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

FORM 20-F

☐ **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☐ **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 001-36187

EVOGENE LTD.
(Exact name of Registrant as specified in its charter)

Israel
(Jurisdiction of incorporation or organization)

13 Gad Feinstein Street
Park Rehovot P.O.B 2100
Rehovot 7612002, Israel
(Address of principal executive offices)

Ofer Haviv
President and Chief Executive Officer
Telephone: +972-8-931-1900
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13 Gad Feinstein Street, Park Rehovot P.O.B 2100
Rehovot 7612002, Israel
(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Ordinary shares, par value NIS 0.02 per share	**New York Stock Exchange**

Securities registered or to be registered pursuant to Section 12(g) of the Act: **None.**

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: **None.**

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: **As of December 31, 2015, the registrant had outstanding 25,404,362 ordinary shares, par value NIS 0.02 per share.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated file, or a non-accelerated filer. See the definitions of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐

Indicate by check mark which basis for accounting the registrant has used to prepare the financing statements included in this filing:

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

FORM 20-F
ANNUAL REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

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CERTAIN TERMS AND CONVENTIONS

In this annual report, unless the context otherwise requires:

- references to "Evogene," "we," "us," "our," "our company" and "the company" refer to Evogene Ltd. and its subsidiaries, Evofuel Ltd. and Evogene Inc.;
- references to "U.S. Dollars," "$" or "dollars" are to U.S. dollars;
- references to "NIS" or "shekels" are to New Israeli Shekels;
- references to the "U.S. initial public offering" refer to the initial public offering of our ordinary shares in the United States and the listing thereof on the New York Stock Exchange, which offering was consummated on November 26, 2013;
- references to "ordinary shares", "our shares" and similar expressions refer to our Ordinary Shares, par value NIS 0.02 per share;
- references to the "articles of association" or "amended articles" are to our Amended and Restated Articles of Association, which became effective upon the closing of the U.S. initial public offering, as subsequently amended;
- references to the "Companies Law" are to the Israeli Companies Law, 5759-1999, as amended;
- references to the "Securities Act" are to the Securities Act of 1933, as amended;
- references to the "Exchange Act" are to the Securities Exchange Act of 1934, as amended;
- references to the "NYSE" are to the New York Stock Exchange;
- references to the "TASE" are to the Tel Aviv Stock Exchange;
- references to the "Listed Company Manual" are to the NYSE Listed Company Manual; and
- references to the "SEC" are to the United States Securities and Exchange Commission.

Unless derived from our financial statements or otherwise noted, amounts presented in this annual report are translated at the rate of $1.00 = NIS 3.902, the exchange rate between the NIS and the U.S. dollar reported by the Bank of Israel as of December 31, 2015.

This annual report includes other statistical, market and industry data and forecasts which we obtained from publicly available information and independent industry publications and reports that we believe to be reliable sources. Some data is also based on our good faith estimates, which are derived from management's knowledge of the industry and independent sources. These publicly available industry publications and reports generally state that they obtain their information from sources that they believe to be reliable, but they do not guarantee the accuracy or completeness of the information. Although we believe that these sources are reliable and are not aware of any misstatements regarding the industry data presented in this annual report, we have not independently verified the information contained in such publications. Certain estimates and forecasts involve uncertainties and risks and are subject to change based on various factors, including those discussed under the headings "—Special Note Regarding Forward-Looking Statements" and "Item 3.D —Risk Factors" in this annual report.

Throughout this annual report, we refer to various trademarks, service marks and trade names that we use in our business. The "Evogene" design logo, "Evogene" and other trademarks or service marks of Evogene Ltd. appearing in this annual report are the property of Evogene Ltd. We have several other registered trademarks, service marks and pending applications relating to our computational technologies. Other trademarks and service marks appearing in this annual report are the property of their respective holders.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical facts, this annual report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the "Securities Act", Section 21E of the Securities Exchange Act of 1934, as amended, or the "Exchange Act," and the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations and projections about future events. Forward-looking statements include information concerning our possible or assumed future results of our business, financial condition, results of operations, liquidity, anticipated growth strategies, anticipated trends in our industry, our potential growth opportunities, plans and objectives. Forward-looking statements include all statements that are not historical facts and can be identified by terms such as "anticipates," "believes," "could," "seeks," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "should," "will," "would" or similar expressions that convey uncertainty of future events or outcomes and the negatives of those terms. These statements include but are not limited to:

- our expectation that our discoveries will have the desired effect required in order to reach a commercial product;
- our ability, and the ability of our collaborators, to allocate the resources needed to develop products based on our discoveries;
- our expectation regarding the length and complexity of the process of developing products based on our discoveries and the probability of success of us and our collaborators in developing such products;
- our expectation regarding the future growth of the seed, ag-chemicals, and ag-biologicals markets and larger agriculture market;
- our ability to maintain our business models, such as the business model in which our partners pay for our research and development costs or the business model in which we pay for our own research and development costs and enter into collaboration agreements only in the later stages of product development;
- our expectation regarding the commercial value of our key products, such as the trait value of our key seed traits products in yield and abiotic stress and biotic stress;
- our expectation regarding regulatory approval of products developed by us or our collaborators;
- our expectation that products containing or based on our discoveries will be commercialized and we will earn royalties from the sales of such products;
- our ability to continue to successfully develop our newer operations, such as ag-chemicals operations, insect control operations, and ag-biologicals operations, enter into collaboration agreements to develop products in these fields and eventually commercialize products in the relevant markets;
- our ability to maintain and recruit knowledgeable or specialized personnel to perform our research and development work;
- our ability to successfully develop improved castor bean seed varieties that serve as the current industrial markets and that can serve as a viable alternative second generation feedstock for biodiesel;
- our ability to adapt to continuous technological change in our industry;
- our ability to maintain our collaboration agreements with our current collaborators;
- our ability to enter into new collaboration agreements and expand our research and development to new fields, traits and crops;
- our ability to improve our existing computational technologies and our screening and validation systems and to develop and launch new computational technologies and screening and validation systems; and
- our ability to patent our discoveries and to protect our trade secrets and proprietary know-how.

The preceding list is not intended to be an exhaustive list of all of our forward-looking statements. The forward-looking statements are based on our beliefs, assumptions and expectations of future performance, taking into account the information currently available to us. These statements are only predictions based upon our current expectations and projections about future events. There are important factors that could cause our actual results, levels of activity, performance or achievements to differ materially from the results, levels of activity, performance or achievements expressed or implied by the forward-looking statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, those factors described in "Item 3.D — Risk Factors," "Item 4 — Information on the Company" and "Item 5—Operating and Financial Review and Prospects."

You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that future results, levels of activity, performance and events and circumstances reflected in the forward-looking statements will be achieved or will occur. All of the forward-looking statements we have included in this annual report are based on information available to us on the date of this annual report. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changes in our expectations or otherwise.

PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following tables set forth our selected consolidated financial data. You should read the following selected consolidated financial data in conjunction with "Item 5. Operating and Financial Review and Prospects" and our consolidated financial statements and related notes included in this annual report. Historical results are not necessarily indicative of the results that may be expected in the future. Our financial statements have been prepared in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB.

The selected consolidated statements of profit or loss and other comprehensive income (loss) data for each of the years in the three-year period ended December 31, 2015 and the consolidated statements of financial position data as of December 31, 2014 and December 31, 2015 are derived from our audited consolidated financial statements appearing in this annual report. The consolidated statements of profit or loss and other comprehensive income (loss) data for each of the years ended December 31, 2011 and December 31, 2012 and the consolidated statements of financial position data as of December 31, 2011, 2012 and 2013 are derived from our audited consolidated financial statements that are not included in this annual report.

	Year ended December 31, (in thousands, except share and per share data)				
	2011	**2012**	**2013**	**2014**	**2015**
Consolidated Statements of Profit or Loss and Other Comprehensive Income (Loss):					
Revenues:					
Research and development payments, including up-front payments	$ 12,055	$ 13,914	$ 15,028	$ 14,198	$ 10,956
Share purchase related revenues	2,846	3,158	2,553	313	173
Total Revenues	14,901	17,072	17,581	14,511	11,129
Cost of revenues	8,247	9,552	10,114	9,709	8,255
Gross profit	6,654	7,520	7,467	4,802	2,874
Operating expenses:					
Research and development, net	6,384	7,252	11,107	14,022	14,449
Business development	1,136	1,159	1,517	1,851	1,964
General and administrative	2,317	2,235	3,564	4,185	4,382
Total operating expenses	9,837	10,646	16,188	20,058	20,795
Operating loss	(3,183)	(3,126)	(8,721)	(15,256)	(17,921)
Financing income	5,023	972	1,179	2,242	2,571
Financing expenses	(1,195)	(294)	(1,336)	(1,516)	(1,863)
Income (loss) before taxes on income	645	(2,448)	(8,878)	(14,530)	(17,213)
Taxes on income	-	74	-	-	-
Net income (loss)	645	(2,522)	(8,878)	(14,530)	(17,213)
Other comprehensive income (loss):					
Loss from cash flow hedges	-	-	-	(222)	(45)
Amounts transferred to the statement of profit or loss for cash flow hedges	-	-	-	-	267
Total comprehensive income (loss)	$ 645	$ (2,522)	$ (8,878)	$ (14,752)	$ (16,991)
Basic net income (loss) per share	$ 0.04	$ (0.14)	$ (0.45)	$ (0.58)	$ (0.68)
Diluted net income (loss) per share	$ 0.03	$ (0.14)	$ (0.45)	$ (0.58)	$ (0.68)
Weighted average number of ordinary shares used in computing basic income (loss) per share (1)	17,505,136	18,421,568	19,532,010	25,100,556	25,378,325
Weighted average number of ordinary shares used in computing diluted income (loss) per share (1)	18,731,118	18,421,568	19,532,010	25,100,556	25,378,325

	As of December 31,				
	2011	**2012**	**2013**	**2014**	**2015**
Selected Consolidated Statements of Financial Position Data:					
Cash and cash equivalents	$ 6,465	$ 24,262	$ 95,454	$ 5,213	$ 10,221
Marketable securities	34,672	30,868	31,452	80,040	71,807
Short-term bank deposits	17,652	-	-	30,046	18,603
Trade receivables	800	1,542	1,913	1,183	2,675
Total current assets	60,570	57,322	129,552	118,371	104,376
Deferred revenues	11,710	8,379	2,535	1,964	858
Total liabilities	19,801	16,596	12,564	11,504	8,843
Working capital (2)	51,490	47,823	120,978	110,452	98,737
Shareholders' equity	48,089	48,259	124,747	116,082	103,752

The share capital of the company is composed of 25,404,362 ordinary shares as of December 31, 2015

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(1) Basic net income (loss) per share is computed based on the weighted average number of ordinary shares outstanding during each period. Diluted net income (loss) per share is computed based on the weighted average number of ordinary shares outstanding during each period plus dilutive potential equivalent ordinary shares considered outstanding during the period, in accordance with IAS 33, "Earnings per Share."

(2) Working capital is defined as total current assets less total current liabilities.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

Our business faces significant risks. You should carefully consider all of the information set forth in this annual report and in our other filings with the United States Securities and Exchange Commission, or the "SEC", including the following risk factors which we face and which are faced by our industry. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. This report also contains forward-looking statements that involve risks and uncertainties. Our results could materially differ from those anticipated in these forward-looking statements, as a result of certain factors including the risks described below and elsewhere in this report and our other SEC filings. See "Special Note Regarding Forward-Looking Statements and Industry Data" on page 5.

Risks Related to Our Business and Industry

Our discoveries may not have the desired effect required in order to reach a commercial product;

Our success depends on our ability to develop products having a desired effect on plants. Research and development in the seed and ag-chemical and larger agriculture industries entails considerable uncertainty, we may spend many years developing products that will never be commercialized. The science underlying the development of our seed traits, ag-chemical products and ag-biological products is highly complex and although we use innovative approaches there is no certainty that our discoveries will result in products that satisfy market requirements. None of our discoveries has completed the development process and became commercially available so far. If our discoveries will not have the desired effect, our collaborators may not develop commercial products that are based on them, which could materially and adversely affect our results of operations and our long-term growth strategy.

Various factors may delay or prevent commercialization of our products.

Our success depends in part on our ability to identify genes, genetic markers, ag-chemical compounds, and microbials, or collectively 'discoveries', that will improve crop performance. These discoveries are licensed to our collaborators to develop and commercialize seed traits, ag-chemical products and ag-biological products improving crop performance based on our discoveries. Pursuant to our collaboration agreements, we are usually entitled, subject to certain conditions, to receive royalties on products that integrate our discoveries. In addition, certain of our agreements entitle us to upfront fees, research and development payments and milestone payments in the event that specified milestones are met. While none of our discoveries has completed the development process and became commercially available so far and thus we currently do not earn royalties from the sale of products based on our discoveries, our long-term growth strategy is based in large part on the expectation that such royalties will comprise a significant portion of our revenues in the future. If our collaborators never commercialize products based on our discoveries, we will not receive revenues from royalties and may not earn a profit on our discoveries, which could materially and adversely affect our results of operations and our long-term growth strategy.

The manner in which our collaborators develop their products, whether seeds, ag-chemical products or ag-biological products, including the development of the discoveries that are licensed by us, affects the period that will pass until such products are commercialized, if ever. Products based on our discoveries may never become commercialized for any of the following reasons:

- our discoveries may not be successfully validated or may not have the desired effect required in order to reach a commercial product;
- the process of developing products based on our discoveries is lengthy and expensive. The development mat extend beyond the timeline we anticipated and we and our partners may not be able to allocate the resources needed to complete it within desired timelines;
- our collaborators may decide to discontinue, pause, reduce, or alter the scope of, the development efforts for the products on which we collaborate.
- regulatory conditions with respect to the products we develop may change in different territories, negatively affecting the relevant development processes and extending their length or limiting the commercialization of such products.
- our collaborators may be unable to obtain the requisite regulatory approvals for the products based on our discoveries;
- our competitors may launch competing or more effective products;
- our collaborators may be unable to fully develop and commercialize products containing our discoveries or may decide, for whatever reason, not to commercialize, or to delay the commercialization, of such products; and
- a market may not exist for products containing our discoveries or such products may not be commercially successful; and
- we may be unable to patent our discoveries in the necessary jurisdictions.
- we may fail to satisfy, in a timely manner or at all, relevant milestones under the agreements with our collaborators;

Our product development cycle is lengthy and uncertain, and we may never earn royalties on the sale of products containing our discoveries.

Research and development in the seed and ag-chemical and larger agriculture industries is expensive and prolonged and entails considerable uncertainty. We may spend many years and dedicate significant financial and other resources developing products that will never be commercialized. The process of discovering, developing and commercializing a seed trait, an ag-chemical product, or an ag-biological product involves several phases, and we estimate that it will take eight to sixteen years from discovery to commercialization of a product containing seed traits, at least twelve years in the case of an ag-chemical product, and between six to eight years in the case of an ag-biological product. The timelines for development of products by our partners may extend beyond our expectations for many reasons, such as:

- we and our partners may not be able to allocate the resources needed to develop products based on our discoveries;
- our partners may revise the process of product development or make other decisions regarding their product development pipelines that may extend the development period;
- our partners may prioritize other development activities ahead of development activities with respect to the products on which we collaborate;
- our discoveries (seed traits, ag-chemical compounds, or microbials) may not be successfully validated or may not have the desired effect sought by our collaborators; and
- our collaborators may be unable to obtain the requisite regulatory approvals for the products based on our discoveries within expected timelines or at all;

We currently have 34 products under development, of which 28 are developed with our collaborators, most of which are in Discovery and Phase I, with two products in Phase II. See "Item 4.B—Business Overview—Product Development Cycle" for a description of these phases. we have little to no certainty as to which and when, if any, of these products will eventually reach commercialization. Because of the long product development cycle and the complexities and uncertainties associated with chemical and biotechnological research, there is significant uncertainty as to whether we will ever generate significant royalties from the products that we are developing.

We derive substantially all of our current revenues from our strategic collaborations, most significantly with Monsanto, and the termination or non-renewal of this collaboration would have a material adverse effect on our results of operations.

We have entered into multiple collaboration agreements and related arrangements, most significantly with Monsanto Company, or Monsanto, and we have collaboration agreements with most of the world's leading seed and ag-chemical companies, including subsidiaries or affiliates of BASF, Bayer, DuPont, Monsanto and Syngenta, under which we generally generate revenues through up-front payments, research and development payments, and milestone payments. In particular, revenues from Monsanto accounted for 62%, 60% and 77% of our total revenues in the years ended December 31, 2013, 2014, and 2015, respectively. Our current agreement with Monsanto was signed in 2008 and was extended in November 2011 and again in October 2013. With respect to our CE seed traits activities under the extended agreement, the collaboration period (*i.e.*, the period of active computational discovery efforts, separate from validation efforts that may follow) is scheduled to expire at the end of 2016, and is followed by more than a year of validation activities; for CP seed traits activities, the collaboration period, including validation efforts, is scheduled to expire in August 2019. See "Item 4.B. Business Overview—Key Collaborations." We are substantially dependent on Monsanto and, to a lesser extent, on our other collaborators to pay us annual research and development fees and milestone fees upon the occurrence of certain milestone events. The termination or non-renewal of our agreement with Monsanto would have a material adverse effect on our business, financial condition, results of operations and prospects.

There are only a few companies in our seed and ag-chemical market with which we can establish strategic partnerships, and we rely on a limited number of collaborators to develop and commercialize products containing our seed traits and ag-chemicals.

The seed and ag-chemical market is highly consolidated and dominated by a relatively small number of large companies. For example, according to Phillips McDougall's 2015 Industry Presentation on the Global Seed Market, in 2014, only seven agricultural and seed companies, Monsanto, Syngenta, Bayer, Limagrain, Dow and KWS controlled approximately 70% of market value in the global seed market. We are currently undertaking collaborations with several of these companies to develop improved seeds and ag-chemical products. Due to the small number of companies in our market, there are limited opportunities for us to grow our business with new collaborators. In addition, if we fail to develop or maintain our relationships with any of our current collaborators, we could not only lose our opportunity to work with that collaborator, but we could also suffer a reputational risk that could impact our relationships with other collaborators in what is a relatively small industry community. In 2015, the seeds and ag-chem markets have undergone further consolidation. Dow and DuPont are expected to merge to create the largest player in our industry, with approximately $18B of crop protection, seed and traits sales. The deal was approved by the board of directors of both companies and is expected to close by the second half of 2016. Furthermore, Syngenta was acquired by ChemChina for approximately $43B in cash, with deal closing expected by the end of 2016. Those mergers may further limit the number of potential collaborators available for us to partner with.

We are currently working either with collaborators or on independent projects to research and develop 34 different seed traits, ag-chemical products and ag-biological products. While we seek to expand our portfolio of such products in the future, the research and development required to discover and develop new such products is costly, time-intensive and requires significant infrastructure resources. Therefore, in order to discover and develop new such products, we must either enter into new collaborations with seed and ag-chemical companies or develop the products ourselves, independent of any collaborators. If we are unable to enter into new collaborations, or if we do not have the resources to develop the capabilities necessary to discover and develop new products independently, we may not be able to expand our portfolio of these products, which could have a material adverse effect on our business prospects.

A decrease in research expenditures in the seed and ag-chemical markets may jeopardize the continuation, or scope, of our collaborations with seed and ag-chemical companies and adversely impact our ability to continue or extend existing collaborations or enter into new ones.

The budget for, and size of, research and development expenditures of our existing and potential collaborators, may be reduced for several reasons, such as, for example, a decrease in commodity prices. An example of such a decrease is the price of corn which decreased from around US$7 per bushel in mid-2013 to less than US$4 per bushel in late 2014 and which maintained that decreased level throughout 2015. This development may, in turn, adversely impact the size of the research payments that we may receive from these collaborators, as well as our ability to extend existing collaborations or enter into new ones.

We or our collaborators may fail to perform obligations under the collaboration agreements.

We are obligated under our collaboration agreements to perform research activities over a particular period of time. If we fail to perform our obligations under these agreements, in some cases our collaborators may terminate our agreements with them and in other cases our collaborators' obligations may be reduced and, as a result, our anticipated revenues may decrease. In addition, any of our collaborators may fail to perform their obligations, which may hinder development and commercialization of products containing the products we develop and materially and adversely affect our future results of operations. Furthermore, the various payments we receive from our collaborators are our primary source of revenues. If our collaborators do not make these payments, either due to financial hardship, disagreement under the relevant collaboration agreement or for any other reason, our results of operations and business could be materially and adversely affected. If disagreements with a collaborator arise, any dispute with such collaborator may negatively affect our relationship with one or more of our other collaborators and may hinder our ability to enter into future collaboration agreements, each of which could negatively impact our business and results of operations.

Competition in the fields of our operations is intense and requires continuous technological development. If we are unable to compete effectively, our financial results will suffer.

We currently face significant competition in the markets in which we operate. The markets for seeds, seed traits, ag-chemicals and ag-biologicals are intensely competitive and rapidly changing. Many companies engage in research and development of such products, and speed in getting a new product to market can be a significant competitive advantage. As an example, over the past decade some of our competitors have enhanced research and development budgets allocated for seeds that are more significant than our budget. In most segments of the seed, ag-chemicals and ag-biologicals market, the number of products available to the consumer is steadily increasing as new products are introduced. At the same time, an increasing number of products are coming off patent and are thus available to generic manufacturers for production. We may be unable to compete successfully against our current and future competitors, which may result in price reductions, reduced margins and the inability to achieve market acceptance for products containing our discoveries. In addition, many of our competitors have substantially greater financial, marketing, sales, distribution and technical resources than us and some of our collaborators have more experience in research and development, regulatory matters, manufacturing and marketing. We anticipate increased competition in the future as new companies enter the market and new technologies become available. Our technology may be rendered obsolete or uneconomical by technological advances or entirely different approaches developed by one or more of our competitors, which will prevent or limit our ability to generate revenues from the commercialization of our technology.

Our collaborators have significant resources and development capabilities and may develop their own products that compete with or negatively impact the advancement or sale of products based on discoveries we develop and license to them.

While we protect the discoveries we develop and license to our collaborators through both legal and contractual provisions, any of our collaborators could develop or pursue competing products that may ultimately prove more commercially viable those that we develop. Our collaborators are significantly larger than us and may have substantially greater resources and development capabilities. The development or launch of a competing product by a collaborator may adversely affect the advancement and commercialization of any competing products that we develop and any associated research and development payments, milestone and royalty payments.

We are working to develop novel insect control products, and our efforts to enter this market may be unsuccessful.

We are developing insect control products, where we fund early stages of research and development efforts ourselves in order to potentially capture more value. Our efforts to develop novel insect control products may fail for a variety of reasons, including:

- our failure to identify and develop toxin candidates having the desired effect on the target insects when inserted into the plants of interest;
- our failure to successfully complete development of insect control products; and
- our failure to meet regulation requirements for insect control products

Furthermore, even if we are able to discover and develop an effective product, it may not be successful if we are unable to find collaborators for industrialization and commercialization the product. If our efforts to develop insect control products are unsuccessful, our results of operations could be negatively impacted.

We are working to develop novel ag-chemical products, and our efforts may be unsuccessful.

We are currently developing solutions for crop protection through chemistry, or ag-chemistry. We are developing these products through a novel approach, focused on biologically significant proteins called “targets,” which is similar to certain approaches pharmaceutical companies undertake to develop new drugs. Our efforts to develop novel ag-chemical products may fail for a variety of reasons, including:

- the failure of our relatively novel target-based approach to lead to an effective product or failure to identify chemical compounds that will display required level of performance; and
- our failure to obtain sufficient funding to fully execute our ag-chemical business plan.

If our efforts to develop ag-chemical products are unsuccessful, our results of operations could be negatively impacted.

We are working to develop novel ag-biologicals products, and our efforts to enter this market may be unsuccessful.

We are developing ag-biologicals products, currently focused on microbial-based biostimulants through a novel approach, focused on plant-microbiome relationship which is similar to the growing interest in human microbiome as an effective tool to impact health. We fund our data-collection and early stages of research and development efforts relating to our ag-biological products ourselves in order to potentially capture more value. Our efforts to develop novel ag-biological products may fail for a variety of reasons, including:

- our failure to establish the needed infrastructure to enable the discovery and development of microbial biostimulants;

- our failure to identify and develop microbial candidates that enhance plant performance at the desired efficacy and stability;
- our failure to successfully complete development of microorganisms to achieve cost-effective products; and
- our failure to meet regulation requirements in case significant changes occur in the future.

Furthermore, even if we are able to discover and develop an effective product, it may not be successful if we are unable to find collaborators for industrialization and commercialization the product. If our efforts to develop ag-biological products are unsuccessful, our results of operations could be negatively impacted.

Evofuel, our wholly owned subsidiary that develops seeds for biodiesel and other uses, may not be successful for a number of reasons.

Our wholly owned subsidiary Evofuel is currently developing improved, high-yield castor bean seeds to be used as a source of non-edible feedstock for the existing industrial uses of castor oil and the biodiesel market. The renewable energy market in general and the biodiesel market more specifically are not well established and are evolving. Furthermore, the biodiesel market faces continuing competition from traditional petroleum-based fuels, and demand for biodiesel fluctuates with changing oil and gas prices. Specifically, crude oil prices have decreased substantially in the past year. In order for our castor bean seeds to be an attractive feedstock for biodiesel, we will need to demonstrate on a commercial scale that castor beans can reliably be used as a cost-efficient feedstock for biodiesel production. We will also need to show that the production cost and sales price of castor bean-based biodiesel are competitive with those of traditional oil and gas. The success of these operations will largely depend on our ability to address several unique challenges, including:

- the yields of our castor seed varieties on commercial scale under rain-fed conditions, securing economic viability as biodiesel feedstock;
- the ability to harvest castor bean in an efficient mechanized manner;
- the cost of producing castor bean grains, allowing grower profitability;
- adoption on large scale by growers of castor, including the successful management of diseases, pets and castor volunteers;
- the risk that farmers may decide not to grow “second season” replacement crops such as the castor bean;
- the health and environmental risks posed by the castor bean seed, which contains a naturally occurring poison called ricin;
- any regulatory concerns related to sales of castor beans, particularly related to the import of such beans and the potential effects of ricin; and
- the sustainability of our production and the biodiesel end-product.

In addition, we have no prior experience operating as a seed company. We are therefore operating in a new industry, with little knowledge of the dynamics involved in producing and selling seeds.

Prior to addressing the biodiesel market, Evofuel expects to address other oil industries and take advantage of the premium oil prices paid by the existing industrial markets. Furthermore, we are working to design improved castor bean seeds and address each of these issues so that we are able to grow a sufficient and sustainable amount of castor bean plants at a low cost. We have entered into strategic collaborations with several agri-businesses such as SLC Agricola S.A., or SLC Agricola and Insolo Agroindustrial S/A, or Insolo, two agri-busniesses operating in farms in northeast Brazil; and CNH, a leader in development and commercialization of harvesting equipment, which we expect will eventually facilitate commercialization of the castor beans we are currently developing. In 2016, we entered into our first commercial sale of castor seeds, however, we are unable to foresee when significant sales will commence. Furthermore, there can be no assurance that our collaborations with SLC Agricola, Insolo, CNH or others will ultimately result in a commercialized castor bean seed. If we are unable to adequately address any of these issues, we may not find a market for our castor bean seeds and our results of operations could be materially and adversely affected.

Even if we are entitled to royalties from our collaborators, we may not actually receive these royalties, or we may experience difficulties in collecting the royalties that we believe we are entitled to.

After our collaborators launch commercial products containing our licensed discoveries, we will rely on our collaborators to report to us the sales they earn from these products and to accurately calculate the royalties we are entitled to, a process that will involve complicated and difficult calculations. Although we seek to address these concerns in our collaboration agreements, such provisions may not be effective. Additionally, we may not be able to achieve our long-term goal of generating revenues from royalties, and in the coming years our revenues will be entirely dependent on fees we earn for our research and development services and milestone payments from our collaborators.

We depend on our key personnel and, if we are not able to attract and retain qualified scientific and business personnel, we may not be able to grow our business or develop and commercialize our products.

The vast majority of our workforce is involved in research and development. Our business is therefore dependent on our ability to recruit and maintain a highly skilled and educated workforce with expertise in a range of disciplines, including biology, chemistry, plant genetics, agronomics, entomology, mathematics, computer science and other subjects relevant to our operations. For example, approximately 28% of our staff holds a Ph.D. The number of qualified and highly educated personnel in Israel, where all of our operations are located, is limited and competition for the services of such persons is intense. Although we have employment agreements with all of our employees, most of these agreements may be terminated upon short notice. The failure to hire and retain skilled and highly educated personnel could limit our growth and hinder our research and development efforts.

We have recently begun to develop certain discoveries (seed traits and ag-chemicals) independent of our collaborators, and we may need to finance the cost of the initial development phase of such technologies ourselves.

Currently, our business plan for our seed traits activity is based primarily on the development of seed traits in collaboration with our collaborators through all six phases of the discovery-development-commercialization process. We have, however, recently begun to develop certain traits independent of our collaborators and are developing such traits on our own during the discovery phase, and may also undertake such independent discovery efforts during the Phase I or "proof of concept" phase, with a goal of making such traits available to collaborators during later phases, once we have identified what we believe to be promising traits. While we believe that this will allow us to negotiate more favorable license terms with respect to such seed traits, the up-front cost to us of developing traits without a collaborator (and therefore without external funding for the research and development expenditures we incur) in these early phases involves higher risks, since we need to fund the research and development of such traits ourselves. If we are unsuccessful in discovering promising traits after having invested significant funds, or if we are unable to find collaborators who are interested in such seed traits and willing to fund subsequent phases of development and commercialization, such failures could have a material and adverse effect on our business, financial condition and results of operations.

Our business is subject to various government regulations and, if we or our collaborators are unable to obtain the necessary regulatory approvals, we may not be able to continue our operations.

Our business is generally subject to two types of regulations: regulations that apply to how we operate and regulations that apply to products containing our discoveries. We apply for and maintain the regulatory approvals necessary for our operations, particularly those covering our field trials, while our collaborators apply for and maintain regulatory approvals necessary for the commercialization of products containing our discoveries. More recently, regulators have implemented delays in approving genetically engineered crops due to environmental concerns and negative publicity. Field trials for our discoveries that are performed in Israel are subject to Israeli regulations, and field trials that are being executed in the U.S. by local subcontractors are regulated by local regulation. We believe that our current activities are compliant with all currently applicable Israeli regulations, however we may become subject to new or revised regulations or approvals in the future. Furthermore, any violation of these regulations could expose us to civil and criminal penalties.

The large-scale field trials that our collaborators conduct during advanced stages of product development are subject to regulations similar to those we are subject to. Pursuant to our collaboration agreements, our collaborators also apply for the requisite regulatory approvals prior to commercialization of products containing our discoveries. In most of our key target markets, including the United States and the European Union, regulatory approvals must be received prior to the importation of transgenic products. These regulatory regimes may be particularly onerous; for example, the U.S. federal government's regulation of biotechnology is divided among the United States Environmental Protection Agency, which regulates activity related to the invention of plant pesticides and herbicides, the United States Department of Agriculture, which regulates the import, field testing and interstate movement of specific technologies that may be used in the creation of transgenic plants, and the United States Food and Drug Administration, which regulates foods derived from new plant varieties. None of our discoveries is currently being tested in large-scale field trial or is in the regulatory approval development stage. Once products containing our discoveries reach these stages, however, if our collaborators are unable to obtain the requisite regulatory approvals or there is a delay in obtaining such approvals as a result of negative market perception or heightened regulatory standards, such products will not be commercialized, which would negatively impact our business and results of operations.

Disruption to our IT system could adversely affect our reputation and have a material adverse effect on our business and results of operations.

Our computational technologies rely on our IT system to collect and analyze the genomic data we discover. We store significant amounts of data, and as of December 31, 2015, we had compiled over 1,000 terabytes of data. Although we are developing back-up storage for our stored data, there can be no assurance that our back-up storage arrangements will be effective if it becomes necessary to rely on them. Furthermore, we can provide no assurance that our current IT system is fully protected against third-party intrusions, viruses, hacker attacks, information or data theft or other similar threats.

As we continue to develop our computational technologies and expand our genomic and other datasets, we may need to update our IT system and storage capabilities. However, if our existing or future IT system does not function properly, or if the IT system proves incompatible with our new technologies, we could experience interruptions in data transmissions and slow response times, preventing us from completing routine research and business activities. Furthermore, disruption or failure of our IT system due to technical reasons, natural disaster or other unanticipated catastrophic events, including power interruptions, storms, fires, floods, earthquakes, terrorist attacks and wars could significantly impair our ability to deliver data related to our projects to our collaborators on schedule and materially and adversely affect the outcome of our collaborations, our relationships with our collaborators, our business and our results of operations.

Development of our products, particularly during our validation and testing activities, may be adversely affected by circumstances caused by us and those beyond our control.

The seed, ag-chemicals and ag-biologicals industry is subject to various factors that make its operations relatively unpredictable from period to period. Our tests may be adversely affected by circumstances both caused by us and those beyond our control. Factors caused by us include any failure by us or our collaborators to follow proper agronomic practice or suggested protocols for growing the model validation plants and crops for our trials, and failure to identify and address diseases, insects and pests, such as birds that may eat the seeds we are evaluating. Factors beyond our control include weather and climatic variations, such as droughts or heat stress, or other factors we are unable to identify. For example, if there was prolonged or permanent disruption to the electricity, climate control or water supply operating systems in our greenhouses or laboratories, the plants and pests on which we are testing our discoveries and the samples we store in freezers, both of which are essential to our research and development activities, would be severely damaged or destroyed, adversely affecting our research and development activities and thereby our business and results of operations. We have also experienced crop failures in the past for then-unknown reasons, causing delays in our achievement of milestones and delivery of results, and necessitating that we re-start the trials. Any test failure we may experience is not covered by our insurance policy, and therefore could result in increased cost of the trials and development of our products, which may negatively impact our business and results of operations.

Consumer and government resistance to genetically modified organisms may negatively affect our public image and reduce sales of plants containing our traits.

We are active in the field of biotech research and development in seeds and crop protection, including genetically modified, or "GM" seeds. Foods made from such seeds are not accepted by many consumers and in certain countries production of certain GM crops is effectively prohibited, including throughout the European Union, due to concerns over such products' effects on food safety and the environment. The high public profile of biotechnology in food production and lack of consumer acceptance of products to which we have devoted substantial resources could negatively affect our public image and results of operations. The prohibition on the production of certain GM crops in select countries and the current resistance from consumer groups, particularly in Europe, to GM crops not only limits our access to such markets but also has the potential to spread to and influence the acceptance of products developed through biotechnology in other regions of the world and may also influence regulators in other countries to limit or ban production of GM crops, which could limit the commercial opportunities to exploit biotechnology.

GM crops are grown principally in the United States, Brazil and Argentina where there are fewer restrictions on the production of GM crops. If these or other countries where GM crops are grown enact laws or regulations that ban the production of such crops or make regulations more stringent, we could experience a longer product development cycle for our products and may even have to abandon projects related to certain crops or geographies, both of which would negatively affect our business and results of operations. Furthermore, any changes in such laws and regulations or consumer acceptance of GM crops could negatively impact our collaborators, who in turn might terminate or reduce the scope of their collaborations with us or seek to alter the financial terms of our agreements with them.

We have a history of operating losses and negative cash flow, and we may never achieve or maintain profitability.

We have a history of losses, and incurred operating losses of $8.7 million, $15.3 million and $17.9 million for the years ended December 31, 2013, 2014, and 2015, respectively. Although we are currently developing 34 distinct products, there can be no assurance that these efforts will result in commercially successful products. We expect to continue to incur losses in future periods, until we begin earning royalties on the products we are currently developing and any new products we develop in the future, if at all. Because we will incur significant costs and expenses for these efforts before we obtain any incremental revenues from them, our losses in future periods could be significant. In addition, we may find that these efforts are more expensive than we anticipate or that they do not result in profitability in the time period we anticipate, which would further increase our losses. If we are unable to adequately control the costs associated with operating our business, including our costs of development and sales, our business, financial condition, operating results and prospects will suffer.

The licenses we grant to our collaborators to use our discoveries are exclusive. This limits our opportunities to license our discoveries to more than one collaborator.

Most of the licenses we grant our collaborators to use our discoveries are exclusive. That means that once these discoveries are licensed to a collaborator, we are generally prohibited from licensing those discoveries to any third party. For example, in the Monsanto Collaboration Agreement, as defined herein, we are broadly prohibited from collaborating on certain GM traits discovery for corn, soybean, cotton and canola with any party other than Monsanto. The limitations imposed by these exclusive licenses could prevent us from expanding our business and increasing our exposure to new licensees, both of which could adversely affect our business and results of operations.

We may be required to pay royalties to employees who develop inventions that have been or will be commercialized by us, even if the rights to such inventions have been assigned to us and the employees have waived their rights to royalties or other additional compensation.

Under the Israeli Patents Law, 5727-1967, if there is no agreement that prescribes whether, to what extent and on what conditions an employee is entitled to remuneration from commercialization of an invention developed by or with the contribution of such employee, then such matter is decided by a government-appointed compensation and royalties committee, or the Committee, established under the Patents Law. Recent decisions by the Committee have created uncertainty in this area, as it held that employees may be entitled to remuneration for their service inventions despite having specifically waived any such rights. Further, the Committee has not yet determined the method for calculating this Committee-enforced remuneration or the criteria or circumstances under which an employee's assignment of all rights and/or waiver of his or her right to remuneration will be disregarded. A significant portion of our intellectual property (including our patents) has been developed by our employees in the course of their employment for us. All of our employees execute invention assignment agreements upon commencement of employment, in which they assign their rights to potential inventions and acknowledge that they will not be entitled to additional compensation or royalties from commercialization of inventions. However, given the foregoing uncertainty with respect to the enforceability of a waiver of the right to future royalties, we may be required to pay royalties to our employees who have invented intellectual property that we have commercialized, which in turn may have a material adverse effect on our results of operations.

Our success depends on our ability to protect our intellectual property and our proprietary technologies.

Our commercial success depends in part on our ability to obtain and maintain patent protection and trade secret protection for our proprietary computational technologies, our discoveries and their uses, as well as our ability to operate without infringing upon the proprietary rights of others. If we do not adequately protect our intellectual property, competitors may be able to use our technologies and erode or negate any competitive advantage we may have, which could harm our business and ability to achieve profitability.

If we are unable to protect the confidentiality of our trade secrets, the value of our technology could be materially adversely affected and our business would be harmed.

We treat our proprietary computational technologies, including unpatented know-how and other proprietary information, as trade secrets. We seek to protect these trade secrets, in part, by entering into non-disclosure and confidentiality agreements with any third parties who have access to them, such as our consultants, independent contractors, advisors, corporate collaborators and outside scientific collaborators. We also enter into confidentiality and invention or patent assignment agreements with employees and certain consultants. Any party with whom we have executed such an agreement may breach that agreement and disclose our proprietary information, including our trade secrets, and we may not be able to obtain adequate remedies for such breaches. Enforcing a claim that a party illegally disclosed or misappropriated a trade secret is difficult, expensive and time-consuming, and the outcome is unpredictable. In addition, if any of our trade secrets were to be lawfully obtained or independently developed by a competitor, we would have no right to prevent such third party, or those to whom they communicate such technology or information, from using that technology or information to compete with us. If any of our trade secrets were to be disclosed to or independently developed by a competitor, or if we otherwise lose protection for our trade secrets or proprietary know-how, the value of this information may be greatly reduced and our business and competitive position could be harmed.

Changes in laws and regulations to which we are subject, or to which we may become subject in the future, may materially increase our costs of operation, decrease our operating revenues and disrupt our business.

Laws and regulatory standards and procedures that impact our business are continuously changing. Responding to these changes and meeting existing and new requirements may be costly and burdensome. Changes in laws and regulations may occur that could:

- impair or eliminate our ability to research and develop our products, including validating our products through field trials;
- increase our compliance and other costs of doing business through increases in the cost to patent or otherwise protect our intellectual property or increases in the cost to our collaborators to obtain the necessary regulatory approvals to commercialize and market the products we develop with them;
- require significant product redesign or systems redevelopment;
- render our products less profitable, obsolete or less attractive compared to competing products;
- affect our collaborators' willingness to do business with us;
- reduce the amount of revenues we receive from our collaborators through milestone payments or royalties; and
- discourage our collaborators from offering, and consumers from purchasing, products that incorporate our discoveries.

Any of these events could have a material adverse effect on our business, results of operations and financial condition. Legislators and regulators have increased their focus on plant biotechnology in recent years, with particular attention paid to GM crops as well as on ag-chemicals. Because our current products are primarily in the initial discovery and proof of concept development phase, the only GM-related regulations that currently affect our business are related to our validation trials in Israel. We believe that we are currently in compliance with Israeli regulations related to growing GM crops in Israel; however, if these regulations change, our validation trials may become costly and burdensome and could require us to relocate our trials outside of Israel or even change our business model to have our collaborators perform validation trials.

While none of our products are currently available for sale, our future growth relies on the ability of our collaborators to commercialize and market our products, and any restrictions on such activities could materially and adversely impact our business and results of operations. Any changes in regulations in countries where our products are used could result in our collaborators being unable or unwilling to develop, commercialize or sell products that incorporate our discoveries. In addition, we rely on patents and other forms of intellectual property protection. Legislation and jurisprudence on patent protection in the key target markets where we seek patent protection, such as the United States and the European Union, is evolving and changes in laws could affect our ability to obtain or maintain patent protection for our products. Any changes to these existing laws and regulations may materially increase our costs of operation, decrease our operating revenues and disrupt our business. See "Item 4.B. Information on the Company—Business Overview—Government Regulation" and "Item 4.B. Business Overview— Regulation of Products Containing Our Traits."

Changes in U.S. patent law could diminish the value of patents in general, thereby impairing our ability to protect our product candidates.

As is the case with other biotechnology companies, our success is heavily dependent on intellectual property, particularly patents. Obtaining and enforcing biotechnology patents involves technological and legal complexity, and is costly, time consuming, and inherently uncertain. In addition, the U.S. Supreme Court has ruled on several patent cases in recent years, either narrowing the scope of patent protection available in certain circumstances or weakening the rights of patent owners in certain situations. In addition to increasing uncertainty with regard to our ability to obtain patents in the future, this combination of events has created uncertainty with respect to the value of patents, once obtained. Depending on decisions by the U.S. Congress, the federal courts, and the U.S. Patent and Trademark Office, the laws and regulations governing patents could change in unpredictable ways that may weaken or undermine our ability to obtain new patents or to enforce our existing patents and patents we might obtain in the future.

We may not be able to protect our intellectual property rights throughout the world.

Filing, prosecuting, maintaining and defending patents on product candidates in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States are less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we are unable to prevent third parties from using our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the jurisdictions in which we do not have patent protection. Competitors may use our technologies in jurisdictions where we have not obtained patent protection to develop their own products, and we may be unable to prevent such competitors from importing those infringing products into territories where we have patent protection but enforcement is not as strong as in the United States. These products may compete with our product candidates and our patents and other intellectual property rights may not be effective or sufficient to prevent them from competing in those jurisdictions. Moreover, farmers or others in the chain of commerce may raise legal challenges against our intellectual property rights or may infringe upon our intellectual property rights, including through means that may be difficult to prevent or detect. For example, the practice by some farmers of saving seeds from non-hybrid crops (such as soybeans, canola and cotton) containing biotechnological traits has prevented and may continue to prevent us from realizing the full value of our intellectual property in countries outside of the United States.

Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions, including China, where we have filed patent applications. The legal systems of certain countries, including China, have not historically favored the enforcement of patents or other intellectual property rights, which could hinder us from preventing the infringement of our patents or other intellectual property rights and result in substantial risks to us. Proceedings to enforce our patent rights in the United States or foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing and could provoke third parties to assert patent infringement or other claims against us. We may not prevail in any lawsuits that we initiate and the damages or other remedies awarded, if any, may not be commercially meaningful. Accordingly, our efforts to enforce our intellectual property rights around the world may be inadequate to obtain a significant commercial advantage from the intellectual property that we develop or license from third parties.

If we or one of our collaborators are sued for infringing the intellectual property rights of a third party, such litigation could be costly and time consuming and could prevent us or our collaborators from developing or commercializing our products.

Our ability to generate significant revenues from our products depends on our and our collaborators' ability to develop, market and sell our products and utilize our proprietary technology without infringing the intellectual property and other rights of any third parties. In the United States and abroad there are numerous third party patents and patent applications that may be applied toward our proprietary technology, business processes or developed products, some of which may be construed as containing claims that cover the subject matter of our products or intellectual property. Because of the rapid pace of technological change, the confidentiality of patent applications in some jurisdictions, and the fact that patent applications can take many years to issue, there may be currently pending applications that are unknown to us that may later result in issued patents upon which our product candidates or proprietary technologies infringe. Similarly, there may be issued patents relevant to our product candidates of which we are not aware. These patents could reduce the value of the products we develop or, to the extent they cover key technologies on which we have unknowingly relied, require that we seek to obtain licenses or cease using the technology, no matter how valuable to our business. We may not be able to obtain such a license on commercially reasonable terms. There is a substantial amount of litigation involving patent and other intellectual property rights in the biotechnology industry generally. If any third party patent or patent application covers our intellectual property or proprietary rights and we are not able to obtain a license to it, we and our collaborators may be prevented from commercializing products containing our discoveries.

As the agricultural biotechnology industry continues to develop, we may become party to, or threatened with, litigation or other adverse proceedings regarding intellectual property or proprietary rights in our technology, processes or developed products. Third parties may assert claims based on existing or future intellectual property rights and the outcome of any proceedings is subject to uncertainties that cannot be adequately quantified in advance. Any litigation proceedings could be costly and time consuming and negative outcomes could result in liability for monetary damages, including treble damages and attorneys' fees if we are found to have willfully infringed a patent. There is also no guarantee that we would be able to obtain a license under such infringed intellectual property on commercially reasonable terms or at all. A finding of infringement could prevent us or our collaborators from developing, marketing or selling a product or force us to cease some or all of our business operations. Even if we are successful in these proceedings, we may incur substantial costs and the time and attention of our management and scientific personnel may be diverted as a result of these proceedings, which could have a material adverse effect on us. Claims that we have misappropriated the confidential information or trade secrets of third parties could similarly have a negative impact on our business.

We and our collaborators may disagree over our right to receive payments under our collaboration agreements, potentially resulting in costly litigation and loss of reputation.

Our ability to generate royalty payments from our collaboration agreements depends on our ability to clearly delineate our intellectual property rights under those agreements. We often license patented genes or other intellectual property to our collaborators, who use or will use such intellectual property to develop and commercialize products with our discoveries. However, a collaborator may use our intellectual property without our permission, dispute our ownership of certain intellectual property rights or argue that our intellectual property does not cover their marketed product. If a dispute arises, it may result in costly litigation, and our collaborator may refuse to pay us royalty payments while the dispute is ongoing. Furthermore, regardless of any resort to legal action, a dispute with a collaborator over intellectual property rights may damage our relationship with that collaborator, and may also harm our reputation in the industry.

