary shares. Each ordinary share (including ordinary shares represented by ADSs) outstanding as of the close of business on the Record Date is entitled to one vote upon each of the matters to be voted on at the special meeting.

Under our articles of association, the special meeting will be properly convened if at least two shareholders attend the meeting in person or sign and return proxies, provided that they hold shares representing at least 25% of our voting power. If such quorum is not present within half an hour from the time scheduled for the meeting, the meeting will be adjourned for one week (to the same day, time and place), or to later date if so specified in the notice of the meeting. At the reconvened meeting, if there is no quorum within half an hour from the time scheduled for the meeting, any number of our shareholders present in person or by proxy shall constitute a lawful quorum.

Vote Required

The approval the proposal is subject to the affirmative vote of the holders of a majority of the voting power represented and voting on such proposal in person or by proxy. In addition, the shareholders' approval must either include at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders nor are they shareholders who have a personal interest in the approval of the proposal, except personal interest which is not as a result of his relations with the controlling shareholder, or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against the proposal must not represent more than 2% of the outstanding ordinary shares.

Under the Israeli Companies Law, in general, you will be deemed to be a controlling shareholder if you have the power to direct our activities, otherwise than by reason of being a director or other office holder of ours, and you are deemed to have a personal interest if any member of your immediate family or their spouse has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company, other than SaverOne, that is affiliated to you has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our shares, or to a matter that is not related to a relationship with a controlling shareholder.

In the proxy card attached to the proxy statement you will be asked to indicate whether you are a controlling shareholder or have a personal interest with respect to the proposal. If any shareholder casting a vote in connection hereto does not notify us whether or not they are a controlling shareholder or have a personal interest with respect to the proposal, their vote with respect to the proposal will be disqualified.

If you provide specific instructions (mark boxes) with regard to certain proposals, your shares will be voted as you instruct. If you sign and return your proxy card or voting instruction form without giving specific instructions, your shares will be voted in accordance with the recommendations of our board of directors. The proxy holders will vote in their discretion on any other matters that properly come before the meeting.

If you are a shareholder of record and do not return your proxy card, your shares will not be voted. If you hold shares (or ADSs representing shares) beneficially in street name, your shares will also not be voted at the meeting if you do not return your proxy card or voting instruction card to instruct your broker or BNY Mellon how to vote. A broker (and BNY Mellon) may only vote in accordance with instructions from a beneficial owner of shares or ADSs.

Availability of Proxy Materials

Copies of the applicable proxy card and voting instruction card, the Notice of the Special Meeting and this Proxy Statement are available at the “Investor Relations” portion of our website, www.saver.one. The contents of that website are not a part of this Proxy Statement.

Reporting Requirements

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended, or Exchange Act, applicable to foreign private issuers. We fulfill these requirements by filing reports with the Securities and Exchange Commission, or Commission. Our filings with the Commission may be inspected without charge at the Commission’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the Commission at 1-800-SEC-0330. Our filings are also available to the public on the Commission’s website at <http://www.sec.gov>.

As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this notice and proxy statement should not be taken as an admission that we are subject to the proxy rules under the Exchange Act.

PROPOSAL TO ELECT EXTERNAL DIRECTOR

Background

In accordance with the Israeli Companies Law and the relevant regulations, we must have at least two external directors who meet the statutory requirements of independence. Under the Israeli Companies Law, an external director serves for a term of three years, which may be extended for two additional three-year terms. Further, an external director can be removed from office only under very limited circumstances. In addition, under the Israeli Companies Law, all of the external directors must serve on our audit committee and compensation committee (including one external director serving as the chair of our audit committee and as the chair of our compensation committee), and at least one external director must serve on each other committee of our board of directors. If elected as an external director, Sharon Schreiber will become a member of our audit committee and compensation committee.

To qualify as an external director, an individual must meet various independence requirements, including that such individual may not have, and may not have had at any time during the previous two years, any “affiliation” (as defined in the Israeli Companies Law) with the company or with certain of its affiliates. In addition, no individual may serve as an external director if the individual’s position or other activities create or may create a conflict of interest with his or her role as an external director.

