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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 October 2024 (Report No. 2)

Commission file number: 001-41387

**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

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## CONTENTS

On October 11, 2024, SaverOne 2014 Ltd. (the "Company") announced that it will hold its Annual General Meeting of Shareholders on Sunday, November 17, 2024 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 Annual General Meeting of Shareholders describing the proposals 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.

**EXHIBIT INDEX**

**Exhibit No.**

99.1	<a href="#">Notice and Proxy Statement with respect to the Company's Annual General Meeting of Shareholders</a>
99.2	<a href="#">Proxy Card for holders of ordinary shares with respect to the Company's Annual General Meeting of Shareholders</a>
99.3	<a href="#">Voting Instruction Card for American Depositary Share holders with respect to the Company's Annual General Meeting of Shareholders</a>

**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.

Date: October 11, 2024

**SaverOne 2014 Ltd.**

By: /s/ Ori Gilboa

Name: Ori Gilboa

Title: Chief Executive Officer

**NOTICE OF  
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 17, 2024**

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

Notice is hereby given that the 2024 Annual General Meeting of Shareholders (the "Meeting") will be held on Sunday, November 17, 2024, at 3:00 p.m. Israel time at our offices, Em Hamoshavot Rd. 94, Petah Tikva, Israel.

The agenda of the Meeting will be as follows:

1. To re-elect Ori Gilboa to our Board of Directors until our next annual general meeting of shareholders (a separate vote for each director will be taken).
2. To re-elect Jacob Tenenboim to our Board of Directors until our next annual general meeting of shareholders (a separate vote for each director will be taken)
3. To re-elect Yaron Be'eri to our Board of Directors until our next annual general meeting of shareholders (a separate vote for each director will be taken)
4. To approve the re-appointment Fahn Kanne & Co. Grant Thornton Israel as our independent registered public accounting firm for the year ending December 31, 2024, and until our next annual general meeting of shareholders, and to authorize our Board of Directors to fix such accounting firm's compensation.
5. To discuss the auditor's report of our independent registered public accounting firm and audited financial statements for the year ended December 31, 2023 and to transact such other business as may properly come before the meeting.

Only shareholders and holders of American Depositary Shares at the close of business on October 17, 2024 (the "Record Date") are entitled to notice of, and to vote at, the Meeting and any adjournment or postponement thereof. You are cordially invited to attend the Meeting in person.

If you are unable to attend the 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 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 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](http://www.magna.isa.gov.il)), to us at Em Hamoshavot Rd. 94, Petah Tikva, Israel 49130, Israel Attention: Chief Financial Officer.

By Order of the Board of Directors

/s/ Jacob Tenenbaum  
Chairman of the Board  
October 11, 2024

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Em Hamoshavot Rd.  
94, Petah Tikva,  
Israel

**PROXY STATEMENT**

**FOR 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON NOVEMBER 17, 2024**

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 Depository Shares, or ADSs, in connection with the 2024 Annual General Meeting of Shareholders (the "Meeting"), to be held on Sunday, November 17, 2024, 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 Meeting will be as follows:

1. To re-elect Ori Gilboa to our Board of Directors until our next annual general meeting of shareholders.
2. To re-elect Jacob Tenenboim to our Board of Directors until our next annual general meeting of shareholders
3. To re-elect Yaron Beeri to our Board of Directors until our next annual general meeting of shareholders
4. To approve the re-appointment Fahn Kanne & Co. Grant Thornton Israel as our independent registered public accounting firm for the year ending December 31, 2024, and until our next annual general meeting of shareholders, and to authorize our Board of Directors to fix such accounting firm's compensation.
5. To discuss the auditor's report of our independent registered public accounting firm and audited financial statements for the year ended December 31, 2023 and to transact such other business as may properly come before the meeting.

We currently are unaware of any other matters that may be raised at the Meeting. Should any other matters be properly raised at the 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" each of the proposals on the agenda.

**Who Can Vote**

Only shareholders and ADS holders at the close of business on October 17, 2024, shall be entitled to receive notice of and to vote at the Meeting.

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## How You Can Vote

You can vote your ordinary shares by attending the Meeting. If you do not plan to attend the 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](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://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 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 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 Meeting or at any postponements or adjournments of the Meeting.

## Solicitation

Shareholders and ADS holders may vote at the Meeting whether or not they attend. If a properly executed proxy is received by us at least 48 hours prior to the 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 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 October [Y], 2024. 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 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 Meeting. Response of the board to the position statement may be submitted not later than five days before the Meeting.

## Quorum

At the close of business on October 11, 2024, we had outstanding 163,904,946 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 Meeting.