We may be required to pay substantial damages as a result of product liability claims for which insurance coverage is not available.

Once products integrating our products reach commercialization, product liability claims will be a commercial risk for our business, particularly as we are involved in the supply of biotechnological, ag-chemical and ag-biological products, some of which can be harmful to humans and the environment. Courts have levied substantial damages in the United States and elsewhere against a number of companies in the agriculture industry in past years based upon claims for injuries allegedly caused by the use of their products. Product liability claims against us or our collaborators selling products that contain our products or allegations of product liability relating to products containing our discoveries could damage our reputation, harm our relationships with our collaborators and materially and adversely affect our business, results of operations, financial condition and prospects. We do not have product liability insurance coverage. Furthermore, while our collaboration agreements typically require that our collaborators indemnify us for the cost of product liability claims brought against us, such indemnification provisions may not always be enforced, and we may receive no indemnification if our own misconduct led to the claims.

Our employment agreements with our employees and other agreements with our collaborators and third parties may not adequately prevent disclosure of trade secrets, know-how and other proprietary information.

A substantial portion of our technologies and intellectual property is protected by trade secret laws. We rely on a combination of patent and other intellectual property laws as well as our employment agreements with our employees and other agreements with our collaborators and third parties to protect and otherwise seek to control access to, and distribution of, our proprietary information. These measures may not prevent disclosure, infringement or misappropriation of our confidential information. Our confidentiality, nondisclosure and assignment agreements or covenants may be breached, and we may not have adequate remedies for such a breach that would effectively prevent the further dissemination of our confidential information. We have limited control over the protection of trade secrets used by our collaborators and could lose future trade secret protection if any unauthorized disclosure of such information occurs. In addition, others may independently discover our trade secrets and proprietary information, and in such cases we could not assert any trade secret rights against such parties. Laws regarding trade secret rights in certain markets where we operate may afford little or no protection of our trade secrets. Failure to obtain or maintain trade secret protection could adversely affect our business, sales and competitive position.

We may not be able to fully enforce covenants not to compete with our key employees, and therefore we may be unable to prevent our competitors from benefiting from the expertise of such employees.

Our employment agreements with key employees, which include executive officers, contain non-compete provisions. These provisions prohibit our key employees, if they cease working for us, from competing directly with us or working for our competitors for one year. Under applicable U.S. and Israeli laws, we may be unable to enforce these provisions. If we cannot enforce the non-compete provisions with our key employees, we may be unable to prevent our competitors from benefiting from the expertise of such employees. Even if these provisions are enforceable, they may not adequately protect our interests. The defection of one or more of our employees to a competitor could materially adversely affect our business, results of operations and ability to capitalize on our proprietary information.

The establishment of our new R&D facility in the U.S. signifies our entry into international operations, which will expose us to additional market and operational risks, and failure to manage these risks may adversely affect our business and operating results.

As we have announced previously, we have established a research and development facility in the Bio-Research and Development Growth (BRDG) Park on the campus of the Donald Danforth Plant Science Center in St. Louis, Missouri, as part of our entry into the field of advanced solutions for insect control under our CP seed traits operations. Our physical presence in, and the accompanying expansion of our operations into, the United States will expose us more significantly to some of the operational risks that accompany doing business internationally, including:

- fluctuations in foreign currency exchange rates;
- potentially adverse tax consequences;
- difficulties in staffing and managing foreign operations;
- hiring and retention of employees and/or consultants under foreign employment laws with which we are not familiar;
- laws and business practices that sometimes favor local competition;
- compliance with complex foreign laws, treaties and regulations;
- tariffs, trade barriers and other regulatory or contractual limitations on our ability to develop (and, when applicable in the future, sell) our solutions in certain foreign markets; and
- being subject to the laws, regulations and the court systems of multiple jurisdictions.

Our failure to manage the market and operational risks associated with international operations effectively could limit the future growth of our business and adversely affect our operating results.

Our operations are subject to various health and environmental risks associated with our use, handling and disposal of potentially toxic materials.

As part of our seed trait operations, we assist in the development of GM crops by inserting new genes into the genomes of certain plants. Though we introduce these genes in order to improve plant traits, we cannot always predict the effect that these genes may have on the plant. In some cases, the genes may render the plant poisonous or toxic, or they may cause the plant to develop other dangerous characteristics that could harm the plant's surrounding environment. Furthermore, while we comply with relevant environmental laws and regulations, there is a risk that, when testing genetically modified plants, the seeds of these plants may escape the greenhouse or field in which they are being tested and contaminate nearby fields. Poisonous or toxic plants may therefore be inadvertently introduced into the wild, or possibly enter the food production system, harming the people and animals who come in contact with them.

As part of our ag–biologicals operations, we develop novel product based on microbial in order to improve plants traits. Although microbials exist naturally in the environment, we cannot always predict the effect that microbials have on the plant and its environment. There may be cases where the microbials render the plant poisonous or toxic, or they may cause the plant to develop other dangerous characteristics that could harm the plant's surrounding environment.

Risks Relating to Our Incorporation and Location in Israel

Conditions in Israel could adversely affect our business.

We are incorporated under Israeli law and our principal offices and research and development facilities are located in Israel. Accordingly, political, economic and military conditions in Israel directly affect our business. Since the State of Israel was established in 1948, a number of armed conflicts have occurred between Israel and its Arab neighbors. Although Israel has entered into various agreements with Egypt, Jordan and the Palestinian Authority, there has been an increase in unrest and terrorist activity, which began in September 2000 and has continued with varying levels of severity into 2013. In mid-2006, Israel was engaged in an armed conflict with Hezbollah in Lebanon, resulting in thousands of rockets being fired from Lebanon and disrupting most day-to-day civilian activity in northern Israel. Starting in December 2008, for approximately three weeks, Israel engaged in an armed conflict with Hamas in the Gaza Strip, which involved rocket attacks against civilian targets in various parts of Israel and negatively affected business conditions in Israel. A similar conflict arose due to Hamas rocket attacks against Israeli civilian targets in November 2012, and recently during July-August 2014, during which Israel responded to rocket attacks by engaging in an armed conflict with Hamas in the Gaza Strip. Our principal place of business is located in Rehovot, Israel, which is approximately 30 miles from the nearest point of the border with the Gaza Strip. There can be no assurance that attacks launched from the Gaza Strip will not reach our facilities, or that hostilities will not otherwise cause a significant disruption to our operations, such as preventing our employees from reaching our facilities and limiting our ability to monitor and otherwise conduct the crop and other experiments we conduct at the facilities.

Several countries, principally in the Middle East, still restrict doing business with Israel and Israeli companies, and additional countries may impose restrictions on doing business with Israel and Israeli companies if hostilities in Israel or political instability in the region continues or increases. These restrictions may limit materially our ability to sell our products to companies in these countries. Any hostilities involving Israel or the interruption or curtailment of trade between Israel and its present trading partners, or significant downturn in the economic or financial condition of Israel, could adversely affect our operations and research and development, cause our revenues to decrease and adversely affect the share price of publicly traded companies having operations in Israel, such as ours. In addition, there have been increased efforts by activists to cause companies and consumers to boycott Israeli goods for political reasons. Such actions, particularly if they become more widespread, may adversely impact our ability to conduct business.

Furthermore, our business insurance does not cover losses that may occur as a result of events associated with the security situation in the Middle East. Although the Israeli government currently covers the reinstatement value of direct damages that are caused by terrorist attacks or acts of war, we cannot assure you that this government coverage will be maintained. Any losses or damages incurred by us could have a material adverse effect on our business and financial condition.

Our operations may be disrupted by the obligations of personnel to perform military service.

As of December 31, 2015, we had 210 full-time and 48 part-time employees, all of whom were based in Israel. Our employees in Israel, including executive officers, may be called upon to perform up to 36 days (and in some cases more) of annual military reserve duty until they reach the age of 45 (and in some cases, up to 49) and, in emergency circumstances, could be called to active duty. In response to increased tension and hostilities, since September 2000 there have been occasional call-ups of military reservists, including in connection with the mid-2006 war in Lebanon and the December 2008, November 2012 and July-August 2014 conflicts with Hamas, and it is possible that there will be additional call-ups in the future. Our operations could be disrupted by the absence of a significant number of our male employees related to military service or the absence for extended periods of one or more of our key employees for military service. Such disruption could materially adversely affect our operations, business and results of operations.

The tax benefits that are available to us require us to continue to meet various conditions and may be terminated or reduced in the future, which could increase our costs and taxes.

Our Israeli facilities have the status of an "Approved Enterprise" and "Beneficiary Enterprise" under the Israeli Law for the Encouragement of Capital Investments, 1959, or the Investment Law, which makes us eligible for certain tax benefits under that law. For example, we are exempt from corporate tax for a period of two years and will be subject to a reduced corporate tax rate of between 10% to 25% for the remainder of the benefit period, depending on the level of foreign investment in the company in each year.

In order to remain eligible for the tax benefits of an Approved Enterprise and Beneficiary Enterprise, we must continue to meet certain conditions stipulated in the Investment Law and its regulations, as amended, and in a tax ruling we received in October 2010, or the Tax Ruling. If we do not meet these requirements, we may not be eligible to receive tax benefits and we could be required to refund any tax benefits that we may receive in the future, in whole or in part, with interest. Further, the tax benefits available under the Investment Law may be terminated or reduced in the future. If these tax benefits are terminated, our Israeli taxable income would be subject to regular Israeli corporate tax rates. The standard corporate tax rate for Israeli companies in 2014 was 26.5% and remains the same for the 2015 tax year. See "Item 10.E. Taxation—Israeli Tax Considerations and Government Programs—General Corporate Tax Structure in Israel."

Additionally, if we increase our activities outside of Israel (for example, through acquisitions) our expanded activities might not be eligible for inclusion in future Israeli tax benefit programs. Finally, in the event of a distribution of a dividend from the income that will be tax exempt under the Investment Law, in addition to withholding tax at a rate of 20% (or a reduced rate under an applicable double tax treaty), we will be subject to tax at the corporate tax rate applicable to our Approved Enterprise's and Beneficiary Enterprise's income on the amount distributed in accordance with the reduced corporate tax applicable to such profits. See "Item 10.E. Taxation—Israeli Tax Considerations and Government Programs—Law for the Encouragement of Capital Investments, 5719-1959."

Exchange rate fluctuations between the U.S. dollar and the NIS may negatively affect our earnings and we have only partially hedged against such fluctuations.

Most of our revenues are denominated in U.S. dollars. As a result, any appreciation of the NIS relative to the U.S. dollar (as occurred in 2012 and 2013) would adversely impact our profitability due to the portion of our expenses that are incurred in NIS. As of December 31, 2014, we held NIS/USD hedging contracts (forward contracts) designated as hedges of expected future operating expenses. In 2015 the hedging contracts reached maturity and on December 31, 2015 there were no hedging contracts held by the Company. If we continue to enter into hedging contracts in the future, we may be unsuccessful in protecting against currency exchange rate fluctuations. Future currency exchange rate fluctuations could adversely affect our profitability. See "Item 11. Quantitative and Qualitative Disclosure About Market Risk—Foreign Currency Risk."

Interest rate fluctuations may devalue our investments and could have a material adverse impact on our financial condition.

We have a considerable investment in marketable securities that consist of corporate bonds and government treasury notes denominated in U.S. dollars having an aggregate value of approximately $71.8 million as of December 31, 2015. These investments expose us to the risk of interest rate fluctuations. An increase in U.S. interest rates could cause the fair value of these investments to decrease. As of December 31, 2015, we did not have any hedge arrangements in place to protect our exposure to interest rate fluctuations. See "Item 11. Quantitative and Qualitative Disclosure About Market Risk—Foreign Currency Risk."

We have received Israeli government grants for certain of our research and development activities. The terms of these grants may require us to satisfy specified conditions in order to develop and transfer technologies supported by such grants outside of Israel. In addition, in some circumstances, we may be required to pay penalties in addition to repaying the grants.

Our research and development operations have been partly financed through certain governmental grants, which impose certain restrictions on the transfer outside of Israel of the underlying know-how and the manufacturing or manufacturing rights of the underlying products and technologies. As of December 31, 2015, we had received approximately $4.6 million of such grants, on which interest of approximately $1.1 million had accrued as of such date. We may not receive the required approvals should we wish to transfer this know-how, technology or manufacturing rights outside of Israel in the future or, if we receive such required approvals, they may be subject to certain conditions and payment obligations. See "Item 5.B Liquidity and Capital Resources—Government Grants."

It may be difficult to enforce a U.S. judgment against us, our officers and directors and the Israeli experts named in this annual report in Israel or the United States, or to assert U.S. securities laws claims in Israel or serve process on our officers and directors and these experts.

We are incorporated in Israel. None of our directors and executive officers is a resident of the United States, and the Israeli experts named in this annual report are located in Israel. The majority of our assets are located outside the United States. Therefore, it may be difficult for an investor, or any other person or entity, to enforce a U.S. court judgment based upon the civil liability provisions of the U.S. federal securities laws against us or any of these persons in a U.S. or Israeli court, or to effect service of process upon these persons in the United States. Additionally, it may be difficult for an investor, or any other person or entity, to assert U.S. securities law claims in original actions instituted in Israel. Israeli courts may refuse to hear a claim based on a violation of U.S. securities laws on the grounds that Israel is not the most appropriate forum in which to bring such a claim. Even if an Israeli court agrees to hear a claim, it may determine that Israeli law and not U.S. law is applicable to the claim. If U.S. law is found to be applicable, the content of applicable U.S. law must be proved as a fact, which can be a time-consuming and costly process. Certain matters of procedure will also be governed by Israeli law. There is little binding case law in Israel addressing the matters described above.

Your rights and responsibilities as our shareholder will be governed by Israeli law, which may differ in some respects from the rights and responsibilities of shareholders of U.S. corporations.

Since we are incorporated under Israeli law, the rights and responsibilities of our shareholders are governed by Israeli law and by our amended and restated articles of association, or our "articles of association," approved by our shareholders in May 2014 at our general shareholders meeting. These rights and responsibilities differ in some respects from the rights and responsibilities of shareholders of U.S.-based corporations. In particular, a shareholder of an Israeli company has a duty to act in good faith and in a customary manner in exercising its rights and performing its obligations towards the company and other shareholders and to refrain from abusing its power in the company, including, among other things, in voting at the general meeting of shareholders on certain matters, such as an amendment to the company's articles of association, an increase of the company's authorized share capital, a merger of the company and approval of related party transactions that require shareholder approval. A shareholder also has a general duty to refrain from discriminating against other shareholders. In addition, a controlling shareholder or a shareholder who knows that it possesses the power to determine the outcome of a shareholders' vote or to appoint or prevent the appointment of an office holder in the company has a duty to act in fairness towards the company. However, Israeli law does not define the substance of this duty of fairness. See "Item 6.C Board Practices—Approval of Related Party Transactions Under Israeli Law—Shareholder Duties." Since Israeli corporate law underwent extensive revisions approximately 16 years ago, the parameters and implications of the provisions that govern shareholder behavior have not been clearly determined. These provisions may be interpreted to impose additional obligations and liabilities on our shareholders that are not typically imposed on shareholders of U.S. corporations.

Provisions of Israeli law may delay, prevent or make undesirable an acquisition of all or a significant portion of our shares or assets.

Israeli corporate law regulates mergers and requires that a tender offer be effected when certain thresholds of percentage ownership of voting power in a company are exceeded (subject to certain conditions). Further, Israeli tax considerations may make potential transactions undesirable to us or to some of our shareholders whose country of residence does not have a tax treaty with Israel granting tax relief to such shareholders from Israeli tax. With respect to mergers, Israeli tax law allows for tax deferral in certain circumstances but makes the deferral contingent on the fulfillment of numerous conditions, including a holding period of two years from the date of the transaction during which certain sales and dispositions of shares of the participating companies are restricted. Moreover, with respect to certain share swap transactions, the tax deferral is limited in time, and when such time expires, the tax becomes payable even if no actual disposition of the shares has occurred. See "Item 10.B. Memorandum and Articles of Association—Acquisitions Under Israeli Law."

Furthermore, under the Encouragement of Industrial, Research, Development and Technological Innovation Law, 5744-1984, or the Israeli R&D Law, to which we are subject due to our receipt of grants from the Office of the Chief Scientist of the Israeli Ministry of Economy, or OCS, a recipient of OCS grants such as our company must report to the applicable authority of OCS any change in the holding of the means of control of our company which transforms any non-Israeli citizen or resident into a direct interested party in our company. The OCS Guidelines interpretation issued by the OCS provides that prior OCS approval is required for such change in the holding of the means of control.

These provisions of Israeli law could have the effect of delaying or preventing a change in control and may make it more difficult for a third party to acquire us or our shareholders to elect different individuals to our board of directors, even if doing so would be beneficial to our shareholders, and may limit the price that investors may be willing to pay in the future for our ordinary shares.

Risks Related to Our Ordinary Shares and the Trading of Our Ordinary Shares

The price of our ordinary shares may fluctuate significantly.

Our ordinary shares were first offered publicly in the United States after our initial public offering in the United States, or IPO, in November 2013, at a price of $14.75 per share, and our ordinary shares have subsequently traded on the NYSE as high as $19.99 per share and as low as $5.95 and as of April 15, 2016 were trading at $6.94 per share.

The market price of our ordinary shares could be highly volatile and may fluctuate substantially as a result of many factors, including:

- actual or anticipated fluctuations in our results of operations;
- variance in our financial performance from the expectations of market analysts;
- announcements by us or our competitors of significant business developments, changes in relationships with our collaborators, acquisitions or expansion plans;
- our involvement in litigation;
- our sale, or the sale by our significant shareholders, of ordinary shares or other securities in the future;
- failure to publish research or the publishing of inaccurate or unfavorable research;
- market conditions in our industry and changes in estimates of the future size and growth rate of our markets;
- changes in key personnel;
- the trading volume of our ordinary shares; and
- general economic and market conditions.

Although our ordinary shares are listed on the NYSE, an active trading market on the NYSE for our ordinary shares may not be sustained. If an active market for our ordinary shares is not sustained, it may be difficult to sell ordinary shares in the U.S.

In addition, the stock markets have recently experienced extreme price and volume fluctuations. Broad market and industry factors may materially harm the market price of our ordinary shares, regardless of our operating performance. In the past, following periods of volatility in the market price of a company's securities, securities class action litigation has often been instituted against that company. If we were involved in any similar litigation, we could incur substantial costs and our management's attention and resources could be diverted.

Our ordinary shares are traded on more than one market and this may result in price variations.

Our ordinary shares have been traded on the TASE since 2007, and since 2013 are listed on NYSE. Trading in our ordinary shares on these markets will take place in different currencies (U.S. dollars on NYSE and NIS on the TASE), and at different times (resulting from different time zones, trading days and public holidays in the United States and Israel). The trading prices of our ordinary shares on these two markets may differ due to these and other factors. Any decrease in the price of our ordinary shares on the TASE could cause a decrease in the trading price of our ordinary shares on NYSE.

We could become subject to parallel reporting obligations in Israel and the United States, which could increase compliance costs and divert management attention.

On July 28, 2013, our shareholders approved our plan to transition solely to U.S. reporting standards under the rules and regulations of the SEC. However, should this change, in the future, we may become subject to parallel reporting obligations in Israel and the United States. While similar in many respects, certain differences between Israeli and U.S. reporting schemes may impose on us disclosure obligations that are more stringent than those generally applied to foreign private issuers whose securities are listed only in the United States. In addition, a requirement to comply with the separate reporting obligations under U.S. and Israeli securities laws would require additional management attention and could burden us with additional costs.

The requirements of being a public company in the United States and Israel may strain our resources and distract our management, which could make it difficult to manage our business, particularly after we are no longer an "emerging growth company."

Changing laws, regulations and standards, in the United States or Israel, relating to corporate governance and public disclosure and other matters, may be implemented in the future, which may increase our legal and financial compliance costs, make some activities more time consuming and divert management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed. Being a publicly traded company in the United States and Israel and being subject to U.S. and Israeli rules and regulations make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors, particularly to serve on our audit committee, and qualified executive officers.

As a public company whose ordinary shares are listed in the United States, we will continue to incur significant accounting, legal and other expenses, including costs associated with our reporting requirements under the Exchange Act. We also incur additional costs associated with corporate governance requirements, including requirements under Section 404 and other provisions of the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, rules implemented by the SEC and the NYSE, and provisions of Israeli corporate law applicable to public companies. The Exchange Act requires that we file annual and current reports with respect to our business and financial condition. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal controls over financial reporting. These rules and regulations could continue to increase our legal and financial compliance costs, such as the cost of hiring consultants or testing compliance processes, and make some activities more time-consuming and costly. These activities may divert management's attention from other business concerns, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

If we are unable to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or if our internal control over financial reporting is not effective, the reliability of our financial statements may be questioned and our share price may suffer.

As of the filing of our annual report that covered the 2014 fiscal year, we were required to comply with the requirements of Section 404(a) of the Sarbanes-Oxley Act pursuant to which our management is required to report on the effectiveness of our internal control over financial reporting. Accordingly, only in 2014 did we commence the process of determining whether our existing internal controls over financial reporting systems are compliant with the SEC requirements. This process requires the investment of substantial time and resources, including by our Chief Financial Officer and other members of our senior management. We cannot predict whether we will need to implement remedial actions in the future in order to maintain effective control over financial reporting. The determination and any remedial actions required could result in us incurring additional costs that we did not anticipate, including higher independent auditor fees during and after the implementation of remedial changes. If we are unable to implement any of the required changes to our internal control over financial reporting effectively or efficiently, it could adversely affect our operations, financial reporting and/or results of operations and could result in an adverse attestation report on internal controls from our independent auditors (once they become required to provide it, as described below), which could harm our reputation.

As an "emerging growth company," as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, we take advantage of certain temporary exemptions from various reporting requirements, including, but not limited to, not being required to have our auditor attest as to the effectiveness of our internal control over financial reporting under Section 404(b) of the Sarbanes Oxley Act.

We will remain an emerging growth company until the earliest of: (a) the last day of our fiscal year during which we have total annual gross revenues of at least $1.0 billion; (b) December 31, 2018, the last day of our fiscal year following the fifth anniversary of the closing of our U.S. initial public offering; (c) the date on which we have, during the previous three-year period, issued more than $1.0 billion in non-convertible debt; or (d) the date on which we are deemed to be a "large accelerated filer" under the Exchange Act. Unless we lose our status as an "emerging growth company" under the JOBS Act, we will not be required to obtain an auditor attestation under Section 404(b) of the Sarbanes-Oxley Act until the year ended December 31, 2018. If some investors find our ordinary shares less attractive as a result of our reliance on exemptions under the JOBS Act, there may be a less active trading market for our ordinary shares and our share price may be more volatile. When these exemptions cease to apply, we expect to incur additional expenses and devote increased management effort toward ensuring compliance with them.

As a foreign private issuer we are not subject to the provisions of Regulation FD or U.S. proxy rules and are exempt from filing certain Exchange Act reports.

As a foreign private issuer, we are exempt from the rules and regulations under the Exchange Act related to the furnishing and content of proxy statements, and our officers, directors, and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file annual and current reports and financial statements with the SEC as frequently or as promptly as U.S. domestic companies whose securities are registered under the Exchange Act, we are permitted to disclose limited compensation information for our executive officers on an individual basis and we are generally exempt from filing quarterly reports with the SEC under the Exchange Act. Despite this, we have undertaken to our shareholders to report our financial results on a quarterly basis. Moreover, we are not required to comply with Regulation FD, which restricts the selective disclosure of material nonpublic information to, among others, broker-dealers and holders of a company's securities under circumstances in which it is reasonably foreseeable that the holder will trade in the company's securities on the basis of the information. These exemptions and leniencies will reduce the frequency and scope of information and protections to which you may otherwise have been eligible in relation to a U.S. domestic issuer.

As a foreign private issuer, we follow home country corporate governance practices instead of certain NYSE corporate governance requirements, which may result in less protection than is accorded to investors under rules applicable to domestic U.S. issuers.

As a foreign private issuer, in reliance on Section 303A.11 of the Listed Company Manual, which permits a foreign private issuer to follow the corporate governance practices of its home country, we have chosen to follow certain Israeli corporate governance practices instead of those otherwise required under the NYSE corporate governance standards for U.S. domestic issuers. For example, in lieu of complying with certain NYSE corporate governance requirements, we follow home country practices in Israel with respect to separate executive sessions of independent directors and non-management directors and the requirement to obtain shareholder approval for certain dilutive events (such as for the establishment or amendment of certain equity-based compensation plans, issuances that will result in a change of control of the company and issuances of more than 1% of our outstanding shares or voting power to our affiliates). In addition, we did not adopt corporate governance guidelines, which are required of U.S. companies under NYSE rules. Accordingly, our shareholders are not afforded the same protection as provided under NYSE corporate governance rules. Following our home country governance practices as opposed to the requirements that would otherwise apply to a U.S. company listed on NYSE may provide less protection than is accorded to investors of domestic issuers. For further discussion, see "Item 16G. Corporate Governance."

While we take advantage of certain exemptions applicable to foreign private issuers under the U.S. federal securities laws and NYSE rules, our disclosure practices are still more burdensome than many other Israeli companies whose securities are traded in the United States. Although not required to do so pursuant to the exemption for foreign private issuers under NYSE corporate governance rules, we have undertaken to our shareholders to (i) continue reporting our financial results on a quarterly basis and (ii) continue disclosing management and board compensation in accordance with the applicable requirements under the Israeli Securities Law. Providing this information imposes additional obligations on us that are unusual for Israeli companies whose securities are traded in the U.S.

We may lose our status as a foreign private issuer, which would increase our compliance costs and could thereby negatively impact our results of operations.

We would lose our foreign private issuer status if (a) a majority of our outstanding voting securities were either directly or indirectly owned of record by residents of the United States and (b)(i) a majority of our executive officers or directors were United States citizens or residents, (ii) more than 50 percent of our assets were located in the United States or (iii) our business were administered principally outside the United States. Our loss of foreign private issuer status would make U.S. regulatory provisions mandatory. The regulatory and compliance costs to us under U.S. securities laws as a U.S. domestic issuer may be significantly higher. If we are not a foreign private issuer, we will be required to file periodic reports and registration statements on U.S. domestic issuer forms with the SEC, which are more detailed and extensive than the forms available to a foreign private issuer. We would also be required to follow U.S. proxy disclosure requirements, including the requirement to disclose, under U.S. law, more detailed information about the compensation of our senior executive officers on an individual basis. We may also be required to modify certain of our policies to comply with accepted governance practices associated with U.S. domestic issuers. Such conversion and modifications will involve additional costs. In addition, we would lose our ability to rely upon exemptions from certain corporate governance requirements on U.S. stock exchanges that are available to foreign private issuers, as described in the previous risk factor above.

Our U.S. shareholders may suffer adverse tax consequences if we are characterized as a passive foreign investment company.

Generally, if for any taxable year 75% or more of our gross income is passive income, or at least 50% of the average quarterly value of our assets (which may be determined in part by the market value of our ordinary shares, which is subject to change) are held for the production of, or produce, passive income, we would be characterized as a passive foreign investment company, or PFIC, for United States federal income tax purposes. According to these rules, a publicly traded non-U.S. corporation may treat the aggregate fair market value of its assets as being equal to the sum of the aggregate value of its outstanding shares ("Market Capitalization") and the total amount of its liabilities. We intend to take the position that the excess of our Market Capitalization plus liabilities over the book value of all of our assets may generally be treated as attributable to non-passive assets. Based on certain estimates of our gross income and gross assets and the nature of our business, we believe that we were not classified as a PFIC in 2015; however, because this determination relies on certain assumptions about the value and composition of our income and assets, there can be no assurances that the IRS will agree with our determination and will not successfully assert that we were a PFIC in 2015. Furthermore, because we currently hold, and expect to continue to hold, a substantial amount of cash and cash equivalents and other passive assets used in our business, because the value of our gross assets is likely to be determined in large part by reference to the market prices of our securities, and because our Market Capitalization is currently below the level necessary to avoid PFIC status for 2016, there is substantial risk we will be classified as a PFIC for the 2016 taxable year. However, because PFIC status is determined after the close of each taxable year, we will not be able to determine whether we will be a PFIC for the 2016 taxable year or for any future taxable year until after the close of such year.

If we are characterized as a PFIC, our U.S. shareholders may suffer adverse tax consequences, including having gains realized on the sale of our ordinary shares treated as ordinary income, rather than capital gain, the loss of the preferential rate applicable to dividends received on our ordinary shares by individuals who are U.S. Holders (as defined in "Item 10.E. Taxation—United States Federal Income Taxation"), and having interest charges apply to distributions by us and the proceeds of share sales. If we are characterized as a PFIC, certain elections may be available that would alleviate some of the adverse consequences of PFIC status and result in an alternative treatment (such as mark-to-market treatment) of our ordinary shares; however, we do not intend to provide the information necessary for U.S. holders to make qualified electing fund elections if we are classified as a PFIC. See "Item 10.E. Taxation—United States Federal Income Taxation—Passive Foreign Investment Company Considerations."

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

Our History

Our company was founded on October 10, 1999 as Agro Leads Ltd., a division of Compugen Ltd. In 2002, our company was spun-off as an independent corporation under the laws of the State of Israel, and changed its name to Evogene Ltd.

Today, we are a leading biotechnology company for the improvement of crop productivity. We have developed a proprietary innovative technology platform, leveraging scientific understanding & computational technologies to harness agriculture 'Big Data' for developing improved seed traits, as well as innovative ag-chemical and novel ag-biological products. We have strategic collaborations with world-leading agricultural companies like BASF, Bayer, DuPont, Monsanto and Syngenta, focusing on innovative crop enhancement and crop protection solutions. In addition, we have seeds activity operated under Evofuel Ltd., or Evofuel, our wholly owned Israeli subsidiary, which was established in January 2012. Our seeds activity focuses on developing improved castor bean seeds to serve as feedstock source for biofuel and other industrial uses. We currently participate in more than ten collaboration agreements with world-leading seed and agriculture companies and work either with collaborators or on independent projects to research and develop 34 different seed traits, ag-chemical products, and ag-biological products in various stages of development.

With respect to our most significant collaborator, Monsanto, in February 2015, we disclosed that more than 1,000 candidate genes identified and validated by Evogene entered into Monsanto's yield and abiotic stress product development pipeline and that Evogene's new gene optimization program was being incorporated into the collaboration. Furthermore, in February 2016, we disclosed positive results from the testing of a set of our discovered genes in corn and soybeans in our collaboration with Monsanto utilizing novel 'Trait-First' Methodology.

In mid-2015 we initiated our CE ag-biologicals activity for developing ag-biological products, which are externally-applied products from biological sources, such as microbials (micro-organisms) and naturally derived biochemistry, to improve crop productivity. Our ag-biologicals operations are focused on biostimulants and are at the pre-revenue stage.

In November 2015 we announced the official opening of the company's research and development facility in the Bio-Research and Development Growth (BRDG) Park, in St. Louis, Missouri, United States. The establishment of the facility is a key component of the Company's previously disclosed entry into the field of insect control under our CP seed traits activity.

In December 2015 we entered into our first collaboration agreement in the ag-chemical space with BASF, focusing on discovering novel herbicides.

We are registered with the Israeli Registrar of Companies in Jerusalem. Our registration number is 51-283872-3. Our purpose as set forth in our articles of association is to engage in any lawful business.

Our principal executive offices are located at 13 Gad Feinstein Street, Park Rehovot P.O.B 2100, Rehovot 7612002, Israel and our telephone number is +972-8-931-1900. In 2015 we established a research and development facility in the Bio-Research and Development Growth (BRDG) Park, on the campus of the Donald Danforth Plant Science Center in St. Louis, Missouri, United States.

Our authorized representative in the United States and agent for service of process in the United States, Puglisi & Associates, is located at 850 Library Avenue, Suite 204, Newark, Delaware 19711. Our website address is *www.evogene.com*. Information contained on, or that can be accessed through, our website does not constitute a part of this annual report and is not incorporated by reference herein.

Principal Capital Expenditures

Our capital expenditures for fiscal years 2013, 2014 and 2015 amounted to $1.8 million, $3.8 million and $1.8 million, respectively. Our capital expenditures during those years consisted of investments in property, plant and equipment. We anticipate our capital expenditures in fiscal year 2016 to include payments for establishing new validation and data generation capabilities, primarily for insect control traits; creating infrastructure for chemical screening and handling; and up-scaling our field trial activities toward commercialization of castor seeds.

B. Business Overview

Overview

We are a biotechnology company for the improvement of crop productivity. We have developed a proprietary innovative technology platform, leveraging scientific understanding & computational technologies to harness agriculture 'big data' for developing improved seed traits, innovative ag-chemical and novel ag-biological products. Our product development efforts are organized under two business divisions, the Crop Enhancement division, for the development of products enhancing plant yield and tolerance to abiotic stresses (such as improved tolerance to drought, heat and salinity), and the Crop Protection division, for the development of products improving plant resistance to biotic stresses (such as resistance to disease, pests and insects). Currently, we are primarily developing seed traits for improved yield and abiotic stress tolerance, seed traits for biotic stress resistance, novel herbicides (or new 'weed killers') and bio-stimulants (which are microbial-based ag-biological products, applied externally to the plant for yield improvement). The products we develop focus on essential crops, including corn, soybean, wheat, rice and cotton. Furthermore, we operate a seed business under our wholly owned subsidiary Evofuel Ltd., or Evofuel.

We generate substantially all of our revenues from strategic collaborations with world-leading agricultural companies, which further develop our discoveries into commercial products. We currently generate revenues primarily under collaborations for development of seed traits through research and development payments and milestone payments as the seed traits we discover advance in the product development pipeline of our collaborators. In the future we expect to receive royalty revenues upon commercialization by our collaborators of products containing such traits as well as research and development, milestone payments, and royalty payments under collaborations in our herbicides and bio-stimulants activities. To date, we have identified and filed patent applications for over 4,600 novel genes and genomic components for the improvement of key traits, hundreds of which are under development in our collaborators' pipelines. We believe that the extension and renewal of some of our main collaboration agreements highlight the value ascribed to our performance, our capabilities and our proprietary technology infrastructure. However, we are still in the development stages and no product has been commercialized based on our discoveries. In our seeds business, in early 2016 we commercially launched our first castor varieties. We have a history of losses and incurred operating losses of $8.7 million, $15.3 million and $17.9 million, for the years ended December 31, 2013, 2014 and 2015, respectively. For a breakdown of total revenues by segment and by geographic market, see "Item 5.A. Operating Results—Key Measures of Our Performance—Segment Data" and "Item 5.A. Operating Results—Key Measures of Our Performance—Revenues—Geographical Breakdown of Revenues," respectively.

Industry Background

The field of genomics to enhance crop performance and productivity or the science of understanding and analyzing plant, bacteria or other genomes to identify and impact biological elements affecting plant performance, continues to evolve. Agricultural product innovation is increasingly driven by the ability to analyze data, in order to make direct discoveries and gain insights into key underlying biological phenomena of such products. The seed and ag-chemical industry has witnessed a dramatic increase in the availability of genomic data. This is primarily as a result of the introduction of new technologies that facilitate rapid generation of such data at a significantly lower cost. As a result, the key opportunity, and challenge, for enhancing crop productivity has shifted from data generation to data integration and analysis of large volumes of data.

We believe that our competitive advantage is based on our continuously enhanced proprietary discovery and development infrastructure. This infrastructure is capable of integrating and analyzing vast amounts and multiple types of biological data, or big data, through the use of proprietary computational technologies comprised of advanced algorithms and predictive methodologies. Our computational technologies are a key part of our broad technology infrastructure that further integrates extensive scientific expertise, public and proprietary genomic and other data, as well as plant, insect, and microbial validation and screening systems. Our proprietary discovery and development capabilities, which are scalable and adaptable to a large variety of crops and traits, together with our highly educated and experienced multidisciplinary team of scientists, are, we believe, unique in the industry.

Crop Enhancement (CE) Division

Overview

The CE division develops products to increase crop performance and productivity through enhancing yield and tolerance to abiotic stresses, such as drought, heat and salinity, in key commercial crops, or target crops, such as corn, soy, wheat, rice and cotton.

The CE division is currently active in developing two types of products: (i) CE seed traits, *i.e.* seed traits having improved yield and abiotic stress tolerance, through biotechnology and advanced breeding methods and (ii) ag-biologicals, currently focusing on microbial-based bio-stimulants, *i.e.* microbial-based products to serve as externally-applied treatments (as seed coating or in a foliar manner) for improving yield and abiotic stress tolerance.

In the CE division, we currently generate revenues from research and development payments for discovery activities and milestone payments under the CE seed traits activity as our deliverables advance in our collaborators' pipelines. In the future we also expect to receive royalties from sales of products by our collaborators.

(i) CE seed traits

Overview

Initiated in 2004, our CE seed traits activity focuses on important seed traits that have a direct impact on crop productivity. Pursuant to these programs, primarily utilizing biotechnology, we seek to identify and prioritize genes capable of, among other things, increasing crop yield per acre of land, improving abiotic stress tolerance (i.e., yield stability over varying environmental conditions and tolerance to environmental stress factors, such as drought and fertilizer utilization). Major seed companies have declared their goal to significantly increase crop yield to meet the growing needs of the world population. We believe that improved seeds will play an important role in supporting the ambitious goal of substantially increasing crop yields in the future.

In this field, we use our expertise in plant genomics to improve plant performance through biotechnology and advanced breeding. Our proprietary computational technologies, validation techniques and other capabilities enable us to identify promising “candidate” genes and genetic markers that have the potential to improve our traits of interest in commercial crops, or target crops, such as corn, soybean, wheat, rice and cotton. The most promising “candidate” genes and genetic markers will be used to develop improved biotechnological seeds or conventional seeds through certain advanced breeding methods.

The use of biotechnology, or the genetic modification of plants, involves the direct manipulation of a plant’s genome by inserting a gene into the plant’s DNA. This method of plant improvement provides for a wider range of traits in a plant and usually results in more substantial seed trait improvement compared to advanced breeding. Under the advanced breeding method, plants with favorable characteristics are selectively crossed through genomic-guided breeding schemes, with the goal of eventually improving seed traits. Recently, we began enhancing our technological platform to support discovery activities fit for genome editing technology, which enables to “edit” specific regions in the genome or “delete” specific parts in the genome.

Since we initiated our CE seed trait activity, we have assembled a substantial scientific knowledge center on plant mechanisms and biological pathways associated with yield and abiotic stress traits. Currently, we maintain proprietary genomic data from over 200 different plant species, and have two model validation plants that can validate over 1,000 genes annually under different greenhouse and tissue culture validation assays (*i.e.* tests designed to analyze plant performance under specific growth conditions, for instance, measuring a plant’s greenhouse seed yield under simulated drought conditions).

The product development cycle for seed traits is comprised of six phases. See “—Product Development Cycle—CE seed traits &CP seed traits.” Currently, we specialize in the upstream portion of the development cycle, particularly in the discovery phase (*i.e.,* when candidate genes or genetic markers are identified and validated in model plants), as well as in Phase I supporting developent activities via gene optimization and stacking activities to increase trait efficacy, stability and avoid unintended effects, aiming to increase probability to reach product.

We currently have seven collaboration agreements with world leading seed companies, including multi-year collaborations with Monsanto, Bayer, Pioneer Hi-Bred International (a DuPont entity) and Biogemma, which license the trait-improving genes or genetic markers that we discover with the goal of introducing them into the seeds of commercial crops, covering a portfolio of 18 products. The products are tailored to address specific market needs across various traits. Under these agreements, hundreds of genes that we have discovered are currently undergoing Phase I testing in our collaborators' pipelines. In addition, under these collaboration agreements, our collaborators have paid us, and are committed to pay us in the future, a total of approximately $127 million in the form of research and development and related payments, as well as in the form of purchases of our ordinary shares at a premium. This does not include milestone payments, which we are entitled to when our products reach significant milestones at our partners' pipelines, nor royalties, which we expect to be entitled to once our products are sold to farmers. A substantial majority of our collaborations currently focus on improving traits through biotechnology. For more information on our collaborations in this field, See "—Product Development Cycle—CE seed traits &CP seed traits." All of our products under our CE seed traits activity are currently either in the Discovery, "Phase I", or "Phase II" stages.

Product programs

The following table sets forth our key product programs currently under development with our collaborators in the CE seed traits activity:

Product #	Trait (GM and/or non-GM)	Crop	Collaborator
1	Yield	Corn	Monsanto, Biogemma (1), DuPont
2	Yield	Soybean	Monsanto
3	Yield	Wheat	Bayer
4	Yield	Cotton	Monsanto
5	Yield	Canola	Monsanto
6	Yield	Rice	Bayer
7	Yield		A consumer goods company (crop and collaborator name not disclosed)
8	Abiotic Stress Tolerance	Corn	Monsanto, Biogemma, DuPont
9	Abiotic Stress Tolerance	Soybean	Monsanto
10	Abiotic Stress Tolerance	Wheat	Bayer
11	Abiotic Stress Tolerance	Cotton	Monsanto
12	Abiotic Stress Tolerance	Canola	Monsanto
13	Nitrogen Use Efficiency	Corn	Monsanto
14	Nitrogen Use Efficiency	Wheat	Bayer
15	Nitrogen Use Efficiency	Cotton	Monsanto
16	Nitrogen Use Efficiency	Canola	Monsanto

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(1) The shareholders of Biogemma SAS are Vilmorin & Cie (Limagrain Group), Euralis and RAGT, See "—Key Collaborations—Biogemma."

Our most significant collaboration in the CE seed traits is with Monsanto, addressing yield, drought tolerance and fertilizer utilization in corn, soybean, cotton and canola through biotechnology. The collaboration, initiated in 2008, originally focused on gene discovery using our ATHLETE™ computational technology, but a 2011 expansion of the agreement added new research activities, including the use of our proprietary computational technology, Gene2Product™, for increased trait efficacy, mainly applied in Phase I development activities. The collaboration was extended and expanded for a second time in October 2013, further enlarging the scope of our research activities, including application of our computational technologies in the field of CP seed traits to improve corn resistance to *Fusarium*, a fungus responsible for Stalk Rot disease in corn. With respect to our CE seed traits activities under the extended agreement, which entitle us to approximately $62.4 million in research and development and up-front payments, the collaboration period (*i.e.*, the period of active computational discovery efforts, separate from validation efforts that may follow) is approximately eight years, scheduled to expire at the end of 2016, and is followed by more than a year of validation activities; for CP seed traits activities, which entitle us to approximately $5 million in research and development payments, the collaboration period, including validation efforts, is scheduled to expire in August 2019. In February 2015, we disclosed that more than 1,000 candidate genes identified and validated by Evogene entered into Monsanto's yield and abiotic stress product development pipeline and that Evogene's new gene optimization program was being incorporated into the collaboration. In February 2016, we disclosed positive results from the testing of a set of our discovered genes in corn and soybeans in our collaboration with Monsanto utilizing novel 'Trait-First' Methodology.

In the future, our agreements in the field of CE seed traits could lead to substantial royalty payments if our partners commercialize products that incorporate genes or genetic markers that we license to them.

(ii) Ag-biologicals

Overview

In mid-2015, we initiated our ag-biologicals activity for developing ag-biological products. Ag-biologicals are externally-applied products from biological sources, such as microbials (micro-organisms) and naturally derived biochemistry, to improve crop productivity. The market for ag-biological products is approximately $3 billion, and is believed to demonstrate a substantial annual growth rate (PiperJaffray, Industry Note, August 27, 2013). Ag-biological products are generally divided into two key segments: (i) biostimulants – ag-biologicals for crop enhancement, directly impacting crop yield or abiotic stress tolerance, and (ii) biopesticides – ag-biologicals for crop protection, addressing biotic stresses such as insects, diseases and weeds. The ag-biologicals market is attracting interest from industry leading players owing to its potential impact by providing a new type of products to improve crop productivity, as well as the relatively inexpensive and rapid regulatory process. The product development is estimated at six to eight years. Our ag-biologicals operations are currently focused on biostimulants and are at the pre-revenue stage.

The "plant microbiome", meaning the microbial population living close or within the plant, is a promising source for novel biostimulants, contributing to its performance and assisting the plant in addressing threats from its surrounding. While the huge microbiome diversity possesses significant potential as a source for novel biostimulants, current techniques and methods limit the full access to and exploitation of this promising source.

Our activity leverages the understanding of plant-microbiome genomics together with our plant understanding and assets developed through more than a decade under our CE seed traits activity. Our technological platform includes proprietary computational technologies, validation techniques and other capabilities to enable us to identify promising "candidate" microbial strains or microbial strain "teams" having the potential to improve crop traits of interest, such as yield and drought tolerance, in target crops. We have assembled a broad, proprietary microbiome-derived strain collection, and are in the process of identifying "candidate" strains for testing on target crops in greenhouse and field testing. The best performing "candidate" microbial strains will be used to develop seed treatment products.

The product development cycle for ag-biological products is comprised of five phases. See "—Product Development Cycle— ag-biological Products Development Cycle." Currently, we are engaged in the upstream part of the development cycle, particularly in the Discovery phase (*i.e.*, when candidate microbials are identified and validated in target plants). In addition, we are establishing capabilities for advancing downstream to Pre-development, as well as potentially to Development phase. We expect to then license leads developed to potential collaborators, which will complete development and commercialize the products. We have not yet entered into collaborations in this field.

Product programs

Currently, our biostimulant products aim at improving yield and abiotic stress tolerance in corn, soy and wheat and are all at the discovery phase.

The following table sets forth our product programs in the CE ag-biologicals activity:

Product #	Ag-biological product	Crop	Development Phase
1	Yield & abiotic stress tolerance	Corn	Discovery
2	Yield & abiotic stress tolerance	Soy	Discovery
3	Yield & abiotic stress tolerance	Wheat	Discovery

Crop Protection (CP) Division

The CP division develops products to address biotic stresses such disease, pests, and insects for key commercial crops such as corn, soy, wheat, cotton, and rice.

The CP division is currently active in developing two types of products: (i) CP seed traits, or biotic stress seed traits, meaning seed traits having improved resistance or tolerance to biotic stresses such as disease and insects, and (ii) ag-chemicals, focusing on discovery of novel herbicides.

In the CP division, we currently generate revenues from research and development payments for discovery activities under the CP seed traits activity, and expect to receive milestone payments under both the CP seed traits and ag-chemicals activities as our deliverables advance in our collaborators' pipelines. In the future we expect to receive research and development payments for new collaborations under our CP seed traits activities and under our ag-chemicals activities, as well as milestone payments as our discoveries advance in our partners' pipelines and royalty payments from sales of products by our collaborators.

