

**Diagnostear Ltd. (Subsidiary): Agreement for the Examination of Cooperation with Wize Pharma; Immaterial Relations with an independent Director**

Tel Aviv (June 12, 2018) – On June 11, 2018, Diagnostear Ltd. ("**Diagnostear**")<sup>1</sup> entered into an agreement (the "**Agreement**") with Wize Pharma Ltd. ("**Wize Pharma**" and together with Diagnostear the "**Parties**") to examine cooperation between the Parties for the development of a companion diagnostic tool of responders and non-responders to Wizes Pharma's dry eye drug for patients suffering from Sjögren's syndrome (the "**Drug**"). To the Company's best knowledge, Wize Pharma is in the course of an advanced clinical trial in a medical institution in Israel for said drug (the "**Clinical Trial**").

To the Company's best knowledge, Wize Pharma is a private Israeli company and a subsidiary of Wize Pharma Inc., an American company whose shares are traded on OTC, whose chairman is Mr. Ron Mayron, who serves as an independent director on the Company's Board of Directors (the "**Board**"). In light of the fact that Mr. Mayron is the Chairman of the Board of Directors of Wize Pharma, the Board<sup>2</sup> examined the issue of Mr. Mayron's independence as a member of the Board and after Mr. Mayron's declaration was accepted, the Board determined that the terms of the understandings in the Agreement do not impair Mr. Mayron's independence as a member of the Board.

According to the Agreement, as part of the Clinical Trial by Wize Pharma, the Parties will examine the suitability of using Diagnostear's TeaRx™ technology as a tool for diagnosing and characterizing populations of responders and non-responders to the Drug. Each party is and will remain the owner of its intellectual property. In the event that the results of the Agreement ratify the compatibility between the Diagnostear's TeaRx™ technology and the Drug, and to the satisfaction

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<sup>1</sup> The Company holds approximately 88% of the issued and paid share capital of Diagnostear, through XL Vision Sciences Ltd., a wholly owned company.

<sup>2</sup> This was after the examination of the terms of the Agreement was approved as a non-exceptional transaction by the Board, and for the sake of caution only, also by the Unified Committee of the Board.

of the Parties, the Parties may examine the possibility of continuing commercial cooperation between them for the purpose of developing an accompanying diagnostic tool for responders and non-responders, and all under the terms and conditions that shall be agreed upon in future negotiation between them.