Shlomo Shalev and Michal Brikman Marom are our external directors under the Israeli Companies Law. On July 3, 2022, Ms. Brickman Marom notified us of her resignation as a member of the board of directors, effective on August 15, 2022, or earlier if a new external director is appointed. In order to replace Ms. Brickman Marom, we are seeking to appoint Ms. Schreiber. Biographical information concerning Ms. Schreiber is set forth below.

Sharon Schreiber is a leading investment banker and serial entrepreneur with extensive experience in business management, operations, and cross-border transactions. Since 2013 Ms. Schreiber has served as a Founder at Unicorns Capital Partners, a boutique investment bank, where she represents European and U.S.-based clients, including family offices, private equity funds, growth funds, and venture capital funds in a various of financing transactions, from growth stage to pre-IPO. From 2010 to 2013, Ms. Schreiber served as the Co-Founder and Chief Executive Officer at Zezebra.com, an online business-to-client file transfer startup company. Prior to that, Ms. Schreiber held executive positions at several companies, including at S.G., an M&A advisory firm, where she served as an M&A and Turnaround Executive; at Xfone, Inc., a telecom operating company (AMEX:XFN), where she served as a VP of Business Development; and at Pillar Investments, a technology companies’ incubator, where she served as the Chief Executive Officer. In addition, Ms. Schreiber served as a Director of Sales and Business Development at RAD Group, which develops, manufactures, and markets solutions for diverse segments of the networking and telecommunications industry, and as a Sales Director at ECI Telecom Ltd., a manufacturer of telecommunications equipment. Ms. Schreiber also served as an external board member at DGC Group Ltd. (TASE:DGCG). Ms. Schreiber holds an Executive MBA (Kellogg-Recanati Program) from Northwestern University and Tel Aviv University, and a B.A. in Social Science from the Open University Tel Aviv.

Director's Fee

On July 7, 2022, the Company's Compensation Committee and the board of directors, have respectively approved compensation fees to Ms. Schreiber, as common in the Company and in accordance with "maximum" and "expert" regulatory rates payable to external directors for companies similarly classified based on their shareholding equity, under the Companies Regulations (Rules Regarding the Compensation and Expenses of an External Director), 5760-2000, as may from time to time be amended.

Proposed Resolution

It is proposed that at the special meeting the following resolution be adopted: "RESOLVED, that the election of Sharon Schreiber as an external director of the Company, to serve for a three-year term ending August 18, 2025, be, and hereby is, approved in all respects."

Required Vote

The affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy is necessary to elect Ms. Schreiber as an external director. In addition, the shareholders' approval must either include at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders nor are they shareholders who have a personal interest in the election of the external directors (excluding a personal interest that is not related to a relationship with the controlling shareholders), or the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against this proposal must not represent more than 2% of the outstanding ordinary shares.

For this purpose, you are asked to indicate on the enclosed proxy card or voting instruction card whether you are a controlling shareholder or have a personal interest in the election of the external director (excluding a personal interest that is not related to a relationship with a controlling shareholder). Under the Israeli Companies Law, in general, you are deemed to have a personal interest if any member of your immediate family or their spouse has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company, other than SaverOne, that is affiliated to you has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our shares, or to a matter that is not related to a relationship with a controlling shareholder

Board Recommendation

Our board of directors recommends a vote FOR the election of the foregoing external director nominee.

OTHER BUSINESS

Other than as set forth above, as of the mailing of this Proxy Statement, management knows of no business to be transacted at the special meeting, but, if any other matters are properly presented at the special meeting, the persons named in the enclosed form of proxy will vote upon such matters in accordance with their best judgment.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT OR THE INFORMATION FURNISHED TO YOU IN CONNECTION WITH THIS PROXY STATEMENT WHEN VOTING ON THE MATTERS SUBMITTED TO SHAREHOLDER AND ADS HOLDERS VOTE HEREUNDER. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT IS DATED JULY 14, 2022. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN JULY 14, 2022, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS AND ADS HOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

By Order of the Board of Directors

Jacob Tenenboim

Chairman of the Board

July 14, 2022



SAVERONE 2014 LTD.