(i) CP seed traits

Overview

Initiated in 2007, our CP seed traits activity, or biotic stress seed traits activity, focuses on improving plant resistance or tolerance to pests, insects and diseases, including nematodes, soil parasites that attack the roots of developing plants, soybean rust, which is the most damaging soy disease, *Fusarium*, a fungal stalk rot disease in corn, and several insect resistance traits. In this field, we use our expertise in genomics and computational biology to improve plant performance through biotechnology. Our proprietary computational technologies, validation techniques and other capabilities enable us to identify promising "candidate" genes that have the potential to improve traits of interest, such as insect resistance, nematode resistance and disease resistance in target crops such as corn, soybean, wheat, cotton, and rice. The most promising "candidate" genes are used to develop improved biotechnology seeds. In this field, we have entered into collaboration agreements with some of the world's leading seed and ag-chemical companies, including Monsanto, Pioneer Hi-Bred International and Syngenta, which license the trait-improving genes that we generate with the goal of introducing these genes into the seeds of commercial crops. We estimate the current CP seed traits market, composed of the existing insect resistance market and the future potential of disease related traits, at $7.5B-$8.5B.

The product development cycle for CP seed traits is similar to that of the CE seed trait activity under our crop enhancement division and is comprised of six phases. See "—Product Development Cycle—CE seed traits &CP seed traits." Currently, we specialize in the upstream stage of the development cycle, particularly in the Discovery phase (*i.e.* when candidate genes are identified and validated in model plants), as well as in Phase I in optimizing the utilization of discovered genes and stacking activities to increase trait efficacy and probability to reach product. In addition, during 2015 we initiated development of transformation capabilities in Soybean, which we expect to utilize first in our nematode resistance collaboration with Syngenta.

In the field of CP seed traits, we have five collaboration agreements, including three collaborations with world leading seed and ag-chemical companies, covering a portfolio of six products as well as an additional three product programs developed internally and not under collaborations. The products are tailored to address specific market needs across various traits. Under these collaboration agreements, our collaborators have committed to pay us $5 million in the form of research and development and related payments, milestone payments, which we are entitled to when our products advance from phase to phase, and royalties, which we expect to be entitled to once our products are sold to farmers. All of our existing product programs and collaborations in this field currently focus on improving traits through biotechnology.

Product Programs

The following table sets forth our key product programs in the field of CP seed traits, currently under development with our collaborators or as internal product programs:

Product #	Trait (GM and/or non-GM)	Crop	Collaborator / Internal Product Program
1	Fusarium	Corn	Monsanto
2	Lygus Hesperus	Cotton	Marrone Bio Innovations
3	Asian Soybean Rust	Soybean	DuPont
4	Soy Cyst Nematode	Soybean	Syngenta
5	Beet Armyworm	Corn	Marrone Bio Innovations
6	Corn Rootworm	Corn	Internal product program
7	Hemiptera	Soybean	Internal product program
8	Lepidoptera	Corn	Internal product program

To perform research activities relating to biotic stress, we leverage a significant amount of the expertise and know-how which was acquired in our CE seed traits activity. At the same time, we seek to develop unique technological tools and capabilities aimed specifically at biotic stress traits. As the resistance of pests, insects and diseases to existing products that address biotic stress increases, the seed industry is seeking more advanced technological solutions to address these resistance issues. We believe that our cutting-edge technologies, expertise and know-how, position us to play an important role in assisting the seed and ag-chemical industry in addressing these resistance issues. The market potential for traits addressing insects and disease is estimated at $7.5 billion to $8.5 billion, out of which the commercial value of insect resistance products available in the market today is approximately $4.5 billion (source: Context Network, Cropnosis, internal analysis).

During the last two years, we expanded our offering and capabilities with the entry to the field of insect resistance. Enhancement of our capabilities in this field includes the incorporation of large amounts of microbial genomic data to our databases, which until recently included mostly plant genomic data, in order to enable discovery of microbial genes that may assist plants to cope with insects. During 2015, we launched our dedicated computational technology infrastructure consisting of a proprietary microbial-based database and a dedicated analysis platform, BiomeMiner, for identifying microbial insecticidal toxins. In August 2015, we announced the completion of the first computational discovery round using BiomeMiner, which yielded a set of novel candidate genes with insecticidal properties to be validated against *Coleoptera* and *Lepidoptera* insects. These families of insects include some of the most devastating insects to crop yields such as corn rootworm and corn earworm.

Overall, we have established three internal discovery programs for toxins predicted to provide resistance to three key insect orders, *Coleoptera*, *Lepidoptera* and *Hemiptera* as well as two additional programs as part of a collaboration we entered with Marrone Bio Innovations Inc. addressing *Lygus Hesperus* and Beet Armyworm.

In February 2015, we announced the establishment of our U.S. R&D site at the Bio-Research and Development Growth (BRDG) Park on the campus of the Donald Danforth Plant Science Center in St. Louis, Missouri. Our activities at the site, which features state-of-the-art validation infrastructure and new capabilities for targeting main insect orders and other high impact pests, initially focus on validation of genes discovered under Evogene's insect control program.

As part of our endeavors to gain capabilities that would enhance our proposition, we are in the process of establishing transformation and validation capabilities for biotechnology soybean. Our activities will initially focus on soybean cyst nematode resistance as part of our revised collaboration agreement with Syngenta targeting soybean cyst nematodes, initially signed in 2009, extended in 2013, and amended in 2015.

In the coming years, we plan to expand our presence in the field of disease, nematode resistance and insect resistance through new collaboration agreements. As we undertake new collaborations under this activity – some potentially involving new crops such as corn, soy, wheat, cotton, and rice – we expect to broaden our genomic datasets, improve our scientific know-how, update our computational technologies, and develop additional tailored validation assays.

(ii) Ag-Chemistry

Overview

Initiated in 2012, our ag-chemistry activity utilizes our core competency in plant genomics, computational chemistry, structural biology and 'big data' integration and analysis to develop novel ag-chemical products. We currently focus on the early stages of the product development pipeline, specifically on the discovery and validation of new herbicides with novel biological mechanisms (or 'modes of action', MOA). The global market for herbicides is estimated at $25B, out of a total estimated market of $55B for agrochemicals (Source: Phillips McDougall)

During the last couple of years, we have made significant progress in developing the required infrastructure for herbicide discovery: (i) the launch in February 2014 of our PoinTar discovery platform, aimed at identifying targets responsible for essential biological processes in weeds, (ii) establishment of a target validation system in plants, (iii) establishment of a chemical database, currently encompassing over 90 million chemicals, derived from a variety of available sources, (iv) the launch of our PointHit platform which aims at discovering new herbicidal chemistries inhibiting the targets in the weed to result in weed mortality, and (v) establishment of a robust set of chemical screens in plants to test the predicted chemical compounds for herbicidal activity. The establishment of this infrastructure enables us to advance our program for discovery of new herbicides with novel MOA.

In the future, we plan to evaluate entry into discovery activity for additional segments of crop protection ag-chemical products, such as insecticides and fungicides.

Product Programs

Invasive plants, such as weeds, are a major cause of crop yield loss as they outgrow the target crops and deprive crops of large amounts of water and nutrients. Extensive use of herbicides, however, results in accelerated weed resistance, creating substantial weed-management problems for growers.

Our herbicide discovery program is designed to assist ag-chemical producers in moving beyond the traditional methods of herbicide discovery by implementing a targeted approach for identifying and developing novel herbicides with new MOA's to address the growing resistance of weeds. We utilize our expertise in plant genomics, as well as our advanced technologies and know-how, to leverage biology to drive chemical discovery with the target of ultimately developing new herbicides that display new MOA's.

Our process for developing novel herbicides begins with the identification of proteins ‘targets’ in plants, meaning proteins that are essential to the plant function and performance, utilizing our proprietary computational technology, PoinTar. The targets we seek are those that, when inhibited (for instance by a chemical), lead to plant death. The candidate targets are then validated in model plants to confirm their essentiality. We then identify chemical compounds that inhibit these targets through our PointHit computational platform and screen candidate chemical compounds to identify those capable of achieving the desired impact on plants.

In July 2015, we announced the discovery and validation of several novel plant targets for herbicides. The Evogene discovered targets will now be the subject of a unique methodology for the discovery of chemical molecules that can inhibit their functionality, or hits, resulting in weed death. These chemical molecules would then serve as the basis for the development of the active ingredients in commercial herbicide products. For the discovery of hits, we are utilizing a new computational technology that we launched in 2015, PointHit, for the identification of chemicals that would inhibit herbicidal targets. The PointHit platform utilizes our recently established chemical database. Following the *in-silic*o discovery activity, we perform *in-planta* screenings of chemicals to try and pinpoint those chemicals capable of achieving the desired impact on the plant.

We entered into our first collaboration agreement in the ag-chemical space with BASF, focusing on discovering novel herbicides, in December 2015. Under the terms of agreement, Evogene will utilize its biology-driven computational discovery approach to identify potential candidate chemicals for novel herbicides. BASF will use its proprietary advanced plant platform to screen the candidate chemicals in order to experimentally validate their biological effects on weeds. Successful candidates from this collaboration will be further developed by BASF.

Currently, our product development pipeline includes the following three main product programs:

Product #	Product	Crop	Collaborator
1	Non-selective herbicide	All crops	BASF
2	Grasses selective herbicide	Broadleaves	BASF
3	Broadleaf selective herbicide	Grasses	BASF

Seeds

Our wholly owned subsidiary, Evofuel Ltd., or Evofuel, develops seeds for crops with high acreage potential, which have been overlooked by the multinational seed companies. We currently focus on the development of advanced high-yielding castor bean varieties which are non-GM and that can serve as a second generation feedstock source for biofuel and other industrial uses, such as bio-polymers and lubricants. We initiated these operations in 2007, which were spun-off from Evogene in January 2012 to operate as a separate company. Our initial target market is Latin America, particularly Brazil, Mexico and Argentina, where large scale agriculture is well established. Brazil and Argentina also have established markets for biofuels. We have entered into collaboration agreements with leading domestic companies in these markets, and expect to benefit from their established agriculture production models. Under an agreement with Castor Fields, S.A.P.I. de C.V., or Castor Fields, a Mexican corporation focused on growing castor in Mexico, as well as producing and commercializing castor oil, Evofuel has agreed to sell castor seeds to Castor Fields during 2016. Revenues to be received by Evofuel with respect to this initial commercial sale will not be significant.

Castor bean is grown today for its high-quality oil, which is used for various products in the bio-polymers and lubricants industries. Though treated as a “low-tech” crop in its key production areas around the world (for example, the castor bean is grown using traditional techniques such as hand picking), the castor bean plant may hold great promise as a source for the alternative fuel industry: oil comprises nearly 50% of the castor bean seed, and the plant itself contains innate characteristics of heat and drought tolerance. We believe that by leveraging our advanced breeding capabilities and methods we can turn castor into a modern crop, having attractive economics as feedstock source for biofuel and other industrial uses, such as bio-polymers and lubricants. Our offering includes a full 'package' to the grower for castor: (i) high yielding varieties with plant structure suitable for mechanized harvest; and (ii) best practices and recommendations to growers on how to grow castor efficiently in large scale, including a customized solution for combine harvest. The latter is addressed through a collaboration with Case New Holland (CNH), a global leader in designing, producing and selling agricultural and construction equipment. The collaboration, initiated in 2012, is aimed at development of a combine for efficient and large scale castor harvest. One of the production models for growers using our varieties allows to fit castor into a sustainable rotation model with soybean in Brazil, enabling large scale production on existing farm lands. This agronomic model of “crop rotation” is based on the practice of sowing castor bean crops shortly after soybean harvests in order to replenish the soil and preserve its productivity. Key advantage of the rotation model is economic – allowing the grower to produce more from his land, while undertaking only additional variable costs, as infrastructure is in place and fixed costs are already incurred for the soybean. We anticipate that in the first years of commercialization our improved castor bean varieties will address the existing traditional castor oil markets, where the oil is used in a range of industrial products such as bio-polymers, lubricants, paints and cosmetics, and only at later years it could be used for the biofuel market.

For the last few years we have been testing our castor varieties in Latin America, mainly in Brazil, Argentina, and Mexico. Since we are attempting to turn castor into a modernized crop and introducing new protocols for growth, our path to commercialization requires collaborating with domestic companies in Latin America that have local agricultural production operations. Under these collaborations, we provide seeds and growth protocols to integrate castor into their growth cycle. Pre-commercial activities also included validation by BioOleo, a leading castor seed crusher in Brazil, that the grain harvested meets customer requirements for the down-stream industrial process.

One of our partners in Brazil is SLC Agricola, a publicly traded Brazilian ag-business that grows 370,000 hectares of field crops. In 2010, we entered into a collaboration with SLC Agricola, focused on developing and adopting our improved castor bean varieties for commercial production in certain SLC farms in northeast Brazil under a rotation model with soybean. In March 2014 we expanded our collaboration agreement with SLC to include additional trialing under SLC farms as well as key terms for commercialization of our castor varieties. We initially anticipated to commercialize our castor varieties with SLC in 2016, however in view of SLC's need to focus on core business and crops, along with SLC's and Evofuel's understanding of the need to further evaluate castor crop on experimental scale, we do not intend to move forward to commercial production with SLC in 2016. We are continuing the field trialing activity with SLC in 2016 as part of our ongoing collaboration.

In addition to SLC, in 2016 we have expanded the number of companies with which we are collaborating in Brazil, Argentina and Mexico. These companies are evaluating our varieties and integrating them into their growth cycle. In multiyear and multisets field trials to date, our castor varieties have demonstrated the ability to produce castor as a row crop, and jointly with CNH, the newly designed harvester, has demonstrated the ability to allow the mechanical harvesting of the crop. In addition, in 2015 we successfully registered three of our leading castor varieties in Brazil.

Product development cycle

(i) CE seed traits & CP seed traits

Developing and integrating seed traits into commercial seeds using advanced breeding or biotechnology takes, on average, between eight and sixteen years. The length of the process may vary depending on both the complexity of the trait and the type of crop involved. The length of the process of developing seed traits impacts the uncertainty of product development; for example, during the development process, the gene may fail to address the performance criteria required to advance to later development stages, changes in the competitive landscape may occur that could affect development and alternative methods of seed improvement may advance.

The development process for seed traits is divided into several discrete steps or "phases," which generally include discovery, validation and development, and end with regulatory approval and commercial launch of a seed product containing the trait. The process for developing seed traits is similar in some aspects for both biotechnology and advanced breeding. However, the two differ significantly in later phases of development; for example, receiving regulatory approval for biotechnology seeds is a far more comprehensive and lengthy process than doing the same for advanced breeding seeds. The product development process is similar for seed traits for crop enhancement and crop protection uses, thus the description below applies for seed traits developed under both our Crop Enhancement and Crop Protection divisions.

The development process of biotechnology seed traits and their integration into commercial seeds is generally divided into six phases, as described below. This process may vary among different companies and depending on the specific crop and trait of interest. For example, with respect to development phase I ("Proof of Concept", as further detailed below), in our experience, the process of testing genes and genetic markers by our partners may vary in terms of experimental set up, scope of activity, success criteria, and other aspects, which ultimately reflect on the duration of such phase and on the probability of success.

- *Discovery*: The first step in the seed trait development process is Discovery, or the identification of candidate genes, or genetic markers in the case of advanced breeding, potentially capable of enhancing specified plant traits. These genes or genetic markers are usually introduced into model plants, or testing varieties in the case of advanced breeding, which serve as testing grounds to determine whether the gene or genetic marker will enhance the specified trait. We usually employ our own advanced greenhouse facilities in Israel to perform model plant validation utilizing *Arabidopsis* for dicots, such as soybean, canola, cotton and sunflower, and *Brachypodium* for monocots, such as corn and wheat. In our experience, using our technologies and methodologies, the Discovery phase typically lasts approximately 18 months. According to Monsanto's 2011 Investor Toolkit, this phase has an average probability of success of approximately 5% to reach a product.

- *Phase I, or "Proof of Concept"*: Upon their successful validation, promising candidate genes or genetic markers are advanced to Phase I, a process called "proof of concept." In this phase, the genes or genetic markers are inserted into target plants and their efficacy in improving plant performance is tested through greenhouse trials, field trials, or both. The goal of the proof of concept phase is to determine which candidates have the greatest potential to improve plant performance. Phase I is typically conducted by our collaborators in their own facilities, although conduct certain proof of concept tests in some of our projects. In our experience, Phase I typically lasts between two to five years, and according to Monsanto's 2011 Investor Toolkit, has an average probability of success of approximately 25% to reach a product.

- *Phase II, or "Early Development"*: In this phase, the field tests commenced in Phase I are expanded, and our collaborators evaluate various modes of use of the genes as well as other characteristics in order to optimize the performance in the plant on a large scale across various geographical locations and varieties. The goal of the "Early Development" phase is to identify the mode of use in which the genes or genetic markers perform best and achieve the desired seed traits with commercially viable success rates. Based on our estimates, we expect Phase II to last between approximately two to four years, and according to Monsanto's 2011 Investor Toolkit, has an average probability of success of approximately 50% to reach a product.

- *Phase III, or "Advanced Development and Regulation"*: In Phase III, extensive field tests are used to demonstrate the effectiveness of selected genes or genetic markers in enhancing particular traits. The process of obtaining regulatory approvals from government authorities is also initiated during this phase, and tests are performed to evaluate the potential environmental impact of modified plants, including assessments of possible toxicity and allergenicity. According to Monsanto's 2011 Investor Toolkit, Phase III typically lasts between one to two years, and has an average probability of success of approximately 75% to reach a product. This stage is shorter for advance breeding products as regulatory consideration are less relevant.

- *Phase IV, or "Pre-Launch"*: Phase IV involves finalizing the regulatory approval process and preparing for the launch and commercialization of new enhanced seeds. The range of activities here includes preparing the seeds for commercial sales, formulation of a marketing strategy and preparation of marketing materials. According to Monsanto's 2011 Investor Toolkit, Phase IV typically lasts between one to three years, and has an average probability of success of approximately 90% to reach a product.

- *Product Launch*: We expect that our strategic collaborators will also perform the last step of the development process, the actual launch and commercialization of the seed containing the improved seed trait. Pursuant to most of our collaboration agreements, a successful product launch will trigger royalty payments from our collaborators, which are typically calculated as a percentage of the additional sales value conferred by the improved seed trait.

As indicated, the estimated timeframes of phase duration and probability of success are mainly based on the figures presented in Monsanto's 2011 Investor Toolkit as well as our experience and estimates. The phases may overlap during the product development cycle, and the total development time for a particular product may be longer or shorter than the duration presented above depending on a range of factors, including the type of crop and trait involved, the specifics of the development process undertaken by our partner, the amount of resources available, or devoted to, particular research or collaboration projects, and changes to the product development process implemented by our partner.

(ii) Ag-chemical products

Our activities for the development of ag-chemical products are still in early stages. We are advancing in the process of developing the technologies and platforms that will support our development activities. We plan to pursue a streamlined product development cycle that will improve upon the traditional development models used in the ag-chemical industry.

We expect, based on our expertise, that our activities will focus on the early stages of the development cycle. Specifically, we use our proprietary computational technology, PoinTar, to perform "target discovery," which involves the identification of proteins that are essential to plant function and performance. The targets we will be seeking are those that, when inhibited (for instance by a chemical), lead to plant or weed death. We also utilize our new computational technology platform, PointHit, for the identification of chemicals that inhibit these targets. By utilizing our plant-based chemical screening platform, we perform high throughput screenings of chemicals to validate those chemicals capable of achieving the required impact on plants.

We expect that our collaborators will perform the remaining steps in the product development cycle. Screening resulting with herbicidal hits delivered to partners will be followed by a "hit-to-lead" optimization process, in which the most promising chemical molecules are further assessed and optimized. If this process successfully indicates that certain chemical molecules have a desired effective impact on plants, these molecules may be developed and commercialized into herbicides. In the final phases, any new chemical product will be registered with the proper regulatory authorities and then launched for commercialization.

(iii) Ag-biological products

We estimate that developing ag-biologicals products based on microbial sources takes, on average, between six and eight years. The length of the process may vary depending on various factors, including the target market (with each region currently applying different regulatory or registration procedures), the type of application (with different regulatory requirements for biostimulants and biopesticides), the type of natural source serving as active ingredient (microbials and plant extracts, for instance, undergo different upscaling and formulation procedures) as well as number of active ingredients within the final products, which impacts the development activities required to reach a commercially viable product. As Evogene's current focus is microbial-based biostimulants, primarily for the U.S. market, the development cycle presented herein below aims to depict the relevant process.

The development process for microbial-based biostimulants is divided into five discrete steps or "phases," which generally include discovery, pre-development, development, pre-commercialization, ending with registration approval and commercial launch. As this is a relatively young industry, the process is not yet well established and standardized.

- *Discovery*: The first step in the microbial ag-biologicals development process is Discovery, or the identification of candidate microbial strain or microbial strain "teams" having the potential to improve crop traits of interest. A collection of selected microbial strains or strain "teams" is typically tested on the crop(s) of choice in greenhouse screens (for biostimulants), followed by limited field experiments. Based on industry benchmarks and internal estimations, the Discovery phase typically lasts approximately 12-18 months.

- *Pre-development*: Upon successful validation of the candidate microbial strains or strain "teams", promising candidates are advanced to Pre-development. In this phase, initial fermentation and formulation processes are developed and the microbial strains are further tested in greenhouse and field trials to examine their efficacy in improving plant performance. The goal of this phase is to determine whether a commercially viable procedure to grow and formulate the microbial stains can be developed, and which candidates have the greatest potential to improve plant performance. Based on industry benchmarks and internal estimations, we expect this stage to last between 18-24 months.

- *Development*: In this phase, the fermentation and formulation procedures are further improved to allow for commercial scale production. Field tests commenced in pre-development are expanded and repeated aiming to test efficacy and stability of the candidate product. Based on industry benchmarks and internal estimations, we expect this stage to last between approximately 18-24 months.

- *Pre-commercialization*: In this phase, extensive field tests are undertaken to demonstrate the effectiveness of a candidate product in enhancing particular traits. Additional activities towards launch are performed, include packaging development, registration and go-to-market strategy. Based on industry benchmarks and internal estimations, we expect this stage to last approximately 24 months.

- *Product Launch:* We expect the actual launch and commercialization of ag-biological products that we develop will be undertaken by leading industry players. We further expect that commercial agreements we may enter into in this field will provide for revenue streams for us from licensing of our candidate products, up-front and milestone payments as well as royalty payments from product sales.

Key Collaborations

CE & CP seed traits

Our seed trait projects are conducted through collaborations with leading seed and ag-chemical companies, with whom we share the development process of improving plant performance. In most cases, we generate revenue from our collaboration agreements at three different points: first, we usually receive research and development services payments to cover the costs of our research, including our discovery and validation efforts; second, we receive milestone payments when certain specified results are achieved, such as when a candidate gene progresses to a later phase in the product development cycle, or when a product containing our traits is submitted for regulatory approval; finally, we expect to receive royalty payments once a commercial product containing our traits is launched into the market. Royalty payments will generally be made for the longer of a specified number of years after product launch, or for the duration of our applicable patents in the United States.

CE seed traits

Monsanto

2008 Collaboration Agreement, Amended and Restated in 2011 and 2013

Background and Duties

In August 2008, we entered into a Collaboration and License Agreement with Monsanto. This agreement was amended and restated on two occasions, first in November 2011 and again in October 2013, in both cases extending and expanding the original agreement executed in 2008. With respect to our CE seed traits activities under the extended agreement, the collaboration period (*i.e.*, the period of active computational discovery efforts, separate from validation efforts that may follow) is approximately eight years, scheduled to expire at the end of 2016, and is followed by more than a year of validation activities; for CP seed traits activities, the collaboration period, including validation efforts, is scheduled to expire in August 2019 This agreement, which we refer to as the Monsanto Collaboration Agreement, represents a significant portion of our current revenues. Pursuant to the terms of the Monsanto Collaboration Agreement, Monsanto funds a research program in which we apply two different proprietary computational technologies: (i) ATHLETE™, our computational gene discovery technology, used in this case to identify genes with the potential to improve yield, nitrogen use efficiency and abiotic stress tolerance in corn, soybean, cotton and canola, and (ii) Gene2Product™, our computational gene optimization technology, used to improve gene performance through recommendations on how to use the genes we identify in the target crop (*e.g.*, corn).

Furthermore, under the October 2013 amendment and restatement of the Monsanto Collaboration Agreement, we have agreed to apply our computational technologies in the field of CP seed traits to identify and offer optimization recommendations for genes providing resistance to *Fusarium*, a type of fungi that is a main pathogen responsible for Stalk Rot disease in corn (a widespread, yield-reducing condition). All of the genes that we discover are to be tested and validated by us in our model plants.

To date, more than 1,000 genes have been identified and validated by Evogene and entered Monsanto's product development pipeline for yield and abiotic stress products. The collaboration period (*i.e.*, the period of active computational discovery efforts, separate from validation efforts that may follow) for the CE seed traits activities under the Monsanto Collaboration Agreement has been extended from six to eight years, scheduled to expire in 2016, and is followed by more than a year of validation activities. For the CP seed traits activities focusing on *Fusarium* resistance, the collaboration period, inclusive of validation efforts, is six years, scheduled to expire in August 2019.

In February 2016, we announced positive results from the testing of a set of the Company's discovered genes in corn and soybeans conducted by Monsanto for genes discovered and tested pursuant to a 'trait-first' methodology implemented in the frame of the collaboration. This new methodology enables the two companies to identify and prioritize a series of key enabling traits that are expected to improve plants' overall performance leading to yield improvement, as well as the trait attributes required for achieving these key traits.

License Grants

Under the terms of the Monsanto Collaboration Agreement, we have granted Monsanto an exclusive, royalty-bearing, worldwide license under our patents and know-how to commercially exploit and conduct research on (i) the genes we discover and patent under the collaboration, and (ii) the recommendations stemming from our gene-optimization activity under the collaboration, each solely for transgenic applications in the specified crops. In addition, we have granted Monsanto certain ancillary research and development licenses, including, among others, a non-exclusive license to use the genes we generate and patent and the recommendations under our gene-optimization activity for research purposes in certain plant species specified under the agreement. As part of its consideration for these license grants, Monsanto agreed to provide us with research and development services payments, development milestone payments upon the occurrence of certain milestone events, and royalties based on the value added to each product as a result of either incorporating our licensed genes, or of applying our licensed recommendations under the gene-optimization activity. Royalty payments will generally be made for a specified number of years after product launch, or for the duration of our applicable patents in the United States.

In addition to the licenses we have granted to Monsanto, we have agreed for the duration of the research program under the Monsanto Collaboration Agreement (x) to not license or otherwise transfer to any third party the right to use in the specified crops for any transgenic application: (i) any gene we discover for the specified traits or (ii) any recommendation we make under our gene-optimization activity for the specified traits, and (y) to not engage or pursue any collaboration or other activity with a goal of (i) discovering genes that confer the specified traits in the specified crops for any transgenic application, or (ii) formulating recommendations with respect to gene-optimization for the specified traits in the specified crops for any transgenic application.

Diligence Obligations

We and Monsanto both have minimum diligence obligations under the Monsanto Collaboration Agreement: our diligence obligations surround (i) the discovery and research of candidate genes, and (ii) the discovery and research of recommendations using our gene-optimization technology, while Monsanto is obligated to test a specified number of these genes and recommendations for the purpose of ultimately developing and commercializing products containing the genes. For example, we have agreed to perform a minimum number of computational discovery efforts, or discovery rounds, and deliver a minimum number of genes to Monsanto.

A failure by us to meet our diligence obligations may have the effect of eliminating or reducing certain Monsanto diligence obligations, and diligence failures by Monsanto may result in the termination of certain of its licenses. While Monsanto has certain diligence obligations under the Agreement, there is no express requirement that it actually commercialize any products using the genes that we license to it.

The effects of failures by either party to perform other obligations under the Monsanto Collaboration Agreement are limited to impacts on particular rights and obligations under the agreement, and do not give rise to a general right to terminate the agreement entirely. For example, in the event of certain uncured breaches by Monsanto, some of the licenses we have granted to it would remain in effect, while others would terminate. In the event that we breach certain provisions of the Monsanto Collaboration Agreement and fail to cure these breaches, Monsanto's licenses remain in effect but it may elect to cease further research activity, stop making annual research and data-generation payments for the relevant project, and have no further diligence obligations with respect to the project.

Change in Control

In the event that we experience a change of control, the majority of provisions under the Monsanto Collaboration Agreement would remain in full force and effect. However, if we come under the control of one of Monsanto's competitors: (i) the research portion of the Monsanto Collaboration Agreement may be terminated either fully or in part by Monsanto, and if it is not terminated, we become subject to increased diligence obligations; and (ii) the timing of certain milestone payments and the duration of certain royalty payments due to us under the agreement may also be affected.

Consideration and Costs

As of December 31, 2015, we had received approximately $58.8 million in research payments under the Monsanto Collaboration Agreement. This includes an up-front payment of $5 million paid upon entering into the agreement, as well as annual data generation and periodic research and development service payments. Between December 31, 2015 and the completion of our research and development activities under the collaboration, which is scheduled to occur in 2019, and expect to receive an additional $8.6 million in research and development services payments from Monsanto. Although we have not yet begun to earn milestone payments or royalty payments, and may never earn such milestone payments or royalty payments, Monsanto is also obligated under the Monsanto Collaboration Agreement to provide us with royalty payments on any sales or other transfers of products it develops containing our licensed genes. These royalty payments are generally calculated as a percentage of the premium charged on the sale of the seeds containing our licensed genes compared to the sale of similar seeds without the genes.

In August 2008, Monsanto purchased 1,636,364 of our ordinary shares at a price per share of $11.00, for an aggregate investment of $18.0 million. In addition, as a condition to executing the October 2013 amendment and restatement of the Monsanto Collaboration Agreement, we and Monsanto entered into a Put Option Agreement pursuant to which we can require Monsanto to purchase additional amounts of our ordinary shares up to an aggregate amount of $12.0 million. In November 2013, Monsanto purchased 813,560 of our ordinary shares in our U.S. initial public offering at the public offering price of $14.75, for an aggregate investment of $12.0 million. As a result of this investment, the Put Option Agreement was terminated upon the closing of our U.S. initial public offering. For more information on Monsanto's holdings of our share capital see "Item 7.A. Major Shareholders."

2007 Collaboration Agreement

We entered into our first collaboration agreement with Monsanto in September 2007. Under this agreement, structured according to an earlier business model, we granted Monsanto certain research licenses and an option to obtain a commercial license to one or more of a group of genes with the potential to improve nitrogen use efficiency in corn, soybean, cotton and canola. As of today, we have completed the performance of our obligations and are no longer performing any significant research under this agreement, and we have mutually agreed with Monsanto that all candidate genes under this agreement are now licensed to Monsanto under the Monsanto Collaboration Agreement and available for further research, development and commercialization by Monsanto under its terms.

Bayer

Background and Duties

In December 2010 we entered into a collaboration agreement with Bayer CropScience LP, an affiliate of Bayer CropScience AG, or Bayer, which we refer to as the Bayer Wheat Agreement.

Amendment

On July 2014, we have announced an amendment to the Bayer Wheat Agreement. This amendment's main purpose was to shift the collaboration work plan from focusing on the improvement of yield, nitrogen use efficiency, and abiotic stress tolerance of wheat through computational gene and SNP discovery to discovery of genomic promoters predicted to enable desired traits in Wheat when used with appropriate genes (promoters are segments of DNA that determine how a gene will be expressed in the plant).

License Grants

Under the Bayer Wheat Agreement, as amended, we granted Bayer an exclusive, worldwide, royalty-bearing license under our patents and know-how to use, solely in wheat, certain genes, SNP's and promoters we identify during the collaboration in order to grow, commercialize and sell wheat products containing those genes, SNPs, or promoters.

Diligence Obligations

Pursuant to the amended Bayer Wheat Agreement, both us and Bayer are subject to certain minimum diligence obligations, which relate to our respective responsibilities under the agreement: our own diligence obligations surround the discovery of candidate genes, SNPs and promoters; Bayer's diligence obligations include the evaluation of a specified number of genes, SNPs and promoters for the purpose of ultimately developing and commercializing products containing the genes, SNPs or promoters. For example, we are obligated to provide Bayer with a certain minimum number of reports reviewing candidate promoters that we have identified as having the potential to improve desired traits when used with appropriate genes in wheat; for its part, Bayer may introduce our promoters into wheat plants and perform trials with the goal of ultimately developing and commercializing products containing our licensed promoters.

Various provisions under the Bayer Wheat Agreement lay out the consequences of either party's failure to perform its diligence obligations. Absent certain extenuating circumstances, if we fail or are delayed in delivering the specified number of genes, SNP's, or promoters, we may have to complete and deliver the missing deliverables over an extended timeframe. Under certain circumstances, Bayer may also be able to terminate the research and development program under the agreement. If, on the other hand, Bayer does not fulfill its obligations, including its development obligations, within the relevant timeframes under the agreement, Bayer may lose its license to the relevant genes or promoters, and for SNP's, Bayer's license to the relevant SNP's may become non-exclusive.

Change in Control

If we experience a change of control, the Bayer Wheat Agreement would remain in effect. However, if we come under the control of a Bayer competitor, Bayer may elect to terminate the research and development collaboration, including all of our activities under the collaboration. In such a case, Bayer would no longer have to provide us with annual research payments.

Consideration and Costs

As of December 31, 2015, we had received approximately €12.3 million in research payments under the Bayer Wheat Agreement, including an up-front payment upon entering the Bayer Wheat Agreement. We are not expected to receive additional research and development payments during the collaboration period. However, part of the payments received in 2015, were accounted for as deferred revenues and will be recognized between now and the completion of our research and development activities under the collaboration, which, subject to a right of earlier termination, is scheduled to occur in 2017. Bayer also agreed to make certain milestone payments upon the achievement of agreed-upon results. In the event that Bayer launches commercial wheat products containing one or more of our licensed genes or SNP's, Bayer will have an obligation to provide us with royalty payments based on the additional sales value conferred by the improved crop trait we identify for Bayer. Under our agreement, Bayer is required to use at least the specified levels of diligence in developing and commercializing the applicable products. Furthermore, Bayer's royalty obligations run for periods specified based on patent coverage in the applicable country and/or a minimum period post-launch.

In connection with entering into the Bayer Wheat Agreement, in January 2011 Bayer purchased 863,310 of our ordinary shares at a price per share of $13.90, for an aggregate investment of approximately $12.0 million.

Biogemma

Background and Duties

In 2006, we entered into a joint research and collaboration agreement with Biogemma SAS, a subsidiary of Limagrain, focusing on improving yield and abiotic stress tolerance in corn. In 2010, we signed a license agreement, replacing the commercialization provisions of the 2006 agreement, and enabling Biogemma and its shareholders (Limagrain, RAGT, Euralis, Sofiproteol and Unigrain) to pursue commercialization of corn products containing our licensed genes. This later agreement remains in effect. This marked the first time we entered into a license agreement with a collaborator for genes that were already tested in field trials involving the target crops. The license agreement with Biogemma is also our only current agreement that has entered Phase II of our product development cycle.

In the early stages of the 2006 agreement, we provided Biogemma with candidate genes that we identified using our ATHLETE™ computational technology, as well as data regarding those genes. We and Biogemma then jointly selected the most promising candidate genes for further validation and testing. At present, the teams focus on optimizing gene performance.

License Grants

Under the 2010 license agreement, we granted Biogemma an exclusive, worldwide, royalty-bearing license to (i) transgenically introduce specified genes into Biogemma corn products for research and development purposes, and (ii) commercialize and sell corn products containing our licensed genes. Pursuant to the license agreement, Biogemma will continue to test the impact of the licensed genes in its own research and development program.

Diligence Obligations

Under the 2010 license agreement, Biogemma is required to use its best efforts to develop, launch and market corn products containing our licensed genes and must achieve certain milestone events within specified timeframes. If it fails to meet those obligations, it may forfeit its license for the relevant gene.

Termination

In addition to each party's right to terminate the 2010 agreement upon a material breach by the other party, or upon the commencement of bankruptcy proceedings against the other party, Biogemma has the right to terminate the license agreement at any point, if Biogemma determines that the licensed genes will not result in a commercially viable product. Should Biogemma exercise this right, Biogemma would forfeit its licenses.

Consideration and Costs

The license agreement provides for several one-time research and development services payments to cover our prior research and development efforts, which have already been paid by Biogemma, milestone payments, and royalty payments.

A Multinational Consumer Products Company

Background and Duties

In October 2014, we entered into a Collaboration Agreement with a multinational consumer goods company, focusing on improving yield in a certain field crop through non-GM methods. This is our first collaboration with a consumer products company and it differs in certain commercial aspects from the typical model of our collaborations with seed companies. The agreement significantly limits the parties' freedom to disclose information on the nature of and the parties to the agreement.

In the framework of the collaboration, we utilize ATHLETE™, our computational gene discovery technology, to identify genes with the potential to improve the desired trait in the target crop when the expression of such genes in the plant is modified. Unlike other collaborations where typically our partners test the performance of our genes in the target crops, under this collaboration we generate new varieties of the target crop using a molecular biology method known as TILLING, and further test the performance of these new varieties before we deliver them to our partner for further development as part of their breeding pipeline. It is expected that our activities under the collaboration will be performed over a period of approximately three and a half years.

License Grants

Under the agreement, we grant the partner an exclusive worldwide license to our patents and know-how with respect to the genes we identify under the collaboration and to our rights in the varieties of the target crop we deliver under the collaboration, to develop and commercialize varieties of the target crop through non-GM methods.

Diligence Obligations

The agreement sets forth a scheme for the development by our partner of the varieties we generate. If our partner fails to achieve the milestones required under such scheme, we may require it to forfeit its licenses to the relevant genes and varieties.

Termination

In addition to each party's right to terminate the agreement upon a material breach by the other party, or upon the commencement of bankruptcy proceedings against the other party, either party may terminate the agreement at any point, at its discretion. Upon termination, our partner would forfeit its licenses.

Consideration and Costs

The agreement provides for several one-time research and development payments to cover our research and development efforts, payable in increments subject to our deliveries under the collaboration as well as for milestone payments by partner upon achievement of certain development milestones. The agreement does not provide for payment of royalties to us following commercialization of a product containing our trait.

CP seed traits

Monsanto

As part of the October 2013 amendment and restatement of the Monsanto Collaboration Agreement, we have agreed to apply our computational technologies in the field of biotic stress to identify and offer optimization recommendations for genes providing resistance to *Fusarium*, a type of fungus that is a main pathogen responsible for Stalk Rot disease in corn (a widespread, yield-reducing disease). All of the genes that we discover are to be tested and validated by us in our model plants. The collaboration period for the biotic stress activities under the Monsanto Collaboration Agreement, inclusive of validation efforts, is six years, scheduled to expire in August 2019.

For more information on the Monsanto Collaboration Agreement, please see "Item 4. Information on the Company—Business Overview—Key Collaborations—CE & CP seed traits—CE seed traits—Monsanto".

DuPont

Background and Duties

In 2011, we entered a multi-year research and development collaboration with DuPont to improve resistance to Asian Soybean Rust, or "ASR", a devastating fungal disease in soybean. We amended and expanded the agreement with DuPont in October 2013. Pursuant to this collaboration, we apply our proprietary ATHLETE™ computational discovery technology to identify relevant genes having the potential to improve in-plant resistance to ASR. Under the October 2013 amendment, we also added the application of our Gene2Product™ computational technology, enabling us to improve the efficacy of desired traits. The collaboration period under this agreement, including the stages of data generation, gene discovery, and preliminary testing by DuPont, is expected to last for approximately six years.

License Grants

Under the 2011 agreement, we granted DuPont a worldwide, royalty-bearing, exclusive license to develop and commercialize soybean products containing our licensed genes. We also granted DuPont an option, limited in time, to obtain an exclusive license to use the licensed genes for certain products other than soybean.

Diligence Obligations

The research program under this agreement is to be carried out in accordance with agreed timelines set forth in a project plan. In addition, we have diligence obligations that require us to identify a minimum number of genes intended to improve the target trait (*i.e.*, ASR in-plant resistance), and to provide DuPont with a minimum number of reports describing such identified genes. DuPont's diligence obligations, on the other hand, require it to test a specified number of genes before advancing any qualified genes through its product development pipeline. If DuPont fails to meet its obligations, some or all of the licenses it received under the agreement may terminate. In addition, under the 2011 agreement, DuPont is also obliged to use commercially reasonable efforts to advance, develop and commercialize products containing our licensed genes. However, at all times, DuPont retains the discretion to stop advancing or developing any products that it determines are not commercially viable, but only at the possible cost of losing some or all of the licenses it was granted.

Termination and Change in Control

Either party has the right to terminate the research project, with or without cause. The precise effects of such a termination depend on the point in time at which the right is exercised, but generally, the agreement allows the non-terminating party to continue with the project alone and at its own cost.

The 2011 agreement with DuPont does not automatically terminate upon our undergoing a change in control. However, if we experience a change in control to one of DuPont's major competitors, DuPont may elect to terminate the agreement entirely, or terminate certain unexercised co-investment options (described below). If the agreement is terminated as a result of our change in control, DuPont's licenses relating to genes that confer ASR-tolerance would terminate. Nevertheless, even following a change of control to a competitor, DuPont would retain a non-exclusive, royalty bearing, worldwide license to the genes discovered under the collaboration for traits other than ASR in certain specific crops.

Consideration and Costs

As with our other research and development collaborations, our compensation under the 2011 agreement with DuPont is in the form of milestone payments and royalty payments based on the sales of resulting products. However, unlike our other collaborators, DuPont is not funding the costs of our research and development through annual research and development services payments; rather, we are funding the discovery phase using our own resources and a grant from the Israel-U.S. Binational Industrial Research and Development Foundation, or BIRD, while DuPont is covering the cost of all downstream expenses. This arrangement likely provides us with higher milestone and royalty payments than in our other collaborations where our collaborators fund both our research and their own development costs. In addition, we hold a contractual option to co-invest in the development costs for greater royalty percentages downstream if a product is successfully commercialized.

Syngenta

Background

Our multi-year collaboration with Syngenta, commenced in June 2009 and amended and restated in September 2013 and in August 2015, focuses on another highly sought soybean trait: soybean cyst nematode, or SCN, resistance, along with resistance to other nematode species. The nematode is a soil parasite that attacks the roots of developing plants with significant yield-limiting results. The agreement is focused on identifying and developing genes targeting this trait in soybeans.

Amendment

In August 2015, we have announced an amendment to the Syngenta Collaboration Agreement, pursuant to which we undertake certain validation activities originally mandated to Syngenta.

Duties

Under the collaboration agreement, we use our ATHLETE™ computational technology to assemble and mine our genomic database in order to identify and prioritize genes with the potential to improve nematode tolerance. In addition, we are also to apply our PlaNet computational technology to make "gene stacking" recommendations, indicating whether certain identified genes can be combined with other genes to jointly impact SCN resistance. According to the amended collaboration agreement, we undertake validation activities for the candidate genes discovered.

License Grants

Pursuant to the agreement, Syngenta holds an option to obtain an exclusive license to develop and commercialize, solely for transgenic applications, soybean products containing genes identified under the collaboration.

Diligence Obligations

Syngenta is required to use reasonable efforts to evaluate and progress in its product development programs genes that it opts to license. However, at all times, Syngenta retains the discretion not to advance any gene, at the possible cost of losing its rights to such genes.

Termination and Change in Control

In addition to each party's right to terminate the agreement upon a material breach by the other party, Syngenta may terminate the agreement (i) at any time without cause or (ii) if we experience a change of control to certain identified Syngenta competitors, provided, however, that the termination right in respect of a change of control is subject to certain exceptions. In both such cases, if Syngenta exercises its termination right, it must assign all of its rights in certain intellectual property to us, and we will then have the exclusive right to develop and commercialize the licensed genes in any crop, without any obligation to Syngenta.

Consideration and Costs

According to the collaboration agreement, Syngenta funds part of our research costs under the collaboration. In case Syngenta exercise its option to continue and develop the genes, it will pay us milestone payments and royalty payments based on sales.

Marrone Bio Innovation Inc. (MBI)

Background and Duties

In 2014, we entered a multi-year collaboration with MBI targeting the joint discovery of novel modes of biological action for insect control, utilizing MBI's expertise in the microbial-based solutions for pest control and plant health and our computational gene discovery capabilities, followed by the independent development and commercialization of new insect control products by each of the companies. The research program under the agreement is to be carried out in accordance with a project plan, which sets forth the respective activities to be performed by us and MBI under agreed timelines.

License Grants

Under the agreement, we and MBI obtain a worldwide, royalty-bearing, exclusive license to use genes and biochemicals identified under the collaboration, for us to develop and commercialize biotechnology seed products and for MBI to develop and commercialize ag-biological products.

Termination

Either party has the right to terminate the research project, with or without cause. The precise effects of such a termination depend on the point in time at which the right is exercised.

Consideration and Costs

Each of MBI and us bears its costs in performing its activities under the research program, using its own resources and a grant from the Israel-U.S. Binational Industrial Research and Development Foundation (BIRD). Under the terms of the agreement, either party is entitled to royalty payments from sales by the other party of commercial products containing genes or biochemicals identified under the collaboration.

Ag-chemical products

BASF SE (BASF)

Background and Duties

In December 2015, we entered into a three-year collaboration with BASF for the discovery and development of novel herbicides. Under the terms of the collaboration agreement, we utilize our biology-driven computational discovery approach to identify potential candidate chemicals for novel herbicides while BASF use its proprietary advanced plant platform to screen the candidate chemicals in order to experimentally validate their biological effects on weeds. Successful candidates from this collaboration will be further developed by BASF.

License Grants

Pursuant to the agreement, BASF obtain a worldwide, royalty-bearing, exclusive license to use and modify chemical compounds that we identify under the collaboration to develop and commercialize weed control products containing such compounds.

Termination

Either party may terminate the agreement upon a material breach by the other party, whereupon the licenses granted to BASF shall terminate.

Consideration and Costs

Under the terms of the agreement, we are entitled to milestone payments upon achievement of certain development milestones as well as royalty payments from sales of products developed under the collaboration.

Seeds

SLC Agricola

In 2010, we entered into a collaboration agreement with SLC Agricola, a leading agribusiness and producer of soybean, corn and cotton in Brazil. We extended the term of the collaboration agreement in 2011, and again in 2012. In September 2013, we completed our third year of field trials in SLC Agricola's farms in northeast Brazil, and in 2014 we initiated advanced product development and pre-commercial trials. Our goals under this agreement were to evaluate and identify castor bean varieties displaying economic yields under rain-fed conditions, and to develop more effective agronomic methods for growing castor bean crops. In March 2014 we expanded our collaboration agreement with SLC for the commercial production of Evofuel-developed castor bean varieties in Brazil. As stated above, we initially anticipated to commercialize our castor varieties with SLC in 2016, however in view of considerations by SLC, we do not intend to move forward to commercial production with SLC in 2016. We are continuing the field trialing activity with SLC in 2016 as part of our ongoing collaboration.

Pursuant to the Agreement, Evofuel provides SLC Agricola with castor bean seeds that can be grown on SLC Agricola's plantations in northeast Brazil. We have also committed to providing SLC Agricola with technical growth protocols and guidance for growing the castor bean crops. SLC Agricola is responsible for providing the land, employees, equipment, and other infrastructure needed to grow the castor bean crops. Our employees manage and supervise the execution of the collaboration agreement, visiting the SLC Agricola plantations and supervising the analysis and selection of the most promising castor bean varieties. Each party bears the costs incurred in connection with its own activities under the collaboration agreement.