Under our articles of association, the 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 to November 18, 2024 (to the time and place). No further notice will be given or publicized with respect to such adjourned 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 for Each Proposal

Proposals 1, 2 3 and 4 to be presented at the Meeting require the affirmative vote of holders of at least a majority of the voting power represented and voting on such proposal in person or by proxy on the matter presented for passage.

Th. 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 (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 the proposal must not represent more than 2% of the outstanding ordinary shares.

Under the 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, if you hold 50% or more of the voting rights in our Company or have the right to appoint the majority of the directors of the Company or its chief executive officer, 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 and voting instruction card attached to the proxy statement you will be asked to indicate whether you 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 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 Annual General Meeting of Shareholders and this Proxy Statement are available at the “Investor Relations” portion of our website, [www.saver.one](http://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 the 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.

**DIVERSITY OF THE BOARD OF DIRECTORS**

**Board Diversity Matrix (As of October 11, 2024)**

Country of Principal Executive Offices	Israel
Foreign Private Issuer	Yes
Disclosure Prohibited under Home Country Law	No
Total Number of Directors	5

	<b>Female</b>	<b>Male</b>	<b>Non-Binary</b>	<b>Did Not Disclose Gender</b>
<b>Part I: Gender Identity</b>				
Directors	1	4	0	0
<b>Part II: Demographic Background</b>				
Underrepresented Individual in Home Country Jurisdiction			0	
LGBTQ+			0	
Did Not Disclose Demographic Background			0	

## EXECUTIVE OFFICER COMPENSATION

For information regarding the compensation incurred by the Company in relation to our five most highly compensated office holders (within the meaning of the Israeli Companies Law) for the year ended December 31, 2023, see “Item 6B. Compensation — Compensation of Directors and Senior Management” of the Company’s Annual Report on Form 20-F, which was filed on March 25, 2024.

### PROPOSALS 1-3: RE-ELECTION OF DIRECTORS

#### *Background*

Under the Companies Law and our articles of association, the management of our business is vested in our Board of Directors. The Board of Directors may exercise all powers that are not specifically granted to any other organ of the Company.

Our articles of association provide that we must have at least three directors and may have no more than 12 directors, including the legally required number of external directors. Our Board of Directors currently consists of seven directors, including two directors who are deemed external directors per the requirements of the Companies Law. These two directors, as well as one additional director, qualify as independent directors under the corporate governance standards of the Nasdaq Marketplace Rules and the independence requirements of Rule 10A-3 of the Exchange Act.

Directors may be selected only in annual general meetings of our shareholders. Every director so selected shall serve until the following annual general meeting of our shareholders. Notwithstanding anything to the contrary, each director shall serve until his or her successor is elected and qualified or until such earlier time as such director’s office is vacated. Pursuant to our articles of association, other than the external directors, for whom special election requirements apply under the Companies Law, the vote required to appoint a director is a simple majority vote of holders of our voting shares participating and voting at the relevant meeting.

Directors so elected may be dismissed from office at a general meeting prior to the expiration of their term of office by the affirmative vote of an ordinary majority of the shareholders of the Company. If the dismissal of a director is on the agenda, the director will be granted a reasonable opportunity to express his or her position to the general meeting.

All of the members of our Board of Directors, other than external directors, may be re-elected for an unlimited number of terms upon completion of their then-current term of office.

In addition, our articles of association allow our Board of Directors to appoint new directors to fill vacancies which can occur for any reason or as additional directors, provided that the number of board members shall not exceed the maximum number of directors mentioned above. The appointment of a director by the board shall be in effect until the following annual general meeting of the shareholders or until the end of his tenure in accordance with our articles of association. Our Board of Directors may continue to operate for as long as the number of directors is no less than the minimum number of directors mentioned above.

Our external directors have a term of office of three years under Israeli law and may be elected for up to two additional three-year terms, or more, under the circumstances described below. External directors may be removed from office only under the limited circumstances set forth in the Companies Law.

In addition, under the Companies Law, our Board of Directors must determine the minimum number of directors who are required to have financial and accounting expertise. Under applicable regulations, a director with financial and accounting expertise is a director who, by reason of his or her education, professional experience and skill, has a high level of proficiency in and understanding of business accounting matters and financial statements. He or she must be able to thoroughly comprehend the financial statements of the company and initiate discussion regarding the manner in which financial information is presented. In determining the number of directors required to have such expertise, the Board of Directors must consider, among other things, the type and size of the company and the scope and complexity of its operations. Our Board of Directors has determined that we require at least one director with the requisite financial and accounting expertise and Shlomo Shalev, Sharon Schreiber and Yaron Be’eri have such expertise.