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned shareholder of SaverOne 2014 Ltd. (the "Company") hereby appoints, Ori Gilboa, Chief Executive Officer, and Tony Klein, Chief Financial Officer, or any of them, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the ordinary shares of the Company which the undersigned is entitled to vote at the Special Meeting of Shareholders (the "Meeting") to be held at the offices of the Company's at Em Hamoshavot Rd. 94, Petah Tikva, Israel, on Thursday, August 18, 2022, at 3:00 p.m. Israel time and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Special Meeting of Shareholders and Proxy Statement relating to the said Meeting.

The undersigned acknowledges receipt of the Notice of Special Meeting of Shareholders and Proxy Statement of the Company relating to the Meeting.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

SPECIAL MEETING OF SHAREHOLDERS OF
SAVERONE 2014 LTD.

August 18, 2022

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. To elect Sharon Schreiber as an external director for a three-year term ending August 18, 2025

☐

FOR

☐

AGAINST

☐

ABSTAIN

- 1A. Please mark YES if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark NO if you are not. IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.

☐

YES

☐

NO

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

_____, 2022	_____, 2022	_____, 2022
NAME	SIGNATURE	DATE
_____, 2022	_____, 2022	_____, 2022
NAME	SIGNATURE	DATE

Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signed is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**Special Shareholders Meeting of
SaverOne 2014 Ltd.**

Date: August 18, 2022
See Voting Instruction On Reverse Side.
Please make your marks like this: ☒ Use pen only

1. To elect Sharon Schnitzer as an external director for a three-year term ending August 18, 2025

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Yes	No	
<input type="checkbox"/>	<input type="checkbox"/>	

- 1A. Please mark YES if you are a controlling shareholder or have a personal interest in the said resolution, as such terms are defined in the Proxy Statement of the Company. Please mark NO if you are not. IF YOU DO NOT MARK ONE OF THE BOXES YOUR VOTE SHALL NOT BE COUNTED.

**Special Shareholders Meeting
SaverOne 2014 Ltd.
to be held August 18, 2022
For Holders as of July 15, 2022**

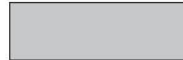


- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 12:00 p.m. EDT August 11, 2022.

PROXY TABULATOR FOR
SAVERONE 2014 LTD.
P.O. BOX 8016
CARY, NC 27512-9903

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑



EVENT #

CLIENT #

**Authorized Signatures - This section must be
completed for your instructions to be executed.**

Please Sign Here

Please Date Above

Please Sign Here

Please Date Above

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SaverOne 2014 Ltd.**Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12 p.m. EDT on August 11, 2022)**

The undersigned Holder of American Depositary Receipts ("ADRs") hereby acknowledges receipt of a Notice to Holders from the Depositary and hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the number of ordinary shares or other deposited securities represented by such ADRs of **SaverOne 2014 Ltd.** (the "Company") registered in the name of the undersigned on the books of the Depositary as of the close of business **July 15, 2022**, at the Company's **Special Shareholders Meeting to be held on August 18, 2022, 3:00 p.m. Israel time** at the offices of the Company at Em Hamoshavot Rd. 94, Petah Tikva, Israel.

NOTE:

Please direct the Depositary how to vote by completing the reverse side. This voting Instruction Card, when properly executed and returned, will be a request to the Depositary to vote or cause to be voted the shares or other Deposited Securities represented by your ADRs as directed herein.

The Depositary shall not vote or attempt to exercise the right to vote that attaches to the shares or other Deposited Securities, other than in accordance with such instructions.