All intellectual property that results from the collaboration—whether in the form of data, inventions, growth protocols, patents, or trade secrets—vests solely with us, and does not accrue to SLC Agricola. Both parties may terminate the agreement without cause, except that no termination is possible when any castor bean project has entered the growing season.

Insolo Agroindustrial

In early 2015, we entered into a collaboration agreement with Insolo Agroindustrial S.A., a Brazilian agribusiness and producer of soybean in Piaui state in the northeastern part of Brazil.

The target of the two-year collaboration agreement is to evaluate the agronomic and economic benefits of growing Evofuel's castor varieties as a second crop solution for Insolo farms located in the Cerrado, while developing the agronomic know-how to integrate castor into Insolo's production system. According to the collaboration agreement, Evofuel will provide Insolo with castor bean seeds as well as technical growth protocols and agronomic guidance. Insolo, on its part, will provide the land, employees, equipment and other infrastructure required for growing the castor bean crops.

All intellectual property rights relating to the castor varieties vest solely with us. Both parties may terminate the agreement at will, other than during the growing season.

Castor Fields

In 2015 and the first quarter of 2016 we entered into two agreements with Castor Fields, a Mexican corporation that is focused on growing castor in North-West Mexico, as well as producing and commercializing castor oil. The target of the first agreement with Castor Fields was to evaluate the performance of Evofuel's castor varieties in Castor Field's fields in North-West Mexico, as well as share agronomic know-how. Under such agreement, the seeds were supplied to Castor Fields by Evogene at no cost. Under the second agreement, Evofuel agreed to sell additional castor seeds to Castor Fields during 2016 for commercial use. Revenues to be received by Evofuel with respect to this initial commercial sale will not be significant.

Case New Holland – CNH

In December 2012 we entered an agreement with CNH Industrial Latin America Ltda., a subsidiary of CNH Industrial N.V., for the development of a customized combine for mechanized harvesting solution for castor. The collaboration has recently been extended until December 2016.

The collaboration is set to introduce a customized solution for the large-scale harvesting of Evofuel castor bean varieties in Latin America based on adaptations to CNH Industrial's brands' existing grain combine harvesters. The solution is custom-designed to harvest Evofuel proprietary dwarf castor varieties that are suitable for mechanized harvest.

Embrapa

In October 2014 we entered a joint research agreement with the Brazilian Agricultural Research Corporation (Embrapa), Brazil's leading agricultural research institution, for the advancement of castor cultivation in Brazil. The cooperation primarily focuses on technologies for controlling castor-specific diseases as well as practices for castor cultivation in rotation with soybean.

Raw Materials

We do not significantly rely upon any sources of raw materials for our operations.

Seasonality

Our business in general, and our revenues in particular, which are generated almost entirely from our strategic collaborations, based on research and development and milestone payments as the seed traits we discover advance in the product development pipeline of our collaborators, are not subject to variations based on seasonality.

Competition

Our market is characterized by intense commercial and technological change, and we face significant competition in many aspects of our business. The seed and ag-chemicals markets in particular are highly consolidated and dominated by a relatively small number of large companies. In order to provide their customers (mostly farmers) with cutting-edge products, these companies invest substantial resources in the development of seeds, traits, ag-chemical products and agronomic methods and products. Part of these companies' research and development activity is conducted in-house and part of it is outsourced. Generally, the competitors in our industry can be divided into three groups: (i) seed and ag-chemical companies, including Monsanto, DuPont, Syngenta, Bayer, BASF, Dow and others, with internal research and development units dedicated to development of seed traits and seed external products; (ii) small- to mid-size biotech companies specializing in plant trait enhancement with their own seed trait development programs, such as Targeted Growth, AgBiome and Keygene; and (iii) academic and agricultural research institutions that grant licenses to third parties for the use of identified genes and other DNA fragments. The ag-biologicals market is an emerging segment, where on the one hand many small-mid size companies are active in research, development and commercialization and on the other hand, a significant trend of consolidation activities is taking place by the seed and ag-chemical companies.

We believe that our competitive advantage lies in our ability to assemble large amounts of genomic and phenotypic data and to analyze that data using our key computational technologies, enabling us to identify and prioritize genes, targets, chemical compounds and microbials more accurately, efficiently and quickly than is common in our industry and in addition we utilize our proprietary tools also to enable the support along the development process through optimization of genes, chemistries and microbial product candidates. In addition, we continue to accumulate and expand our plant genomic database, drawing partly on publicly available data, partly on our plant experiments and field trials, and partly on research and experimentation results from our collaborators. Certain seed and ag-chemical companies specializing in seed traits may, however, have candidate hits or leads that are in more advanced stages of product development and commercialization, and these relate to or directly compete with the same type of products we are currently developing. To remain competitive in our industry, we pursue three main strategies: first, we invest in the improvement of our key technologies, focusing especially on our proprietary computational technologies. Second, we focus on increasing our discovery and development capabilities and improving our validation systems, thus enhancing our ability to discover and classify new product candidates in greater numbers. Finally, we seek to protect our intellectual property rights through proper patent application and prosecution in the jurisdictions where we operate, including the United States, India, China, Brazil, Argentina and Canada.

Intellectual Property

Our intellectual property rights are important to our business, as they generally determine our eligibility to receive royalties for seed traits. We actively seek to protect the intellectual property and proprietary technology that we believe is important to the development of our business.

Our success will depend on our ability to obtain and maintain patent and other proprietary protection for commercially important technology, inventions and know-how related to our business, defend and enforce our patents, preserve the confidentiality of our trade secrets and operate without infringing the valid and enforceable patents and proprietary rights of third parties

To date, we have identified and sought patent protection for over 4,600 plant genes linked to traits such as improved yield and drought tolerance. These genes are currently protected through more than 90 patents and 222 national patent applications.

Our patenting process involves four stages as follows:

Provisional Filing. In most cases, soon after using ATHLETE™, our computational technology for gene discovery, we file a provisional application in the United States covering all the genes we have identified that we believe are likely to convey a specific trait in plant species. The number of genes covered in each provisional application ranges between 50 and 200 genes.

PCT Filing. A PCT provisional is filed under the Patent Cooperation Treaty, or PCT, one year from the U.S. provisional filing. During this one-year period, we insert the identified genes into model plants and test whether the genes actually improve target traits. This validation data is added to the PCT provisional and provides the "reduction to practice" required to advance the application.

National Filing. National filing is conducted for most countries a year and a half after the PCT filing. For Argentina, which has not signed the PCT, a national filing is made at the same time as the PCT filing. Either we or our collaborators determine in which countries patent applications should be filed. If a collaborator requests that we file and prosecute a patent in a particular country, the collaborator will usually pay for the filing fee and any associated costs. The main countries in which we file are the United States, Brazil, Argentina, Canada, Australia, India, and certain other countries in Asia, South America and Europe.

Prosecution. In the countries in which we file national phase applications, we prioritize the prosecution of genes identified as the most likely commercial candidates based on discussions with our collaborators.

Our in-house know-how is another important element of our intellectual property. Our employment and consulting agreements include undertakings regarding confidentiality and assignment of inventions. Furthermore, the daily work at our various greenhouse sites, tissue culture facilities, and molecular labs involves the use of advanced mechanical tools, imaging devices, and computer hardware and software. We have established closed networks and physical security systems to prevent unapproved access.

In addition to seeking patent applications, we obtained trademark registrations for ATHLETE™, Gene2Product™ and EvoBreed™, which we consider material to the marketing of our proprietary computational technologies.

While we expect our patent applications to receive approval, and our trademark applications to mature into registrations, we cannot be certain that we will obtain such results. Despite our efforts to protect our proprietary rights, unauthorized third parties may attempt to use, copy or otherwise obtain and market or distribute our intellectual property rights or technology or otherwise develop products or solutions with the same functionality as our solutions. In addition, the laws of some foreign countries provide less protection for proprietary rights than U.S. law. We face the occasional risk, moreover, that third parties may assert copyright, trademark and other intellectual property rights against us. Such claims may result in direct or indirect liability as we have contractually agreed to indemnify certain parties for any damages suffered as a result of infringement by us of any third-party intellectual property rights.

Government Regulation

Seed traits

Our business is subject to regulation related to agriculture, health and the environment. To operate, we must obtain various permits and licenses from government authorities and municipalities in our active jurisdictions, and we must maintain our compliance with the terms of those permits, licenses and other government standards as necessary. These laws and regulations, particularly in relation to biotechnology, are not fully settled, but continue to evolve in order to keep pace with technological advances.

While our expertise may contribute to the downstream commercialization of enhanced seeds, we are not in the process of obtaining regulatory approvals required for the commercialization of biotechnologically improved seeds. These approvals, when needed, will be obtained by our collaborators according to our collaboration agreements. Most of the key target markets where we anticipate our collaborators will sell seeds containing our traits, including the United States, Brazil and Argentina, will require such regulatory approvals prior to the commercialization of such products.

As an Israeli company, our activities in the fields of biotechnology and plant genomics are regulated by the Israel Ministry of Agriculture and Rural Development, or ISARD, and more specifically by the ISARD's Plants Protection and Inspection Services, or PPIS. Our activities are subject to various laws, regulations, orders and procedures, which require us, among other things, to obtain permits for conducting experiments on genetically enhanced plants and to satisfy special conditions determined by the ISARD regarding the growing procedures of such seeds and plants. Violation of these regulations may expose the company to criminal penalties. Pursuant to these regulations, we are also obligated to obtain separate permits to own and operate our greenhouses and testing fields in Israel and we are routinely inspected by ISARD.

Our activities, as well as those of our subsidiary, Evofuel, in the field of seeds and biofuels, are regulated by the Ministry of Environmental Protection. Pursuant to these regulations, we are required, among other things, to (i) obtain toxins permits, which allow us to conduct experiments using "hazardous materials," as such term is defined in the applicable regulations, and (ii) follow special rules regarding waste disposal. Violation of these regulations may expose the company to criminal penalties, administrative sanctions and responsibility to compensate the injured for any environmental damages.

Ag-chemicals

Our Activities in the area of ag-chemicals are performed at our labs in Israel and are regulated by the provisions of several Israeli governmental agencies. Violation of these regulations may expose us to criminal or civil actions and may impose liability on us. Our current activities in the ag-chemicals does not subject us to further government regulation beyond that which applies to us due to our seed traits.

Ag-biologicals

Ag-Biologicals is a new and evolving sector and as a result the regulation framework is changing rapidly in recent years and may change more in the coming years.

As an Israeli company, our activities in the fields of microorganisms enhancing plant yield and traits are regulated by the Israel Ministry of Agriculture and Rural Development, or ISARD, and more specifically by the ISARD's Plants Protection and Inspection Services, or PPIS. Our activities are subject to various laws, regulations, orders and procedures. Violation of these regulations may expose the company to criminal penalties. Pursuant to these regulations, we are also obligated to obtain separate permits to own and operate our greenhouses and testing fields in Israel and we are routinely inspected by ISARD.

Our activities in the field of microorganisms testing are regulated by the Ministry of Health and the Ministry Environmental Protection. Pursuant to these regulations, we are required, among other things, to (i) obtain lab permits, which allow us to conduct experiments using microorganisms, and (ii) follow special rules regarding waste disposal. Violation of these regulations may expose the company to criminal penalties, administrative sanctions and responsibility to compensate the injured for any environmental damages.

Regulations of Products

Seed traits

Regulatory approvals are required prior to the commercialization and importation of biotechnologically enhanced seeds in most countries. Most of the key target markets where we anticipate our collaborators will sell seeds containing our traits, including the United States, European Union, Brazil and Argentina, will require such regulatory approvals prior to the commercialization of such products. Additional regulatory approvals will be required for countries importing grain produced from seeds containing our traits, such as China, India and certain countries in the European Union. Pursuant to our collaboration agreements in the field of seed traits, our collaborators will apply for all requisite regulatory approvals prior to commercialization of the products we are developing with them.

Examples of regulations our collaborators may need to apply for include, in the United States, approvals required by the USDA prior to the commercial sale of genetically modified products. The USDA's review and deregulation process for biotech products is costly and time-intensive, with no guarantee of success. In the United States, collaborators may also need to seek regulatory approval from the United States Environmental Protection Agency, or EPA, which regulates the marketing and use of new plant pesticides and herbicides. In addition, in Brazil, the commercialization of biotech products is regulated by the National Technical Commission of Biosafety, Comissão Técnica Nacional de Biossegurança, or CTNBio under the Ministry of Science and Technology. The approval process involves data collection and analysis, environmental impact assessments and public hearings on certain products, and is similarly costly and time-intensive.

Ag-chemicals

Regulatory approvals are required prior to the commercialization and importation of ag-chemical products in most countries. Most of the key target markets where we anticipate our collaborators to sell ag-chemical products containing our compounds, including the United States, European Union, Brazil and Argentina, will require such regulatory approvals prior to the commercialization of such products. Pursuant to our collaboration agreement in the field of ag-chemicals, our collaborators will apply for all requisite regulatory approvals prior to commercialization of the products we develop with them.

Examples of regulations our collaborators may need to apply for include numerous tests assessing the potential effects of the new active ingredient on mammals. These include tests on acute toxicity, carcinogenicity, mutagenicity and reproduction. Results from this stage will be fed into the chemistry and formulation development stages. In order to sell a crop protection ag-chemical product in most countries, both the product and its active ingredient first need to be registered. This process may require the submission of over 100 toxicology and ecotoxicology studies, as well as detailed information on the chemistry of the active ingredient and the product. In the United States, collaborators may need to seek regulatory approval from the United States Environmental Protection Agency, or EPA, which regulates the marketing and use of new plant pesticides and herbicides. In addition, in Brazil, the commercialization of ag-chemical products is regulated also among Anvisa, the federal agency in charge of evaluating pesticide health risks. The approval process involves data collection and analysis, environmental impact assessments and public hearings on certain products, and is similarly costly and time-intensive.

Ag-biologicals

Regulatory approvals are required prior to the commercialization and importation of ag-biologicals products (biostimulants and biopesticides) in most countries. Most of the key target markets where we anticipate to commercialize our products including the United States and European Union, will require such regulatory approvals prior to the commercialization of such products. Prior to commercialization, we will apply for all perquisite regulatory approvals of the products we are developing.

In the USA market, the United States Department of Agriculture (USDA) Animal and Plant Health Inspection Service (APHIS) is in charge of all testing regulation for ag-biological products and Environmental Protection Agency (EPA) is in charge of Mode of Action and safety of ag-biologicals.

Under these regulatory bodies, biostimulants are regarded as plant inoculants, which currently does not require any regulatory action at the federal level, but require registration and approvals at the state level. Biopesticides are defined as plant health enhancer, which require regulation approvals by federal level as well as by state level. Naturally, state level regulation may vary between states.

In the EU, biostimulants are regarded as part of the fertilizer regulation, and biopesticides are regarded as part of the plant protection regulation. The EU directives are expected to change by the end of 2016 and the new regulations are expected to require registration, claim justification (efficacy) and formulation data.

C. Organizational Structure

As of the date of this report, we held directly and indirectly the percentage indicated of the outstanding capital stock of the following subsidiaries:

Name of Subsidiary	Jurisdiction	Ownership Interest
Evofuel Ltd.	Israel	100%
Evogene Inc.	Delaware	100%
Leviev-Evogene Namibia (PTY) Ltd.	Namibia	100%

D. Property, Plants and Equipment

Our principal facility is located in Rehovot, Israel and consists of 3,209 square meters (approximately 34,500 square feet) of leased office space. This facility accommodates our corporate offices, our molecular labs and our crop protection labs. The lease for the corporate offices and molecular lab facility expires on December 31, 2018. The lease for the Crop Protection labs expires on March 31, 2017 and we have an option to renew the lease for an additional 21 months.

We perform most of our research and plant validation work at our "Evogene Farm," located on two adjacent lots we lease outside Rehovot. The first lot is subject to three leases. The first lease covers approximately 1,110 square meters (or approximately 11,950 square feet) of land, and expires on April 30, 2017. The second lease covers approximately 13,500 square meters (or approximately 145,000 square feet) of land, and expires on July 21, 2018. The third lease covers approximately 9,000 square meters (or approximately 97,000 square feet) of land, and expires on November 1, 2016. Pursuant to an extension option, we may extend the term of the third lease for an additional period of up to five years. The lease for the second lot covers 10,000 square meters (approximately 108,000 square feet) of land and expires on May 15, 2016. We recently signed a 5-year extension to the lease agreement till May 2021 with an extention option for additional period of 5 years. The Evogene Farm contains 37 greenhouses, which are used for gene validation in model and target plants, plant propagation, and plant nurseries. In addition, the Evogene Farm contains warehouses, office facilities and seed banks.

In 2015 we established a research and development facility in the Bio-Research and Development Growth (BRDG) Park, developed by Wexford Science & Technology, a BioMed Realty Company, on the campus of the Donald Danforth Plant Science Center in St. Louis, Missouri, United States. We signed a 6 years lease agreement, which shall expire on November 1, 2021, covering approximately 5,753 square feet lab facility to accommodate our insect control research.

Unless otherwise stated, all of our facilities are fully utilized. We have no material tangible fixed assets apart from the leased properties described above.

ITEM 4A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The information contained in this section should be read in conjunction with our consolidated financial statements for the year ended December 31, 2015 and related notes and the information contained elsewhere in this annual report. Our financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board. This discussion contains forward-looking statements that are subject to known and unknown risks and uncertainties. As a result of many factors, such as those set forth under "Item 3.D. Risk Factors" and "Special Note Regarding Forward-Looking Statements," our actual results may differ materially from those anticipated in these forward-looking statements.

Summary

We are a biotechnology company for the improvement of crop productivity. We utilize a unique proprietary integrated technology platform, leveraging scientific understanding and computational technologies to harness agriculture 'big data' for developing improved seed traits, innovative ag-chemical, and novel ag-biological products. Our product development efforts are organized under two business divisions, the Crop Enhancement division, for the development of products enhancing plant yield and tolerance to abiotic stresses, and the Crop Protection division, for the development of products improving plant resistance to biotic stresses. The products we develop focus on essential crops, including corn, soybean, wheat, cotton, and rice and are currently in the development stage. Furthermore, we operate a seed business under our wholly owned subsidiary Evofuel Ltd., or Evofuel.

We generate substantially all of our revenues from strategic collaborations with world-leading agricultural companies, which further develop our discoveries into commercial products. We currently participate in more than ten collaboration agreements with some of the world's leading agricultural companies, such as BASF, Bayer, DuPont, Monsanto, and Syngenta that cover 34 different products in various stages of development. We currently generate revenues primarily through research and development payments under collaborations for development of seed traits as the seed traits we discover advance in the product development pipeline of our collaborators. In the future we expect to receive royalty revenues upon commercialization by our collaborators of products containing such traits as well as research and development, milestone payments, and royalty payments under collaborations in our ag-chemical products and ag-biological products activities.

We were founded in 1999 as a division of Compugen Ltd., or Compugen, and spun-off as an independent company in January 2002.

In November 2013, we closed our IPO, at which time we sold a total of 5,750,000 ordinary shares. We received total net cash proceeds of $76.8 million, which represents gross proceeds of $84.8 million net of underwriting discounts and commissions and other costs associated with the offering.

We currently generate all of our revenues from our seed trait business, and these revenues are principally derived from our collaboration agreements and related arrangements with our collaborators. Our products are currently in the development stage.

In mid-2015 we initiated our CE ag-biologicals activity for developing ag-biological products, which are externally-applied products from biological sources, such as microbials (micro-organisms) and naturally derived biochemistry, to improve crop productivity. Our ag-biologicals operations are focused on biostimulants and are at the pre-revenue stage.

In November 2015 we announced the official opening of the company's research and development facility in the Bio-Research and Development Growth (BRDG) Park, in St. Louis, Missouri, United States. The establishment of the facility is a key component of the Company's previously disclosed entry into the field of insect control under our CP seed traits activity.

In December 2015 we entered into our first collaboration agreement in the ag-chemical space with BASF, focusing on discovering novel herbicides.

Our future growth will depend, in part, on our ability to maintain and improve upon our collaboration agreements with our current collaborators and adapt to continuous technological change in our industry. It will also depend in part on our ability to enter into new collaboration agreements and expand our research and development to new technologies and products.

In 2016, we expect to continue focusing on executing and advancing our existing collaborations by leveraging our relationships with industry leaders in order to expedite our genes and genetic components towards commercialization with a view to generating significant milestone and royalty revenues and to enhance our competitive advantage by further investing in our technology infrastructure and research and development capabilities. We also intend to further develop our ag-chemical operation as well as advancing and executing our collaboration agreement with BASF in this field. In addition, we expect to further expand our activities in the areas of insect control and ag-biologicals. We also intend to complement our future revenue streams by selectively self-funding a larger portion of our direct initial research and development costs, with the goal of capturing a larger share of our collaborators' future revenues.

Key Measures of Our Performance

Revenues

Our revenues are principally derived from our collaboration agreements and related arrangements with our collaborators under our CP and CE seed traits operations. A substantial majority of our current collaboration agreements focus on developing traits to be integrated into seeds through genetic modification; our GM projects therefore generate the majority of our revenues from research and development services. The other component of our seed trait operations, advanced breeding, generates only a small portion of our revenues from research and development services. Revenues from our collaborations with Monsanto and Bayer accounted together for approximately 91% of our revenues for the year ended December 31, 2015, of which Monsanto accounted for approximately 77% and Bayer accounted for approximately 14% of our total revenues. See "Item 4.B. Business Overview—Key Collaborations." We have not yet generated any revenues from our ag-chemicals and ag-biologicals business. In our seeds business conducted under our wholly owned subsidiary, Evofuel, we entered , in early 2016, a first commercial agreement for the sale of our castor seeds, although our revenues under such agreement are not significant. Under our collaboration agreements and related arrangements, our revenues are paid to us in the following four different forms of payments:

Periodic Payments for Research and Development Services

Periodic payments for research and development services are payments we receive primarily on a quarterly basis from our collaborators as consideration for the research and development services we provide them. Revenues from periodic payments for research and development services performed under our collaboration agreements, all of which under the CE seed traits and CP seed traits amounted to $10.5 million and accounted for 94.5% of our total revenues for the year ended December 31, 2015. We have not yet generated any revenues from our ag-chemicals and ag-biologicals business.

Up-front Payments

We also derive a portion of our revenues from up-front payments made under our agreements with Monsanto and Bayer. Up-front payments primarily represent payments we received upon entering into collaboration agreements for research and development services. These up-front payments are recognized as revenues over the duration of the relevant contract based on the proportion of actual costs incurred for each reporting period to the estimated total costs of the collaboration. Revenues derived from up-front payments under our agreements with Monsanto and Bayer amounted to approximately $0.4 million and accounted for approximately 3.9% of our total revenues for the year ended December 31, 2015.

Share Purchases

We also entered into share purchase agreements with Monsanto and Bayer, which were signed in contemplation of our collaboration agreements with them. We attribute the proceeds from arrangements under these agreements to the value of our ordinary shares issued to Monsanto and Bayer at the time of the investments as well as to the services we perform under the collaboration agreements. As a result, we recognize as revenues the excess payment, which is the consideration investors paid for our ordinary shares over the market value of our ordinary shares traded on the TASE at the time of the investment. This excess payment is recognized as revenues beginning on the date of the investment, for the duration of the contract based on the proportion of actual costs incurred for each reporting period to the estimated total costs of the collaboration. We also recorded revenues with respect to Monsanto's put option. We recognized as revenues the fair value of the put option with Monsanto throughout the term of the agreement, based on the proportion of actual costs incurred for each reporting period to the estimated total costs of the collaboration. Total revenues from the excess amounts on the purchase of our ordinary shares by Monsanto and Bayer as well as the Monsanto put option amounted to $0.2 million and accounted for approximately 1.6% of our total revenues for the year ended December 31, 2015.

Milestone Payments

We also derive, to a lesser extent at this stage of our business, a portion of our revenues from milestone payments paid by our collaborators upon the occurrence of certain specified events pursuant to the agreements with our collaborators. We did not record revenues for the year ended December 31, 2015 from milestone payments.

Most of our agreements with collaborators also provide for royalty payments based on the sales or transfer of products our collaborators develop that contain the traits we discover and license to them. The calculation of royalties varies by collaboration, and is typically based on the value that the trait we provide adds to the end product. For example, the royalties we expect to be entitled to receive pursuant to our collaborations with Monsanto and Bayer will be a percentage of the commercial value conferred by the trait we provide on the end product Monsanto or Bayer sells. We have not yet generated revenues from royalties payments.

Geographical Breakdown of Revenues

The following table presents net revenues by geographic breakdown of customers as a percentage of net revenues for the periods indicated. This data refers to the location of the customer to whom we directly sell and does not take into consideration the location of the end-user (to the extent it is different).

	Year ended December 31,		
Geographical Region:	**2015**	**2014**	**2013**
United States	86%	73%	66%
Germany	14%	27%	32%
Other	-	-	2%
Total	**100%**	**100%**	**100%**

Cost of Revenues

Cost of revenues primarily consists of development costs incurred in conjunction with our collaborations, which include salaries and related personnel costs (including share-based compensation) for our research and development employees working on the collaborations, payments to third party suppliers that assist us in producing genomic data and the cost of disposable materials (such as seeds, laboratory supplies, fertilizer, water and soil). Cost of revenues also includes operational overhead costs such as depreciation of our plant, property and equipment, costs related to leasing and operating our office and laboratory facilities and greenhouses and expenses related to retaining advisors, which primarily consist of biological experts.

Operating Expenses

Research and Development Expenses: Research and development expenses primarily consist of costs related to our internal or independent research and development activities, as opposed to development costs incurred in connection with our collaborations (which are included in cost of revenues). These activities include developing and improving our computational, scientific and validation technologies, know-how and capabilities used by our product divisions as well as research and development conducted mainly under our ag-chemicals, insect control (in the framework of our CP seed traits activity), ag-biologicals, and seeds operations. Research and development costs include salaries and related personnel costs (including share-based compensation), payments to third party suppliers mainly with respect to producing genomic data, cost of disposable materials, operational overhead costs, which include costs related to leasing and operating our office, laboratory facilities and greenhouses, and depreciation of plant, property and equipment. Expenses related to our intellectual property, such as legal and other costs associated with patent applications, are also included as research and development expenses. We expect that our research and development expenses will continue to increase on an absolute basis as we develop our ag-chemicals, insect control, ag-biologicals, and seeds operations and expand our independent research and development projects.

Business Development Expenses: Business development expenses consist of costs primarily related to maintaining our relationships with our collaborators and establishing new collaborations. These costs include salaries and related personnel costs (including share-based compensation), expenses incident to business travel and legal expenses. We expect our business development expenses will remain at the current level.

General and Administrative Expenses: General and administrative expenses mainly include salaries and related personnel costs (including share-based compensation) for our general and administrative employees, HR activities and employee benefits and welfare, consulting, insurance, legal and professional services and other expenses associated with being a U.S. listed entity. We expect that our general and administrative expenses will remain at the current level.

Financing Income and Expenses

Financing income consists primarily of interest income on our cash bank deposits and securities, foreign currency exchange income and income related to a revaluation of the marketable securities we hold, which consist of corporate bonds and government treasury notes. Financing expenses consist primarily of expenses related to bank charges, foreign currency exchange expense and associated fees and expenses related to a revaluation of the marketable securities we hold. The interest due on government grants is also considered a financial expense, and is recognized beginning on the date on which we receive the grant until the date on which the grant is expected to be repaid.

Taxes on Income

We do not generate taxable income in Israel, as we have historically incurred operating losses resulting in carryforward tax losses totaling approximately $35 million as of December 31, 2015, to be carried forward indefinitely to future tax years. Accordingly, we do not expect to pay taxes in Israel until we have taxable income after the full utilization of our carryforward tax losses.

Segment Data

Starting January 1, 2012, following the establishment of our Evofuel subsidiary, we split our operations into two operating segments: Evogene and Evofuel. The two segments perform the following operations:

- *Evogene*: Our Evogene segment develops seed traits, ag-chemical products and ag-biological products to improve plant performance, utilizing our proprietary innovative technology platform.

  Our seed traits operations utilize our expertise to develop seed traits enhancing plant yield and tolerance to abiotic stresses (such as improved tolerance to drought, heat, and salinity), or Crop Enhancement, as well as seed traits for improving plant resistance to biotic stresses (such as resistance to diseases, pests, and insects), or Crop Protection. Currently, our ag-chemical operations utilize our expertise to develop novel herbicides (or new 'weed killers') and our ag-biological operations focus on development of bio-stimulants (microbial-based products applied externally to the plant for yield improvement).

- *Evofuel*: Our Evofuel segment develops improved species of the castor bean plant for second generation feedstock for biofuel and other industrial uses.

The following table presents our revenues and operating loss by segment for the period presented:

	Evogene	Evofuel	Total
		(in thousands)	
Year ended December 31, 2015			
Revenues	$ 11,129	-	$ 11,129
Operating loss	$ (16,146)	$ (1,775)	$ (17,921)
Year ended December 31, 2014			
Revenues	$ 14,511	-	$ 14,511
Operating loss	$ (13,078)	$ (2,178)	$ (15,256)
Year ended December 31, 2013			
Revenues	$ 17,581	-	$ 17,581
Operating loss	$ (7,500)	$ (1,221)	$ (8,721)

Our revenues for the years ended December 31, 2013, 2014, 2015 were generated entirely from the Evogene segment. Our Evogene segment includes revenues generated from our CE and CP seed traits operations and costs associated with both our CE and CP seed traits and ag-chemical operations. In 2015, we have not generated revenues in the Evofuel segment. In early 2016 Evofuel entered a first commercial agreement for the sale of our castor seeds in 2016, although we do not expect our revenues in 2016 to be significant. Both of these operating segments recorded losses in 2015. The primary drivers of loss for Evofuel in 2015 were research and development and business development expenses.

A. Operating Results

Comparison of Period-to-Period Results of Operations

The following table sets forth our results of operations as a percentage of revenues for the periods indicated:

	Year Ended December 31,					
	2013		2014		2015	
	Amount	% of Revenues	Amount	% of Revenues	Amount	% of Revenues
	(in thousands)					
Consolidated Statements of Profit or Loss and Other Comprehensive loss:						
Revenues:						
Research and development payments, including up-front payments	$ 15,028	85.5%	$ 14,198	97.8%	$ 10,956	98.4%
Share purchase related revenues	2,553	14.5	313	2.2	173	1.6
Total Revenues	17,581	100	14,511	100	11,129	100
Cost of revenues	10,114	57.5	9,709	66.9	8,255	74.2
Gross profit	7,467	42.5	4,802	33.1	2,874	25.8
Operating Expenses:						
Research and development, net	11,107	63.2	14,022	96.6	14,449	129.8
Business development	1,517	8.6	1,851	12.8	1,964	17.6
General and administrative	3,564	20.3	4,185	28.8	4,382	39.4
Total operating expenses	16,188	92.1	20,058	138.2	20,795	186.9
Operating loss	(8,721)	(49.6)	(15,256)	(105.1)	(17,921)	(161)
Financing income	1,179	6.7	2,242	15.5	2,571	23.1
Financing expenses	(1,336)	(7.6)	(1,516)	(10.4)	(1,863)	(16.7)
Net loss	(8,878)	(50.5)	(14,530)	(100.1)	(17,213)	(154.7)
Other comprehensive income (loss):						
Loss from cash flow hedges	-	-	(222)	(1.5)	(45)	(0.4)
Amounts transferred to the statement of profit or loss for cash flow hedges	-	-	-	-	267	2.4
Total comprehensive loss	$ (8,878)	(50.5)%	$ (14,752)	(101.7)%	$ (16,991)	(152.7)%

Year Ended December 31, 2014 Compared to Year Ended December 31, 2015

Revenues

Our total revenues decreased by $3.4 million, or 23.3%, from $14.5 million for the year ended December 31, 2014 to $11.1 million for the year ended December 31, 2015.

Total revenues include (i) research and development payments, including up-front payments, and (ii) share purchase related revenues. We anticipate that in the long term, our primary sources of revenues and profits will be future royalties and other revenue sharing amounts from current and future collaborations.

(i) Revenues from research and development payments include periodic payments for research and development services generated under our collaboration agreements primarily with seed companies, as well as up-front payments received under these agreements, which are recognized as revenues over the duration of the relevant agreement. R&D revenues for 2015 were $11 million, compared to $14.2 million for 2014. The decline was primarily related to the amendment to our collaboration work plans with Bayer and Syngenta.

(ii) Share purchase related revenues result from the required accounting treatment for the past acquisitions of Evogene ordinary shares by Monsanto and Bayer, as well as the put option agreement that we entered into with Monsanto, all in conjunction with the research and development collaboration agreements signed with these partners. Share purchase related revenues for 2015 were $0.2 million, compared to $0.3 million in 2014.

Cost of Revenues

Cost of revenues decreased by $1.4 million, or 15%, to $8.3 million for the year ended December 31, 2015 from $9.7 million for the year ended December 31, 2014. The decline primarily related to the reduced levels of activity as a result of the amendments in the work plans under our collaborations with Bayer and Syngenta, as described above.

Gross Profit

Gross profit decreased by $1.9 million, or 40.1%, to $2.9 million for the year ended December 31, 2015 from $4.8 million for the year ended December 31, 2014. This decrease was mainly a result of the decrease in the activity under our collaborations, as described above.

Operating Expenses

Research and Development Expenses, net. Research and development expenses increased by $0.4 million, or 3.0%, to $14.4 million for the year ended December 31, 2015 from $14.0 million for the year ended December 31, 2014. The increase in these expenses largely derives from (i) the expansion in self-funded activities, mainly in our key growth engines – insect control including our new U.S. site expanses, ag-chemicals, and ag-biologicals (ii) an increase in non-cash share-based compensation expenses. These increases were partially offset by the increase in the exchange rate USD/ILS reducing the company's ILS expenses in terms of USD.

Business Development Expenses. Business development expenses increased by $0.1 million, or 6.1%, to $2.0 million for the year ended December 31, 2015 from $1.9 million for the year ended December 31, 2014. The increase mainly related to an increase in non-cash share-based compensation which was offset in part by a decrease in salaries and benefits.

General and Administrative Expenses. General and administrative expenses increased by $0.2 million, or 4.7%, to $4.4 million for the year ended December 31, 2015 from $4.2 million for the year ended December 31, 2014. This increase was primarily attributable to an increase in professional fees.

Financing Income and Expenses, Net.

Financing Income. Financing income increased by $0.4 million, or 14.7%, to $2.6 million for the year ended December 31, 2015 from $2.2 million for the year ended December 31, 2014. This increase was primarily attributable to an increase in interest income.

Financing Expenses. Financing expenses increased by $0.4 million, or 22.9% to $1.9 million for the year ended December 31, 2015 from $1.5 million for the year ended December 31, 2014. This increase was primarily attributable to the changes in the fair value of marketable securities we hold.

Taxes on Income

We did not record or pay taxes on income for the year ended December 31, 2015 due to our net loss for the year.

Year Ended December 31, 2013 Compared to Year Ended December 31, 2014

Revenues

Our total revenues decreased by $3.1 million, or 17.5%, from $17.6 million for the year ended December 31, 2013 to $14.5 million for the year ended December 31, 2014. The decrease in total revenues resulted mainly from a decrease in share purchase related revenues, which decreased by $2.3 million, or 87.7%, from $2.6 million for the year ended December 31, 2013 to $0.3 million for the year ended December 31, 2014.

Total revenues include (i) research and development payments, including up-front payments, and (ii) share purchase related revenues. We anticipate that in the long term, our primary sources of revenues and profits will be future royalties and other revenue sharing amounts from current and future collaborations.

(i) Revenues from research and development payments include periodic payments for research and development services generated under our collaboration agreements with seed companies, as well as up-front payments received under our agreements with collaborators, which are recognized as revenues over the duration of the relevant agreement. R&D revenues for 2014 were $14.2 million, compared to $15 million for 2013. The decline was primarily related to the amendment to our Bayer collaboration work plan, whereby $1.7 million of research payments were to be recognized as revenues in 2015 and onwards. This decline was offset in part by an increase in revenues associated with a new collaboration agreement signed in 2014 with a leading consumer goods company and the expansion of activities in certain existing collaborations, including our agreements with Monsanto and Syngenta, which were extended and expanded in late 2013.

(ii) Share purchase related revenues result from the required accounting treatment for the past acquisitions of Evogene ordinary shares by Monsanto and Bayer, as well as the put option agreement that we entered into with Monsanto, all in conjunction with the research and development collaboration agreements signed with these partners. Share purchase related revenues for 2014 were $0.3 million, compared to $2.6 million in 2013. The decline in share purchase related revenues derives mainly from the amendment of the agreement entered into with Monsanto and does not reflect any current cash flow.

Cost of Revenues

Cost of revenues decreased by $0.4 million, or 4%, to $9.7 million for the year ended December 31, 2014 from $10.1 million for the year ended December 31, 2013.

Gross Profit

Gross profit decreased by $2.7 million, or 35.7%, to $4.8 million for the year ended December 31, 2014 from $7.5 million for the year ended December 31, 2013. This decrease was mainly a result of the decrease in share purchase related revenues, as described above.

Operating Expenses

Research and Development Expenses, net. Research and development expenses increased by $2.9 million, or 26.2%, to $14 million for the year ended December 31, 2014 from $11.1 million for the year ended December 31, 2013. The increase in these expenses largely related to expansion of self-funded activities, primarily focused on the development of new computational genomics and validation technologies in support of both existing and new activities, mainly in our key growth engines – insect control, ag-chemicals and Evofuel. This increase was primarily attributable to an increase in salaries and benefits for research and development employees due to the hiring of additional research and development personnel, an increase in the cost of share-based compensation and an increase in expenses related to purchasing materials and engagement with sub-contractors.

Business Development Expenses. Business development expenses increased by $0.4 million, or 22%, to $1.9 million for the year ended December 31, 2014 from $1.5 million for the year ended December 31, 2013. The increase reflected the company's decision to establish dedicated Business Development capabilities within each of its four operating divisions, as well as costs associated with ongoing efforts to introduce the Company's business proposition to prospective partners in new and existing areas and was attributable mainly to an increase in salaries and benefits for business development employees.

General and Administrative Expenses. General and administrative expenses increased by $0.6 million, or 17.4%, to $4.2 million for the year ended December 31, 2014 from $3.6 million for the year ended December 31, 2013. This increase was primarily derived from an increase of $0.4 million in non-cash share based compensation to $1.3 million in year ended December 31, 2014 from approximately $0.9 million in the year ended December 31, 2013. The increase also related to costs associated with being a US listed entity for four full quarters in 2014, which we only incurred for one quarter in 2013, where the expenses were mainly insurance and professional fees. The increase also reflected the continued growth across our operations.

Financing Income and Expenses, Net.

Financing Income. Financing income increased by $1 million, or 90.2%, to $2.2 million for the year ended December 31, 2014 from $1.2 million for the year ended December 31, 2013. This increase was primarily attributable to an increase in interest income.

Financing Expenses. Financing expenses increased by $0.2 million, or 13.5% to $1.5 million for the year ended December 31, 2014 from $1.3 million for the year ended December 31, 2013.

Taxes on Income

We did not record or pay taxes on income for the year ended December 31, 2014 due to our net loss for the year.

Application of Critical Accounting Policies and Estimates

Our accounting policies affecting our financial condition and results of operations are more fully described in our consolidated financial statements included elsewhere in this annual report. The preparation of our financial statements requires management to make judgments, estimates and assumptions that affect the amounts reflected in the consolidated financial statements and accompanying notes, and related disclosure of contingent assets and liabilities. We base our estimates upon various factors, including past experience, where applicable, external sources and on other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, and could have a material adverse effect on our reported results.

In many cases, the accounting treatment of a particular transaction, event or activity is specifically dictated by accounting principles and does not require management's judgment in its application, while in other cases, management's judgment is required in the selection of the most appropriate alternative among the available accounting principles, that allow different accounting treatment for similar transactions.

We believe that the accounting policies discussed below are critical to our financial results and to the understanding of our past and future performance as these policies relate to the more significant areas involving management's estimates and assumptions. We consider an accounting estimate to be critical if: (1) it requires us to make assumptions because information was not available at the time or it included matters that were highly uncertain at the time we were making our estimate; and (2) changes in the estimate or different estimates that we could have selected may have had a material impact on our financial condition or results of operations.

Revenue Recognition

We recognize revenues when such revenues and the costs incurred or to be incurred in respect of the transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to us.

We have entered into collaboration agreements under which we grant to our collaborators an exclusive license to intellectual property rights for the development and commercialization of our proprietary products. The agreements contain multiple elements, including funding from periodic payments for research and development services, up-front payments, payments based on achievement of specified milestones and royalties on sales of products sold by our collaborators that include the licensed traits.

Revenues from periodic payments for research and development services are recognized throughout the services period based on the proportion of actual costs incurred for each reporting period to the estimated total costs of the collaboration, subject to the enforceable rights. Up-front payments received upon entering into the license and collaboration agreements, in exchange for the transfer of our patented genes to licensees, are also recognized as revenues over the duration of the relevant contract based on the proportion of actual costs incurred for each reporting period to the estimated total costs of the collaboration.

Revenues from milestone events, which are contingent upon the occurrence of certain events specified in the collaboration agreement, are recognized as revenues when the milestones, as defined in the particular agreement, are achieved.

Share-Based Compensation

We account for share-based compensation in accordance with the fair value recognition provision of IFRS guidance on share-based compensation. Under these provisions, share-based compensation is measured at the grant date based on the fair value of the award and is recognized as an expense, net of estimated forfeitures, over the requisite service period, which is generally the vesting period of the respective award. Share-based compensation expense was $4.4 million in 2015. We selected the binomial option-pricing model as the most appropriate method for determining the estimated fair value of our share-based compensation. The determination of the grant date fair value of options using an option-pricing model is affected by estimates and assumptions regarding a number of complex and subjective variables. These variables include the estimated period of time that we expect employees to hold their options, the expected volatility of our share price over the expected term of the options (estimated using historical data from prior years, including historical forfeiture rates), share option exercise and cancellation behaviors, risk-free interest rates, expected dividend yields (assumed to be zero as we have historically not paid and do not intend to pay dividends on our ordinary shares) and the price of our ordinary shares. Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value. If such factors change and we employ different assumptions for future grants, our compensation expense, in connection with future grants, may differ significantly from the amounts that we have recorded in the past. In addition, our compensation expense is affected by our estimate of the number of awards that will ultimately vest. In the future, if the number of equity awards that are forfeited by employees is lower than expected, the expense recognized in future periods will be higher.

Government Grants

Government grants received from the OCS, BIRD and CIIRDF are recognized as a liability if future economic benefits are expected from the projects that will result in royalty-bearing sales.

A liability for the grant is first measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grant received and the fair value of the liability is accounted for as a government grant and recognized as a reduction of research and development expenses. After initial recognition, the liability is measured at amortized cost using the effective interest method. Royalty payments we make to repay the grant are treated as a reduction of the liability. If no economic benefits are expected from the research activity, the grant receipts are recognized as a reduction of the related research and development expenses, in which case, the royalty obligation is treated as a contingent liability.

There is uncertainty regarding the estimates of future cash flows and the estimate of the capitalization rate that is used for determining the amount of the liability recognized. At the end of each reporting period, we evaluate whether there is reasonable assurance that the liability recognized, in whole or in part, will not be repaid (since we will not be required to pay royalties) based on the best estimate of future sales, and if so, the appropriate amount of the liability is reduced with a corresponding reduction in research and development expenses.

Recently Issued Accounting Standards

A number of new standards, amendments to standards and interpretations were not yet in effect for the year ended December 31, 2015, and have not been applied in preparing our consolidated financial statements as of that date.

Impact of Israeli Tax Policies and Government Programs on our Operating Results

Tax regulations have a material impact on our business, particularly in Israel where we have our headquarters. The following summary describes the current tax structure applicable to companies in Israel, with special reference to its effect on us.

General Corporate Tax Structure in Israel

Israeli companies are generally subject to corporate tax on their taxable income. As of 2016, the corporate tax rate is 25% (in 2014 and 2015, the corporate tax rate was 26.5%). However, the effective tax rate payable by a company that derives income from an Approved Enterprise, a Beneficiary Enterprise or a Preferred Enterprise (as discussed below) may be considerably less. Capital gains derived by an Israeli company are generally subject to tax at the prevailing regular corporate tax rate.

Law for the Encouragement of Industry (Taxes), 5729-1969

The Law for the Encouragement of Industry (Taxes), 5729-1969, generally referred to as the Industry Encouragement Law, provides several tax benefits for "Industrial Companies".

The Industry Encouragement Law defines an "Industrial Company" as an Israeli resident company which was incorporated in Israel, of which 90% or more of its income in any tax year, other than income from certain government loans, is derived from an "Industrial Enterprise" owned by it and located in Israel. An "Industrial Enterprise" is defined as an enterprise whose principal activity in a given tax year is industrial production.

The following tax benefits, among others, are available to Industrial Companies:

- amortization over an eight-year period of the cost of purchased know-how and patents and rights to use a patent and know-how which are used for the development or advancement of the Industrial Enterprise, commencing in the year in which such rights were first exercised;
- under limited conditions, an election to file consolidated tax returns together with Israeli Industrial Companies controlled by it; and
- expenses related to a public offering are deductible in equal amounts over a three-year period, commencing in the year of the offering.

Eligibility for benefits under the Industry Encouragement Law is not contingent upon the approval of any governmental authority. We believe that we currently qualify as an Industrial Company within the meaning of the Industry Encouragement Law. There can be no assurance that we will continue to qualify as an Industrial Company or that the benefits described above will be available in the future.

Law for the Encouragement of Capital Investments, 5719-1959

The Law for the Encouragement of Capital Investments, 5719-1959, generally referred to as the Investment Law, provides certain incentives for capital investments in production facilities (or other eligible assets) by "Industrial Enterprises" (as defined under the Investment Law).

The Investment Law was significantly amended effective April 1, 2005 (the "2005 Amendment"), and further amended as of January 1, 2011 (the "2011 Amendment"). Pursuant to the 2005 Amendment, tax benefits granted in accordance with the provisions of the Investment Law prior to its revision by the 2005 Amendment remain in force but any benefits granted subsequently are subject to the provisions of the 2005 Amendment. Similarly, the 2011 Amendment introduced new benefits to replace those granted in accordance with the provisions of the Investment Law in effect prior to the 2011 Amendment. However, companies entitled to benefits under the Investment Law as in effect prior to January 1, 2011 were entitled to choose to continue to enjoy such benefits, provided that certain conditions are met, or elect instead irrevocably to forego such benefits and have the benefits of the 2011 Amendment apply.

Tax Benefits Prior to the 2005 Amendment

An investment program that is implemented in accordance with the provisions of the Investment Law prior to the 2005 Amendment, referred to as an "Approved Enterprise", is entitled to certain benefits. A company that wished to receive benefits as an Approved Enterprise must have received an approval from the Investment Center of the Israeli Ministry of Economy (formerly the Ministry of Industry, Trade and Labor), or the Investment Center. Each certificate of approval for an Approved Enterprise relates to a specific investment program, delineated both by the financial scope of the investment including sources of funds and by the physical characteristics of the facility or other assets.