The director nominees, whose professional backgrounds are provided below, have advised us that they are willing, able, and ready to serve as directors if re-elected. We do not have any understanding or agreement with respect to the future election of the named nominees.

**Ori Gilboa** has served as our Chief Executive Officer since September 2019 and director since June 2020. From January 2017 until August 2019, Mr. Gilboa served as the Chief Executive Officer of Negev Group, Israel's leading home design group. From 2012 to 2016, Mr. Gilboa served as the General Manager of Israeli operations for the James Richardson Corporation, where he oversaw the operation of duty-free stores in Ben Gurion Airport in Israel. Mr. Gilboa holds a B.Sc in Industrial Engineering and an MBA from Tel Aviv University.

**Jacob Tenenboim** has served on our Board of Directors as Chairman since July 2015. Since 2001, Mr. Tenenboim has served as the Chief Executive Officer and Chairman of I.T. Net Investments Ltd. In addition to his role at I.T. Net Investments, Mr. Tenenboim has significant directorship experience. Since 2020, Mr. Tenenboim has served as a Director of Unicorn Technology. Since 2015, Mr. Tenenboim has served as Chairman of the board of directors of Bobile Ltd. From September 2016 until June 2017, and then again from December 2017 until June 2021, Mr. Tenenboim has served as a Director of Somoto BVI. Mr. Tenenboim holds an M.Sc in industrial engineering from Tel Aviv University.

**Yaron Be'eri** has served on our Board of Directors since June 2020. Since 2019, Mr. Be'eri has served as the Chief Executive Officer of Yahad – United for Israel's Soldiers, a nonprofit organization dedicated toward raising funds for Israeli Defense Forces soldiers. Prior to this, from 2017-2019, Mr. Be'eri served as the Deputy Chief Executive Officer of Aura, a large real estate company in Israel. From 2015-2017, Mr. Be'eri was the Head of the Traffic Division of the Israeli Police, and from 2011-2015, Mr. Be'eri was Head of Human Resources for the Israeli Police. Mr. Be'eri holds a BA in Social Sciences from the University of Haifa and an MBA in Business Administration from the University of Derby.

#### ***Proposed Resolutions***

It is proposed that at the Meeting the following resolutions be adopted:

“RESOLVED, that the re-election of Ori Gilboa as a director of the Company, to serve until our next annual general meeting of shareholders be, and hereby is, approved in all respects.”

“RESOLVED, that the re-election of Jacob Tenenboim as a director of the Company, to serve until our next annual general meeting of shareholders be, and hereby is, approved in all respects.”

“RESOLVED, that the re-election of Yaron Be'eri as a director of the Company, to serve until our next annual general meeting of shareholders be, and hereby is, approved in all respects.”

#### ***Required Vote***

Under the Companies Law and our articles of association, the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting on the matter, is required to re-elect the director nominees named above.

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 appointment (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 the proposal must not represent more than 2% of the outstanding ordinary shares.

For this purpose, you are asked to indicate on your proxy card or voting instruction card whether you have a personal interest in the re-election of the external director. Under the 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 re-election of each of the foregoing director nominees.

**PROPOSAL 4:  
APPROVAL OF RE-APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS  
AND AUTHORIZATION OF THE BOARD OF DIRECTORS TO FIX THEIR COMPENSATION**

**Background**

At the Meeting, you will be asked to approve the reappointment of Fahn Kanne & Co. Grant Thornton Israel as our independent auditors for the year ending December 31, 2024, and until our next annual general meeting of shareholders, and to authorize our Board of Directors to fix their compensation.

The following table sets forth, for each of the years indicated, the fees billed by our independent registered public accounting firm.

	Year Ended December 31,	
	2023	2022
Services Rendered	(USD in thousands)	
Audit fees(1)	129,000	100,429
Tax fees (2)	414	429
All other fees	—	—
Total	129,414	100,429

- (1) Audit fees consist of professional services rendered in connection with the audit of our annual consolidated financial statements, review of our consolidated interim financial statements, our statutory tax audits and assistance with review of documents filed with the SEC (including issuance of comfort and consent letters related to initial public offering transaction and subsequent filing of registration statements).
- (2) Tax fees consist of fees for professional services for tax compliance and tax advice.

**Proposed Resolution**

It is proposed that at the Meeting the following resolution be adopted:

“RESOLVED, that the appointment of Fahn Kanne & Co. Grant Thornton Israel as the independent auditors of the Company for the year ending December 31, 2024, and until our next annual general meeting of shareholders of the Company be, and it hereby is, approved and the Board of Directors be, and hereby is, authorized to fix the compensation of the independent auditors.”