The Board of Directors recommends that you vote in favor of the proposals, which are described in the proxy statement.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR
SaverOne 2014 Ltd.
P.O. Box 8016
CARY, NC 27512-9005

**SaverOne 2014 Ltd
(the “Company”)**

**Director Independence and Committee Compliance Questionnaire
For Nasdaq Companies**

The purpose of this Director Independence and Committee Compliance Questionnaire is to confirm the Company’s compliance with the “independent” director requirements under Nasdaq listing standards and certain IRS and SEC rules. Your signature at the end of this Questionnaire will constitute your consent to the use the information contained in your answers in any filings the Company makes with the SEC. In responding kindly note as follows:

- Please answer all questions fully, using the reverse sides of these pages or extra sheets of paper where necessary and using the entry “none” or “not applicable” where appropriate.
- If there is any situation about which you have any doubt, please feel free to contact *David Huberman at 312-372-2000 or dhuberman@mwe.com*.
- Please note that certain questions are necessarily broad in scope, so if you have doubts regarding whether something should be included in your response please err on the side of over-inclusion.

It is requested that an executed copy of this Questionnaire be returned not later than **July 12, 2022** to:

Tony Klein
Email: tonyk@saver.one

Please retain a duplicate copy of this Questionnaire to facilitate your updating from time to time of the information presented.

Introduction

The purpose of this questionnaire is to confirm compliance with the following:

- Independent Board Majority. Nasdaq listing standards require that the Company's board have a majority of independent directors. The listing standards also set forth specific direct and indirect relationships that automatically preclude independence.
- Board to Review All Relationships. Nasdaq listing standards also require that the Company's board of directors make an "affirmative determination" that each director to be classified as independent does not have any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
- Audit Committee Special Rules. The Company must comply with SEC and Nasdaq rules adopted under the Sarbanes-Oxley of 2002 that require the Company's audit committee members to meet the following more stringent standards of independence in addition to Nasdaq's general independence standard. Under the enhanced standard, no audit committee member may (A) accept any direct or indirect consulting, advisory, or other compensatory fee from the Company or any of the Company's subsidiaries other than ordinary course compensation for service on the Company's board of directors or one or more committees of the Company's board (or service on the Company's subsidiaries' boards or committees) or (B) be an "affiliated person," as defined in SEC rules and explained below in this questionnaire .
- Compensation Committee Special Rules. In order for certain securities transactions between the Company and its officers and directors to be exempt from potential Section 16 "short-swing" profit liability under the securities laws, it is desirable that the compensation committee members approving equity grants satisfy the requirements for "non-employee directors" under SEC rules. In addition, the compensation committee members must qualify as "outside directors" for purposes of IRS rules for the Company to preserve the deductibility of certain compensation paid to executive officers.

Nasdaq rules under Dodd-Frank Act and SEC rules require that in affirmatively determining the independence of any director who will serve on the compensation committee the board of directors must consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member. Nasdaq's rule for determining the independence of a compensation committee director places the burden on the Company's Board to consider (A) the source of any compensation of the director (including regular board and committee compensation), including consulting, advisory or other compensatory fees paid by the Company to the director and (B) whether any compensation that the director receives from any person or entity would impair his or her ability to make independent judgments about the Company's executive compensation.

Additionally, in determining the independence of a compensation committee director, the Board must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. Where an affiliate relationship exists, Nasdaq's rules provide that the Board should consider whether the relationship places the

director under the direct or indirect control of the Company or its senior management, or whether the relationship creates a direct relationship between the director and members of the Company's senior management, "in each case of a nature that would impair the director's ability to make independent judgments about the Company's executive compensation."

For purposes of the compensation committee independence rules discussed above, the term "Company" includes any parent, subsidiary or other entity that the Company controls and consolidates with its financial statements pursuant to the SEC's rules.

- **Financial Expert.** SEC rules require public companies to disclose whether there is at least one "audit committee financial expert" serving on the audit committee, and if not, why not. The Company's Form 20-F (Item 16A) or annual proxy statement must disclose that the Company's board of directors has determined whether the Company has such an expert. This requires the Company's board to review, prior to the date of filing, the qualifications of the expert, if the audit committee has one, in light of the technical definition provided in the SEC rules. This questionnaire lists the elements of the expert definition starting with question 15. The Nasdaq listing standards continue to require that at least one member of the audit committee have accounting or comparable experience, but the SEC definition of "audit committee financial expert" is a more stringent standard.

