

Hadasit Bio-Holdings (HBL) and BioTime Complete Shares Swap Transaction in Cellcure Neurosciences

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**As part of the transaction, HBL, which owns 21% of Cellcure's share capital, will sell its entire holdings to BioTime, Inc.,
In exchange, BioTime will pay \$12.75 million in Biotime shares to HBL**

JERUSALEM, June 19, 2017 /PRNewswire/ --

Hadasit Bio-Holdings Ltd. ("HBL") (TASE: HDST) announced that it has completed a share swap transaction with BioTime, Inc., ("BioTime") (TASE: BTX.TA) in their joint portfolio company Cell Cure Neurosciences ("Cell Cure").

The transaction is the first exit event to HBL since its establishment in 2006.

Cell Cure is a privately held company held by HBL (approximately 21%) with the majority of the shares held by BioTime. Under the terms of the transaction, HBL will sell its entire holdings in Cellcure to BioTime, as well as its interest in certain convertible loans provided by HBL to Cell Cure.

The consideration provided by BioTime in exchange of its Cell Cure shares and loans is approximately \$12.75 million, payable by issuance of BioTime shares to HBL at the transaction's closing date.

BioTime committed to file with the Securities and Exchange Commission (the "**SEC**") a registration statement to register the shares issued by it to HBL as part of the transaction.

HBL reserves the right to buy back up to approximately 5% of Cell Cure shares for a period of five years at a price of \$40.5356 per share, so as to benefit from future upside. In addition, If Cell Cure consummates a financing through the issuance of shares during the five year period following closing of the transaction, BioTime committed to ensure that Cell Cure provide HBL with a warrant, to purchase shares of the same type and class as issued in such financing, in an amount equal to 5% of the aggregate amount of Cell Cure's securities issued thereunder, on the same terms of the financing, exercisable during a period of five years commencing on the closing. In the event that Cell Cure fails to issue HBL such warrant(s), BioTime will grant HBL an option to purchase shares of Cell Cure held by it, on the same terms as those mentioned above.

At the closing, the directors appointed to the Board of Directors of Cell Cure by HBL will resign and HBL will be entitled to appoint an observer to Cell Cure's Board of Directors.

HBL expects to reflect in its 2017 financial statements an accounting revenue of approximately \$ 9 million (before tax calculation) for the transaction, subject to the completion date thereof.

HBL largest shareholders are Centaurus Investment Ltd and Hadasit, the technology transfer company of the Hadassah Medical Center.

HBL Chairman, Baruch Halpert, commented, "We are pleased to enter into a share swap agreement with BioTime, our partner for the past several years. We have full confidence in BioTime's management and its expertise in stem cells technology to succeed in commercializing the breakthrough science of the stem cell therapy developed by Prof. Benjamin Reubinoff and Dr. Eyal Banin from Hadassah Medical Center."

Mr. Vincent Tchenguiz on behalf of Consensus Business Group ("CBG") advising Centaurus Investment Ltd, said, "After many years of supporting the company, we are very delighted that HBL has reached this significant milestone with the completion of this transaction. Centaurus has identified the potential of HBL early on and we plan to continue investing in biomed companies in Israel.

Dr. Tamar Raz, CEO of Hadasit, said, "CellCure is the perfect example of breakthrough science developed at Hadassah by Profs. Benjamin Reubinoff and Eyal Banin from the Hadassah Medical Center, that reached advanced stages of development following a successful technology transfer. Hadasit will remain involved with CellCure through its collaboration and licensing agreement with the Company."

HBL - Hadasit Bio-Holdings Ltd. is a holding company with holdings in life sciences companies involved in medical and biotechnological research and development. HBL was founded and listed on the Tel Aviv Stock Exchange to allow the public to have a share in the biotechnological field. Most of HBL portfolio companies originate in knowhow developed at the Hadassah Medical Center in Jerusalem.

"Centaurus Investment Ltd (a BVI Company) is wholly owned by the trustees of a discretionary family trust, which is advised by CBG.

CBG, chaired by Mr Vincent Tchenguiz, is a business group with diversified investment portfolio that includes structured financial instruments and purchase, management and development of commercial and residential real estate properties. CBG is strategically focused on the biotech industry but it is active also in renewable energy, infrastructures, cyber, enterprise software and digital media. To date, CBG has participated in over \$400 million of private equity, venture capital infrastructure and funds investment. CBG advises Centaurus on its investments in Israel.

Hadasit is the technology transfer company of the Hadassah Medical Center, established 100 years ago and considered one of Israel's major medical centers. The combination of practical experience, the ability to pinpoint medical needs and research at the forefront of science has yielded a broad potential of ideas, innovation and developments in all aspects of medicine, including pharmaceuticals, diagnostics and medical devices. Hadasit was founded in 1986 as a tool for commercializing medical technologies developed in the hospitals and invested in turning ideas into existing products and services for the benefit of humanity. Hadasit cooperates with leading international companies and research institutes as well as incubators and venture capital groups

CellCure Neuroscience is a biotechnological company focusing on developing cell therapy for degenerative retinal and macular diseases.

CellCure's technology is based on human embryonic stem cells (hESC) which can be produced on a mass scale for any cell of the human body.

BioTime is a clinical-stage biotechnology company focused on developing and commercializing novel therapies developed from what the company believes to be the world's premier collection of pluripotent cell assets. The foundation of BioTime's core therapeutic technology platform is pluripotent cells that are capable of becoming any of the cell types in the human body. Pluripotent cells have potential application in many areas of medicine with large unmet patient needs, including various age-related degenerative diseases and degenerative conditions for which there presently are no cures. Unlike pharmaceuticals that require a molecular target, therapeutic strategies based on the use of pluripotent cells are generally aimed at regenerating or replacing affected cells and tissues, and therefore may have broader applicability than pharmaceutical products. BioTime also has significant equity holdings in two publicly traded companies, Asterias Biotherapeutics, Inc. and OncoCyte Corporation, which BioTime founded and which, until recently, were majority-owned consolidated subsidiaries of BioTime. BioTime also has a significant ownership interest in HBL at 14%.

SOURCE Hadasit Bio-Holdings (HBL) and BioTime, Inc.

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