### **Required Vote**

Under the Companies Law and our articles of association, the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting on the matter, is required for this proposal.

### **Recommendation**

Our Board of Directors recommends a vote FOR the foregoing resolution approving the appointment of our independent auditors and authorization of our Board of Directors to fix the independent auditors' compensation.

### **REVIEW AND DISCUSSION OF AUDITOR'S REPORT AND CONSOLIDATED FINANCIAL STATEMENTS**

At the Meeting, in accordance with the requirements of the Companies Law, our auditor's report and consolidated financial statements for the year ended December 31, 2023, will be presented. We will furthermore hold a discussion with respect to such financial statements at the Meeting. **This item will not involve a vote of the shareholders.**

The foregoing auditor's report and the audited consolidated financial statements may be reviewed at the "Investor Relations" portion of our website at <https://saver.one/en/home/>, through the EDGAR website of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov), through the Israeli Securities Authority's electronic filing system at <http://www.magna.isa.gov.il>, or through the website of the Tel-Aviv Stock Exchange Ltd. at <http://maya.tase.co.il>. None of the auditor's report, audited consolidated financial statements or the contents of our website form part of the proxy solicitation material.

### **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 Meeting, but, if any other matters are properly presented at the 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 OCTOBER 11, 2024. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN OCTOBER 11, 2024, 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

October 11, 2024



**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 Omri Hagai, 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 Annual General Meeting of Shareholders (the “Meeting”) to be held at the offices of the Company at Em Hamoshavot Rd. 94, Petah Tikva, Israel, on Sunday, November 17, 2024, 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 Annual General Meeting of Shareholders and Proxy Statement relating to the Meeting.

The undersigned acknowledges receipt of the Notice of Annual General 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)**

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ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
SAVERONE 2014 LTD.

NOVEMBER 17, 2024

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE PROPOSALS FOR THE MEETING

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

1. To re-elect Ori Gilboa to the Company's Board of Directors until the Company's next annual general meeting of shareholders.

FOR  AGAINST  ABSTAIN

2. To re-elect Jacob Tenenboim to the Company's Board of Directors until the Company's next annual general meeting of shareholders.

FOR  AGAINST  ABSTAIN

3. To re-elect Yaron Be'eri to the Company's Board of Directors as an independent director until the Company's next annual general meeting of shareholders.

FOR  AGAINST  ABSTAIN

4. To approve the re-appointment Fahn Kanne & Co. Grant Thornton Israel as the Company's independent registered public accounting firm for the year ending December 31, 2024, and until the Company's next annual general meeting of shareholders, and to authorize the Company's Board of Directors to fix such accounting firm's compensation.

FOR  AGAINST  ABSTAIN

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.

\_\_\_\_\_, 2024  
NAME SIGNATURE DATE

\_\_\_\_\_, 2024  
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.

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**Annual General Meeting of Shareholders of SaverOne 2014 Ltd.**

Date: November 17, 2024  
See Voting Instruction On Reverse Side.

Please make your marks like this:  Use pen only

- |  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. To re-elect Ori Gilboa to our Board of Directors until our next annual general meeting of shareholders.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To re-elect Jacob Tenenboim to our Board of Directors until our next annual general meeting of shareholders.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect Yaron Be'eri to our Board of Directors until our next annual general meeting of shareholders.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve the re-appointment Fahn Kanne & Co. Grant Thornton Israel as our independent registered public accounting firm for the year ending December 31, 2024, and until our next annual general meeting of shareholders, and to authorize our Board of Directors to fix such accounting firm's compensation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To discuss the auditor's report of our independent registered public accounting firm and audited financial statements for the year ended December 31, 2023 and to transact such other business as may properly come before the meeting.   | non-voting proposal      |                          |                          |

**Annual General Meeting of Shareholders of SaverOne 2014 Ltd.  
to be held November 17, 2024  
For Holders as of October 17, 2024**



- 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 November 12, 2024.**

[https://www.sec.gov/Archives/edgar/data/1894693/000121390023055512/ea181397ex99-1\\_saverone.htm](https://www.sec.gov/Archives/edgar/data/1894693/000121390023055512/ea181397ex99-1_saverone.htm)

**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



## SaverOne 2014 Ltd.

### Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 12 p.m. EDT on November 12, 2024)

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 **October 17, 2024**, at the Company's **Annual General Meeting to be held on November 17, 2024, 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 27512-9903