Key Definitions

"Affiliate" and "Affiliated Person" means any person that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company, including without limitation a subsidiary, sibling company, predecessor, parent company or former parent company.

"Director" means any director of a corporation or any person (such as a trustee of a trust or managing member of a limited liability company) performing similar functions with respect to any organization, whether incorporated or unincorporated.

"Entity" means any organization or business, whether privately or publicly-held, for profit or non-profit, including, without limitation, any corporation, estate, limited liability company, trust, partnership or sole proprietorship.

"Family Member" shall include your spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who share your home. [Nasdaq Rule 5605(a)(2)]

"Relationship" includes, without limitation, commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships.

Questions 1-10 list relationships that, if present, would either automatically preclude independence under Nasdaq listing standards or require evaluation by the Board.

- (1) Are you now, or have you been within the past three years, employed by the Company or an Affiliate of the Company? [Nasdaq Rule 5605(a)(2)(A)]

No_____

If Yes, please provide details:

- (2) Do you or a Family Member of yours now receive or expect to receive, or have you or a Family Member of yours within the last three years received, directly or indirectly, payments from the Company or an Affiliate of the Company in excess of \$120,000 during any period of twelve consecutive months, other than

- director and committee fees;
- payments arising solely from investments in Company securities;
- compensation paid to a Family Member who is a non-executive employee of the Company or a parent or subsidiary of the Company;
- benefits under a tax qualified retirement plan or non-discretionary compensation?

No_____

If Yes, please provide details:

Note: Indirect acceptance of compensation includes payments accepted by an entity in which you are a partner, member, officer such as a managing director or a comparable position or executive officer, or occupy a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity). [Nasdaq Rule 5605(a)(2)(B)]

- (3) Do you have a Family Member who is now, or have you been within the three years, employed by the Company or an Affiliate of the Company as an executive officer? [Nasdaq Rule 5605(a)(2)(C)]

No_____

If Yes, please provide details:

-
- (4) Within the past three years, have you or a Family Member of yours been a partner in, or a controlling shareholder or executive officer of, any organization (including any charitable organization) that makes payments to, or receives payments from, the Company or an Affiliate of the Company for property or services in an amount which in any single fiscal year, exceeds the greater of \$200,000, or 5% of the recipient's consolidated gross revenues? [Nasdaq Rule 5605(a)(2)(D)]

No_____

If Yes, please provide details:

- (5) Within the past three years, has any entity of which you or a Family Member of yours is an executive officer had as a member of its compensation committee (or such other body that determines executive compensation, including, if applicable, the board of directors or equivalent body) an executive officer of the Company or an Affiliate of the Company? [Nasdaq Rule 5605(a)(2)(E)]

No_____

If Yes, please provide details:

- (6) Within the past three years, have you or a Family Member of yours been affiliated with or employed by a present or former internal or external auditor of the Company or of an affiliate? [Nasdaq Rule 5605(a)(2)(F)]

No_____

If Yes, please provide details:

- (7) Please identify below any past (covering at least the last three completed fiscal years of any involved party and subsequent to the end of the last fiscal year), continuing or contemplated transactions or series of transactions (including transactions in which you have or will have any direct or indirect interest or derive any benefit) or other relationships between the Company and/or any of its Affiliates and

(i) you; or

- (ii) any of your Family Members; or
- (iii) any entity in which you are or have been, or any of your Family Members is or has been, an officer, employee, member, partner, director or have or have had a 1% or greater investment, economic or voting interest (direct or indirect).

Transactions: None
(indicate "None" if applicable)

Relationships: None
(indicate "None" if applicable)

- (8) Are you employed, other than as a director, by an entity (or any such entity's Affiliates) that received or contemplated receiving in any taxable year payments or other consideration from the Company and/or any of its Affiliates?