In general, an Approved Enterprise is entitled to receive a cash grant from the Government of Israel and certain tax benefits under the "Grant Track" or an alternative package of tax benefits under the Alternative Track. The tax benefits available under any certificate of approval relate only to taxable income attributable to the specific program and are contingent upon meeting the criteria set out in the certificate of approval. Income derived from activity that is not approved by the Investment Center or not integral to the activity of the Approved Enterprise will not enjoy tax benefits. The entitlement to the above benefits is subject to fulfillment of certain conditions, according to the law and related regulations. If a company has more than one Approved Enterprise program or if only a portion of its capital investments are approved, its effective tax rate is the result of a weighted combination of the applicable rates.

The tax benefits under the Alternative Track include an exemption from corporate tax on a company's undistributed income derived from an Approved Enterprise for at least the first two years of the benefits period (depending on the geographic location of the Approved Enterprise facility within Israel) and the taxation of income generated from an Approved Enterprise at a reduced corporate tax rate of up to 25% for the remainder of the benefits period, depending on the level of foreign investment in the company in each year, as detailed below. The benefits period is ordinarily seven years commencing with the year in which the Approved Enterprise first generates taxable income. The benefits period is limited to 12 years from the operational year as determined by the Investment Center or 14 years from the start of the tax year in which approval of the Approved Enterprise is obtained, whichever is earlier.

In addition, a company that has an Approved Enterprise program is eligible for further tax benefits if it qualifies as a Foreign Investors' Company, or an FIC, which is a company with a level of foreign investment, as defined in the Investment Law, of more than 25%. The level of foreign investment is measured as the percentage of rights in the company (in terms of shares, rights to profits, voting and appointment of directors), and of combined share and loan capital, that are owned, directly or indirectly, by persons who are not residents of Israel. The determination as to whether a company qualifies as an FIC is made on an annual basis. A company that qualifies as an FIC and has an Approved Enterprise program is eligible for an extension of the benefits period of up to ten years and for further tax benefits if the level of foreign investment is 49% or more. If a company that has an Approved Enterprise program is a wholly owned subsidiary of another company, then the percentage of foreign investments is determined based on the percentage of foreign investment in the parent company. As specified above, depending on the geographic location of the Approved Enterprise within Israel, income derived from the Approved Enterprise program may be exempt from tax on its undistributed income for a period of between two to ten years, and will be subject to a reduced corporate tax rate for the remainder of the benefits period. The tax rate for the remainder of the benefits period will be 25%, unless the level of foreign investment is 49% or more, in which case the tax rate will be 20% if the foreign investment is 49% or more but less than 74%; 15% if 74% or more but less than 90%; and 10% if 90% or more.

If a company elects the Alternative Track and distributes a dividend out of income derived by its Approved Enterprise during the tax exemption period, it will be subject to corporate tax in respect of the amount of the dividend distributed (grossed-up to reflect the pre-tax income that it would have had to earn in order to distribute the dividend) at the corporate tax rate which would have been otherwise applicable if such income had not been tax-exempted under the Alternative Track. This rate generally ranges from 10% to 25%, depending on the level of foreign investment in the company in each year, as explained above. In addition, dividends paid out of income attributed to an Approved Enterprise (or out of dividends received from a company whose income is attributed to an Approved Enterprise) are generally subject to withholding tax at source at the rate of 15% or such lower rate as may be provided in an applicable tax treaty (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate). The 15% tax rate is limited to dividends and distributions out of income derived during the benefits period and actually paid at any time up to 12 years thereafter. After this period, the withholding tax is applied at a rate of up to 30%, or at the lower rate under an applicable tax treaty (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate). In the case of an FIC, the 12-year limitation on reduced withholding tax on dividends does not apply.

The Investment Law also provides that an Approved Enterprise is entitled to accelerated depreciation on its property and equipment that are included in an Approved Enterprise program during the first five years in which the equipment is used. This benefit is an incentive granted by the Israeli government regardless of whether the alternative benefits program is elected.

The benefits available to an Approved Enterprise are subject to the continued fulfillment of conditions stipulated in the Investment Law and its regulations and the criteria in the specific certificate of approval, as described above. If a company does not meet these conditions, it would be required to refund the amount of tax benefits, adjusted to the Israeli consumer price index, and interest, or other monetary penalties.

One of our facilities has Approved Enterprise status granted by the Investment Center, which made us eligible for certain tax benefits under the Alternative Track.

Tax Benefits Subsequent to the 2005 Amendment

The 2005 Amendment applies to new investment programs commencing after 2004, but does not apply to investment programs approved prior to April 1, 2005. The 2005 Amendment provides that terms and benefits included in any certificate of approval that was granted before the 2005 Amendment became effective (April 1, 2005) will remain subject to the provisions of the Investment Law as in effect on the date of such approval. Pursuant to the 2005 Amendment, the Investment Center will continue to grant Approved Enterprise status to qualifying investments. The 2005 Amendment, however, limits the scope of enterprises that may be approved by the Investment Center by setting criteria for the approval of a facility as an Approved Enterprise.

The 2005 Amendment changed certain provisions of the Investment Law. As a result of the 2005 Amendment, a company was no longer required to obtain the advance approval of the Investment Center in order to receive the tax benefits previously available under the Alternative Track (the certificate of approval from the Investment Center will only be necessary for receiving cash grants). Rather, a company may claim the tax benefits offered by the Investment Law directly in its tax returns, provided that its facilities meet the criteria for tax benefits set forth in the 2005 Amendment. A company that has a Beneficiary Enterprise (as defined below) may, at its discretion, to approach the Israel Tax Authority for a pre-ruling regarding its eligibility for benefits under the 2005 Amendment.

Tax benefits are available under the 2005 Amendment to production facilities (or other eligible facilities), which are generally required to derive more than 25% of their business income from export to specific markets with a population of at least 14 million in 2012 (such export criteria will further be increased in the future by 1.4% per annum) and meet additional criteria stipulate in the amendment (referred to as a "Beneficiary Enterprise"). In order to receive the tax benefits, the 2005 Amendment states that a company must make an investment which meets certain conditions set forth in the amendment for tax benefits, including exceeding a minimum investment amount specified in the Investment Law. Such investment entitles a company to receive "Beneficiary Enterprise" status with respect to the investment, and may be made over a period of no more than three years from the end of the year in which the company chose to have the tax benefits apply to its Beneficiary Enterprise. Where a company requests to have the tax benefits apply to an expansion of existing facilities, only the expansion will be considered to be a Beneficiary Enterprise and the company's effective tax rate will be the weighted average of the applicable rates. In such case, the minimum investment required in order to qualify as a Beneficiary Enterprise must exceed a certain percentage of the value of the company's production assets before the expansion

The extent of the tax benefits available under the 2005 Amendment to qualifying income of a Beneficiary Enterprise depends on, among other things, the geographic location in Israel of the Beneficiary Enterprise. The location will also determine the period for which tax benefits are available. Such tax benefits include an exemption from corporate tax on undistributed income generated by the Beneficiary Enterprise for a period of between two to ten years, depending on the geographic location of the Beneficiary Enterprise in Israel, and a reduced corporate tax rate of between 10% to 25% for the remainder of the benefits period, depending on the level of foreign investment in the company in each year if it is a qualified FIC, as explained above. The benefits period is limited to 12 or 14 years from the year the company first chose to have the tax benefits apply, depending on the location of the company.

A company qualifying for tax benefits under the 2005 Amendment which pays a dividend out of income derived by its Beneficiary Enterprise during the tax exemption period will be subject to corporate tax in respect of the amount of the dividend distributed (grossed-up to reflect the pre-tax income that it would have had to earn in order to distribute the dividend) at the corporate tax rate which would have otherwise been applicable. Dividends paid out of income attributed to a Beneficiary Enterprise (or out of dividends received from a company whose income is attributed to a Beneficiary Enterprise) are generally subject to withholding tax at source at the rate of 15% or such lower rate as may be provided in an applicable tax treaty (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate). The 15% tax rate is limited to dividends and distributions out of income attributed to a Beneficiary Enterprise during the benefits period and actually paid at any time up to 12 years thereafter. After this period, the withholding tax is applied at a rate of up to 30%, or at such lower rate under an applicable tax treaty (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate). In the case of an FIC, the 12-year limitation on reduced withholding tax on dividends does not apply.

The benefits available to a Beneficiary Enterprise are subject to the continued fulfillment of conditions stipulated in the Investment Law and its regulations. If a company does not meet these conditions, it would be required to refund the amount of tax benefits, as adjusted by the Israeli consumer price index, and interest, or other monetary penalties.

On October 24, 2010, we received a tax ruling from the Israel Tax Authority, according to which, among other things, our activity has been qualified as an "industrial activity", as defined in the Investment Law and is also eligible to tax benefits as a Beneficiary Enterprise, which will apply to the turnover attributed to such enterprise. The benefits available to us under this tax ruling are subject to the fulfillment of conditions stipulated in the ruling. If we do not meet these conditions, the ruling may be abolished which would result in adverse tax consequences to us.

Tax Benefits Under the 2011 Amendment

The 2011 Amendment canceled the availability of the benefits granted to companies in accordance with the provisions of the Investment Law prior to 2011 and, instead, introduced new benefits for income generated by a "Preferred Company" through its "Preferred Enterprise" (as such terms are defined in the Investment Law) as of January 1, 2011. The definition of a Preferred Company includes a company incorporated in Israel that is not wholly-owned by a governmental entity, and that has, among other things, Preferred Enterprise status and is controlled and managed from Israel. Pursuant to the 2011 Amendment, a Preferred Company is entitled to a reduced corporate tax rate of 15% with respect to its preferred income derived by its Preferred Enterprise in 2011 and 2012, unless the Preferred Enterprise is located in a specified development zone, in which case the rate will be 10%. Such corporate tax rates were reduced from 15% and 10% for non-specified and specified development zones to 12.5% and 7%, respectively, in 2013 and then increased to 16% and 9%, respectively, in 2014 and thereafter. Our facilities are not located in a specified development zone.

Dividends paid out of income attributed to a Preferred Enterprise are generally subject to withholding tax at source at the rate of 20% or such lower rate as may be provided in an applicable tax treaty (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate). However, if such dividends are paid to an Israeli company, no tax is required to be withheld (however, if such dividends are subsequently distributed to individuals or non-Israeli company withholding tax at a rate of 20% or such lower rate as may be provided in an applicable tax treaty, will apply). The 2011 Amendment also provided transitional provisions to address companies already enjoying existing tax benefits under the Investment Law. These transitional provisions provide, among other things, that unless an irrevocable request is made to apply the provisions of the Investment Law as amended in 2011 with respect to income to be derived as of January 1, 2011: (i) the terms and benefits included in any certificate of approval that was granted to an Approved Enterprise which chose to receive grants and certain tax benefits under the Grant Track before the 2011 Amendment became effective will remain subject to the provisions of the Investment Law as in effect on the date of such approval, and subject to certain conditions; (ii) the terms and benefits included in any certificate of approval that was granted to an Approved Enterprise under the Alternative Track before the 2011 Amendment became effective will remain subject to the provisions of the Investment Law as in effect on the date of such approval, provided that certain conditions are met; and (iii) a Beneficiary Enterprise can elect to continue to benefit from the benefits provided to it before the 2011 Amendment came into effect, provided that certain conditions are met.

We have reviewed and evaluated the implications and effect of the benefits under the 2011 Amendment, and, while potentially eligible for such benefits, we have not yet chosen to be subject to the tax benefits introduced by the 2011 Amendment.

From time to time, the Israeli Government has discussed reducing the benefits available to companies under the Investment Law. The termination or substantial reduction of any of the benefits available under the Investment Law could materially increase our tax liabilities

B. Liquidity and Capital Resources

Our working capital requirements generally reflect the growth in our business and have historically been provided by cash raised from our investors, payments from our collaborators and government grants received from the OCS, BIRD and CIIRDF. As of December 31, 2015, we had cash, marketable securities and short term bank deposits of $100.7 million and working capital of $98.7 million, which is calculated by subtracting our current liabilities from our current assets. As of December 31, 2015, we had $3.1 million of outstanding indebtedness related to government grants. We expect that our working capital and capital investment needs will be funded for the foreseeable future mainly by our cash and cash equivalents, marketable securities and bank deposits we hold as well as from payments from our collaborators. Currently, our principal uses of cash are to fund our operations. In the future, cash may serve us in effecting M&A transactions for achieving inorganic growth in our different segments of operation. We believe that our existing cash and cash equivalents as of December 31, 2015 will be sufficient to meet our projected cash requirements for at least 12 months.

Additional funds may not be available when we need them on terms that are acceptable to us, or at all. If adequate funds are not available to us on a timely basis, we may be required to delay, limit, scale back or cease our research and development activities, establishment and maintenance of sales and marketing capabilities or other activities that may be necessary to commercialize our product candidates.

Cash Flows

The following table presents the major components of net cash flows used in and provided by operating, investing and financing activities for the periods presented:

	Year Ended December 31,		
	2013	2014	2015
		(in thousands)	
Net cash used in operating activities	$ (5,270)	$ (8,895)	$ (12,407)
Net cash provided by (used in) investing activities	(2,900)	(84,030)	17,387
Net cash provided by financing activities	79,408	2,666	45
Exchange rate differences—cash and cash equivalents	(46)	18	(17)
Net increase (decrease) in cash and cash equivalents	$ 71,192	$ (90,241)	$ 5,008

Cash Used in Operating Activities

Cash used in operating activities consists primarily of net loss adjusted for certain non-cash items. Adjustments to net loss for non-cash items include depreciation and amortization, cost of share-based compensation and net financing expenses (income). In addition, operating cash flows are impacted by changes in asset and liability items.

Cash used in operating activities for the year ended December 31, 2015 was $12.4 million and resulted primarily from a net loss of $17.2 million, an increase of $1.8 million in trade and other receivables, a decrease of $1.1 million in deferred revenues, a decrease $0.7 million in trade and other payables and net financing income of $0.8 million, partially offset by $4.4 million in share-based compensation expenses, $2.4 million in depreciation and amortization expenses and by $2.7 million in interest received during the year ended December 31, 2015.

Cash used in operating activities increased by $3.5 million in 2015 compared to 2014. Cash used in operating activities for the year ended December 31, 2014 was $8.9 million and resulted primarily from a net loss of $14.5 million, $1.2 million a decrease in trade payables and other payables, a decrease of $0.6 million in deferred revenues, and net financing income of $0.9 million, partially offset by $3.2 million in share-based compensation expenses, $2.2 million in depreciation and amortization expenses, a decrease in trade and other receivables of $0.8 million and by $2.0 million in interest received during the year ended December 31, 2014.

Cash used in operating activities increased by $3.6 million in 2014 compared to 2013. Net cash used in operating activities was $5.3 million for the year ended December 31, 2013 which was derived primarily from a net loss of $8.9 million, a decrease of $3.2 million in deferred revenues, and an increase in trade receivables of $0.3 million, partially offset by $2.7 million in share-based compensation expenses, $2.0 million in depreciation and amortization expenses, $1.2 million in increase in other payables and trade payables and by $1.0 million in interest received during the year ended December 31, 2013.

Cash Provided by (Used in) Investing Activities

Cash provided by investing activities was $17.4 million for the year ended December 31, 2015. This was primarily attributable to the net proceeds from sale of marketable securities and withdrawal of bank deposits, partially offset by purchases of property, plant and equipment.

Cash used in investing activities was $84 million for the year ended December 31, 2014. The increase in cash use relative to 2013 was primarily attributable to net purchases of marketable securities, investment in bank deposits and purchases of property, plant and equipment. Cash used in investing activities was $2.9 million for the year ended December 31, 2013. The cash use primarily related to net purchases of marketable securities and purchases of property, plant and equipment.

Cash Provided by Financing Activities

Cash provided by financing activities was $45 thousand for the year ended December 31, 2015. This was primarily attributable to proceeds from exercise of options, partially offset by net repayment of the government grants.

Cash provided by financing activities was $2.7 million and $79.4 million for the years ended December 31, 2014 and 2013, respectively. In 2014 cash provided by financing activities resulted primarily from exercise of options and in 2013 cash provided by financing activities resulted primarily from our U.S. initial public offering, which closed in November 2013.

Government Grants

Our research and development efforts are financed, in part, through grants from the OCS, BIRD and CIIRDF. From our inception through 2015, we received grants totaling $5.7 million from OCS and repaid royalties on sales of products derived from the research financed by such grants of $2.8 million. We have also received grants totaling $0.7 million from BIRD and grants totaling $0.3 million from CIIRDF, which we have not yet paid any royalties on. As of December 31, 2015, we had four active research grants under which we were receiving funding: two from OCS and two from BIRD.

Under the Israeli R&D Law, royalties on the revenues derived from sales of products or services developed in whole or in part using grants from OCS are due to the Israeli government, generally at a rate between 3.0% and 5.0%. The rate of the royalties payable to the Israeli government varies by the length of time a product has generated sales revenues. During the first three years of sales of products developed as a result of OCS grants, we are required to pay royalties of 3.0% of our revenues, and from the fourth year on, we are required to pay royalties of 3.5% of our revenues, in all cases, up to 100% of the amount of grants received by us from OCS plus interest at the London Interbank Offered Rate, or LIBOR. In addition to paying any royalty due, we must abide by other restrictions associated with receiving such grants under the R&D Law. These restrictions may impair our ability to outsource development of products containing our traits, engage in change of control transactions or otherwise transfer our know-how outside Israel and may require us to obtain the approval from OCS for certain actions and transactions and pay additional royalties and other amounts to OCS.

We have two BIRD grants: (i) a joint development program with DuPont of research and development improvements to soybean rust resistance (ii) a joint research and development program with Marrone Bio Innovations, or MBI, for discovery of novel modes of biological action for insect control.

Under these two BIRD programs, the grant for the joint development will be repaid either (a) if we and our partner have concluded the development of a product within the period of development or if within 66 months, in the case of our program with DuPont, or 60 months, in the case of our program with MBI, from the original grant date, the parties to the development program did not conclude the development of a product but decide to continue the project (b) through royalties from the revenues received for the licensing the product developed through the project (c) through royalties from the revenues generated from sales of products developed through the project or (d) through proceeds received from the outright sale of the technology developed through the project, in an amount of up to 150% of the total grant received. Should we choose to abandon any of the projects, we will not be obligated to repay the relevant grant, however we will also not be permitted to use the intellectual property developed during the project.

The CIIRDF grant was also provided as part of a previous joint project of ours with Saskatchewan Wheat Pool Inc., operating under the name of Viterra, to develop canola with improved yield and abiotic stress tolerance. This grant will be repaid from income resulting from the commercialization of a product developed pursuant to the grant project, at a rate of 2.5% of royalties on sales of such product, in an amount up to 100% of the total grant received. Alternatively, we may repay the grant as royalties of 2.5% of the income we receive from licensing the product developed pursuant to the grant. Payment of such royalties is not required if commercial revenues are not generated as a result of the project.

In early 2016, a grant application for a consortium for research in photosynthesis in which we participate within the EU Horizon 2020 Program for Research and Innovation was confirmed. The consortium's research program is focused on an innovative approach to modulate photosynthesis related pathways aiming to improve photosynthetic efficiency. Beyond us, the consortium includes academic institutions such as the Max Planck Institute of Molecular Plant Physiology and the Institute of Terrestrial Microbiology, the Weizmann Institute of Science, and the Imperial College of Science, Technology and Medicine. The consortium's five-year project is funded with 5 Million Euro from the European Commission.

See "Item 3.D. Risk Factors—Risks Relating to Our Incorporation and Location in Israel—We have received Israeli government grants for certain of our research and development activities." The terms of these grants may require us to satisfy specified conditions in order to manufacture products and transfer technologies supported by such grants outside of Israel. We may be required to pay penalties in addition to repayment of the grants."

C. Research and Development, Patents and Licenses, etc.

Technology Infrastructure

We believe that we have achieved a unique position in the seed and ag-chemical industry through our ability to effectively integrate and analyze massive amounts of complex Ag 'Big Data' for the purpose of improving crop productivity. Our technology infrastructure facilitates all of our product-driven operations: seed traits, ag-chemicals, ag-biologicals, and seeds. This infrastructure, which is highly flexible and synergistic, provides us with the means of integrating our genomics core competencies. Specifically, our technology infrastructure is comprised of four enablers that are key to our leading position in utilizing big data to improve plant performance: (i) scientific know-how and expertise in various relevant fields, such as plant science, ag-chemicals, and plant diseases, continuously enriched through advances in our discovery programs; (ii) vast amounts of data generated in-house or collected from public sources, tailored to support hypotheses we develop based on our scientific know-how; (iii) computational technologies that integrate, assemble and mine the vast amount of genomic data; and (iv) validation systems and assays in various plants and insects as well as screening systems for chemicals, used to validate the discoveries made through our computational technologies.

We continuously strive to improve and expand our technological capabilities. Since our initiation in 2002, we believe that we have developed valuable computational technologies containing unique features that cannot be found elsewhere in our industry. We intend to continue investing in our research capabilities in order to expand our technological capabilities in genomics and continue to provide innovative solutions to our collaborators.

Science and Know-how

Our research and development activities involve 166 employees as of December 31, 2015, amounting to approximately 82% of our total full-time workforce. Our staff possesses multidisciplinary and wide-ranging expertise, with employees specializing in biology, chemistry, plant genetics, agronomics, mathematics, computer science and other related fields. Additionally, 59 of our employees hold a Ph.D. Our main physical research and development facilities are located near the agricultural and biotech hub in Rehovot, Israel, and we benefit from continuing professional relationships with members of the agriculture and plant-science academy. On February 2015, we announced the establishment of our U.S. R&D site at the Bio-Research and Development Growth (BRDG) Park on the campus of the Donald Danforth Plant Science Center in in St. Louis, Missouri, initially focusing on validation of genes discovered under our insect control program. Furthermore, we employ a Scientific Advisory Board composed of representatives from the Faculty of Agriculture of the Hebrew University in Jerusalem, the Weizmann Institute of Science in Rehovot and other institutions of higher learning, as well as an experienced scientist from the industry.

Our research and development team is constructed under a matrix organization structure. Teams in our first R&D group are part of our product divisions and manage our discovery programs that focus on identifying genes, SNPs and other DNA fragments, chemical compounds, or microbials pursuant to our various product programs, whether under collaboration agreements or as part of our internal independent research projects. Researchers in this group develop the hypotheses that guide our discovery programs, design the type and scope of genomic data generation, determine data-mining queries run on our computational technologies and decide the type of model plant validation to be used. Our second R&D group is an across company group that is responsible to executes our discovery programs and develops our new technological infrastructure. Researchers in this group develop and activate our technological systems, including computational data integration and mining programs, our technologies to harvest genomic and phenotypic data, gene cloning and insertion into plants, and multiple validation and screen pipelines.

We are constantly improving our scientific skill set and know-how. As we enter into new fields of operations and new product programs, we are able to leverage our existing know-how and enrich our genomic knowledge and capabilities.

Computational Technologies

Our computational technologies, utilized for data integration and analysis, are comprised of two main proprietary components: i) our databases generated via data integration capabilities and ii) our computational analysis platforms, utilized to mine these databases within our on-going activities.

Proprietary Databases

In 2015, we expanded our database scope and data integration capabilities to leverage other sources and types of 'big data' in order to support our growth activities; our insect and fungi resistance activity, focused on microbial genes as the potential source for novel resistance traits, discovery of microbial genes for our ag-biologicals activity, as well as our activity in the field of ag-chemicals. As crop productivity is affected by the plant's surroundings, including broad, diverse microbial populations, underlining genomics are now becoming readily available. In addition, in search of new ag-chemicals to serve agricultural needs, initial steps towards mapping of the huge space of chemical data are taking place.

We therefore added to our genomic database, previously comprising mainly of plant genes, genes from microbial sources. We also established a chemical database to support our ag-chemical activity. The genomic and chemical databases are integrated, enabling us to leverage data of interactions between genomic elements and chemicals. In addition, we are now in course of developing an additional database, dedicated to microbial strains. This microbial database will support our insect resistance activity as well as our activity s for the discovery and development of ag-biological products. In addition, we continuously pursue and develop innovative approaches to data transmission and storage.

Our databases draw in part on the public domain (primarily from academic institutions and research publications), and in part compile increasing amounts of proprietary data, generated either in-house or received from our collaborators.

Our current database framework consists of the following:

- *Our genomic database* is structured as gene centric, linking all available data relevant to a gene in a single assembled database. It covers over 14 million genes from 200 plant species, and accounts for various data types, including phenotypic (*i.e.*, data related to a plant's observable characteristics, morphology, development and physiological properties) and genotypic (*i.e.*, data from the molecular level, derived from DNA, RNA or other sources). During 2015, we added genes from microbial sources to our genomic database, aiming at leveraging these novel genes for our insect and fungi resistance activity. Currently incorporating microbial genomics from public sources, we have over 28 million microbial genes in our database. To further broaden the scope of our microbial gene database to include novel genetic material, a pipeline for assembling gene models from samples containing bacterial populations, or metagenomics, was established. During 2015, using our metagenomics pipeline, we have generated millions of genes which have never been observed to date. Altogether, the genomic database, including both its plant genes and newly added microbial genes, is continuously expanded to support on-going activities, with accumulating, tailored data generated from our in-house field trials, as well as any newly available information from the public domain.

- *Our chemical database* is structured as molecule centric, covering broad chemical collections, derived from publicly available sources of synthetic and natural chemistry. This database currently comprises over 90 million chemicals, integrating multiple layers of data describing the chemicals' properties. Focus is attributed to the chemicals' potential activity for agricultural usage as ag-chemicals. This database, along with its integration to our genomic database, serves our on-going ag-chemical activity, supporting our discovery of novel chemicals to potentially serve as herbicides. The chemical database will continue to expand with data generated from in-house dedicated experiments, as well as incorporation of available public data.

- *Microbial strain database* – In 2015, we continued to develop a third database, which is structured as microbial strain centric. The database comprises data on microbial strains isolated from plant surroundings. We have already established a preliminary collection of several thousands of microbials which have been isolated, and are undergoing initial characterization. This will serve our insect resistant activity, as well as potential other activities in the future.

Overall, using field trials and advanced technologies for the collection and integration of different data types, we intend to continue developing and expanding our proprietary databases. We focus in particular on continuing to compile data from microbial genomics for our genomic databases, and chemical data for our chemical database.

Computational Analysis Platforms

We have developed advanced proprietary computational analysis platforms, comprised of novel algorithms and methodologies designed to handle immense amounts of data. For example, our ATHLETE™ technology mines genomic data on millions of genes, resulting in tens to hundreds of genes that we are able to predict will be "key" genes for improving a desired trait. The analysis platforms are utilized through mining of our databases through hundreds of queries that utilize various methodologies and algorithms.

We believe the key features of our computational analysis platforms are:

- *Novel*: Substantially all of the methodologies and tools utilized by our computational analysis platforms were developed in-house and are proprietary and unique in the industry.

- *Reliable*: We apply our methodologies and statistical tools to meaningfully sort the data we receive and have quality assurance processes to ensure the reliability of the outputs we generate.

- *Flexible*: Our computational analysis platforms are not restricted to a certain crop or trait, and thus permit us to continuously focus on new crops and traits and enter new fields in plant genomics that foster product innovation.

- *Learning*: As we generate new information related to our discovery efforts and validation results, we incorporate novel insights in order to improve the performance of our computational analysis platforms and generate new computational solutions. We also continuously monitor and improve the performance of our existing tools and expand our capabilities.

- *Efficient*: In our experience, in most cases, a period of only six to nine months is required to complete the discovery process for "key" genes, SNPs or other DNA fragments.

We intend to continue improving our existing computational analysis platforms through novel methodologies and enhanced algorithms and developing new technologies, allowing us to address new fields, within plant genomics and beyond, in light of the arising needs of seed and ag-chemical industry pipelines. Where appropriate, we may also enter agreements with third parties to bolster our technological capabilities.

Currently, we operate and develop the following computational analysis platforms:

ATHLETE™

The ATHLETE™ computational analysis platform was launched in 2006 and is our central computational analysis platforms for plant gene identification, comprised of unique algorithmic tools and novel data-mining concepts that allow generation of rapid and reliable lists of genes relevant to a target trait.

Using this technology, we are able to capture and dissect vast amounts of genomic data types from various plant species and other species and engage in the efficient discovery and prioritization of hundreds of genes linked to desired traits. Fundamentally, ATHLETE™ relies on statistical analysis and biological rationales to determine whether a certain gene is linked to a desired plant trait, facilitating the use of the gene to develop biotech-based traits. This technology mines our genomic, gene centric database, including the available information on the gene's biological activity, its molecular characteristics, and any available correlation between the gene's phenotype and its activity in the molecular level, as well as the same type of information for similar genes in other plant species. Through hundreds of queries, the system is able to prioritize the genes linked to a desired trait. ATHLETE™ is one of our most versatile technological tools as well; we apply this tool to different traits and crops, all according to the needs of our various internal programs and collaboration agreements.

ATHLETE™ is the computational analysis platform used in most of our collaborations, including our broad, multi-year collaborations with Monsanto and Bayer. Though our ATHLETE™ technology is already capable of cutting-edge data processing and analysis, we are continuing to make improvements and introduce new features to this technology, creating a faster and more efficient analytical tool. We have improved various aspects of ATHLETE™ since the launch of the analysis platform in 2006, including the development of new gene network based algorithms for the discovery of genes for a given trait.

Gene2Product™

The Gene2Product™ analysis platform was launched in 2013, although components of the platofrm have been used since 2010. Gene2Product™ is a unique computational analysis platform to develop biotechnology seed traits by high throughput optimization of a selected gene function in a target crop (which we refer to as "mode of use"). This technology complements our ATHLETE™ platform: efficacy of a gene depends not only on the presence or absence of the gene of interest, which is determined by ATHLETE™, but also on the optimization of the gene with other factors related to the mode of use of such gene, which is determined by Gene2Product™. Such factors include the choice of gene variant for the crop of interest, the interaction of the gene with other genes, the tissues in which the gene is expressed, the level and/or pattern of expression of the gene and the gene's performance under changing environmental conditions. Gene2Product™ is designed to improve trait efficacy for certain genes identified (for example by ATHLETE™) through the following tools:

- PlaNet (Plant Network), which its 2.0 version was launched on March 2014, is aimed at improving trait efficacy when approaching complex traits, such as yield, by predicting appropriate combinations of the identified gene with additional genes, designed to jointly impact the trait when combined, and prioritize possible combinations with respect to their ability to improve a given trait;

- PlaNet Next Generation, launched Jan 2015, is a gene network based algorithm for the discovery of gene groups predicted to improve a given trait, aiming at predicting appropriate combinations of genes that will jointly impact the trait when combined.

- GeneSpec (Gene Spectrum), which selects the preferred variants of a selected gene of interest for the crop of interest by identifying and classifying up to 1,000 possible variants per gene through the use of novel algorithms, according to sequence-function and other relationships;

- RePack (Regulation Package), which predicts the regulation mode for the selected gene that will provide the optimal expression pattern, including predicting where in the plant the expression would be beneficial and where it would be undesired in respect of tissue, organ, timing, level of expression and other aspects that can impact trait efficacy; and

- GeneDex (Gene Index), which predicts functional robustness of the selected gene across different genetic backgrounds and environmental conditions, providing multiple relative index scores for each gene predicting such gene's contributions with respect to each trait of interest across different combinations of such variables.

EvoBreed™

The EvoBreed™ computational analysis platform was launched in 2010. EvoBreed™ is our technology for discovery of SNPs, to enhance advanced plant breeding, designed to offer reliable correlations between genetic data and plant phenotype. Like ATHLETE™, EvoBreed™ specializes in comprehensive cross analysis, tapping into the extensive genomic datasets we have collected. The result is a prediction of SNP-to-trait association. The ultimate purpose of EvoBreed™ is to enable plant breeders to design optimal crosses between breeds, enhancing a desired trait or set of traits, allowing for logical and insightful breeding decisions, to accelerate and correct the breeding process from start to end.

PoinTar

We developed a computational analysis platform for our ag-chemical division, PoinTar, which we launched on February 2014. This technology specializes in the identification of plant targets (proteins) for development of ag-chemicals such as herbicides, and examines data aimed to indicate the potential impact that a target, when inhibited, would have on a weed. Both our gene centric database and its integrated chemical-centric database are mined by PoinTar to achieve this goal. In addition to incorporating tools available in ATHLETE™, through dedicated tools developed to address the specific needs and considerations related to herbicide target identification, PoinTar addresses the structural characteristics of a target in order to predict the target's likelihood of binding to a small chemical molecule for use as a herbicide.

PointHit

PointHit is a computational analysis platform for identifying chemical molecules that are predicted to be potential ag-chemicals, currently focusing on herbicide applications. This analysis platform leverages biological rationale, discovering chemical molecules by optimizing between three key considerations: i) predicted binding to plant molecular targets, discovered by PoinTar, ii) potential for ag-activity, namely probability to be absorbed by the plant and transported within the plant to reach the molecular target within the plant, and iii) compliance with product desired attributes such as low cost of production, low toxicity and others. Overall, relying on 'big data' computational approaches, the PointHit platform is capable of prioritizing 10's of millions of chemicals to a selected library of candidate herbicide hits. The designed libraries will then be screened on plants in order to validate which of the candidate chemicals indeed exhibit herbicidal activity.

BiomeMiner

We recently launched a computational analysis platform for identifying microbial insecticidal toxins, i.e. microbial genes that can be specifically toxic to insects that lead to substantial crop damage. This unique computational technology platform consists of a newly developed vast proprietary microbial-based gene centric database, the underlying data assembly pipelines, as well as a dedicated analysis platform, BiomeMiner. The BiomeMiner platform utilizes advance machine learning methods in order to identify toxins with novel modes of action in order to overcome the rising resistance to current products' modes of action. In August 2015 we announced the achievement of a key milestone in our insect control program with the successful completion of the first computational discovery round for microbial genes with insecticidal properties using this platform.

Amounts Spent on Research and Development

For information concerning the amounts that we spent on research and development activities in each of the last three years, please see the table at the start of "Item 5.A. Operating Results— Comparison of Period-to-Period Results of Operations" above.

D. Trend Information

The world market experienced a decrease in commodity prices in 2014 (one example of such decrease is corn prices which decreased from around US$7 per bushel in mid-2013 to less than US$4 per bushel in late 2014 and maintained that level throughout 2015). This decrease may adversely impact the size of research and development expenditures of our existing and potential collaborators, which may, in turn, adversely impact the size of the research payments that we may receive, as well as our ability to extend existing collaborations or enter into new ones. For further information, please see "Item 3.D Risk Factors—Risks Related to our Business and Industry—Decrease in research expenditures in the seed and ag-chemical market may jeopardize the continuation of our collaborations with seed and ag-chemical companies and adversely impact our ability to extend existing collaborations or enter into new ones."

In 2015, the seeds and ag-chem markets, which are highly consolidated and dominated by a relatively small number of large companies, have undergone further consolidation. Dow and DuPont are expected to merge to create the largest player in our industry and Syngenta was acquired by ChemChina. Those mergers may further limit the number of potential collaborators available for us to partner with. Due to the small number of companies in our market, there are limited opportunities for us to grow our business with new collaborators. For further information, please see "Item 3.D Risk Factors—Risks Related to our Business and Industry—There are only a few companies in our seed and ag-chemical market, and we rely on a limited number of collaborators to develop and commercialize products containing our seed traits and ag-chemicals."

Other than as described immediately above or disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events for the period from January 1, 2015 to December 31, 2015 that are reasonably likely to have a material adverse effect on our net revenue, income, profitability, liquidity or capital resources, or that caused the disclosed financial information to be not necessarily indicative of future operating results or financial condition.

E. Off-Balance Sheet Arrangements

We do not currently engage in off-balance sheet financing arrangements. In addition, we do not have any interest in entities referred to as variable interest entities, which includes special purpose entities and other structured finance entities.

F. Contractual Obligations

Our significant contractual obligations and commitments as of December 31, 2015 are summarized in the following table:

	Less than 1 year	1-3 years	3-5 years	Over 5 years	Total
			(in thousands, unaudited)		
Trade payables	$ 1,771	$ —	$ —	$ —	$ 1,771
Other payables(1)	3,049	—	—	—	3,049
Liabilities in respect of government grants (undiscounted)(2)	304	1,332	1,848	302	3,786
Non-cancellable operating leases(3)	993	1,458	531	273	3,255
Total	$ 6,117	$ 2,790	$ 2,379	$ 575	$ 11,861

(1) Consists of liabilities to employees for salaries and related personnel costs, liabilities to government authorities and accrued expenses.

(2) Consists of the projected repayments of grants received from the OCS, BIRD and CIIRDF that partly funded our research and development activities.

(3) Consists of non-cancellable operating leases of our offices, laboratory facilities, greenhouses and motor vehicles.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

The following table sets forth the name, age and position of each of our executive officers and directors as of the date of this annual report.

Name	Age	Position
Executive officers		
Ofer Haviv	49	President and Chief Executive Officer
Ido Dor	40	Executive Vice President & General Manager Crop Enhancement
Dr. Eyal Emmanuel	43	Chief Scientific Officer & Head of R&D Crop Protection
Assaf Kacen	44	Chief Operations Officer
Dr. Hagai Karchi	54	Chief Technology Officer & Head of R&D Crop Enhancement
Eran Kosover	38	Executive Vice President & General Manager Crop Protection
Eyal Leibovitz	55	Chief Financial Officer
Assaf Oron	42	Executive Vice President of Corporate Development
Directors		
Martin S. Gerstel(3)	74	Chairman of the Board
Dr. Michael Anghel(1)(2)(3)(4)	77	Director
Ziv Kop(2)(3)	44	Director
Dr. Adina Makover(2)(3)	64	Director
Akiva Mozes(3)	69	Director
Leon Y. Recanati(3)	67	Director
Dr. Simcha Sadan(1) (3)	74	Director
Dr. Kinneret Livnat Savitsky(1)(2)(3)(4)	49	Director

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(1) Member of our Audit Committee.

(2) Member of our Compensation and Nominating Committee.

(3) Independent director under the Listed Company Manual.

(4) External director. See "—External Directors."

Executive Officers

Ofer Haviv has served as Evogene's President and Chief Executive Officer since December 2004 after having joined the company in January 2002 as Chief Financial Officer. Mr. Haviv serves as Chairman of the Board of Directors of both the subsidiaries: Evogene Inc. and Evofuel Ltd., and has held such positions since 2006 and 2012, respectively. From 2006 to 2007, Mr. Haviv served as a director of the company. Mr. Haviv is a Certified Public Accountant and holds a BA in Accounting and Economics from Tel Aviv University.

Ido Dor has served as Executive Vice President & General Manager Crop Enhancement since November 2015, responsible for the overall management of the Crop Enhancement division. Mr. Dor joined Evogene in 2011 as a Director of Business Development and led the business activity of the Ag-Chemicals division. In 2015, Mr. Dor was appointed to lead Evogene's Ag Biologicals activity, overseeing research, development and business aspects. Prior to joining Evogene, Mr. Dor headed the Small & Mid-Size Enterprise business unit at the Israeli branch of SAP, the world leading organizational software company. Prior to his role at SAP Israel, Mr. Dor led a business unit at Niram Gitan Group, a leading Israeli management-consulting firm. Mr. Dor holds an M.B.A. and a BSc in Industrial Engineering - both from Tel Aviv University.

Dr. Eyal Emmanuel has served as Chief Science Officer & Head of R&D Crop Protection. Dr. Emmanuel originally joined Evogene in May 2006, and since then has served in various managerial R&D positions, leading several of the Company's key research programs. Prior to his current position, Dr. Emmanuel served as Vice President R&D of the Company's Ag-Chemicals division which was established in late 2012. Prior to joining Evogene, Dr. Emmanuel served as a researcher at LSRI, Israel's premier life sciences research center. Dr. Emmanuel holds a Ph.D. and an MSc from the Weizmann Institute's Department of Plant Science as well as a BSc from the Hebrew University of Jerusalem, Faculty of Agriculture. Dr. Emmanuel also holds an M.B.A. from the College of Management - Academic Studies (COMAS), majoring in Bio-Medical Management.

Assaf Kacen has served as Chief Operations Officer, responsible for the overall management of Evogene's Technology Infrastructure, since January 2016. Mr. Kacen joined Evogene in 2009 and prior to his current position served as EVP Technology Platform. Mr. Kacen also serves as a director of Evogene's subsidiary, Evofuel Ltd., since January 2012. Prior to joining the company, Mr. Kacen served as a solution fit product manager at Nokia Siemens Network, from 2008 to 2009. From 2004 to 2008, Mr. Kacen served as a manager of the software development group at Nokia Siemens Network. Mr. Kacen holds an M.B.A. with a major in Finance from the Interdisciplinary Center in Herzeliya, and a BSc in Communication Systems Engineering from the Ben-Gurion University.

Dr. Hagai Karchi has served as Chief Technology Officer & Head of R&D Crop Enhancement. Dr. Karchi joined Evogene from its establishment in January 2002 as one of its founders, and has served as Company's Executive Vice President of Development and Chief Technology Officer since September 2008. Dr. Karchi also serves as a director of Evogene's subsidiary, Evogene Inc., since September 2006. Prior his current position Dr. Karchi served as Evogene's Vice President of Development and Technologies from 2007 to 2008. Dr. Karchi holds a PhD in Plant Genetics and Genomics, earned jointly from the Weizmann Institute of Science and the Hebrew University of Jerusalem, and an MA and BA in Plant Genetics, both from the Hebrew University of Jerusalem.

Eran Kosover has served as Executive Vice President & General Manager Crop Protection since November 2015, responsible for the overall management of the Crop Protection division. Prior to that, Mr. Kosover served as Evogene's VP Project Management since April 2014, responsible for managing all company collaborations and internal projects. Between January 2009 and May 2011 Mr. Kosover served as a Business Development Manager. Prior to joining the company, Mr. Kosover was in charge of Sales, Business Development and Operations in Atera Networks, an Israeli Hi-tech start-up in the field of SMB IT. Prior to Atera, Mr. Kosover worked as a Project Manager in various strategic consulting projects for Teva Pharmaceuticals (mainly Teva EU division). Mr. Kosover holds an M.A. in Economics and a B.A. in Economics and Management, both from the Tel Aviv University.

Eyal Leibovitz has served as Evogene's Chief Financial Officer since January 2016. Prior to joining Evogene, during the years 2011 to 2015 Mr. Leibovitz served as CFO of N-trig Ltd., an electronic inking company. From 2007 to 2011 Mr. Leibovitz served as CFO of Kamada Ltd. (NASDAQ and TASE: KMDA), a leading biopharmaceutical company. From 2002 to 2007 Mr. Leibovitz served as the international controller of Harmonic Inc. (NASDAQ: HLIT), operating in the digital video space. From 1997 to 2002 Mr. Leibovitz co-founded and was the CFO of New Media Communications which was later sold to Harmonic. Mr. Leibovitz holds a B.B.A. from the City University of New York.

Assaf Oron has served as Executive Vice President Corporate Development since November 2015. Prior to his current position he served as Evogene's Executive Vice President of Strategy and Business Development since September 2008. After joining the company in March 2006, Mr. Oron served as Business Development Director and then as Vice President of Business Development. Mr. Oron also serves as a director and General Manager of Evofuel Ltd, Evogene's subsidiary, and has held those positions since January 2012. Prior to joining the company Mr. Oron served as CEO of ChondroSite Ltd., a bio-technology company that develops tissue engineered products in the field of orthopedics, from 2004 to 2006. From 1999 to 2003 Mr. Oron served as senior project manager and strategic consultant at POC Ltd., a leading Israeli management consulting company. Mr. Oron holds an M.Sc. in Biology (Bioinformatics) and a B.Sc. in Chemistry and Economics, both from the Tel-Aviv University.

Directors

Martin S. Gerstel has served as our chairman of the board of directors since December 2004 and as a director since February 2004. In addition, Mr. Gerstel has served as the chairman of Compugen Ltd., a predictive drug discovery and development company, since 1997, other than from February 2009 to February 2010, during which time he served as either chief executive officer or co-chief executive officer, and, in both cases, as a member of the board of directors, chairman of Keddem Bioscience Ltd., a drug discovery company, since 2004, co-founder and co-chairman of Itamar Medical Ltd., a medical device company, since 1997. In addition, Mr. Gerstel has been a board member of Yeda Ltd., the technology transfer company of the Weizmann Institute of Science, since 1994 and a board member of Yissum Ltd., the technology transfer company of the Hebrew University, from 2003 to 2015. He is a member of the board of governors and the executive committee of the Weizmann Institute of Science and the board of governors of The Hebrew University of Jerusalem. Prior to relocating to Israel, Mr. Gerstel was co-chairman and chief executive officer of ALZA Corporation, a U.S. pharmaceutical company specializing in advanced drug delivery, which he helped to found in 1968. Mr. Gerstel holds a B.S. from Yale University and an M.B.A. from Stanford University.

Dr. Michael Anghel has served as an external director of our company since September 2007. Dr. Anghel has served as the chairman of Lahav—Executive Education Program in Tel Aviv University since 2005 and as the chairman of Matach—The Israeli Educational Technology Center from 2009 to 2015. Dr. Anghel also serves as a director in the following companies: BioLineRx Ltd., a drug development company, since 2010; Syneron Medical Ltd., a global aesthetic device company, since 2004; Partner Communications Company Ltd., a mobile network operator, since 2006; Strauss Group Ltd., an Israeli food and beverage company, since 2008; Orbotech Ltd., a developer of automated optical inspection systems, since 2008; and Dan Hotels Ltd., an Israeli luxury hotel chain, since 2008. Dr. Anghel earned a Ph.D. in Business Management with a major in Finance and an M.B.A. each from Columbia University and a B.A. in Economics from the Hebrew University in Jerusalem.

Ziv Kop has served as a director of our company since January 12, 2014. Mr. Kop also serves as a director of Kamada Ltd (NASDAQ: KMDA), Outbrain Inc. and Outbrain LTD. Mr. Kop has served as chief operating officer of Outbrain Inc. a web-based content discovery platform, from February 2014 to December 2015. Previously, and since its inception in 2003 until June 2013, Mr. Kop was a Managing Partner at GlenRock Israel., a private equity investment firm, where he managed a portfolio of growth companies in the fields of advanced technologies and healthcare, and served on the board of more than ten private and public companies. Prior to his role at GlenRock, Mr. Kop served as Chief Executive Officer of POC Management Consulting, a leading Israeli consultancy in the field of strategic planning. Mr. Kop holds an LL.B. and M.B.A. from Tel Aviv University Law School and Business School, and is a graduate of INSEAD's Young Managers Program.