No

If Yes, please provide details:

- (9) Are you aware of any other relationship or transaction substantially similar in nature or scope to those requiring disclosure elsewhere in this questionnaire?

No

If Yes, please provide information regarding the relationship or transaction:

- (10) Do you have any other relationships (i.e., being a partner, shareholder or officer of an organization that has any commercial, industrial, banking, consulting, legal, accounting, charitable, familial or any other relationships with the Company or an Affiliate of the Company) that could interfere with your exercise of independent judgment in carrying out the responsibilities as a director of the Company? [Nasdaq Rule 5605(a)(2)]

No

If Yes, please provide information regarding the relationship or transaction:

Questions 11-13 are designed to elicit information regarding the heightened standards of independence for audit committee members and compensation committee members. Please complete these questions even if you are not a member of the audit committee or the compensation committee, or a nominee for either of those committees.

- (11) Do you now receive or expect or propose to receive, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or an Affiliate of the Company, other than fees for services rendered as a member of the Audit Committee, the board of directors or any other board committee? (Note: You should include any compensation paid to you under a retirement plan (including deferred compensation) for prior service to the Company or an Affiliate of the Company even if that compensation is not contingent in any way on continued service.) [Nasdaq Rule 5605(c)(2)(A) and SEC Rule 10A-3(b)(1)]

No _____

If Yes, please provide information regarding the relationship or transaction:

- (12) Are you an Affiliated Person of the Company or any of its subsidiaries, other than as a director of the Company or an Affiliate of the Company? (Note: If your only relationships to the Company are as a director and/or beneficial owner of not more than 10% of any class of the Company's voting securities, you can check "No" unless there are other circumstances that cause you to believe you might be an Affiliated Person) [Nasdaq Rule 5605(c)(2)(A) and SEC Rule 10A-3(b)(1)]

No _____

If Yes, please provide information regarding the relationship or transaction, including whether the relationship or transaction places you under the direct or indirect control of the Company or its senior management, or whether the relationship creates a direct relationship between you and members of the Company's senior management [Nasdaq IM-5605-6]:

- (13) Have you participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years?

No _____

If yes, please provide details:

The Nasdaq listing standards require that each member of the Company's audit committee meet the standard set forth in question 14 and at least one member must meet the standard set forth in question 15; this is distinct from the SEC definition of "audit committee financial expert" which is addressed in the next set of questions. Please complete these questions even if you are not a member of, or a nominee for, the audit committee.

- (14) Are you able to read and understand financial statements, including a company's balance sheet, income statement, and cash flow statement? [Nasdaq Rule 5605(c)(2)(A)]

Yes _____

- (15) Do you have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in your financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities? [Nasdaq Rule 5605(c)(2)(A)]

Yes _____

Questions 16 and 17 are for the purpose of assisting the board to determine whether you are qualified to be identified in the Company's applicable SEC filings as, an "audit committee financial expert" on the audit committee, as defined in SEC rules outlined below. [SK Item 407(d)(5)]. Please complete these questions even if you are not a member of, or a nominee for, the audit committee.

- (16) Please indicate whether you have the following attributes:

- (i) An understanding of generally accepted accounting principles and financial statements;

Yes _____

- (ii) The ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;

Yes _____

- (iii) Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;

Yes _____

- (iv) An understanding of internal controls and procedures for financial reporting; and

Yes _____

- (v) An understanding of audit committee functions.

Yes _____

- (17) If you answered “yes” to all items in question 15, then in accordance with the SEC’s guidance, the Company’s Board of Directors will consider all available facts and circumstances in making its determination whether you qualify as an “audit committee financial expert,” including your answers to the following:

- State the level of your accounting or financial education, including whether you earned an advanced degree in finance or accounting:

I hold an Executive MBA (Kellogg-Recanati Program) from Northwestern University and Tel Aviv University, as well as a B.A. in Social Science from the Open University Tel Aviv.

- Are you a certified public accountant, or the equivalent, in good standing?