Dr. Adina Makover has served as a director of our company since February 2003. Dr. Makover also serves as a diretor of the following companies: GeneGrafts Ltd., a biotechnology company, since 2006; Spine 21 Ltd., a medical device company, since 2008; EarlySense Ltd., a medical device company, since 2006; PerfAction Technologies Ltd., a medical device company, since 2007; and Kadimastem, a medicine company in the field of stem cell-based therapeutics, since 2013. She has also served as a board observer at Argo Medical Ltd., a medical device company in the rehabilitation field, since 2011. From 2006 to present, Dr. Makover has served as the investment manager of the Life Sciences ventures at ProSeed Venture Capital Fund Ltd. Dr. Makover holds a Ph.D. in Life Sciences earned jointly from the Weizmann Institute of Science and Columbia University, and an M.B.A. from Bar-Ilan University.

Akiva Mozes has served as a director of our company since March 11, 2014. He is a member of the Board of Directors of Strauss Group and several additional companies. Previously, Mr. Mozes served as Chairman of Oil Refineries Ltd (Bazan Group) and as President and Chief Executive Officer of Israel Chemicals, one of the world's leading manufacturers of fertilizer and specialty chemicals. Mr. Mozes other prior Chairman of the Board positions include Dead Sea Works Ltd, Rotem Amfert Negev Ltd, and Bromine Compounds Ltd. He holds several public advisory positions and has received a number of leading industry and business awards. Mr. Mozes holds a B.A. in Economics and Political Science and an M.B.A., both from Hebrew University of Jerusalem.

Leon Y. Recanati has served as a director of our company since May 2005. Mr. Recanati has served as chairman and chief executive officer of GlenRock Israel Ltd. since 2003. Previously, Mr. Recanati was chief executive officer and/or chairman of IDB Holding Corporation; Clal Industries Ltd.; Azorim Investment Development and Construction Co Ltd.; Delek Israel Fuel Corporation; and Super-Sol Ltd. He also founded Clal Biotechnologies Industries Ltd., a biotechnology investment company operating in Israel. Mr. Recanati holds an M.B.A. degree from the Hebrew University of Jerusalem and Honorary Doctorates from the Technion Institute of Technology and Tel Aviv University.

Dr. Simcha Sadan has served as a director of our company since February 2006. Dr. Sadan was a lecturer of the faculty of management at Tel Aviv University and the chairman of the accounting department from 1978 to 1981. Over the course of the last five years, Dr. Sadan has served as a consultant to various companies and organizations. He also served as the chairman of the board of directors of Powerbrook Spain S.L., a holding company of a Greek hotel and casino and as a director of various companies, including: companies under the group of Club Hotel Eilat Ltd., a holding company of hotels and tourism companies; Elite Sports Center Ltd., a subsidiary of Tel Aviv University; Rozen, Mintz Richter Ltd. (a cycles dealership). Dr. Sadan holds in a Ph.D. in Business Administration from the University of California, at Berkeley, an M.B.A. with a major in Finance and Accounting and a B.A. in Economics and Statistics, both from the Hebrew University in Jerusalem, and an LL.B. from Tel Aviv University.

Dr. Kinneret Livnat Savitsky has served as an external director of our company since September 2010. Since 2010, Dr. Savitsky has served as the chief executive officer of BioLineRx Ltd., a drug development company. She also served on its board of directors from 2010 to 2011, and as its Vice President of Research and Development during 2004. From 2005 to 2009, she served as the General Manager of BioLine Innovations Jerusalem Ltd., after having been employed by Compugen Ltd. from 1997 to 2004, where she last served as Vice President of Biology. Dr. Savitsky holds a B.Sc. in Biology from the Hebrew University in Jerusalem, as well as a M.Sc. in Biochemistry and a Ph.D. in Molecular Biology, both from Tel Aviv University, in Israel.

Arrangements for Election of Directors and Members of Management; Family Relationships

There are no arrangements or understandings with major shareholders, customers, suppliers or others related to the election of our board of directors or the appointment of members of our senior management. There are furthermore no family relationships among any directors or members of our senior management.

B. Compensation

Compensation of Officers and Directors

The aggregate compensation, including non-cash share-based compensation (consisting of expenses related to option grants), accrued by us in respect of the year ended December 31, 2015 to all sixteen persons who served as directors and/or executive officers during that year, was approximately $4.6 million (including amounts paid to persons serving as executive officers on December 31, 2015 during such period in 2015 prior to their appointment as executive officers). That amount includes approximately $1.8 million of gross compensation with respect to Officers, set aside or accrued and does not include share based compensation, business travel, relocation, professional and business association dues and expenses reimbursed to office holders, and other expenses commonly reimbursed by companies in Israel. During 2015 we granted to our officers and directors an aggregate amount of 795,500 options at a weighted average exercise price of NIS 36.02. All of such options will expire within ten (10) years from the date of grant.

Our compensation for our executive officers is paid pursuant to employment agreements and is based, in part, on each executive officer's personal contribution to our management, operations and our success. Such compensation is determined consistently with our compensation policy, which was approved by our shareholders at our special general meeting of shareholders on March 11, 2014 and was amended by our shareholders at our annual general meeting of shareholders on May 5, 2015. Each executive officer's annual bonus is determined according to a formula that is consistent with the compensation policy and that links financial and qualitative targets-based goals and metrics determined to specific objectives within the responsibility of the relevant executive officer. The financial target is uniform with respect to all of our executive officers, including our Chief Executive Officer. Our Chief Executive Officer's goals and objectives are determined by the compensation and nominating committee and our board of directors, and our board of directors has authorized our Chief Executive Officer to set specific goals and objectives for each of our other executive officers. For each fiscal year, our board of directors determines the maximum target bonus for each of our executive officers, including our Chief Executive Officer. In the case of our executive officers other than the Chief Executive Officer, assuming that the bonus terms conform to the compensation policy, such terms only require approval by the compensation and nominating committee followed by the board of directors. For our Chief Executive Officer, the bonus terms in general require approval by our shareholders as well.

The following table presents information regarding compensation accrued in our financial statements for the year ended December 31, 2015 for our five most highly compensated executive officers, namely: our Chief Executive Officer (Mr. Ofer Haviv); our former Chief Financial Officer (Ms. Sigal Fattal) (who served throughout 2015 and whose term of office expired in February 2016); our Chief Scientific Officer & Head of R&D Crop Protection (Dr. Eyal Emmanuel); our Chief Technology Officer and Head of R&D Crop Enhancement (Dr. Hagai Karchi); and our Executive Vice President of Corporate Development, (Mr. Assaf Oron):

	(in thousands, US$)(1)			
Name and Position	**Salary and related benefits**	**Bonus**	**Value of Options Granted** (2)	**Total**
Ofer Haviv *President and Chief Executive Officer*	334	85	636	1,055
Sigal Fattal *Ex-Chief Financial Officer*	190	46	325	561
Eyal Emmanuel *Chief Scientific Officer and Head of R&D Crop Protection*	174	34	302	510
Hagai Karchi *Chief Technology Officer and Head of R&D Crop Enhancement*	192	34	235	461
Assaf Oron *Executive Vice President Corporate Development*	166	23	270	459

(1) All amounts reported in the table are in terms of cost to the Company, as recorded in our financial statements.

(2) Consist of amounts recognized as non-cash expenses in our profit or loss statement for the year ended December 31, 2015 (“Share based-compensation” expenses).

Employment and Consulting Agreements with Executive Officers

We have entered into written employment agreements with all of our executive officers. Each of these agreements contains provisions regarding non-competition, confidentiality of information and assignment of inventions. The non-competition provision applies for a period that is generally 12 months following termination of employment. The enforceability of covenants not to compete in Israel and in the United States is subject to limitations. The employment agreement of each executive officer is terminable at will, upon 60 days written notice, by either side to the agreement, except for the employment agreement with Mr. Ofer Haviv, our President and Chief Executive Officer, which is terminable at will, upon 90 days written notice, by either side to the agreement.

Director Compensation

Our directors are entitled to cash compensation and equity compensation as follows:

Cash Compensation to Directors

Until May 2014, only our external directors and directors classified as unaffiliated directors according to the Companies Law were entitle to receive fees for their service on our board and its committees.

Commencing in May 2014, following approval by our compensation and nominating committee and our board and consistent with our compensation policy, all of our directors receive annual fees and per-meeting fees for their service on our board and its committees, in amounts within the range provided for cash compensation for external and unaffiliated directors under the Companies Law, as follows:

- Annual fees in the amount of approximately $22,000 for directors not classified as experts and approximately $29,000 for directors classified as experts;
- Per-meeting fees in the amount of approximately $850 for directors not classified as experts and approximately $1,125 for directors classified as experts; 60% of such amounts for participation in meetings via phone and 50% of such amounts for resolutions adopted in writing.

Cash Compensation to Chairman of the Board

On May 5, 2015, following approval by our compensation and nominating committee and board of directors, our shareholders approved an amendment to our compensation policy, pursuant to which a chairman of the board who is deemed “active” may be entitled to increased compensation relative to our other directors. According to the amendment, the board may determine that the chairman of the board is an active chairman in light of the chairman’s increased involvement in our activities and increased time investment in the performance of the duties accompanying the chairman's position compared to the other directors. If so determined, an active chairman of our board will be entitled to (i) an annual fee of up to 3 times the average annual fee of the other directors and (ii) a per-meeting fee of up to 2 times the average per-meeting fee of the other directors.

In addition, at the annual general meeting of our shareholders on May 5, 2015, following approval by our compensation and nominating committee and board of directors and the determination by our board of directors that Mr. Martin Gerstel, our chairman of the board, is an active chairman, our shareholders approved an amendment to the compensation of Mr. Gerstel, setting his fees as active chairman at approximately $6,400 per month. Mr. Gerstel has waived his right to receive the per-meeting fees that are payable to our other directors for so long as he serves as the Company's active chairman of the board.

Equity Compensation

Under our compensation policy, each new non-employee director who is appointed to the board of directors is granted options to purchase 10,000 ordinary shares of the Company. These options vest over a period of four years, with one-sixteenth of the options vesting at the end of each successive three-month period following the director's appointment, subject to continued service through each vesting date. The chairman of the board is granted options to purchase twice the number of ordinary shares, on similar terms.

In addition, each non-employee director (except for our external directors) is granted annually, upon the anniversary of such director's original election to the board, options to purchase 2,500 ordinary shares of the Company. These options vest over a period of one year commencing three years following such anniversary of the director's appointment to the board, with one fourth of the options vesting at the end of each successive three-month period during such year, subject to continued service through each vesting date. The chairman of the board is granted options to purchase twice the number of ordinary shares, on similar terms. During 2015, six of our directors (i.e. all of our directors except for our two external directors) were granted options accordingly.

Under our compensation policy, all option grants to directors are subject to the terms of our 2013 Share Option Plan, are granted at an exercise price equal to the higher of (i) the average closing price of our ordinary shares on the TASE during the 15 trading days prior to the options grant date, plus 5% and (ii) the closing price of our ordinary shares on the TASE on the date of the option grant, and expire 10 years following the grant date thereof.

Information regarding the options to purchase our ordinary shares (including number of options, exercise price and expiration date of all such options) held by each of our directors and executive officers who beneficially owns our ordinary shares, after including ordinary shares underlying options held by them, which, as of March 31, 2016, were exercisable or exercisable within 60 days, appears in the beneficial ownership table in Item 7.A below and in the footnotes thereto.

Option Plans

We maintain three share option and incentive plans: our Evogene Share Option Plan (2002), our Evogene Ltd. Key Employee Share Incentive Plan, 2003, and our Evogene Ltd. 2013 Share Option Plan, or the 2013 Plan. All such option and incentive plans provide for the grant of options to purchase our ordinary shares.

As of March 31, 2016, options to purchase 4,757,766 ordinary shares were outstanding under our option and incentive plans, having a weighted average exercise price of NIS 36.28 per share, of which, options to purchase 2,937,506 ordinary shares were exercisable. An additional 1,351,207 ordinary shares remained available for future grant under our option and incentive plans (all of which are available under our 2013 Plan) as of that date.

On January 12, 2015, following our board's approval to increase the pool of options available for issuance under our 2013 Plan by 1,000,000 ordinary shares, we filed a registration statement on Form S-8 to register the offer and issuance of those shares. On May 5, 2015, following our board's approval to further increase the pool of options available for issuance under our 2013 Plan by an additional 2,000,000 ordinary shares, we filed an additional registration statement on Form S-8 to register the offer and issuance of those additional shares.

Among other types of option awards, our share option and incentive plans provide for granting options in compliance with Section 102 of the Israeli Income Tax Ordinance, 1961, or the Ordinance, which provides to employees, directors and officers, who are not controlling shareholders (i.e., who hold less than 10% of our share capital) and are Israeli residents, favorable tax treatment for compensation in the form of shares or options issued or granted, as applicable, to a trustee under the "capital gains track" for the benefit of the relevant employee, director or officer and are (or were) to be held by the trustee for at least two years after the date of grant or issuance. Under the "capital gains track", we are not allowed to deduct an expense with respect to the grant or issuance of the options or shares.

The 2013 Plan also permits us to grant options to U.S. residents. Under an addendum to the 2013 Plan, or the U.S. Addendum, that our shareholders approved at a special general meeting of our shareholders on March 15, 2016 following adoption by our board in March 2015, the board may grant options to U.S. residents to purchase ordinary shares, in accordance with the applicable provisions of the U.S. Internal Revenue Code of 1986, as amended, or the Code.

Options granted under our plans are subject to vesting schedules and generally expire 10 years from the grant date. The plans address the treatment of vested and unvested options upon the termination of employment of the option holder as well as upon consummation of a merger or consolidation of our company, or sale of all or substantially all of our shares or assets. The plans also provide for certain lock up arrangements (generally, for a 180-day period) to which option holders and holders of shares issued upon exercise of options will be subject upon consummation of a public offering, similarly to our directors and executive officers.

The plans are administered by our board.

C. Board Practices

Board of Directors

Under the Companies Law and our articles of association, the supervision of the management of our business is vested in our board of directors. Our board of directors may exercise all powers and may take all actions that are not specifically granted to our shareholders or to executive management. Our Chief Executive Officer (referred to as a "general manager" under the Companies Law) is responsible for our day-to-day management. Our Chief Executive Officer is appointed by, and serves at the discretion of, our board of directors, subject to the employment agreement that we have entered into with him. All other executive officers are appointed by the Chief Executive Officer and are subject to the terms of any applicable employment agreements that we may enter into with them.

Under our articles of association, our board of directors must consist of not less than three and no more than seven directors, not including two external directors as required by the Companies Law. See "—External Directors."

Currently our board of directors consists of eight directors, two of whom are external directors. Other than external directors, for whom special election requirements apply under the Companies Law, our directors are elected annually, by a simple majority vote of holders of our voting shares participating and voting at the annual meeting of our shareholders, for a one-year term, from the annual general meeting of our shareholders at which they are elected until the next annual general meeting and until their respective successors are elected and qualified or until their earlier removal by our shareholders at a general meeting, or upon the occurrence of certain events, in accordance with the Companies Law and our articles of association.

Our two external directors, who serve for terms of three years each, may be elected for an unlimited number of additional three-year terms (beyond their initial three year terms) under certain circumstances (as described under "—External Directors" below). External directors may be removed from office only under the limited circumstances (as described under "—External Directors" below) set forth in the Companies Law. See "—External Directors."

Our chairman of the board, Mr. Martin Gerstel, was initially appointed to our board of directors on February 10, 2004. Our external directors, Dr. Michael Anghel and Dr. Kinneret Livnat Savitsky, were initially appointed to our board of directors on September 17, 2007 and September 17, 2010, respectively. Our other directors, Mr. Ziv Kop, Dr. Adina Makover, Mr. Akiva Mozes, Mr. Leon Recanati and Dr. Simcha Sadan, were initially appointed to our board of directors on January 12, 2014, February 5, 2003, March 11, 2014, March 1, 2005 and February 8, 2006, respectively. The term of service of our external directors will expire on September 17, 2016 and the term of service of all of our other directors will expire on our 2016 annual general meeting.

In addition, under our articles of association, our board of directors may appoint directors to fill vacancies or as new directors for a term of office that lasts until the next annual meeting of our shareholders. In the event of a vacancy resulting in the board consisting of less than the minimum number of directors required by our articles of association, our board of directors may only act in order to convene a general meeting of our shareholders for the purpose of electing such additional number of directors.

Pursuant to the terms of a put option agreement we entered into with Monsanto in October 2013, Monsanto has the right to nominate a non-voting observer to our board of directors so long as Monsanto holds at least 5% of our voting rights. In addition, pursuant to a share purchase agreement we entered into with Bayer in December 2010 and as amended in June 2013, Bayer also has the right to appoint one observer to our board of directors so long as Bayer holds at least 3% of our issued and outstanding shares. In each case, the observer is entitled to be advised reasonably in advance of board meetings, and is to receive copies of all material distributed in connection with such meetings. The observer would not have any voting rights. To date, neither Monsanto nor Bayer has appointed an observer.

Chairman of the Board

Our articles of association provide that the chairman of the board is appointed by the members of the board of directors and serves as chairman of the board throughout his term as a director, unless resolved otherwise by the board of directors. Under the Companies Law, the general manager or a relative of the general manager may not serve as the chairman of the board of directors, and the chairman or a relative of the chairman may not be vested with authorities of the general manager, in each case without shareholder approval consisting of a majority vote of the shares present and voting at a shareholders meeting, provided that either:

- such majority includes at least 2/3 of the shares held by all shareholders who are not controlling shareholders and do not have a personal interest in such appointment, present and voting at such meeting; or

- the total number of shares of non-controlling shareholders who do not have a personal interest in such appointment voting against such appointment does not exceed two percent of the aggregate voting rights in the company.

In addition, a person subordinated, directly or indirectly, to the general manager may not serve as the chairman of the board of directors; the chairman of the board may not be vested with authorities that are granted to those subordinated to the general manager; and the chairman of the board may not serve in any other position in the company or a controlled company, except that he may serve as a director or chairman of a subsidiary.

External Directors

General Rules

Under the Companies Law, the board of directors of a company whose shares are publicly traded is required to include at least two members who qualify as external directors. The qualifications of an "external director," as detailed below, are mandated statutorily by the Companies Law, and are distinguishable in certain ways from the criteria for serving as an "independent director" under the Listed Company Manual. The terms of service of external directors, as characterized by the unique duration of their term of office, the special majority required for their election, the regulation of their compensation and their required service on board committees (in each case, as described below), are each mandated by the Companies Law. While these terms are paralleled in certain instances by corresponding service conditions applicable to independent directors under the Listed Company Manual and our articles of association, the details of those conditions often differ. Dr. Michael Anghel and Dr. Kinneret Livnat Savitsky qualify and currently serve as our external directors. The principal requirements with respect to external directors are set forth below.

The Companies Law provides for special approval requirements for the election of external directors. External directors must be elected by a majority vote of the shares present and voting at a shareholders meeting, provided that either:

- such majority includes at least a majority of the shares held by all shareholders who are not controlling shareholders and do not have a personal interest in such election (other than a personal interest which is not derived from a relationship with a controlling shareholder), present and voting at such meeting; or

- the total number of shares of non-controlling shareholders who do not have a personal interest in such election (other than a personal interest which is not derived from a relationship with a controlling shareholder) voting against the election of an external director does not exceed two percent of the aggregate voting rights in the company.

After an initial term of three years, external directors may be re-elected to serve in that capacity for up to two additional terms of three years each, and for a company such as ours with shares listed on the NYSE, for an unlimited number of additional three-year terms, subject to certain requirements set forth in the Companies Law and the regulations promulgated thereunder.

External directors may be removed from office by the same shareholder vote percentage required for their election or by a court, but only under limited circumstances. If there are fewer than two external directors on the board of directors, the board of directors is required under the Companies Law to call a shareholders' meeting as soon as practicable to appoint a replacement external director.

The audit committee and the compensation and nominating committee must each include all external directors then serving on the board of directors. Each other committee of the board of directors that exercises powers of the board of directors must include at least one external director. Under the Companies Law, external directors of a company are prohibited from receiving, directly or indirectly, any compensation from the company other than for their services as external directors, which compensation is determined prior to their appointment and in general may not be changed throughout the term of their service as external directors.

The Companies Law provides that a person is not qualified to serve as an external director if, as of the appointment date or at any time during the two years preceding his or her appointment, that person or a relative, partner or employer of that person, any person to whom that person is subordinate (whether directly or indirectly), or any entity under that person's control, had any affiliation or business relationship (which terms are defined in the Companies Law) with the company, any controlling shareholder or relative of a controlling shareholder or an entity that, as of the appointment date is, or at any time during the two years preceding that date was, controlled by the company or by any entity controlling the company.

The following additional qualifications apply to an external director:

- a person may not be elected as an external director if he or she is a relative of a controlling shareholder;
- if a company does not have a controlling shareholder or a holder of 25% or more of the voting power, then a person may not be elected as an external director if he or she (or his or her relative, partner, employer or any entity under his or her control) has, as of the date of the person's election to serve as an external director, any affiliation with the then chairman of the board of directors, Chief Executive Officer, a holder of 5% or more of the issued share capital or voting power, or the most senior financial officer of the company;
- a person may not serve as an external director if he or she (or his or her relative, partner, employer, a person to whom he or she is subordinated or any entity under his or her control) has business or professional relations with anyone with whom affiliation is prohibited as described above, and even if these relations are not on a regular basis (other than *de minimis* relations); and
- a person may not continue to serve as an external director if he or she accepts, during his or her tenure as an external director, direct or indirect compensation from the company for his or her role as a director, other than the amounts prescribed under the regulations promulgated under the Companies Law, indemnification, the company's undertaking to indemnify such person and insurance coverage.

The Companies Law provides additional requirements with respect to external directors as well as certain limitations on the relationship between external directors and their affiliates, on the one hand, and companies, on the other hand, following termination of the external directors' service. Among others, the Companies Law provides that if at the time an external director is appointed all members of the board of directors who are not controlling shareholders or their relatives are of the same gender, the external director must be of the other gender.

Pursuant to the regulations promulgated under the Companies Law, a person may be appointed as an external director only if he or she either has professional qualifications or has accounting and financial expertise (as defined in those regulations). In addition, at least one of the external directors must be determined by our board of directors to have accounting and financial expertise and the board is required to determine the minimum number of board members who are required to possess accounting and financial expertise. In determining the number of directors required to have such expertise, the members of our 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 at least one of our directors must possess accounting and financial expertise. In this regard, our board of directors has determined that one of our current external directors, Dr. Michael Anghel, possesses "accounting and financial" expertise, while the other external director, Dr. Kinneret Livnat Savitsky, possesses "professional qualifications".

Newly Adopted Exemption

Very recently, the Israeli Justice Ministry has adopted new regulations that exempt a company such as ours from the requirement to appoint external directors as well as from the Companies Law requirements as to composition of the audit and compensation committees. In order to qualify for the exemption and elect to be governed thereby, a company must be traded on one of a number of foreign stock exchanges (which include the NYSE) and must lack a controlling shareholder (as defined under the Companies Law). If electing to be governed by this exemption, a company needs to comply with the board independence and audit and compensation committee composition requirements of the stock exchange on which the company's shares are listed for trading.

We may elect to avail ourselves of these leniencies. Any such election will not be irrevocable.

Directors' Service Contracts

There are no arrangements or understandings between us, on the one hand, and any of our directors, on the other hand, providing for benefits upon termination of their service as directors of our company.

Audit Committee

Our audit committee consists of Dr. Michael Anghel, Dr. Simcha Sadan and Dr. Kinneret Livnat Savitsky. Dr. Michael Anghel serves as the Chairman of the audit committee.

Listing Requirements as to Composition

Under the Listed Company Manual, we are required to maintain an audit committee consisting of at least three independent directors, each of whom is financially literate and at least one of whom has accounting or related financial management expertise.

All members of our audit committee meet the requirements for financial literacy under the applicable rules and regulations of the SEC and the Listed Company Manual. Our board of directors has determined that that each of Dr. Michael Anghel and Dr. Simcha Sadan is an audit committee financial expert as defined by the SEC rules and has the requisite financial experience required under the Listed Company Manual.

Each of the members of the audit committee is "independent" as such term is defined in Rule 10A-3(b)(1) under the Exchange Act, which is different from the general test for independence of board and committee members under the Listed Company Manual.

Companies Law Requirements as to Composition

Under the Companies Law, the board of directors of a public company must appoint an audit committee. The audit committee must be comprised of at least three directors, including all of the external directors, and a majority of its members must be unaffiliated directors. An unaffiliated director is an external director or a director who is appointed or classified as such, and who meets the qualifications of an external director (other than the professional qualifications/accounting and financial expertise requirement), whom the audit committee has confirmed to meet the external director qualifications, and who has not served as a director of the company for more than nine consecutive years (with any period of up to two years during which such person does not serve as a director not being viewed as interrupting a nine-year period). For Israeli companies traded on certain foreign stock exchanges, including NYSE, a director who qualifies as an independent director in accordance with the rules of such stock exchange, such as the Listed Company Manual, may also be deemed by the company's audit committee to be an unaffiliated director under the Companies Law provided that certain conditions set forth in the Companies Law are met. Generally, such person may not exceed the nine-year limitation described above. However, a director of an Israeli company traded on such foreign stock exchange may nevertheless continue to be considered an unaffiliated director for unlimited additional periods of three years each, subject to certain conditions set forth in the Companies Law. Dr. Michael Anghel and Dr. Kinneret Livnat Savitsky, our external directors, are also unaffiliated directors.

The audit committee may not include the chairman of the board, any director employed by the company or who regularly provides services to the company (other than as a board member), a controlling shareholder or any relative of the controlling shareholder, or any person who is affiliated with the controlling shareholder. The chairman of the audit committee must be an external director.

Audit Committee Role

Our board of directors (following the approval by our audit committee) has adopted an audit committee charter setting forth the required composition, meeting procedures and other matters related to the terms of operation of the committee. The charter also describes the responsibilities of the audit committee consistent with the rules of the SEC and the Listed Company Manual, which include, among others:

- retaining and terminating the services of our independent auditors, subject to the approval of the board of directors and shareholders;
- pre-approval of audit and non-audit services to be provided by the independent auditors;
- reviewing with management and our independent directors our financial reports prior to their submission to the SEC; and
- approval of certain transactions with office holders and other related-party transactions.

The charter of the audit committee is available on our website at http://investors.evogene.com/corporate-governance.aspx.

Additionally, under the Companies Law, an audit committee is required, among other things, to (i) identify deficiencies in the administration of the company (including by consulting with the internal auditor), and recommend remedial actions with respect to such deficiencies, (ii) review and approve certain related party transactions, including determining whether or not such transactions are extraordinary transactions or insignificant transactions, and (iii) adopt procedures with respect to processing employee complaints in connection with deficiencies in the administration of the company, and the appropriate means of protection afforded to such employees. In addition, the audit committee is responsible for overseeing the internal control procedures of the company. Under the Companies Law, the approval of the audit committee is required for specified actions and transactions with office holders and controlling shareholders. See "— Approval of Related Party Transactions under Israeli Law."

Compensation and Nominating Committee

Our compensation and nominating committee consists of Dr. Michael Anghel, Mr. Ziv Kop, Dr. Adina Makover, and Dr. Kinneret Livnat Savitsky. Dr. Livnat Savitsky serves as the Chairman of the committee.

Listing Requirements as to Composition

Under the Listed Company Manual, we are required to maintain a compensation committee consisting of at least two independent directors (as defined under the Listed Company Manual). Each compensation committee member must furthermore be deemed by our board of directors to be independent under Rule 10C-1 of the Exchange Act, which requires (among other things) that our board consider the source of each such committee member's compensation in considering whether he or she is independent.

Companies Law Requirements as to Composition

Under the Companies Law, we are required to maintain a compensation committee of at least three directors, which must include both external directors and which must generally consist of a majority of unaffiliated directors (an external director is considered unaffiliated under the Companies Law). The compensation of each member of the compensation committee who is not an external director may not exceed that of the external directors.

The compensation committee may not include the chairman of the board, any director employed by the company or who regularly provides services to the company (other than as a board member), a controlling shareholder or any relative of the controlling shareholder, or any person who is affiliated with the controlling shareholder. The chairman of the compensation committee must be an external director.

Compensation and Nominating Committee Role

Our board of directors (following approval by our compensation and nominating committee) has adopted a compensation and nominating committee charter setting forth the required composition, meeting procedures and other matters related to the terms of operation of the committee. The charter also describes the responsibilities of the committee consistent with the Listed Company Manual and the Companies Law, which include, among others:

- reviewing and recommending an overall compensation policy with respect to our Chief Executive Officer and other executive officers, as described below under "—Compensation Policy";
- reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer and other executive officers, including evaluating their performance in light of such goals and objectives;
- reviewing and approving the granting of options and other incentive awards; and
- reviewing, evaluating and making recommendations regarding the compensation and benefits for our non-employee directors.
- advising our board of directors in selecting individuals who are best able to fulfill the responsibilities of a director or executive officer of our company.

The charter of the compensation and nominating committee is available on our website at http://investors.evogene.com/corporate-governance.aspx.

Compensation Policy

Under an amendment to the Companies Law that was adopted in December 2012, in addition to appointing a compensation and nominating committee, we are required to establish a policy regarding the terms of engagement of office holders (which include directors and senior executive officers), or a compensation policy. The compensation policy serves as the basis for determining the financial terms of employment or engagement of office holders, including exculpation, insurance, indemnification or any monetary payment or obligation of payment in respect of employment or engagement. The compensation policy must relate to certain factors specified in the Companies Law, including advancement of the company's objectives, the company's business and its long-term strategy, and creation of appropriate incentives for executives. It must also consider, among other things, the company's risk management, size and the nature of its operations. The Companies Law describes what factors have to be considered by, and what principles must be included in, the compensation policy.

We adopted the Compensation Policy for Officers of Evogene Ltd. upon the recommendation of our compensation and nominating committee and our board of directors. Our shareholders approved this policy at the special general meeting of shareholders held in March 2014. In May 2015, following approval by our compensation committee and board of directors, our 2015 annual general meeting of our shareholders approved an amendment to our compensation policy, providing for differentiated compensation for an active chairman of the board. For additional information, see "Item 6.B. Compensation—Compensation of Officers and Directors—Directors Compensation."

Compensation of Directors and Officers

Under the Companies Law, the compensation of each of our directors and our Chief Executive Officer requires the approval of our compensation and nominating committee, the subsequent approval of the board of directors and, unless exempted under the regulations promulgated under the Companies Law, the approval of our shareholders at a general meeting (in the case of a company's chief executive officer, the shareholder approval must include the special majority described under "—Exculpation, Insurance and Indemnification of Office Holders" below. The compensation of any other office holder (who is neither a director nor our Chief Executive Officer), if consistent with our compensation policy, requires the approval of our compensation and nominating committee, followed by our board of directors. Compensation of any such office holder that deviates from our compensation policy also requires shareholder approval. External directors are entitled to remuneration subject to the provisions and limitations set forth in the regulations promulgated under the Companies Law. For additional information, see "Item 6.B. Compensation—Compensation of Officers and Directors."

Leniency Allowing Combining of Audit and Compensation and Nominating Committees

Under leniencies recently adopted by the Israeli Securities Authority, a company may have in place only one board committee that serves the required functions of each of the audit and compensation committees under Israeli law.

Corporate Development Committee

Our board of directors has formed a corporate development committee (replacing our former finance committee), of which Mr. Martin Gerstel, Mr. Akiva Mozes, Mr. Leon Recanati and Dr. Simcha Sadan serve as members. The corporate development committee assists our board of directors in fulfilling its oversight responsibilities across the principal areas of corporate development for our company and its subsidiaries. This committee may also assist the board by reviewing such matters as corporate and division strategy and M&A opportunities and making recommendations for consideration by our board of directors.

Internal Auditor

Under the Companies Law, the board of directors of an Israeli public company must appoint an internal auditor recommended by the audit committee (subject to the limits imposed by the Companies Law on who may be appointed as an internal auditor). Under the Companies Law, the internal auditor may be an employee of the company but not an office holder, an affiliate, or a relative of an office holder or affiliate, and may not be the company's independent accountant or its representative.

The role of the internal auditor is to examine, among other things, our compliance with applicable law and orderly business procedures. The audit committee is required to oversee the activities and to assess the performance of the internal auditor as well as to review the internal auditor's work plan. Doron Cohen, CPA, has been appointed as our internal auditor and he has served in such role since November 19, 2009. Mr. Cohen is a certified internal auditor and a partner of Fahn Kanne Control Management Ltd, an affiliate of Grant Thornton LLP.

Our internal auditor also fulfills the internal audit function required by NYSE corporate governance rules and provides management and the audit committee ongoing assessments of our risk management processes and system of internal control.

Approval of Related Party Transactions under Israeli Law

Fiduciary Duties of Directors and Executive Officers

The Companies Law codifies the fiduciary duties that office holders owe to a company. Each person listed in the table under "Item 6.A—Directors and Senior Management" is an office holder under the Companies Law. An office holder's fiduciary duties consist of a duty of care and a duty of loyalty. The duty of care requires an office holder to act with the level of care with which a reasonable office holder in the same position would have acted under the same circumstances. The duty of loyalty requires that an office holder act in good faith and in the best interests of the company. The duty of care includes a duty to use reasonable means to obtain (i) information on the appropriateness of a given action submitted for his or her approval or performed by virtue of his or her position; and (ii) all other important information pertaining to these actions. The duty of loyalty includes a duty to (i) refrain from any conflict of interest between the performance of his or her duties in the company and his or her personal affairs; (ii) refrain from any activity that is competitive with the business of the company; (iii) refrain from exploiting any business opportunity of the company in order to receive a personal gain for himself or herself or others; and (iv) disclose to the company any information or documents relating to the company's affairs which the office holder received as a result of his or her position as an office holder.

Disclosure of Personal Interests of an Office Holder and Approval of Certain Transactions

The Companies Law requires that an office holder promptly disclose to the board of directors any personal interest that he or she may have and all related material information known to him or her concerning any existing or proposed transaction with the company. If it is determined that an office holder has a personal interest in a transaction, approval by the board of directors is required for the transaction, unless the company's articles of association provide for a different method of approval. Our articles of association provide that for non-extraordinary interested party transactions, the board of directors may delegate its approval, or may provide a general approval to certain types of non-extraordinary interested party transactions. Every interested party transaction requires that our board of directors determine affirmatively that the transaction is favorable to the company. Approval first by the company's audit committee and subsequently by the board of directors is required for an extraordinary transaction, meaning any transaction that is not in the ordinary course of business, not on market terms or that is likely to have a material impact on the company's profitability, assets or liabilities. A director and any other office holder who has a personal interest in a transaction which is considered at a meeting of the board of directors or the audit committee may generally (unless it is with respect to a transaction which is not an extraordinary transaction) not be present at such a meeting or vote on that matter unless a majority of the directors or members of the audit committee, as applicable, have a personal interest in the matter. If a majority of the members of the audit committee or the board of directors has a personal interest in the approval of such a transaction then all of the directors may participate in deliberations of the audit committee or board of directors, as applicable, with respect to such transaction and vote on the approval thereof and, in such case, shareholder approval is also required.

Pursuant to the Companies Law, extraordinary transactions with our office holders who are not directors require audit committee approval and subsequent approval by our board of directors. Compensation, insurance, indemnification or exculpation arrangements for office holders who are not directors require approval by our compensation and nominating committee, followed by our board of directors and, if deviating from our compensation policy, our shareholders. Compensation arrangements with directors, including in their capacities as executive officers, or with or our Chief Executive Officer, as well as insurance (unless exempted under the applicable regulations), indemnification or exculpation of directors or our Chief Executive Officer, require the approval of the compensation and nominating committee, the board of directors and our shareholders, in that order. If the transaction or compensation arrangement of the office holder brought for approval amends an existing arrangement, then only the approval of the audit committee or compensation and nominating committee (as appropriate) is required if that committee determines that the amendment is not material in relation to the existing arrangement.

Disclosure of Personal Interests of Controlling Shareholders and Approval of Certain Transactions

Pursuant to the Companies Law, the disclosure requirements regarding personal interests that apply to directors and executive officers also apply to a controlling shareholder of a public company. We currently do not have a controlling shareholder.

An extraordinary transaction between a public company and a controlling shareholder, or in which a controlling shareholder has a personal interest, requires the approval of a company's audit committee, board of directors and shareholders in that order. For the terms of compensation (or insurance, indemnification or exculpation) of a controlling shareholder who is an office holder, the approval by our compensation and nominating committee is required in lieu of audit committee approval. The shareholder approval for any such extraordinary transaction or compensatory arrangement must fulfill one of the following requirements:

- at least a majority of the voting rights in the company held by shareholders who have no personal interest in the transaction and who are present and voting (in person or by proxy) at the general meeting, must be voted in favor of approving the transaction or arrangement (for this purpose, abstentions are disregarded); or

- the voting rights held by shareholders who have no personal interest in the transaction or arrangement and who are present and voting (in person or by proxy) at the general meeting, and who vote against the transaction, do not exceed two percent of the voting rights in the company.

Shareholder Duties

Pursuant to the Companies Law, a shareholder has a duty to act in good faith and in an acceptable manner toward the company and other shareholders and to refrain from abusing his or her power with respect to the company, including, among other things, in voting at a general meeting and at shareholder class meetings with respect to the following matters:

- an amendment to the company's articles of association;

- an increase of the company's authorized share capital;

- a merger; or

- interested party transactions that require shareholder approval.

In addition, a shareholder has a general duty to refrain from discriminating against other shareholders. Certain shareholders also have a duty of fairness toward the company. These shareholders include any controlling shareholder, any shareholder who knows that it has the power to determine the outcome of a shareholder vote and any shareholder who has the power to appoint or to prevent the appointment of an office holder of the company or exercise any other rights available to it under the company's articles of association with respect to the company. The Companies Law does not define the substance of this duty of fairness, except to state that the remedies generally available upon a breach of contract will also apply in the event of a breach of the duty of fairness. Israeli courts have not yet interpreted the scope or nature of any of these duties.

Approval of Private Placements

Under the Companies Law, a significant private placement of securities requires approval by the board of directors and the shareholders by a simple majority. A private placement is considered a significant private placement if it results in a person becoming a controlling shareholder, or if all of the following conditions are met:

- the securities issued amount to 20% or more of the company's outstanding voting rights before the issuance;
- some or all of the consideration is other than cash or listed securities or the transaction is not on market terms; and
- the transaction will increase the relative holdings of a shareholder who holds 5% or more of the company's outstanding share capital or voting rights or that will cause any person to become, as a result of the issuance, a holder of more than 5% of the company's outstanding share capital or voting rights.

Exculpation, Insurance and Indemnification of Office Holders

Under the Companies Law, a company may not exculpate an office holder from liability for a breach of the duty of loyalty. An Israeli company may exculpate an office holder in advance from liability to the company, in whole or in part, for damages caused to the company as a result of a breach of duty of care but only if a provision authorizing such exculpation is included in its articles of association. Our articles of association include such a provision. An Israeli company may not exculpate a director from liability arising out of a prohibited dividend or distribution to shareholders.

An Israeli company may indemnify an office holder in respect of the following liabilities and expenses incurred for acts performed as an office holder, either in advance of an event or following an event, provided a provision authorizing such indemnification is contained in its articles of association:

- financial liability imposed on him or her in favor of another person pursuant to a judgment, settlement or arbitrator's award approved by a court. However, if an undertaking to indemnify an office holder with respect to such liability is provided in advance, then such an undertaking must be limited to events which, in the opinion of the board of directors, can be foreseen based on the company's activities when the undertaking to indemnify is given, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances, and such undertaking shall detail the abovementioned events and amount or criteria;
- reasonable litigation expenses, including attorneys' fees, incurred by the office holder as a result of an investigation or proceeding instituted against him or her by an authority authorized to conduct such investigation or proceeding, provided that (i) no indictment was filed against such office holder as a result of such investigation or proceeding; and (ii) no financial liability, such as a criminal penalty, was imposed upon him or her as a substitute for the criminal proceeding as a result of such investigation or proceeding or, if such financial liability was imposed, it was imposed with respect to an offense that does not require proof of criminal intent; and
- reasonable litigation expenses, including attorneys' fees, incurred by the office holder or imposed by a court in proceedings instituted against him or her by the company, on its behalf or by a third party or in connection with criminal proceedings in which the office holder was acquitted or as a result of a conviction for an offense that does not require proof of criminal intent.

An Israeli company may insure an office holder against the following liabilities incurred for acts performed as an office holder if and to the extent provided in the company's articles of association:

- a breach of the duty of loyalty to the company, to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach of the duty of care to the company or to a third party, including a breach arising out of the negligent conduct of the office holder;
- a financial liability imposed on the office holder in favor of a third party;
- a financial liability imposed on the office holder in favor of a third party harmed by a breach in an administrative proceeding; and
- reasonable litigation expenses, including attorneys' fees, incurred by the office holder as a result of an administrative proceeding instituted against him or her.

- An Israeli company may not indemnify or insure an office holder against any of the following:
- a breach of the duty of loyalty, except to the extent that the office holder acted in good faith and had a reasonable basis to believe that the act would not prejudice the company;
- a breach of the duty of care committed intentionally or recklessly, excluding a breach arising out of the negligent conduct of the office holder;
- an act or omission committed with intent to derive illegal personal benefit; or
- a fine or forfeit levied against the office holder.

Under the Companies Law, exculpation, indemnification and insurance of office holders must be approved by the compensation and nominating committee and the board of directors and, with respect to directors and our Chief Executive Officer, also by our shareholders (with a special majority among non-controlling shareholders who have no personal interest in such approval).

Our articles of association allow us to indemnify and insure our office holders for any liability imposed on them as a consequence of an act which was performed by virtue of being an office holder. Our shareholders have approved an amendment to our articles of association that extends such indemnification and insurance to cover omissions by our office holders (in their role as such) as well. Our office holders are currently covered by a directors' and officers' insurance policy.

We have entered into agreements with each of our directors and executive officers with the exception of (as of the current time) our new Chief Financial Officer, Eyal Leibovitz. Each such agreement exculpates our director or officer, to the fullest extent permitted by law, from liability to us for damages caused to us as a result of a breach of duty of care, and undertaking to indemnify them to the fullest extent permitted by law. This indemnification is limited to events determined as foreseeable by the board of directors based on our activities, and to an amount or according to criteria determined by the board of directors as reasonable under the circumstances.

The maximum indemnification amount set forth in such agreements is limited to an amount equal to 25% of our shareholders' equity as reflected in our most recent consolidated financial statements prior to the date on which the indemnity payment is made. If the amount equal to 25% of our shareholders' equity is insufficient to cover all indemnity amounts payable with respect to all indemnifiable directors and executive officers, such amount will be allocated among our directors and executive officers pro rata, in accordance with their relative culpabilities, as finally determined by a court with respect to a particular claim. The maximum amount set forth in such agreements is in addition to any amount paid (if paid) under insurance and/or by a third party pursuant to an indemnification arrangement. In the opinion of the SEC, indemnification of directors and office holders for liabilities arising under the Securities Act is against public policy and therefore unenforceable.

D. Employees

The number of full-time employees we employed as of December 31, 2013, 2014 and 2015, was 192, 207 and 210, respectively. Until 2015, all of our employees were based in Israel. Beginning in 2015, we have full-time employees of our U.S. subsidiary, Evogene Inc., who are based at our U.S. research and development site in St. Louis, Missouri. Besides the full-time employees whom we employed in Israel, as of December 31, 2015 (who are reflected in the below table), as of that date, we also had 48 hourly, part-time employees who are based in Israel. The following table shows the breakdown of our full-time workforce as of December 31, 2015:

	As of December 31, 2015		
Department	**Evogene Ltd. (Israel)**	**Evogene Inc. (U.S.)**	**Total**
Executive Management	8	-	8
Crop Enhancement	24	-	24
Crop Protection	20	6	26
Evofuel	10	-	10
Technology Platform	113	-	113
General and administrative	28	1	29
Total	203	7	210

Israeli labor laws govern the length of the workday, minimum wages for employees, procedures for hiring and dismissing employees, determination of severance pay, annual leave, sick days, advance notice of termination of employment, equal opportunity and anti-discrimination laws and other conditions of employment. Subject to certain exceptions, Israeli law generally requires severance pay upon the retirement, death or dismissal of an employee, and requires us and our employees to make payments to the National Insurance Institute, which is similar to the U.S. Social Security Administration. Our employees have pension plans that comply with the applicable Israeli legal requirements.

While none of our employees is party to any collective bargaining agreements, certain provisions of the collective bargaining agreements between the Histadrut (General Federation of Labor in Israel) and the Coordination Bureau of Economic Organizations (including the Industrialists' Associations) are applicable to our employees in Israel by order of the Israeli Ministry of the Economy. These provisions primarily concern pension fund benefits for all employees, insurance for work-related accidents, recuperation pay and travel expenses.

None of our employees are represented by a labor union or covered under a collective bargaining agreement. We have never experienced any employment-related work stoppages and believe our relationships with our employees are good.

The employees of our U.S. subsidiary are subject to the U.S. labor laws and have insurances coverage, health benefits and plans, such as (i) medical and dental care; (ii) long term disability protection plans; (iii) life insurance; and (iv) 401k savings plan.

Our staff possesses multidisciplinary and wide-ranging expertise, with employees specializing in biology, chemistry, plant genetics, agronomics, mathematics, computer science and other related fields. Additionally, 59 of our employees hold a Ph.D.

E. Share Ownership

For information regarding the share ownership of our directors and executive officers, please refer to the table in "Item 7.A. Major Shareholders."

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

The following table sets forth information with respect to the beneficial ownership of our shares as of March 31, 2016 by:

- each person or entity known by us to own beneficially more than 5% of our outstanding shares;
- each of our directors and executive officers individually; and
- all of our executive officers and directors as a group.

The beneficial ownership of ordinary shares is determined in accordance with the rules of the SEC, and generally includes any ordinary shares over which a person exercises sole or shared voting or investment power, or the right to receive the economic benefit of ownership. For purposes of the table below, we deem shares subject to options or warrants that are currently exercisable or exercisable within 60 days of the date of March 31, 2016, to be outstanding and to be beneficially owned by the person holding the options or warrants for the purposes of computing the percentage ownership of that person but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person.

For the purpose of calculating the percentage of shares beneficially owned by any shareholder, this table lists applicable percentage ownership based on 25,436,862 ordinary shares outstanding as of March 31, 2016. Unless otherwise indicated below, to our knowledge, all persons named in the table have sole voting and investment power with respect to their shares, except to the extent that authority is shared by spouses under community property laws.

Unless otherwise noted below, each shareholder's address is c/o Evogene Ltd., 13 Gad Feinstein Street, Park Rehovot P.O.B 2100, Rehovot 7612002, Israel. The shareholders listed below (including our directors and executive officers) do not have any different voting rights from any of our other shareholders. We know of no arrangements that would, at a subsequent date, result in a change of control of our company. A description of any material relationship that our principal shareholders have had with us or any of our predecessors or affiliates within the past three years is included under "Item 7.B. Related Party Transactions."

	Shares Beneficially Held	
Name of Beneficial Owner	**Number**	**Percentage of Class**
Principal Shareholders		
Entities affiliated with Psagot Investment House Ltd. (1)	2,368,318	9.3%
Monsanto Company (2)	1,636,364	6.4%
Entities affiliated with Waddell & Reed Financial, Inc. (3)	3,220,797	12.7%
Entities affiliated with Migdal Insurance & Financial Holdings Ltd. (4)	2,127,548	8.4%
Entities affiliated with Harel Insurance, Investments & Financial Services Ltd. (5)	1,444,556	5.7%
Entities affiliates with The Phoenix Holding Ltd. (6)	1,296,561	5.1%
Executive Officers and Directors		
Ofer Haviv	670,313(7)	2.6%
Ido Dor	52,154(8)	*
Dr. Eyal Emmanuel	106,108(9)	*
Assaf Kacen	184,885(10)	*
Dr. Hagai Karchi	391,535(11)	1.5%
Eran Kosover	34,370(12)	*
Eyal Leibovitz	0	*
Assaf Oron	106,250(13)	*
Martin S. Gerstel	412,756(14)	1.6%
Dr. Michael Anghel	21,250(15)	*
Ziv Kop	5,625(16)	*
Dr. Adina Makover	18,924(17)	*
Akiva Mozes	5,000(18)	*
Leon Y. Recanati	863,235(19)	3.4%
Dr. Simcha Sadan	58,525(20)	*
Dr. Kinneret Livnat Savitsky	13,750(21)	*
All directors and executive officers as a group (16 persons)	2,944,680	11.6%

* Less than 1%.

(1) This information is based upon a Schedule 13G/A filed by Psagot Investment House Ltd. with the SEC on February 16 2016. These ordinary shares are held for members of the public through, among others, portfolio accounts managed by Psagot Securities Ltd., Psagot Exchange Traded Notes Ltd., mutual funds managed by Psagot Mutual Funds Ltd., and provident funds and pension funds managed by Psagot Provident Funds and Pension Ltd., according to the following segmentation: (i) 730,956 ordinary shares beneficially owned by portfolio accounts managed by Psagot Securities Ltd.; (ii) 583,523 ordinary shares beneficially owned by Psagot Exchange Traded Notes Ltd.; (iii) 120,742 ordinary shares beneficially owned by mutual funds managed by Psagot Mutual Funds Ltd. (of this amount, 11,929 ordinary shares may also be considered beneficially owned by Psagot Securities Ltd., but are not included in the shares beneficially owned by Psagot Securities Ltd.); (iv) 927,700 ordinary shares beneficially owned by provident funds managed by Psagot Provident Funds and Pension Ltd; and (v) 5,395 ordinary shares beneficially owned by managed savings managed by Psagot Insurance Company Ltd. Each of the foregoing companies is a wholly-owned subsidiary of Psagot Investment House Ltd. The subsidiaries operate under independent management and make their own independent voting and investment decisions. Any economic interest or beneficial ownership in any of the securities covered by this report is held for the benefit of owners of the portfolio accounts, holders of the exchange-traded notes, or for the benefit of the members of the mutual funds, provident funds, or pension funds, as the case may be. The principal address of Psagot Investment House Ltd. is 14 Ahad Ha'am Street, Tel Aviv 65142, Israel.

(2) This information is based upon a Schedule 13G/A filed by Monsanto Company with the SEC on February 12, 2016. Monsanto Company is a Delaware corporation and is listed on the NYSE and possesses voting and dispositive investment power over these ordinary shares. The principal address for Monsanto Company is 800 North Lindbergh Boulevard, St. Louis, Missouri 63167, USA.

(3) This information is based upon a Schedule 13G/A filed jointly with the SEC on February 12, 2016 by (i) Waddell & Reed Financial, Inc., or "WRF"; (ii) Waddell & Reed Financial Services, Inc., or ""WRFSI", a subsidiary of WRF; (iii) Waddell & Reed Inc., or "WRI", a broker-dealer and subsidiary of WRFSI; (iv) Waddell & Reed Investment Management Company, or "WRIMCO", an investment advisory subsidiary of WRI; and (v) Ivy Investment Management Company, or "IICO", an investment advisory subsidiary of WRF. According to this Schedule 13G filed with the SEC on February 12, 2016, the investment advisory contracts grant IICO and WRIMCO investment power over securities owned by their advisory clients and the investment sub-advisory contracts grant IICO and WRIMCO investment power over securities owned by their sub-advisory clients and, in most cases, voting power. Any investment restriction of a sub-advisory contract does not restrict investment discretion or power in a material manner. Therefore, IICO and/or WRIMCO may be deemed the beneficial owner of the securities covered by this statement under Rule 13d-3 of the Exchange Act. These ordinary shares are held according to the following segmentation with direct or indirect voting and dispositive power as indicated: WDR: 3,220,747 (indirect); WRFSI: 1,330,502 (indirect); WRI: E1,330,502 (indirect); WRIMCO: 1,330,502 (direct); and IICO: 1,890,295 (direct). The principal address for these entities is 6300 Lamar Avenue, Overland Park, KS 66202.

(4) This information is based upon a Schedule 13G filed by Migdal Insurance & Financial Holdings Ltd., or "Migdal", with the SEC on February 10, 2016. According to this Schedule 13G, 2,127,548 ordinary shares are held for members of the public through, among others, provident funds, mutual funds, pension funds and insurance policies, which are managed by subsidiaries of Migdal, according to the following segmentation: (i) 1,113,585 ordinary shares are held by Profit participating life assurance accounts; (ii) 769,547 ordinary shares are held by Provident funds and companies that manage provident funds and (iii) 115,035 ordinary shares are held by companies for the management of funds for joint investments in trusteeship, each of which subsidiaries operates under independent management and makes independent voting and investment decisions. Finally, 129,381 ordinary shares are beneficially held for their own account (Nostro account). The principal address of Migdal is 4 Efal Street; P.O. Box 3063; Petach Tikva 49512, Israel.

(5) This information is based upon a Schedule 13G/A filed by Harel Insurance Investments & Financial Services Ltd., or "Harel", with the SEC on January 10, 2016. According to this Schedule 13G/A (i) 1,374,430 ordinary shares are held for members of the public through, among others, provident funds, mutual funds, pension funds and insurance policies, which are managed by subsidiaries of Harel, (ii) 66,653 ordinary shares are held by third party client accounts managed by a subsidiary of Harel as portfolio managers, which subsidiary operates under independent management and makes independent investment decisions and has no voting power in the securities held in such client accounts, and (iii) 473 ordinary shares are beneficially held for Harel's own account (Nostro account). The principal address of Harel is Harel House, 3 Abba Hillel Street, Ramat Gan 52118, Israel.

(6) This information is based upon a Schedule 13G filed with the SEC on June 9, 2015 jointly by (i) Itzhak Sharon (Tshuva); (ii) Delek Group Ltd. and (iii) The Phoneix Holding Ltd. According to this Schedule 13G, 1,296,561ordinary shares are held by various direct or indirect, majority or wholly-owned subsidiaries of the Phoneix Holding Ltd. (the "Subsidiaries"). The Subsidiaries manage their own funds and/or the funds of others, including for holders of exchange-traded notes or various insurance policies, members of pension or provident funds, unit holders of mutual funds, and portfolio management clients. Each of the Subsidiaries operates under independent management and makes its own independent voting and investment decisions. The Phoenix Holding Ltd. is a majority-owned subsidiary of Delek Group Ltd. The majority of Delek Ltd.'s outstanding share capital and voting rights are owned, directly and indirectly, by Itzhak Sharon (Tshuva) though private companies wholly-owned by him, and the remainder is held by the public. The principal address of the Phoenix Holding Ltd. is 53, Derech Hashalom, Givataim, 53454, Israel. The address of Itzhak Sharon (Tshuva) and Delek Investments and Properties Ltd. is 7, Giborei Israel Street, P.O.B 8464, Netanya, 42504, Israel.

(7) Consists of 670,313 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016, of which, options to purchase 130,000 ordinary shares expire on June 11, 2017, options to purchase 150,000 ordinary shares expire on August 24, 2019, options to purchase 200,000 ordinary shares expire on June 19, 2020, options to purchase 147,813 ordinary shares expire on July 17, 2023 and options to purchase 42,500 ordinary shares expire on March 22, 2025. The weighted average exercise price of these options is NIS 28.98.

(8) Consists of 52,154 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 35.

(9) Consists of 106,108 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 43.81.

(10) Consists of 184,885 ordinary shares issuable upon exercise of options that which are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 35.80.

(11) Includes 391,535 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016, of which, options to purchase 35,000 ordinary shares expire on June 11, 2017, options to purchase 60,000 ordinary shares expire on August 24, 2019, options to purchase 125,000 ordinary shares expire on June 19, 2020, options to purchase 68,750 ordinary shares expire on July 15, 2023, and options to purchase 22,500 ordinary shares expire on March 22, 2025. The weighted average exercise price of these options is NIS 30.67. Also includes 90,000 ordinary shares held by Dr. Karchi.

(12) Consists of 34,370 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 47.84.

(13) Consists of 106,250 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 45.47.

(14) Includes 63,750 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016, of which, options to purchase 37,500 ordinary shares expire on June 11, 2017, options to purchase 7,500 ordinary shares expire on July 20, 2018, options to purchase 5,000 ordinary shares expire on April 9, 2020, options to purchase 5,000 ordinary shares expire on June 11, 2020, options to purchase 3,750 ordinary shares expire on September 17, 2021, and options to purchase 3,750 ordinary shares expire on June 11, 2022 . The weighted average exercise price of these options is NIS 16.24. Also includes 349,006 ordinary shares consisting of: (a) 133,815 ordinary shares held by Martin Gerstel and (b) 215,191 ordinary shares held by Shomar Corporation over which Martin Gerstel and his wife Mrs. Shoshana Gerstel possess voting and investment power.

(15) Consists of 21,250 ordinary shares which are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 18.34.

(16) Consists of 5,625 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 71.05.

(17) Includes 17,500 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 21.16. Also includes 1,424 ordinary shares held by Dr. Makover.

(18) Consists of 5,000 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 71.05.

(19) Includes 24,375 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of , 2016, of which, options to purchase 12,500 ordinary shares expire on 12,500 ordinary shares expire on June 11, 2017, options to purchase 2,500 ordinary shares expire on July 20, 2018, options to purchase 2,500 ordinary shares expire on April 9, 2020, options to purchase 2,500 ordinary shares expire on June 11, 2020, options to purchase 1,875 ordinary shares expire on September 17, 2021, and options to purchase 1,875 ordinary shares expire on June 11, 2022 . The weighted average exercise price of these options is NIS 17.99. Also includes 838,859 ordinary shares held by Mr. Recanati.

(20) Includes 24,375 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 17.99. Also includes 34,150 ordinary shares, held by S.M.B. Ltd., over which Dr. Sadan possesses voting and investment power.

(21) Consists of 13,750 ordinary shares issuable upon exercise of options that are currently exercisable or exercisable within 60 days of March 31, 2016. The weighted average exercise price of these options is NIS 31.55.

Changes in Percentage Ownership by Major Shareholders

Over the course of 2015, there were increases in the percentage ownership of entities affiliated with Waddell & Reed Financial, Inc. (from 12.07% to 12.66%) while there were decreases in the percentage ownership of other of our major shareholders, including (x) entities affiliated with Migdal Insurance & Financial Holdings Ltd. (from 8.50% to 8.36%), (y) the entities affiliated with Psagot Investment House Ltd. (from 9.76% to 9.31%) and (z) Monsanto Company (from 6.45% to 6.43%).

Over the course of 2014, there were increases in the percentage ownership of some of our pre-existing major shareholders, including (i) entities affiliated with Waddell & Reed Financial, Inc. (from 8.93% to 12.07%) and (ii) entities affiliated with Migdal Insurance & Financial Holdings Ltd. (from 7.14% to 8.50%), while there were decreases in the percentage ownership of other of our pre-existing major shareholders, including (x) the entities affiliated with Psagot Investment House Ltd. (from 10.29% to 9.76%) and (y) Monsanto Company (from 9.81% to 6.45%).

Record Holders

As of March 31, 2016, all of our ordinary shares held of record in the United States, representing 22.60% of our total number of outstanding ordinary shares, were registered in the name of one record shareholder—Cede & Co., as nominee for the Depository Trust Company. The number of record holders is not representative of the number of beneficial holders of our ordinary shares, nor is it representative of where such beneficial holders reside, since the shares held in the name of Cede & Co. are listed for trading on the NYSE and are beneficially owned by a wide range of underlying beneficial shareholders who hold their shares in "street name." In particular, we are aware, based on public filings, that two of our principal beneficial shareholders, Monsanto Company and Waddell & Reed Financial, Inc, who together held 19.1% of our outstanding ordinary shares, have addresses in the United States.

B. Related Party Transactions

Except as described below or elsewhere in this annual report, since January 1, 2015, we have had no transaction, nor do we have any presently proposed transaction, and neither we nor our subsidiaries have had any loan, nor do we or our subsidiaries have any presently proposed loan, involving any related party described in Item 7.B of Form 20-F promulgated by the SEC.

Agreements with Directors and Officers

Employment Agreements

We have entered into written employment agreements with all of our executive officers. Each of these agreements contains provisions regarding non-competition, confidentiality of information and assignment of inventions. The non-competition provision applies for a period that is generally 12 months following termination of employment. The enforceability of covenants not to compete in Israel and in the United States is subject to limitations.

Options

See "Item 6.B. Compensation—Option Plans".

Indemnification Agreements

Our articles of association allow us to indemnify and insure our office holders for any liability imposed on them as a consequence of an act which was performed by virtue of being an office holder. They also allow us to exculpate an office holder in advance from liability to the company, in whole or in part, for damages caused to the company as a result of a breach of duty of care. In furtherance of such allowance we have entered into agreements with each of our directors and executive officers (with the exception, as of the current time, of our newly appointed Chief Financial Officer, Mr. Eyal Leibovitz) exculpating them, to the fullest extent permitted by law, from liability to us for damages caused to us as a result of a breach of duty of care, and undertaking to indemnify them to the fullest extent permitted by law. See "Item 6.C. Board Practices—Exculpation, Insurance and Indemnification of Office Holders."

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Consolidated financial statements

We have appended our consolidated financial statements at the end of this annual report, starting at page F-2, as part of this annual report.

Legal Proceedings

From time to time, we may be subject to legal proceedings and claims in the ordinary course of business. We are currently not involved in any pending or contemplated legal proceedings that could reasonably be expected to have a material adverse effect on our business, prospects, financial condition or results of operations. We may become involved in material legal proceedings in the future. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Dividend Policy

Since our inception, we have not declared or paid any cash or other form of dividends on our ordinary shares. We currently intend to retain any earnings for use in our business and do not currently intend to pay cash dividends on our ordinary shares. Dividends, if any, on our outstanding ordinary shares will be declared by and subject to the discretion of our board of directors. Even if our board of directors decides to distribute dividends, the form, frequency and amount of such dividends will depend upon our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors our board of directors may deem relevant.

In addition, the distribution of dividends may be limited by Israeli law, which permits the distribution of dividends only out of distributable profits. See "Item 10.B. Memorandum and Articles of Association—Dividend and Liquidation Rights." In addition, if we pay a dividend out of income derived during the tax exemption period from the portion of the company's facilities that have been granted Approved Enterprise status, we may be required to recapture the deferred corporate tax with respect to the amount distributed. See "Item 10.E. Taxation—Israeli Tax Considerations and Government Programs—Law for the Encouragement of Capital Investments, 5719-1959." (check also with the tax part).

B. Significant Changes

No significant changes have occurred since December 31, 2015, except as otherwise disclosed in this annual report.

ITEM 9. THE OFFER AND LISTING

A. Listing Details

Our ordinary shares have been trading on the TASE since 2007 and on the NYSE since November 2013, in both cases under the symbol "EVGN." The following table sets forth, for the periods presented, the reported high and low closing sale prices of our ordinary shares on the TASE in NIS and U.S. dollars, and the reported high and low closing sale prices of our ordinary shares on the NYSE in U.S. dollars.

	Tel Aviv Stock Exchange				New York Stock Exchange	
	NIS		U.S.$		U.S.$	
	Price Per Ordinary Share		Price Per Ordinary Share		Price Per Ordinary Share	
	High	Low	High	Low	High	Low
Annual:						
2016 (up to March 31, 2016)	32.72	23.48	8.30	6.04	8.42	5.95
2015	41.17	24.90	10.45	6.42	10.42	6.50
2014	69.82	34.12	20.10	8.81	19.91	8.74
2013	68.80	36.34	19.62	9.73	19.99	16.74
2012	39.00	29.58	10.31	7.43	—	—
2011	42.40	25.20	12.02	7.10	—	—
Quarterly:						
First Quarter 2016	32.72	23.48	8.30	6.04	8.42	5.95
Fourth Quarter 2015	33.62	24.90	8.66	6.42	9.04	6.50
Third Quarter 2015	35.90	30.91	9.38	7.97	9.34	8.17
Second Quarter 2015	40.07	33.15	10.15	8.72	10.26	8.70
First Quarter 2015	41.17	32.49	10.45	8.28	10.42	8.20
Fourth Quarter 2014	48.77	34.12	13.38	8.81	13.09	8.74
Third Quarter 2014	55.01	43.52	16.06	12.32	16.16	12.45
Second Quarter 2014	68.08	55.57	19.61	16.15	19.25	16.28
First Quarter 2014	69.82	61.62	20.10	17.66	19.91	17.41
Most Recent Six Months:						
March 2016	28.14	25.04	7.23	6.54	7.41	6.47
February 2016	27.62	23.48	7.07	6.04	7.14	5.95
January 2016	32.72	25.82	8.30	6.52	8.42	6.46
December 2015	33.62	24.90	8.66	6.42	9.04	6.50
November 2015	29.41	25.37	7.61	6.52	7.50	6.55
October 2015	33.20	29.89	8.62	7.70	8.61	7.51

B. Plan of Distribution

Not applicable.

C. Markets

See "—Listing Details" above.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

For a discussion of the provisions of the company's articles of association with respect to the powers of directors, see "Item 6.C. Board Practices."

Objects and Purposes

Our registration number with the Israeli Registrar of Companies is 51-283872-3. Our purpose as set forth in article 4 of our articles of association is to engage in any legal business.

Voting

Holders of our ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders at a shareholder meeting. Shareholders may vote at shareholder meetings either in person, by proxy or by written ballot. Israeli law does not allow public companies to adopt shareholder resolutions by means of written consent in lieu of a shareholder meeting. Shareholder voting rights may be affected by the grant of any special voting rights to the holders of a class of shares with preferential rights that may be authorized in the future. Except as otherwise disclosed herein, an amendment to our articles of association to change the rights of our shareholders requires the prior approval of a simple majority of our shares represented and voting at a general meeting and of the holders of a class of shares whose rights are being affected (or the consent in writing of all the holders of such class of shares).

Share Ownership Restrictions

The ownership or voting of ordinary shares by non-residents of Israel is not restricted in any way by our articles of association or the laws of the State of Israel, except that citizens of countries that are in a state of war with Israel may not be recognized as owners of ordinary shares.

Transfer of Shares

Fully paid ordinary shares are issued in registered form and may be freely transferred under our articles of association unless the transfer is restricted or prohibited by another instrument, Israeli law or the rules of a stock exchange on which the shares are traded.

Election of Directors

Our ordinary shares do not have cumulative voting rights for the election of directors. Rather, under our articles of association, our directors, other than external directors, are elected at each annual general meeting of the shareholders, upon expiration of the term of office, by the holders of a simple majority of our ordinary shares present in person or by proxy at such meeting (excluding abstentions). As a result, the holders of our ordinary shares that represent more than 50% of the voting power represented at a shareholder meeting and voting thereon (excluding abstentions) have the power to elect any or all of our directors, subject to the special approval requirements for external directors described under "Item 6.C. Board Practices—External Directors." Vacancies on our board of directors, resulting from a resignation or other termination of service by a then serving director, may be filled by a vote of a simple majority of the directors then in office as described under "Item 6.C. Board Practices—Board of Directors." For additional information regarding the election of and voting by directors, please refer to "Item 6.C. Board Practices—Board of Directors."

Dividend and Liquidation Rights

Under Israeli law, we may declare and pay a dividend only if, upon the reasonable determination of our board of directors, the distribution will not prevent us from being able to meet the terms of our existing and contingent obligations as they become due. Under the Companies Law, the distribution amount is further limited to the greater of retained earnings or earnings generated over the two most recent years according to our then last reviewed or audited financial statements, provided that the date of the financial statements is not more than six months prior to the date of distribution. In the event that we do not have retained earnings and earnings legally available for distribution, as defined in the Companies Law, we may seek the approval of the court in order to distribute a dividend. The court may approve our request if it is convinced that there is no reasonable concern that the payment of a dividend will prevent us from satisfying our existing and foreseeable obligations as they become due.

In the event of our liquidation, after satisfaction of liabilities to creditors, our assets will be distributed to the holders of ordinary shares on a pro-rata basis. Dividend and liquidation rights may be affected by the grant of preferential dividend or distribution rights to the holders of a class of shares with preferential rights that may be authorized in the future. See "Item 8.A. Consolidated Statements and Other Financial Information—Dividend Policy."

Shareholder Meetings

Under the Companies Law, we are required to convene an annual general meeting of our shareholders once every calendar year, not more than 15 months following the preceding annual general meeting. Our board of directors may convene a special general meeting of our shareholders and is required to do so at the request of two directors or one quarter of the members of our board of directors, or at the request of one or more holders of 5% or more of our share capital and 1% of our voting power, or the holder or holders of 5% or more of our voting power. All shareholder meetings require prior notice of at least 21 days and, in certain cases, 35 days. The chairperson of our board of directors or another one of our directors authorized by our board of directors presides over our general meetings. If either of such persons is not present within 15 minutes from the appointed time for the commencement of the meeting, the directors present at such meeting shall appoint one of our directors as the chairperson for such meeting, and if they fail to do so, then the shareholders present shall appoint one of our directors to act as chairperson, and if no director is present, then one of the shareholders present at such meeting shall act as chairperson. Subject to the provisions of the Companies Law and the regulations promulgated thereunder, only shareholders of record on a date decided upon by the board of directors, which may be between four and 40 days prior to the date of the meeting (depending on the type of meeting and whether written proxies are being used) are entitled to participate and vote at general meetings of shareholders.

Quorum

Under our articles of association, the quorum required for a meeting of shareholders consists of at least two shareholders present in person, by proxy or by written ballot, who hold or represent between them at least 25% of our voting power. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place (without requirement of additional notification to the shareholders), or to a later time, if indicated in the notice to the meeting or to such other time and place as determined by the board of directors in a notice to our shareholders. At the reconvened meeting, if a quorum is not present within half an hour from the appointed time for the commencement of the meeting, the meeting will take place so long as at least one shareholder is present (regardless of the voting power held or represented by any such shareholder(s)), unless the meeting was called pursuant to a request by our shareholders, in which case the quorum required is the number of shareholders required to call the meeting as described under "—Shareholder Meetings" above.

Resolutions

Under the Companies Law, unless otherwise provided in the articles of association or applicable law, all resolutions of the shareholders require a simple majority of the voting rights represented at the meeting, in person, by proxy or by written ballot, and voting on the resolution (excluding abstentions).

Access to Corporate Records

Under the Companies Law, all shareholders generally have the right to review minutes of our general meetings, our shareholder register, including with respect to material shareholders, our articles of association, our financial statements and any document we are required by law to file publicly with the Israeli Companies Registrar or the Israeli Securities Authority. Any shareholder who specifies the purpose of its request may request to review any document in our possession that relates to any action or transaction with a related party which requires shareholder approval under the Companies Law. We may deny a request to review a document if we determine that the request was not made in good faith, that the document contains a trade secret or patent or that the document's disclosure may otherwise impair our interests.

Modification of Class Rights

The rights attached to any class of share (to the extent that we may have separate classes of shares in the future), such as voting, liquidation and dividend rights, may be amended by adoption of a resolution by the holders of a majority of our shares represented at the meeting and the holders or a majority of the shares of that class present at a separate class meeting, or otherwise in accordance with the rights attached to such class of shares, as set forth in our articles of association.

Acquisitions under Israeli Law

Full Tender Offer

A person wishing to acquire shares of a public Israeli company and who could as a result hold over 90% of the target company's voting rights or the target company's issued and outstanding share capital (or of a class thereof), is required by the Companies Law to make a tender offer to all of the company's shareholders for the purchase of all of the issued and outstanding shares of the company (or the applicable class). If (a) the shareholders who did not accept the offer hold less than 5% of the issued and outstanding share capital of the company (or the applicable class) and the shareholders who accept the offer constitute a majority of the offerees that do not have a personal interest in the acceptance of the tender offer or (b) the shareholders who did not accept the tender offer hold less than 2% of the issued and outstanding share capital of the company (or of the applicable class), all of the shares that the acquirer offered to purchase will be transferred to the acquirer by operation of law. A shareholder who had its shares so transferred may petition the court within six months from the date of acceptance of the full tender offer, regardless of whether such shareholder agreed to the offer, to determine whether the tender offer was for less than fair value and whether the fair value should be paid as determined by the court. However, an offeror may provide in the offer documents that a shareholder who accepted the offer will not be entitled to appraisal rights as described in the preceding sentence, as long as the offeror and the company disclosed the information required by law in connection with the tender offer. If (a) the shareholders who did not accept the tender offer hold 5% or more of the issued and outstanding share capital of the company (or of the applicable class) or the shareholders who accept the offer constitute less than a majority of the offerees that do not have a personal interest in the acceptance of the tender offer, or (b) the shareholders who did not accept the tender offer hold 2% or more of the issued and outstanding share capital of the company (or of the applicable class), the acquirer may not acquire shares of the company that will increase its holdings to more than 90% of the company's issued and outstanding share capital (or of the applicable class) from shareholders who accepted the tender offer.

Special Tender Offer

The Companies Law provides that an acquisition of shares of an Israeli public company must be made by means of a special tender offer if as a result of the acquisition the purchaser would become a holder of 25% or more of the voting rights in the company. This rule does not apply if there is already another holder of 25% or more of the voting rights in the company. Similarly, the Companies Law provides that an acquisition of shares in a public company must be made by means of a tender offer if as a result of the acquisition the purchaser would become a holder of more than 45% of the voting rights in the company, if there is no other shareholder of the company who holds more than 45% of the voting rights in the company. These requirements do not apply if the acquisition (i) occurs in the context of a private placement by the company that received shareholder approval, (ii) was from a shareholder holding 25% or more of the voting rights in the company and resulted in the acquirer becoming a holder of 25% or more of the voting rights in the company, or (iii) was from a holder of more than 45% of the voting rights in the company and resulted in the acquirer becoming a holder of more than 45% of the voting rights in the company. A special tender offer may be consummated only if (i) at least 5% of the voting power attached to the company's outstanding shares will be acquired by the offeror and (ii) the number of shares tendered in the offer exceeds the number of shares whose holders objected to the offer (excluding controlling shareholders, holders of 25% or more of the voting rights in the company and any person having a personal interest in the acceptance of the tender offer).

In the event that a special tender offer is made, a company's board of directors is required to express its opinion on the advisability of the offer, or shall abstain from expressing any opinion if it is unable to do so, provided that it gives the reasons for its abstention. An office holder in a target company who, in his or her capacity as an office holder, performs an action the purpose of which is to cause the failure of an existing or foreseeable special tender offer or is to impair the chances of its acceptance, is liable to the potential purchaser and shareholders for damages, unless such office holder acted in good faith and had reasonable grounds to believe he or she was acting for the benefit of the company. However, office holders of the target company may negotiate with the potential purchaser in order to improve the terms of the special tender offer, and may further negotiate with third parties in order to obtain a competing offer.

If a special tender offer is accepted, then shareholders who did not respond to or that had objected the offer may accept the offer within four days of the last day set for the acceptance of the offer. In the event that a special tender offer is accepted, then the purchaser or any person or entity controlling it or under common control with the purchaser or such controlling person or entity may not make a subsequent tender offer for the purchase of shares of the target company and may not enter into a merger with the target company for a period of one year from the date of the offer, unless the purchaser or such person or entity undertook to effect such an offer or merger in the initial special tender offer.

Merger

The Companies Law permits merger transactions if approved by each party's board of directors and, unless certain conditions described under the Companies Law are met, a majority of each party's shareholders. The board of directors of a merging company is required pursuant to the Companies Law to discuss and determine whether in its opinion there exists a reasonable concern that as a result of a proposed merger, the surviving company will not be able to satisfy its obligations towards its creditors, such determination taking into account the financial status of the merging companies. If the board of directors determines that such a concern exists, it may not approve a proposed merger. Following the approval of the board of directors of each of the merging companies, the boards of directors must jointly prepare a merger proposal for submission to the Israeli Registrar of Companies.

For purposes of the shareholder vote, unless a court rules otherwise, if one of the merging companies (or any person who holds 25% or more of the outstanding shares or the right to appoint 25% or more of the directors of one of the merging companies) holds shares in the other merging company, the merger will not be deemed approved if a majority of the shares voted at the shareholders meeting by shareholders other than the other party to the merger, or by any person who holds 25% or more of the outstanding shares or the right to appoint 25% or more of the directors of the other party, vote against the merger. In addition, if the non-surviving entity of the merger has more than one class of shares, the merger must be approved by each class of shareholders. If the transaction would have been approved but for the separate approval of each class or the exclusion of the votes of certain shareholders as provided above, a court may still approve the merger upon the request of holders of at least 25% of the voting rights of a company, if the court holds that the merger is fair and reasonable, taking into account the value of the parties to the merger and the consideration offered to the shareholders. If a merger is with a company's controlling shareholder or if the controlling shareholder has a personal interest in the merger, then the merger is instead subject to the same special majority approval that governs all extraordinary transactions with controlling shareholders (as described above under "Item 6.C. Board Practices—Approval of Related Party Transactions under Israeli Law—Disclosure of Personal Interests of Controlling Shareholders and Approval of Certain Transactions").

Under the Companies Law, each merging company must inform its secured creditors of the proposed merger plans. Upon the request of a creditor of either party to the proposed merger, the court may delay or prevent the merger if it concludes that there exists a reasonable concern that, as a result of the merger, the surviving company will be unable to satisfy the obligations of any of the parties to the merger, and may further give instructions to secure the rights of creditors.

In addition, a merger may not be completed unless at least 50 days have passed from the date that a proposal for approval of the merger is filed with the Israeli Registrar of Companies and 30 days have passed from the date that shareholder approval of both merging companies is obtained.

Antitakeover Measures under Israeli Law

Besides the requirements described above with respect to tender offers and mergers, Israeli law and our articles of association enable the implementation of additional measures that may delay or prevent a takeover attempt and thereby preclude our shareholders from realizing a potential premium over the market value of our ordinary shares that they hold. Our articles of association allow our company to increase its registered share capital and provide that the increased capital will be divided into shares having ordinary, preferred or deferred rights or any other special rights, or may be subject to terms and restrictions in respect of dividend, repayment of capital, voting or other terms, in each case provided that the general meeting of our shareholders approves via a simple majority of shares present (in person or by proxy) and voting. Israeli law also permits the issuance of preferred stock. However, the TASE rules and regulations prohibit a listed company from having more than one class of shares listed, and the TASE's current position is that a listed company may not issue or list preferred shares. Therefore, assuming that the TASE's current position does not change, as long as our ordinary shares are listed on the TASE, we will be prohibited from issuing preferred stock.

To date, the legality of a poison pill as an additional antitakeover measure has not been examined in Israel.

C. Material Contracts

Other than as described in other parts of this annual report, we have no other material contracts to which we were party during the last two years.

D. Exchange Controls

Other than general anti-money laundering regulations, there are currently no Israeli currency control regulations in effect that restrict our import or export of capital to or from the State of Israel, or the availability of cash and cash equivalents for use by our affiliated companies. Under the Bank of Israel Law, 5770-2010, the Governor of the Bank of Israel, with the approval of the monetary policy committee of the Bank of Israel, is authorized to issue an administrative order restricting the transfer of funds to or from Israel. However, such an order is only likely to be issued under emergency circumstances and only for a temporary period, if necessary for the achievement of the goals of the Bank of Israel or the carrying out of its responsibilities under Israeli law. Furthermore, Israel has agreed, pursuant to international agreements to which it is a party (including incident to Israel's having joined the International Monetary Fund) to allow for the free flow of capital to and from within its borders. Certain transactions nevertheless require the filing of reports with the Bank of Israel.

Similarly, there are no currently effective Israeli governmental laws, decrees, regulations or other legislation that restrict the payment of dividends or other distributions with respect to our ordinary shares or the proceeds from the sale of the shares, except for the obligation of Israeli residents to file reports with the Bank of Israel regarding some transactions. However, legislation remains in effect under which currency controls can be imposed by administrative action at any time.

E. Taxation

This section discusses the material Israeli income tax consequences concerning the ownership and disposition of our ordinary shares purchased by investors in our U.S. initial public offering. This summary does not discuss all the aspects of Israeli tax law that may be relevant to a particular investor in light of his or her personal investment circumstances or to some types of investors subject to special treatment under Israeli law. Examples of such investors include residents of Israel or traders in securities who are subject to special tax regimes not covered in this discussion. Because parts of this discussion are based on new tax legislation that has not yet been subject to judicial or administrative interpretation, we cannot assure you that the appropriate tax authorities or the courts will accept the views expressed in this discussion. The discussion below is subject to change, including due to amendments under Israeli law or changes to the applicable judicial or administrative interpretations of Israeli law, which change could affect the tax consequences described below.

Taxation of Our Non-Israeli Shareholders

Capital Gains Taxes Applicable to Non-Israeli Resident Shareholders. Generally, a non-Israeli resident (whether individual or corporation) who derives capital gains from the sale of shares in an Israeli resident company that were purchased after the company was listed for trading on a stock exchange outside of Israel should be exempt from Israeli tax so long as the shares were not held through a permanent establishment that the non-resident maintains in Israel and that such shareholder is not subject to the Israeli Income Tax Law (Inflationary Adjustments) 5745-1985. However, non-Israeli corporations will not be entitled to the foregoing exemption if Israeli residents: (i) have a controlling interest of 25% or more in such non-Israeli corporation or (ii) are the beneficiaries of, or are entitled to, 25% or more of the revenues or profits of such non-Israeli corporation, whether directly or indirectly. Additionally, such exemption is not applicable to a person whose gains from selling or otherwise disposing of the shares are deemed to be business income.

A sale of shares by a non-Israeli resident may be exempt from Israeli capital gains tax under the provisions of an applicable tax treaty. For example, under the United States-Israel Tax Treaty, the disposition of shares by a shareholder who is a United States resident (for purposes of the treaty) holding the shares as a capital asset and is entitled to claim the benefits afforded to such person by the treaty, is generally exempt from Israeli capital gains tax unless, among other things, (i) the capital gain arising from the disposition can be attributed to a permanent establishment of the shareholder which is maintained in Israel; (ii) the shareholder holds, directly or indirectly, shares representing 10% or more of the voting capital during any part of the 12-month period preceding such sale, exchange or disposition, subject to certain conditions; or (iii) such U.S. resident is an individual and was present in Israel for a period or periods aggregating to 183 days or more during the relevant taxable year. In each case, the sale, exchange or disposition of such shares would be subject to Israeli tax, to the extent applicable; however, under the United States-Israel Tax Treaty, the United States resident would be permitted to claim a credit for the Israeli tax against the United States federal income tax imposed with respect to the sale, exchange or disposition, subject to the limitations in United States laws applicable to foreign tax credits. The United States-Israel Tax Treaty does not relate to U.S. state or local taxes.

In some instances, where our shareholders may be liable for Israeli tax on the sale of their ordinary shares, the payment of the consideration may be subject to the withholding of Israeli tax at source. Shareholders may be required to demonstrate that they are exempt from tax on their capital gains in order to avoid withholding at source at the time of sale. Specifically, in transactions involving a sale of all of the shares of an Israeli resident company, in the form of a merger or otherwise, the Israel Tax Authority may require from shareholders who are not liable for Israeli tax to sign declarations in forms specified by this authority or obtain a specific exemption from the Israel Tax Authority to confirm their status as non-Israeli resident, and, in the absence of such declarations or exemptions, may require the purchaser of the shares to withhold taxes at source.

Taxation of Non-Israeli Shareholders on Receipt of Dividends. Non-Israeli residents (whether individuals or corporations) are generally subject to Israeli income tax on the receipt of dividends paid on our ordinary shares at the rate of 25%, which tax will be withheld at source, unless relief is provided in a treaty between Israel and the shareholder's country of residence. With respect to a person who is a "substantial shareholder" at the time of receiving the dividend or on any time during the preceding twelve months, the applicable tax rate is 30% or 15% if the dividend is distributed from income attributed to an Approved Enterprise or Beneficiary Enterprise (and 20% with respect to Preferred Enterprise). A "substantial shareholder" is generally a person who alone or together with such person's relative or another person who collaborates with such person on a permanent basis, holds, directly or indirectly, at least 10% of any of the "means of control" of the corporation. "Means of control" generally include the right to vote, receive profits, nominate a director or an executive officer, receive assets upon liquidation, or order someone who holds any of the aforesaid rights how to act, regardless of the source of such right. Dividends paid on publicly traded shares, which are registered with and held by a nominee company, to non-Israeli residents are generally subject to Israeli withholding tax at a rate of 25% (whether the recipient is a "substantial shareholder" or not), unless a lower rate is provided under an applicable tax treaty between Israel and the shareholder's country of residence and provided that a certificate from the Israel Tax Authority allowing for a reduced withholding tax rate is obtained in advance. However, a distribution of dividends to non-Israeli residents is subject to withholding tax at source at a rate of 15% if the dividend is distributed from income attributed to an Approved Enterprise, or a Beneficiary Enterprise (and 20% if the dividend is distributed from income attributed to a Preferred Enterprise), unless a reduced tax rate is provided under an applicable tax treaty (subject to the receipt in advance of a valid certificate from the Israel Tax Authority allowing for a reduced tax rate).

In this regard, under the United States-Israel Tax Treaty, the maximum rate of tax withheld at source in Israel on dividends paid to a holder of our ordinary shares who is a United States resident (for purposes of the United States-Israel Tax Treaty) is 25%. However, generally, the maximum rate of withholding tax on dividends, not generated by an Approved Enterprise or a Beneficiary Enterprise, that are paid to a United States corporation holding at least 10% or more of our outstanding voting capital throughout the tax year in which the dividend is distributed as well as during the previous tax year, is 12.5%, provided that no more than 25% of our gross income for such preceding year consists of certain types of dividends and interest. We cannot assure you that we will designate the profits that we may distribute in a way that will reduce shareholders' tax liability. Notwithstanding the foregoing, dividends distributed from income attributed to an Approved Enterprise or a Beneficiary Enterprise are subject to withholding tax at the rate of 15% for such a United States corporate shareholder, provided that the condition related to our gross income for the previous year (as set forth in the previous sentence) is met. If the dividend is attributable partly to income derived from an Approved Enterprise, a Beneficiary Enterprise or a Preferred Enterprise, and partly to other sources of income, the withholding rate will be a blended rate reflecting the relative portions of the two types of income. United States residents who are subject to Israeli withholding tax on a dividend may be entitled to a credit or deduction for Untied States federal income tax purposes in the amount of the taxes withheld, subject to detailed rules contained in United States tax legislation.

A non-Israeli resident who receives dividends from which tax was withheld is generally exempt from the obligation to file tax returns in Israel with respect to such income, provided that (i) such income was not derived from a business conducted in Israel by the taxpayer, and (ii) the taxpayer has no other taxable sources of income in Israel with respect to which a tax return is required to be filed.

Excess Tax

Individuals who are subject to tax in Israel are also subject to an additional tax at a rate of 2% on annual income exceeding NIS 810,720 for 2015, which amount is linked to the annual change in the Israeli consumer price index, including, but not limited to, dividends, interest and capital gain.

United States Federal Income Taxation

The following is a description of the material United States federal income tax consequences to U.S. Holders (as defined below) of the acquisition, ownership and disposition of our ordinary shares. This description addresses only the United States federal income tax consequences to holders of our ordinary shares that hold such ordinary shares as capital assets. This description does not address tax considerations applicable to holders that may be subject to special tax rules, including, without limitation:

- banks, financial institutions or insurance companies;
- real estate investment trusts, regulated investment companies or grantor trusts;
- dealers or traders in securities, commodities or currencies;
- tax-exempt entities;
- certain former citizens or long-term residents of the United States;
- persons that received our shares as compensation for the performance of services;
- persons that will hold our shares as part of a "hedging," "integrated" or "conversion" transaction or as a position in a "straddle" for United States federal income tax purposes;
- partnerships (including entities classified as partnerships for United States federal income tax purposes) or other pass-through entities, or holders that will hold our shares through such an entity;
- U.S. Holders (as defined below) whose "functional currency" is not the U.S. dollar; or
- holders that own directly, indirectly or through attribution 10.0% or more of the voting power or value of our shares.

Moreover, this description does not address the United States federal estate, gift or alternative minimum tax consequences, or any state, local or foreign tax consequences, of the acquisition, ownership and disposition of our ordinary shares.

This description is based on the United States Internal Revenue Code of 1986, as amended (the "Code"), existing, proposed and temporary United States Treasury Regulations and judicial and administrative interpretations thereof, in each case as in effect and available on the date hereof. Each of the foregoing is subject to change, which change could apply retroactively and could affect the tax consequences described below. There can be no assurances that the U.S. Internal Revenue Service will not take a different position concerning the tax consequences of the acquisition, ownership and disposition of our ordinary shares or that such a position would not be sustained.

For purposes of this description, a "U.S. Holder" is a beneficial owner of our ordinary shares that, for United States federal income tax purposes, is:

- a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for United States federal income tax purposes) created or organized in or under the laws of the United States or any state thereof, including the District of Columbia;
- an estate the income of which is subject to United States federal income taxation regardless of its source; or
- a trust if such trust has validly elected to be treated as a United States person for United States federal income tax purposes or if (1) a court within the United States is able to exercise primary supervision over its administration and (2) one or more United States persons have the authority to control all of the substantial decisions of such trust.

A "Non-U.S. Holder" is a beneficial owner of our ordinary shares that is neither a U.S. Holder nor a partnership (or other entity treated as a partnership for United States federal income tax purposes).

If a partnership (or any other entity treated as a partnership for United States federal income tax purposes) holds our ordinary shares, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. Such a partner or partnership is encouraged to consult its tax advisor as to its tax consequences.

Unless otherwise indicated, this description assumes that we are not, and will not become, a "passive foreign investment company," or "PFIC," for United States federal income tax purposes. See "—Passive Foreign Investment Company Considerations."

You are encouraged to consult your advisor with respect to the United States federal, state, local and foreign tax consequences of acquiring, owning and disposing of our ordinary shares.

Distributions

If you are a U.S. Holder, the gross amount of any distribution that we pay you with respect to our ordinary shares before reduction for any Israeli taxes withheld therefrom generally will be includible in your income as dividend income to the extent such distribution is paid out of our current or accumulated earnings and profits as determined under United States federal income tax principles. To the extent that the amount of any cash distribution exceeds our current and accumulated earnings and profits as determined under United States federal income tax principles, it will be treated first as a tax-free return of your adjusted tax basis in our ordinary shares and thereafter as capital gain. We do not expect to maintain calculations of our earnings and profits under United States federal income tax principles. Therefore, if you are a U.S. Holder you should expect that the entire amount of any cash distribution generally will be reported as dividend income to you; provided, however, that distributions of ordinary shares to U.S. Holders that are part of a pro rata distribution to all of our shareholders generally will not be subject to United States federal income tax. Subject to the PFIC rules discussed below, non-corporate U.S. Holders may qualify for the lower rates of taxation with respect to dividends on ordinary shares applicable to long-term capital gains (*i.e.*, gains from the sale of capital assets held for more than one year), provided that certain conditions are met, including certain holding period requirements and the absence of certain risk reduction transactions. Moreover, such reduced rate shall not apply if we are a PFIC for the taxable year in which we pay a dividend, or were a PFIC for the preceding taxable year. Dividends will not be eligible for the dividends received deduction generally allowed to corporate U.S. Holders.

If you are a U.S. Holder, dividends that we pay you with respect to our ordinary shares will be treated as foreign source income, which may be relevant in calculating your foreign tax credit limitation. Subject to certain conditions and limitations, Israeli tax withheld on dividends may be deducted from your taxable income or credited against your United States federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends that we distribute generally should constitute "passive category income," or, in the case of certain U.S. Holders, "general category income." A foreign tax credit for foreign taxes imposed on distributions may be denied if you do not satisfy certain minimum holding period requirements. The rules relating to the determination of the foreign tax credit are complex, and you are encouraged to consult your tax advisor to determine whether and to what extent you will be entitled to this credit.

Sale, Exchange or Other Disposition of Ordinary Shares

Subject to the discussion below under "Passive Foreign Investment Company Considerations," if you are a U.S. Holder, you generally will recognize an amount of gain or loss on the sale, exchange or other disposition of our ordinary shares equal to the difference between the amount realized on such sale, exchange or other disposition and your tax basis in our ordinary shares, and such gain or loss will be capital gain or loss. The tax basis in an ordinary share generally will equal the cost of such ordinary share. If you are a non-corporate U.S. Holder, capital gain from the sale, exchange or other disposition of ordinary shares generally will be eligible for a preferential rate of taxation applicable to capital gains, if your holding period for such ordinary shares exceeds one year. The deductibility of capital losses for United States federal income tax purposes is subject to limitations under the Code. Any such gain or loss that a U.S. Holder recognizes generally will be treated as U.S. source income or loss for foreign tax credit limitation purposes.

Passive Foreign Investment Company Considerations

If we were to be classified as a "passive foreign investment company," or PFIC, in any taxable year, a U.S. Holder would be subject to special rules generally intended to reduce or eliminate any benefits from the deferral of U.S. federal income tax that a U.S. Holder could derive from investing in a non-U.S. company that does not distribute all of its earnings on a current basis.

A non-U.S. corporation will be classified as a PFIC for federal income tax purposes in any taxable year in which, after applying certain look-through rules, either:

- at least 75% of its gross income is "passive income"; or
- at least 50% of the average quarterly value of its gross assets (which may be determined in part by the market value of our ordinary shares, which is subject to change) is attributable to assets that produce "passive income" or are held for the production of passive income.

Passive income for this purpose generally includes dividends, interest, royalties, rents, gains from commodities and securities transactions, the excess of gains over losses from the disposition of assets which produce passive income, and includes amounts derived by reason of the temporary investment of funds raised in offerings of our ordinary shares. If a non-U.S. corporation owns at least 25% by value of the stock of another corporation, the non-U.S. corporation is treated for purposes of the PFIC tests as owning its proportionate share of the assets of the other corporation and as receiving directly its proportionate share of the other corporation's income. For publicly traded corporations, the PFIC asset test described above is applied using the fair market value of the non-U.S. corporation's assets. For purposes of a the PFIC asset test, a publicly traded non-U.S. corporation may treat the aggregate fair market value of its assets as being equal to the sum of the aggregate value of its outstanding stock ("Market Capitalization") and the total amount of its liabilities. We intend to take the position that the excess of our Market Capitalization plus liabilities over the book value of all of our assets may generally be treated as attributable to non-passive asset. If we are classified as a PFIC in any year with respect to which a U.S. Holder owns our ordinary shares, we will continue to be treated as a PFIC with respect to such U.S. Holder in all succeeding years during which the U.S. Holder owns our ordinary shares, regardless of whether we continue to meet the tests described above.