No _____

If “Yes,” state the length of time that you actively have practiced as a certified public accountant, or the equivalent: _____

- Are you certified or otherwise identified as having accounting or financial experience by a recognized private body that establishes and administers standards in respect of such expertise, and are you in good standing with the recognized private body?

No _____

If “Yes,” state the length of time that you have been actively certified or identified as having this expertise: _____

- Have you served as a principal financial officer, controller or principal accounting officer of a company that, at the time you held such position, was required by law to file periodic reports with the SEC, and if so, for how long:

No _____

If “Yes,” for how long? _____

- Describe your specific duties while serving as a public accountant, auditor, principal financial officer, controller, principal accounting officer or position involving the performance of similar functions:

-
- Describe your level of familiarity and experience with all applicable laws and regulations regarding the preparation of financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934:

-
- Describe the level and amount of your direct experience reviewing, preparing, auditing or analyzing financial statements that must be included in reports filed under section 13(a) or 15(d) of the Securities Exchange Act of 1934:

Reviewing and analyzing financial statement is a key and fundamental task of an investment banker whether a given transaction is equity or debt based. Additionally, I was a VP Business Development at an AMEX listed company, where I led the vast majority of the M&A's from inception to closing.

- Describe your past or current membership on one or more audit committees of companies that, at the time you held such membership, were required to file reports pursuant to section 13(a) or 15(d) of the Securities Exchange Act of 1934:

None

-
- Describe your level of familiarity and experience with the use and analysis of financial statements of public companies:

Extremely familiar

- Describe any other relevant qualifications or experience you have that would assist you in understanding and evaluating the Company's financial statements and other financial information and to make knowledgeable and thorough inquiries whether:
 - The financial statements fairly present the financial condition, results of operations and cash flows of the Company's in accordance with generally accepted accounting principles; and
 - The financial statements and other financial information, taken together, fairly present the financial condition, results of operations and cash flows of the Company (i.e., whether or not technically compliant with GAAP).

Questions 18-19 are designed to elicit information regarding the heightened standards for compensation committee members under SEC and IRS rules. Please complete these questions even if you are not a member of, or a nominee for, the compensation committee.

(18) Section 162(m) Outside Director Status

- Are you a current or former employee of the Company or an Affiliate of the Company receiving compensation from the Company or an Affiliate of the Company, since the beginning of the Company's current taxable year, for past services (other than tax-qualified retirement plan benefits)?

No _____

- Have you ever been an officer of the Company or an Affiliate of the Company?

No _____

- Do you receive or have you received from the Company or an Affiliate of the Company, in the Company's current or immediately previous taxable year, any direct or indirect payments, or is the Company or an Affiliate of the Company now contractually obligated to pay you directly or indirectly, for goods or services in any capacity other than as a director?

No _____

- Does the Company or an Affiliate of the Company make or has the Company or an Affiliate of the Company made in the Company's current or immediately previous taxable year, or is the Company or an Affiliate of the Company now contractually obligated to make, any payments for goods or services to any business, professional or other entity:

(i) that employs you;

No _____

(ii) to which you render any substantial services, or

No _____

(iii) in which you have at least a 5% ownership interest?

No _____

Note: This Question does not set forth the full, complex remuneration test of the income tax regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended, and a "yes" answer should be explained below and reviewed with the Company's legal counsel to determine the appropriate result under Treas. Reg. Section 1.162-27(e)(3). There are "de minimis" and timing exceptions that may or may not permit service on the compensation committee depending on a legal analysis of the applicable facts (including your percentage ownership of an entity, amount of payments, amount of gross revenues of the entity, timing and other factors).

(19) Non-Employee Director Status under SEC Rule 16b-3


- Do you receive more than \$120,000 of compensation directly or indirectly from the Company or an Affiliate of the Company for services other than as a director?

No _____

Director's name: Sharon Schreiber

I have filled out the attached questionnaire to the best of my knowledge as of the date stated below and understand that the Company and its board of directors will rely upon this information in connection with requirements of federal law, listing standards and disclosures under SEC rules. I will promptly notify the Company if any of this information becomes incorrect.

Date: July 13th, 2022



Signature