Based on certain estimates of our gross income and gross assets and the nature of our business, we do not believe that we were classified as a PFIC for the taxable year ending December 31, 2015; however, because this determination relies on certain assumptions about the value and composition of our income and assets, there can be no assurances that the IRS will agree with our determination and will not successfully assert that we were a PFIC in 2015. Furthermore, because PFIC status is based on our income, assets and activities for the entire taxable year, and our Market Capitalization, it is not possible to determine whether we will be characterized as a PFIC for the 2016 taxable year until after the close of the year. Moreover, we must determine our PFIC status annually after the close of each taxable year based on tests which are factual in nature, and our status in future years will depend on our income, assets, activities and Market Capitalization in those years. In addition, because we currently hold, and expect to continue to hold, a substantial amount of cash and cash equivalents and other passive assets used in our business, because the value of our gross assets is likely to be determined in large part by reference to the market prices of our securities, and because our Market Capitalization is currently below the level necessary to avoid PFIC status for 2016, there is substantial risk we will be classified as a PFIC for the 2016 taxable year. Thus, there can be no assurance that we will not be considered a PFIC for the current taxable year or any future taxable year.

If we are a PFIC for any taxable year during which a U.S. Holder owns ordinary shares, we will generally continue to be treated as a PFIC with respect to such U.S. Holder for all succeeding years during which such U.S. Holder owns such ordinary shares, unless we cease to be a PFIC and the U.S. Holder makes a "deemed sale" election with respect to such ordinary shares. If such election is made, the U.S. Holder will be deemed to have sold the ordinary shares it holds at their fair market value and any gain from the deemed sale would be subject to the rules described in the following paragraph. After the deemed sale election, so long as we do not become a PFIC in a subsequent taxable year, the ordinary shares with respect to which such election was made will not be treated as shares in a PFIC and will not be subject to the rules described below with respect to any "excess distribution" the U.S. Holder receives from us or any gain from an actual sale or other disposition of such ordinary shares. U.S. Holders are strongly urged to consult their tax advisors as to the possibility and consequences of making a deemed sale election if we were to become and then cease to be a PFIC, and such election becomes available.

If we were a PFIC, and you are a U.S. Holder, then unless you make one of the elections described below, a special tax regime will apply to both (a) any "excess distribution" by us to you (generally, your ratable portion of distributions in any year which are greater than 125% of the average annual distribution received by you in the shorter of the three preceding years or your holding period for our ordinary shares) and (b) any gain realized on the sale or other disposition of the ordinary shares. Under this regime, any excess distribution and realized gain will be treated as ordinary income (even if you hold the ordinary shares as capital assets) and will be subject to tax as if (a) the excess distribution or gain had been realized ratably over your holding period, (b) the amount deemed realized in each year had been subject to tax in each year of that holding period at the highest marginal rate for such year (other than income allocated to the current period or any taxable period before we became a PFIC, which would be subject to tax at the U.S. Holder's regular ordinary income rate for the current year and would not be subject to the interest change discussed below), and (c) the interest charge generally applicable to underpayments of tax had been imposed on the taxes deemed to have been payable in those years. The tax liability for amounts allocated to years prior to the year of disposition or excess distribution cannot be offset by any net operating losses for such years.

If we are a PFIC for any taxable year during which a U.S. Holder holds our ordinary shares, then in lieu of being subject to the tax and interest charge rules discussed above, a U.S. Holder may make an election to include gain on the stock of a PFIC as ordinary income under a mark-to-market method, provided that such ordinary shares are "regularly traded" on a "qualified exchange." In general, our ordinary shares will be treated as "regularly traded" for a given calendar year if more than a *de minimis* quantity of our ordinary shares are traded on a qualified exchange on at least 15 days during each calendar quarter of such calendar year. Our ordinary shares are listed, and we expect them to continue to be listed for the foreseeable future, on the New York Stock Exchange, which is a qualifying exchange for this purpose. However, no assurance can be given that our ordinary shares will continue to be regularly traded on a "qualified exchange" for purposes of the mark-to-market election. In addition, because a mark-to-market election cannot be made for any lower-tier PFICs that we may own, a U.S. Holder may continue to be subject to the PFIC rules discussed above with respect to such holder's indirect interest in any investments we hold that are treated as an equity interest in a PFIC for United States federal income tax purposes.

If a U.S. Holder makes an effective mark-to-market election, in each year that we are a PFIC, such U.S. Holder will include in each year that we are a PFIC as ordinary income the excess of the fair market value of such U.S. Holder's ordinary shares at the end of the year over such U.S. Holder's adjusted tax basis in the shares. Such U.S. Holder will be entitled to deduct as an ordinary loss in each such year the excess of such U.S. Holder's adjusted tax basis in the ordinary shares over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. If a U.S. Holder makes an effective mark-to-market election, in each year that we are a PFIC, any gain such U.S. Holder recognizes upon the sale or other disposition of such U.S. Holder's ordinary shares will be treated as ordinary income and any loss will be treated as ordinary loss, but only to the extent of the net amount of previously included income as a result of the mark-to-market election.

A U.S. Holder's adjusted tax basis in the ordinary shares will be increased by the amount of any income inclusion and decreased by the amount of any deductions under the mark-to-market rules discussed above. If a U.S. Holder makes an effective mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the ordinary shares are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. U.S. Holders are encouraged to consult their tax advisers about the availability of the mark-to-market election, and whether making the election would be advisable in their particular circumstances.

In certain circumstances, a U.S. equity holder in a PFIC may avoid the adverse tax and interest-charge regime described above by making a "qualified electing fund" election to include in income its share of the corporation's income on a current basis. However, a U.S. Holder may make a qualified electing fund election with respect to the ordinary shares only if we agree to furnish you annually with a PFIC annual information statement as specified in the applicable Treasury regulations.

We do not intend to provide the information necessary for U.S. Holders to make qualified electing fund elections if we are classified as a PFIC. U.S. Holders are encouraged to consult their tax advisors to determine whether any of these elections would be available and if so, what the consequences of the alternative treatments would be in their particular circumstances.

If we are determined to be a PFIC, the general tax treatment for U.S. Holders described in this paragraph would apply to indirect distributions and gains deemed to be realized by U.S. Holders in respect of any of our subsidiaries that also may be determined to be PFICs.

If a U.S. Holder owns ordinary shares during any year in which we are a PFIC and the U.S. Holder recognizes gain on a disposition of our ordinary shares or receives distributions with respect to our ordinary shares, the U.S. Holder generally will be required to file an IRS Form 8621 with respect to the company, generally with the U.S. Holder's federal income tax return for that year. If our company were a PFIC for a given taxable year, then you are encouraged to consult your tax advisor concerning your annual filing requirements.

U.S. Holders are encouraged to consult their tax advisors regarding whether we are a PFIC and the potential application of the PFIC rules.

Backup Withholding Tax and Information Reporting Requirements

United States backup withholding tax and information reporting requirements may apply to certain payments to certain holders of stock. Information reporting generally will apply to payments of dividends on, and to proceeds from the sale or redemption of, our ordinary shares made within the United States, or by a United States payor or United States middleman, to a holder of our ordinary shares, other than an exempt recipient (including a payee that is not a United States person that provides an appropriate certification and certain other persons). A payor will be required to withhold backup withholding tax from any payments of dividends on, or the proceeds from the sale or redemption of, ordinary shares within the United States, or by a United States payor or United States middleman, to a holder, other than an exempt recipient, if such holder fails to furnish its correct taxpayer identification number or otherwise fails to comply with, or establish an exemption from, such backup withholding tax requirements. Any amounts withheld under the backup withholding rules will be allowed as a credit against the beneficial owner's United States federal income tax liability, if any, and any excess amounts withheld under the backup withholding rules may be refunded, provided that the required information is timely furnished to the Internal Revenue Service.

Foreign Asset Reporting

Certain U.S. Holders who are individuals are required to report information relating to an interest in our ordinary shares, subject to certain exceptions (including an exception for shares held in accounts maintained by financial institutions). U.S. Holders are encouraged to consult their tax advisors regarding their information reporting obligations, if any, with respect to their ownership and disposition of our ordinary shares.

Medicare Tax

Certain U.S. Holders that are individuals, estates or trusts are subject to a 3.8% tax on all or a portion of their "net investment income," which may include all or a portion of their dividend income and net gains from the disposition of ordinary shares. Each U.S. Holder that is an individual, estate or trust is encouraged to consult its tax advisors regarding the applicability of the Medicare tax to its income and gains in respect of its investment in the ordinary shares.

The above description is not intended to constitute a complete analysis of all tax consequences relating to acquisition, ownership and disposition of our ordinary shares. You are encouraged to consult your tax advisor concerning the tax consequences of your particular situation.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

We are currently subject to the informational requirements of the Exchange Act applicable to foreign private issuers and fulfill the obligations of these requirements by filing reports with the SEC. As a foreign private issuer, we are exempt from the rules under the Exchange Act relating to the furnishing and content of proxy statements, and our officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the Exchange Act. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as U.S. companies whose securities are registered under the Exchange Act. However, we intend to file with the SEC, within 120 days after the end of each subsequent fiscal year, an annual report on Form 20-F containing financial statements which will be examined and reported on, with an opinion expressed, by an independent public accounting firm. We also intend to furnish the SEC reports on Form 6-K containing unaudited quarterly financial information.

You may inspect and copy such material without charge at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of such material from the SEC at prescribed rates by writing to the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC maintains an Internet website at http://www.sec.gov that contains reports, proxy statements, information statements and other material that are filed through the SEC's Electronic Data Gathering, Analysis and Retrieval, or "EDGAR" system.

We also file annual and special reports and other information with the Israeli Securities Authority through its fair disclosure electronic system called MAGNA. You may review these filings on the website of the MAGNA system operated by the Israeli Securities Authority at www.magna.isa.gov.il or on the website of the TASE at www.tase.co.il.

Our ordinary shares are quoted on the TASE and the NYSE. Information about us is also available on our website at http://www.evogene.com. Our website and the information contained therein or connected thereto will not be deemed to be incorporated into this annual report and you should not rely on any such information in making your decision whether to purchase our ordinary shares.

I. Subsidiary Information

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to a variety of risks, including foreign currency exchange fluctuations, changes in interest rates, inflation, and other risks. We regularly assess the risks to minimize any adverse effects on our business. For sensitivity analysis of our exposure to foreign currency exchange fluctuations and changes in market prices of listed securities, see Note 13d to our consolidated financial statements as of and for the year ended December 31, 2015 included elsewhere in this annual report.

Foreign Currency Risk

Most of our revenues are denominated in U.S. dollars. In contrast, we incur expenses primarily denominated in NIS. As a result, any appreciation of the NIS relative to the U.S. dollar adversely impacts our profitability due to the portion of our expenses that are incurred in NIS. As of December 31, 2015, we did not have any hedge arrangements in place to protect against our exposure to foreign currency fluctuations. In the future we may enter into certain hedging transactions in order to decrease our foreign currency risk, however these transactions may not fully protect us from such risk.

The following table presents information about the changes in the exchange rates of the NIS against the U.S. dollar:

Period	Depreciation (Appreciation) of the NIS against the U.S. dollar (%) Based on Average of Daily Exchange Rates Throughout Year Compared to Previous Year
2015	8.6
2014	(0.9)
2013	(6.4)
2012	7.8
2011	(4.1)

Our exposure related to exchange rate changes on our net asset position denominated in currencies other than USD varies with changes in our net asset position. Net asset position refers to financial assets, such as trade receivables and cash and cash deposits, less financial liabilities, such as trade payable and other payables. The impact of any such transaction gains or losses is reflected in finance expenses or income. Our most significant exposure relates to a potential change in the exchange rates of the U.S. dollar and the NIS. Assuming a 10% decrease in the U.S. dollar relative to the NIS, and assuming no other change, our finance expenses would have increased by $0.4 million in 2015, increase by $0.3 million in 2014, and increase by $0.5 million in 2013 due to our negative current net asset position denominated in U.S. dollars in 2015, 2014 and 2013.

Commodity Price Risk

Operating in the agribusiness sector, changes in certain commodity prices may affect our reported operating results and cash flows. The budget for, and size of, research and development expenditures of our existing and potential collaborators may be reduced as a result of a decrease in commodity prices. For example, corn prices decreased from around US$7 per bushel in mid-2013 to less than US$4 per bushel in late 2014 and thereafter maintained that price level throughout 2015. Such developments may, in turn, adversely impact the size of the research payments that we may receive from these collaborators, as well as our ability to extend existing collaborations or enter into new ones. In addition, the prospects of our wholly owned subsidiary Evofuel will depend on biofuel and oil and natural gas prices. Further, the royalties we may receive from our collaborators on the sales and transfers of seeds containing the traits we develop could be affected by fluctuations in seed commodity prices. As of December 31, 2015, we did not have any hedge arrangements in place to protect our exposure to commodity price fluctuations.

Interest rate risk

We have a considerable investment in marketable securities that consist of corporate bonds and government treasury notes denominated in U.S. dollars. These investments expose us to the risk of interest rate fluctuations. An increase in U.S. interest rates could cause the fair value of these investments to decrease.

As of December 31, 2015 the fair value of these investments was $71.8 million. The potential loss in fair value from a hypothetical 0.5% increase in the interest rate would be approximately $1 million.

As of December 31, 2015, we did not have any hedge arrangements in place to protect our exposure to interest rate fluctuations.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

The effective date of the registration statement, File No. 333-191315, for our U.S. initial public offering of ordinary shares, par value NIS 0.02 per share, was November 20, 2013. The offering commenced on November 21, 2013 and was closed on November 26, 2013. Credit Suisse Securities and Deutsche Bank Securities acted as joint book-running managers for the offering, and Oppenheimer & Co. and Piper Jaffray & Co. acted as co-managers. We registered and sold 5,750,000 of our ordinary shares in our U.S. initial public offering. The aggregate offering price of the shares registered was approximately $84.8 million, as was the aggregate price of the shares sold. The total expenses of the offering, including underwriting discounts and commissions, were approximately $8 million. The net proceeds that we received from the offering were approximately $76.8 million.

A portion of the net proceeds from our U.S. initial public offering has been used to enhance our seed traits operation, to develop and expand our ag-chemicals operations, to further develop and commercialize our Evofuel activities, to develop our ag-biologicals operations, and to fund our working capital and capital expenditures. The balance is held in cash, short term deposit and marketable securities.

None of the net proceeds of our U.S. initial public offering was paid directly or indirectly to any director, officer, general partner of ours or to their associates, persons owning ten percent or more of any class of our equity securities, or to any of our affiliates.

ITEM 15. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2015. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2015, our disclosure controls and procedures were effective such that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system has been designed to provide reasonable assurance to our management and board of directors regarding the reliability of financial reporting and the preparation and fair presentation of our published consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2015. In making our assessment, our management used the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) (2013). Based on such assessment, our management has concluded that, as of December 31, 2015, our internal control over financial reporting is effective based on those criteria.

(c) Attestation Report of Registered Public Accounting Firm

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal controls over financial reporting because the JOBS Act provides us with an exemption from that requirement, as we qualify as an emerging growth company.

(d) Changes in internal control over financial reporting

During the period covered by this annual report, no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Exchange Act), have occurred that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16. [RESERVED]

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that each of Dr. Michael Anghel and Dr. Simcha Sadan qualifies as an audit committee financial expert, as defined by the rules of the SEC, and has the requisite financial experience required by the Listed Company Manual. In addition, each of Dr. Anghel and Dr. Sadan is independent, as such term is defined in Rule 10A-3(b)(1) under the Exchange Act and in Section 303A.02 of the Listed Company Manual.

ITEM 16B. CODE OF ETHICS

We have adopted a Code of Ethics and Proper Business Conduct applicable to our executive officers, directors and all other employees, which is a "code of ethics" as defined in this Item 16B of Form 20-F promulgated by the SEC. We have also implemented a training program for new and existing employees concerning our Code of Ethics and Proper Business Conduct. A copy of the code is delivered to every employee of Evogene Ltd. and all of its subsidiaries, and is available to investors and others on our website at http://investors.evogene.com/corporate-governance.aspx or by contacting our investor relations department. Information contained on, or that can be accessed through, our website does not constitute a part of this Form 20-F and is not incorporated by reference herein. Under Item 16B of Form 20-F, if a waiver or amendment of the Code of Business Conduct and Ethics applies to our principal executive officer, principal financial officer, principal accounting officer, controller or other persons performing similar functions and relates to standards promoting any of the values described in Item 16B(b) of Form 20-F, we will disclose such waiver or amendment (i) on our website within five business days following the date of amendment or waiver in accordance with the requirements of Instruction 4 to such Item 16B or (ii) through the filing of a Form 6-K. We granted no waivers under our Code of Ethics and Proper Business Conduct in 2015. We intend to disclose any amendments to, or waivers of, the Code of Ethics and Proper Business Conduct on our Web site.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Principal Accountant Fees and Services.

We paid or accrued the following fees for professional services rendered by Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global and an independent registered public accounting firm, for the years ended December 31, 2015 and 2014:

	2015	2014
Audit Fees	$ 120,000	$ 140,000
Audit-Related Fees	-	-
Tax Fees	15,252	10,000
Total	$ 135,252	$ 150,000

"Audit fees" are the aggregate fees billed for the audit of our annual financial statements. This category also includes services that generally the independent accountant provides, such as consents and assistance with and review of documents filed with the SEC.

"Audit-related fees" include consultations in the regular course of business.

"Tax fees" include fees for professional services rendered by our independent registered public accounting firm for tax compliance and tax advice on actual or contemplated transactions.

Our audit committee has adopted a pre-approval policy for the engagement of our independent accountant to perform certain audit and non-audit services. Pursuant to this policy, which is designed to assure that such engagements do not impair the independence of our auditors, the audit committee pre-approves annually any specific audit and non-audit services, audit-related service and tax services that may be performed by our independent accountants. Pursuant to that policy, our audit committee pre-approved all fees paid to our auditors for the year ended December 31, 2015.

ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

Not applicable.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE

Except as otherwise indicated, we are in compliance with corporate governance standards as currently applicable to us under Israeli, U.S., SEC and NYSE laws, rules and regulations. Under the Listed Company Manual, as a foreign private issuer, we may elect to follow certain corporate governance practices permitted under the Companies Law in lieu of compliance with corresponding corporate governance requirements otherwise imposed by the Listed Company Manual for U.S. domestic issuers. We currently follow the provisions of the Companies Law, rather than the Listed Company Manual, solely with respect to the following requirements:

- *Executive sessions of independent directors*. Israeli law does not require executive sessions of independent directors. Although all of our current directors are "independent directors" under the applicable NYSE criteria, we do not intend to comply with this requirement if we have directors who are not independent.

- *Shareholder approval*. We will seek shareholder approval for all corporate actions requiring such approval under the Companies Law, which include (i) transactions with directors concerning the terms of their service or indemnification, exemption and insurance for their service (or for any other position that they may hold at a company), (ii) transactions concerning the compensation, indemnification, exculpation and insurance of the chief executive officer; (iii) the compensation policy recommended by the compensation and nominating committee of our board of directors and approved by our board of directors (and any amendments thereto); (iv) extraordinary transactions with, and the terms of employment or other engagement of, a controlling shareholder (if and when this becomes relevant to our company), (v) amendments to our articles of association, and (vi) certain non-public issuances of securities. In addition, under the Companies Law, a merger requires approval of the shareholders of each of the merging companies. We will not, however, seek shareholder approval for any of the following events described in the Listed Company Manual:

  - issuance of more than 1% of our outstanding ordinary shares (or voting power) to our affiliates;

  - an issuance that will result in a change of control of our company; and

  - adoption of, or material changes to, our equity compensation plans.

- *Corporate governance guidelines*. The NYSE requires U.S. companies to adopt and disclose corporate governance guidelines. The guidelines must address, among other things: director qualification standards, director responsibilities, director access to management and independent advisers, director compensation, director orientation and continuing education, management succession and an annual performance evaluation. We are not required to adopt such guidelines under the Companies Law and we have not adopted such guidelines.

ITEM 16H. MINE SAFETY DISCLOSURE

Not applicable.

PART III

ITEM 17. FINANCIAL STATEMENTS

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

See pages F-2 through F-48 of this annual report.

ITEM 19. EXHIBITS

See the Index of Exhibits incorporated herein by reference.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

Date: April 25, 2016

Evogene Ltd.
By: /s/ Ofer Haviv
Name: Ofer Haviv
Title: President and Chief Executive Officer

ANNUAL REPORT ON FORM 20-F
INDEX OF EXHIBITS

Exhibit No.	Description
1.1	Amended and Restated Articles of Association of the Registrant (incorporated by reference to Exhibit 3.2 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315))
1.2	Amendments to Articles 19 and 21 of the Amended and Restated Articles of Association of the Registrant (incorporated by reference to Appendix A to Evogene's proxy statement for its 2014 annual general meeting of shareholders, annexed as Exhibit 99.1(a) to Evogene's Report of Foreign Private Issuer on Form 6-K, furnished to the SEC on April 8. 2014)
4.1	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.9 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315))
4.2	Evogene Share Option Plan (2002) (incorporated by reference to Exhibit 10.10 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315))
4.3	Evogene Ltd. Key Employee Share Incentive Plan, 2003 (incorporated by reference to Exhibit 10.11 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315))
4.4.1	The Evogene Ltd. 2013 Share Option Plan (incorporated by reference to Exhibit 10.12 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315))
4.4.2	2015 U.S. Addendum to Evogene Ltd. 2013 Share Option Plan (incorporated by reference to Exhibit A to the proxy statement for Evogene's special general meeting of shareholders held on March 15, 2016, annexed as Exhibit 99.1 to Evogene's Report of Foreign Private Issuer on Form 20-F, furnished to the SEC on February 4, 2016)
4.5	Second Amended and Restated Collaboration Agreement, dated October 27, 2013, by and between Monsanto Company and Evogene Ltd., (incorporated by reference to Exhibit 10.1 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315)) †
4.6	Wheat Collaboration and License Agreement, dated December 10, 2010, by and between Bayer CropScience AG and Evogene Ltd., as amended on October 14, 2012 and on July 21, 2014 (incorporated by reference to Exhibits 10.6 and 10.7 to Evogene's Registration Statement on Form F-1, as amended (Registration No. 333-191315)) †
4.7.1	Evogene Ltd. Officers' Compensation Policy (incorporated by reference to Appendix A to Evogene's proxy statement for its special general meeting of shareholders held on March 11, 2014, annexed as Exhibit 99.1 to Evogene's Report of Foreign Private Issuer on Form 6-K, furnished to the SEC on February 10, 2014)
4.7.2	Amendments to Evogene Ltd. Officers' Compensation Policy (incorporated by reference to Appendix A to Evogene's proxy statement for its 2015 annual general meeting of shareholders held on May 5, 2015, annexed as Exhibit 99.2 to Evogene's Report of Foreign Private Issuer on Form 6-K, furnished to the SEC on March 31, 2015)
8.1	List of subsidiaries of the Registrant
12.1	Certificate of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
12.2	Certificate of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
13.1	Certificate of Chief Executive Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002
13.2	Certificate of Chief Financial Officer pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002
15.1	Consent of Kost Forer Gabbay and Kasierer, a member of Ernst & Young Global

† Confidential treatment has been requested for portions of this document. The omitted portions of this document have been filed with the SEC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

EVOGENE LTD. AND ITS SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2015

IN U.S. DOLLARS

INDEX

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and Board of Directors of
Evogene Ltd.

We have audited the accompanying consolidated statements of financial position of Evogene Ltd. (the "Company") and its subsidiaries as of December 31, 2015 and 2014 and the related consolidated statements of profit or loss and other comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company's board of directors and management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Company's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by board of directors and management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, based on our audits, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company and its subsidiaries as of December 31, 2015 and 2014 and the consolidated results of their operations, changes in their equity and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

Tel-Aviv, Israel
April 25, 2016

/s/ KOST FORER GABBAY & KASIERER
A Member of Ernst & Young Global

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

U.S. dollars in thousands (except share and per share data)

	Note	December 31, 2015	December 31, 2014
CURRENT ASSETS:			
Cash and cash equivalents	7	$ 10,221	$ 5,213
Restricted cash		47	1,000
Marketable securities	8	71,807	80,040
Short-term bank deposits		18,603	30,046
Trade receivables		2,675	1,183
Other receivables	9	1,023	889
		104,376	118,371
LONG-TERM ASSETS:			
Long-term deposits		22	21
Property, plant and equipment, net	10	8,197	8,812
Long-term investment	6	-	382
		8,219	9,215
		$ 112,595	$ 127,586
CURRENT LIABILITIES:			
Trade payables		$ 1,771	$ 1,984
Other payables	11	3,049	3,854
Liabilities in respect of government grants	12	259	570
Deferred revenues	5	560	1,511
		5,639	7,919
LONG-TERM LIABILITIES:			
Liabilities in respect of government grants	12	2,880	3,103
Deferred revenues	5	298	453
Severance pay liability, net	14	26	29
		3,204	3,585
SHAREHOLDERS' EQUITY:	17		
Ordinary shares of NIS 0.02 par value: Authorized − 150,000,000 ordinary shares; Issued and outstanding –25,404,362 and 25,350,954 shares at December 31, 2015 and 2014, respectively		140	140
Share premium and other capital reserve		180,214	175,553
Accumulated other comprehensive loss		-	(222)
Accumulated deficit		(76,602)	(59,389)
		103,752	116,082
		$ 112,595	$ 127,586

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (LOSS)

U.S. dollars in thousands (except share and per share data)

	Note	Year Ended December 31, 2015	2014	2013
Revenues:				
Research and development payments, including up-front payments		$ 10,956	$ 14,198	$ 15,028
Share purchase related revenues		173	313	2,553
Total Revenues		11,129	14,511	17,581
Cost of revenues	19a	8,255	9,709	10,114
Gross profit		2,874	4,802	7,467
Operating expenses:				
Research and development, net	19b	14,449	14,022	11,107
Business development	19c	1,964	1,851	1,517
General and administrative	19d	4,382	4,185	3,564
Total operating expenses		20,795	20,058	16,188
Operating loss		(17,921)	(15,256)	(8,721)
Financing income	19e	2,571	2,242	1,179
Financing expenses	19e	(1,863)	(1,516)	(1,336)
Net loss		$ (17,213)	$ (14,530)	$ (8,878)
Other comprehensive income (loss):				
Loss from cash flow hedges		$ (45)	$ (222)	$ -
Amounts transferred to the statement of profit or loss for cash flow hedges		267	-	-
Total comprehensive loss		$ (16,991)	$ (14,752)	$ (8,878)
Basic and diluted net loss per share	20	$ (0.68)	$ (0.58)	$ (0.45)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

U.S. dollars in thousands

	Share capital	Share Premium and other capital reserve	Accumulated other comprehensive loss	Put Option	Accumulated Deficit	Total
Balance as of January 1, 2013	$ 102	$ 91,902	$ -	$ (7,764)	$ (35,981)	$ 48,259
Net loss	-	-	-	-	(8,878)	(8,878)
Shares issued, net	32	76,764	-	-	-	76,796
Issuance and exercise of put options	-	(4,483)	-	7,764	-	3,281
Exercise of options	3	2,556	-	-	-	2,559
Share-based compensation	-	2,730	-	-	-	2,730
Balance as of December 31, 2013	$ 137	$ 169,469	$ -	$ -	$ (44,859)	$ 124,747
Net loss	-	-	-	-	(14,530)	(14,530)
Exercise of options	3	2,854	-	-	-	2,857
Other comprehensive loss	-	-	(222)	-	-	(222)
Share-based compensation	-	3,230	-	-	-	3,230
Balance as of December 31, 2014	$ 140	$ 175,553	$ (222)	$ -	$ (59,389)	$ 116,082
Net loss	-	-	-	-	(17,213)	(17,213)
Exercise of options	-	296	-	-	-	296
Other comprehensive income	-	-	222	-	-	222
Share-based compensation	-	4,365	-	-	-	4,365
Balance as of December 31, 2015	$ 140	$ 180,214	$ -	$ -	$ (76,602)	$ 103,752

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year Ended December 31,		
	2015	**2014**	**2013**
Cash flows from operating activities:			
Net loss	$ (17,213)	$ (14,530)	$ (8,878)
Adjustments to reconcile net loss to net cash used in operating activities:			
Adjustments to profit and loss items:			
Depreciation and amortization	2,433	2,249	2,042
Share-based compensation	4,365	3,230	2,730
Financing expenses (income), net	(845)	(926)	157
	5,953	4,553	4,929
Changes in asset and liability items:			
Decrease (increase) in trade receivables	(1,492)	730	(345)
Decrease (increase) in other receivables	(293)	58	(81)
Decrease (increase) in long term deposits	(1)	7	15
Increase (decrease) in trade payables	(68)	(267)	292
Increase (decrease) in other payables	(640)	(895)	940
Increase (decrease) in severance pay liability, net	(3)	10	8
Decrease in deferred revenues	(1,055)	(571)	(3,191)
Decrease in liabilities in respect of government grants	(284)	-	-
	(3,836)	(928)	(2,362)
Cash received during the year for:			
Interest received	2,689	2,010	1,041
Net cash used in operating activities	(12,407)	(8,895)	(5,270)
Cash flows from investing activities:			
Purchase of property, plant and equipment	(2,005)	(3,564)	(1,613)
Proceeds from sale of marketable securities	38,164	31,195	18,157
Purchase of marketable securities	(31,168)	(80,615)	(19,444)
Proceeds from (investment in) bank deposits, net	11,443	(30,046)	-
Decrease (increase) in restricted cash	953	(1,000)	-
Net cash provided by (used in) investing activities	17,387	(84,030)	(2,900)

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

U.S. dollars in thousands

	Year Ended December 31,		
	2015	**2014**	**2013**
Cash flows from financing activities:			
Proceeds from issuance of shares, net	-	-	77,014
Proceeds from exercise of options	296	2,857	2,559
Proceeds from government grants (Note 12)	167	339	348
Repayment of government grants (Note 12)	(418)	(530)	(513)
Net cash provided by financing activities	45	2,666	79,408
Exchange rate differences - cash and cash equivalent balances	(17)	18	(46)
Increase (decrease) in cash and cash equivalents	5,008	(90,241)	71,192
Cash and cash equivalents, beginning of the year	5,213	95,454	24,262
Cash and cash equivalents, end of the year	$ 10,221	$ 5,213	$ 95,454
Significant non-cash activities:			
Acquisition of property, plant and equipment	$ 349	$ 536	$ 299
Long term investments	$ -	$ -	$ 471
Issuance expenses	$ -	$ -	$ 218

The accompanying notes are an integral part of the consolidated financial statements.

NOTE 1: – GENERAL

a. Evogene Ltd. together with its subsidiaries ("the Company" or "Evogene") is a leading biotechnology company for the improvement of crop productivity. The Company has developed a proprietary innovative technology platform, leveraging scientific understanding & computational technologies to harness agriculture 'big data' for developing improved seed traits, innovative ag-chemical products and novel ag-biological products.

In addition, the Company operates a seed business under our wholly owned subsidiary Evofuel Ltd., ("Evofuel"), currently focusing on the development of advanced high-yielding castor bean varieties that can serve as a second generation feedstock source for biofuel and other industrial uses.

The Company was founded in 1999 as a division of Compugen Ltd. and spun-off as an independent company in January 2002.

The Company's securities are listed for trading on the Tel Aviv Stock Exchange ("TASE") and the New York Stock Exchange ("NYSE").

During November 2013, the Company completed initial public offering in the United States of 5,750,000 ordinary shares at the price to the public of $14.75 per share for total net proceeds of $76.8 million, net of issuance expenses.

b. The Company principally derives its revenues from collaboration arrangements. Revenues from its major collaborators accounted together for 91%, 87% and 94% for the years ended December 31, 2015, 2014 and 2013, respectively. As to major customers, see Note 21(c). If a major customer decides to terminate its collaboration agreement with the Company, the Company may not be able to make up the lost revenue and this may have a material adverse effect on its results of operations.

c. The Company has two fully owned subsidiaries –Evofuel and Evogene Inc.

Evogene Inc. was incorporated in Delaware, United States. Since 2015, Evogene Inc. is engaged in research and development and located in the Bio-Research and Development Growth (BRDG) Park, in St. Louis, Missouri, United States.

d. Definitions

In these Financial Statements –

Subsidiary - A company which the Company has a control over (as defined in IFRS 10) and whose financial statements are consolidated with the Company' Financial Statements.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies have been applied consistently in the financial statements for all periods presented, unless otherwise stated.

a. Basis of presentation of the financial statements:

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company's financial statements have been prepared on a cost basis, except for: investment property and financial assets and liabilities (including derivatives) which are presented at fair value through profit or loss.

The Company has elected to present profit or loss items using the function of expense method.

b. The operating cycle:

The Company’s operating cycle is one year.

c. Consolidated financial statements:

The consolidated financial statements comprise the financial statements of companies that are controlled by the Company (subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Potential voting rights are considered when assessing whether an entity has control. The consolidation of the financial statements commences on the date on which control is obtained and ends when such control ceases.

The financial statements of the Company and of the subsidiaries are prepared as of the same dates and periods. The consolidated financial statements are prepared using uniform accounting policies by all companies in the Group. Significant intragroup balances and transactions and gains or losses resulting from intragroup transactions are eliminated in full in the consolidated financial statements.

d. Functional currency, presentation currency and foreign currency:

1. Functional currency and presentation currency:

The presentation currency of the financial statements is the U.S. dollar.

The Company and its subsidiaries determine the functional currency of each entity, and this currency is used to separately measure each entity's financial position and operating results. The Company's functional currency is the U.S. dollar.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

2. Transactions, assets and liabilities in foreign currency:

Transactions denominated in foreign currency are recorded upon initial recognition at the exchange rate at the date of the transaction. After initial recognition, monetary assets and liabilities denominated in foreign currency are translated at each reporting date into the functional currency at the exchange rate at that date. Exchange rate differences, other than those capitalized to qualifying assets or accounted for as hedging transactions in equity, are recognized in profit or loss. Non-monetary assets and liabilities denominated in foreign currency and measured at cost are translated at the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currency and measured at fair value are translated into the functional currency using the exchange rate prevailing at the date when the fair value was determined.

e. Cash equivalents:

Cash equivalents are considered as highly liquid investments, including unrestricted short-term bank deposits with an original maturity of three months or less from the date of investment or with a maturity of more than three months, but which are redeemable on demand without penalty.

f. Short-term deposits:

Short-term bank deposits are deposits with an original maturity of more than three months from the date of investment but less than one year and which do not meet the definition of cash equivalents. The deposits are presented according to their terms of deposit.

g. Government grants:

Government grants received from the Office of the Chief Scientist in Israel ("OCS"), the Israel-U.S. Binational Industrial Research and Development Foundation ("BIRD") and the Canada-Israel Industrial Research and Development Foundation ("CIIRDF") are recognized upon receipt as a liability if future economic benefits are expected from the research project that will result in royalty-bearing sales.

A liability for the loan is first measured at fair value using a discount rate that reflects a market rate of interest. The difference between the amount of the grant received and the fair value of the liability is accounted for as a Government grant and recognized as a reduction of research and development expenses. After initial recognition, the liability is measured at amortized cost using the effective interest method. Royalty payments are treated as a reduction of the liability. If no economic benefits are expected from the research activity, the grant receipts are recognized as a reduction of the related research and development expenses. In that event, the royalty obligation is treated as a contingent liability in accordance with IAS 37.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

In each reporting date, the Company evaluates whether there is reasonable assurance that the liability recognized, in whole or in part, will not be repaid (since the Company will not be required to pay royalties) based on the best estimate of future sales and using the original effective interest method, and if so, the appropriate amount of the liability is derecognized against a corresponding reduction in research and development expenses.

Amounts paid as royalties are recognized as settlement of the liability.

h. Leases:

The criteria for classifying leases as finance or operating leases depend on the substance of the agreements and are made at the inception of the lease in accordance with the following principles as set out in IAS 17.

The Company is only involved in operating lease transaction as a lessee.

Leases in which substantially all the risks and rewards of ownership of the leased asset are not transferred to the Company are classified as operating leases. Lease payments are recognized as an expense in profit or loss on a straight-line basis over the lease term.

i. Property, plant and equipment:

Property, plant and equipment are measured at cost, including directly attributable costs, less accumulated depreciation, accumulated impairment losses and any related investment grants and excluding day-to-day servicing expenses. Cost includes spare parts and auxiliary equipment that are used in connection with plant and equipment.

Depreciation is calculated on a straight-line basis over the useful life of the assets at annual rates as follows:

	%	Mainly %
Laboratory equipment	10-33.33	15
Computers and peripheral equipment	33.33	
Office equipment and furniture	6	
Motor vehicles	15	
Leasehold improvements	see below	

Leasehold improvements are depreciated on a straight-line basis over the shorter of the lease term (including the extension option held by the Company and intended to be exercised) and the expected life of the improvement.

The useful life, depreciation method and residual value of an asset are reviewed at least each year-end and any changes are accounted for prospectively as a change in accounting estimate. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

j. Intangible assets:

Separately acquired intangible assets are measured on initial recognition at cost including directly attributable costs.

Intangible assets with a finite useful life are amortized over their useful life and reviewed for impairment whenever there is an indication that the asset may be impaired. The amortization period and the amortization method for an intangible asset are reviewed at least at each year end.

Amortization expenses in respect of intangible assets in the statements of comprehensive loss for 2015, 2014 and 2013 totaled $0, $45 and $44, respectively. The expenses were included in research and development expenses.

Research and development expenditures:

Research expenditures are recognized in profit or loss when incurred.

k. Impairment of non-financial assets:

The Company evaluates the need to record an impairment of non-financial assets whenever events or changes in circumstances indicate that the carrying amount is not recoverable.

If the carrying amount of non-financial assets exceeds their recoverable amount, the assets are reduced to their recoverable amount. The recoverable amount is the higher of fair value less costs of sale and value in use. In measuring value in use, the expected future cash flows are discounted using a pre-tax discount rate that reflects the risks specific to the asset. The recoverable amount of an asset that does not generate independent cash flows is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in profit or loss.

An impairment loss of an asset, other than goodwill, is reversed only if there have been changes in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. Reversal of an impairment loss, as above, shall not be increased above the lower of the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized for the asset in prior years and its recoverable amount. The reversal of impairment loss of an asset presented at cost is recognized in profit or loss.

l. Revenue recognition:

Revenues are recognized in profit or loss when the revenues can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenues are measured at the fair value of the consideration received.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

The following are the specific revenue recognition criteria which must be met before revenue is recognized:

- Revenues from such agreements that do not contain a general right of return and are composed of multiple elements such as license, services, royalties and milestone events are allocated to the different elements and are recognized in respect of each element separately. An element constitutes a separate accounting unit if and only if it has a separate value to the customer. Revenue from each element is recognized when the criteria for revenue recognition have been met and only to the extent of the consideration that is not contingent upon completion or performance of future services in the contract.

- Revenues from the provision of research and development services as part of the Company's collaboration agreements are recognized as service revenues. Recognition of the service is throughout the services period and is determined based on the proportion of actual costs incurred for each reporting period to the estimated total costs, subject to the enforceable rights.

- Revenues from milestone events stipulated in the agreements are recognized upon the occurrence of a substantive element specified in the agreement.

Deferred revenues:

Deferred revenues are unearned amounts including up-front payments received from customers not yet recognized as revenues. Up-front payments received upon entering into the collaboration agreements are initially deferred when received and then recognized as service revenues over the duration of the relevant contract based on the proportion of actual costs incurred for each reporting period to the estimated total costs of the collaboration.

m. Taxes on income:

Current or deferred taxes are recognized in profit or loss, except to the extent that they relate to items which are recognized in other comprehensive income (loss) or equity.

1. Current taxes:

The current tax liability is measured using the tax rates and tax laws that have been enacted or substantively enacted by the reporting date as well as adjustments required in connection with the tax liability in respect of previous years.

2. Deferred taxes:

Deferred taxes are computed in respect of temporary differences between the carrying amounts in the financial statements and the amounts attributed for tax purposes.

Deferred taxes are measured at the tax rate that is expected to apply when the asset is realized or the liability is settled, based on tax laws that have been enacted or substantively enacted by the reporting date.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is not probable that they will be utilized. Temporary differences for which deferred tax assets had not been recognized are reviewed at each reporting date and a respective deferred tax asset is recognized to the extent that their utilization is probable.

n. Financial instruments:

1. Financial assets:

Financial assets within the scope of IAS 39 are initially recognized at fair value plus directly attributable transaction costs, except for financial assets measured at fair value through profit or loss in respect of which transaction costs are recorded in profit or loss.

After initial recognition, the accounting treatment of financial assets is based on their classification as follows:

a) Financial assets at fair value through profit or loss:

This category includes financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

b) Loans and receivables:

Loans and receivables are investments with fixed or determinable payments that are not quoted in an active market. After initial recognition, loans are measured based on their terms at amortized cost plus directly attributable transaction costs using the effective interest method and less any impairment losses. Short-term borrowings are measured based on their terms, normally at face value.

2. Financial liabilities at amortized cost:

Financial liabilities at amortized cost are initially recognized at fair value. Loans and other liabilities measured at amortized cost are presented less direct transaction costs.

After initial recognition, these loans and other liabilities are measured based on their terms at amortized cost less directly attributable transaction costs using the effective interest method.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

3. Derecognition of financial instruments:

a) Financial assets:

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or the Company has transferred its contractual rights to receive cash flows from the financial asset or assumes an obligation to pay the cash flows in full without material delay to a third party and has transferred substantially all the risks and rewards of the asset, or has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

b) Financial liabilities:

A financial liability is derecognized when it is extinguished, that is when the obligation is discharged or cancelled or expires. A financial liability is extinguished when the debtor (the Company) discharges the liability by paying in cash, other financial assets, goods or services; or is legally released from the liability.

When an existing financial liability is exchanged with another liability from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is accounted for as an extinguishment of the original liability and the recognition of a new liability. The difference between the carrying amounts of the above liabilities is recognized in profit or loss. If the exchange or modification is not substantial, it is accounted for as a change in the terms of the original liability and no gain or loss is recognized on the exchange. When evaluating whether the change in the terms of an existing liability is substantial, the Company takes into account both quantitative and qualitative considerations.

o. Derivative financial instruments designated as hedges:

The Company entered into contracts for derivative financial instruments such as forward currency contracts to hedge risks associated with foreign exchange rate fluctuations.

Any gains or losses arising from changes in the fair values of derivatives that do not qualify for hedge accounting are recorded immediately in profit or loss.

Hedges which meet the criteria for hedge accounting are accounted for as follows:

Cash flow hedges:

The effective portion of the change in the fair value of the hedging instrument is recognized in other comprehensive income (loss) while any ineffective portion is recognized immediately in profit or loss.

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

Amounts recognized as other comprehensive income (loss) are reclassified to profit or loss when the hedged transaction affects profit or loss, such as when the hedged income or expense is recognized or when a forecasted transaction occurs.

If the forecast transaction or firm commitment is no longer expected to occur, amounts previously recognized in other comprehensive income (loss) are reclassified to profit or loss. If the hedging instrument expires or is sold, terminated or exercised, or if its designation as a hedge is revoked, amounts previously recognized in other comprehensive income (loss) remain in other comprehensive income (loss) until the forecast transaction or firm commitment occurs.

p. Fair value measurement:

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair value measurement is based on the assumption that the transaction will take place in the asset's or the liability's principal market, or in the absence of a principal market, in the most advantageous market.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities measured at fair value or for which fair value is disclosed are categorized into levels within the fair value hierarchy based on the lowest level input that is significant to the entire fair value measurement:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable directly or indirectly.

Level 3 - Inputs that are not based on observable market data (valuation techniques which use inputs that are not based on observable market data).

NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES (Cont.)

q. Provisions:

A provision in accordance with IAS 37 is recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

r. Employee benefit liabilities:

The Company has several employee benefit plans:

1. Short-term employee benefits:

Short-term employee benefits are benefits that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related services. These benefits include salaries, paid annual leave, paid sick leave, recreation and social security contributions and are recognized as expenses as the services are rendered. A liability in respect of a cash bonus or a profit-sharing plan is recognized when the Company has a legal or constructive obligation to make such payment as a result of past service rendered by an employee and a reliable estimate of the amount can be made.

2. Post-employment benefits:

The plans are normally financed by contributions to insurance companies and classified as defined contribution plans or as defined benefit plans.

The Company has defined contribution plans pursuant to section 14 to the Severance Pay Law under which the Company pays fixed contributions and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient amounts to pay all employee benefits relating to employee service in the current and prior periods.

Contributions to the defined contribution plan in respect of severance or retirement pay are recognized as an expense when contributed concurrently with performance of the employee's services.

In respect of its severance pay obligation to certain of its employees, the Company makes current deposits in pension funds and insurance companies ("the plan assets"). Plan assets comprise assets held by a long-term employee benefit fund or qualifying insurance policies. Plan assets are not available to the Company's own creditors and cannot be returned directly to the Company.

NOTE 2: – SIGNIFICANT ACCOUNTING POLICIES (Cont.)

s. Share-based payment transactions:

The Company's employees and consultants are entitled to remuneration in the form of equity-settled share-based payment transactions.

Equity-settled transactions:

The cost of equity-settled transactions with employees is measured at the fair value of the equity instruments granted at grant date. The fair value is determined using an acceptable option pricing model.

As for consultants, the cost of the transactions is measured at the fair value of the services received as consideration for equity instruments granted.

The cost of equity-settled transactions is recognized in profit or loss together with a corresponding increase in equity during the period which the performance and/or service conditions are to be satisfied ending on the date on which the relevant employees become entitled to the award. The cumulative expense recognized for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. No expense is recognized for awards that do not ultimately vest.

If the Company modifies the conditions on which equity-instruments were granted, an additional expense is recognized for any modification that increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee or other service provider at the modification date.

t. Earnings (loss) per share:

Earnings per share are calculated by dividing the net income attributable to equity holders of the Company by the weighted number of ordinary shares outstanding during the period.

Potential ordinary shares are included in the computation of diluted earnings per share when their conversion decreases earnings per share from continuing operations. Potential ordinary shares that are converted during the period are included in diluted earnings per share only until the conversion date and from that date in basic earnings per share. The Company's share of earnings of investees is included based on its share of earnings per share of the investees multiplied by the number of shares held by the Company.

NOTE 3:- SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUPMTIONS USED IN THE PREPARATION OF THE FINANCIAL STATEMENTS

In the process of applying the significant accounting policies, the Company has made the following judgments which have the most significant effect on the amounts recognized in the financial statements:

a. Judgments:

Revenues:

The Company assesses the criteria for recognition of revenue related to up-front payments and multiple components as outlined by IAS 18, "Revenues". Judgment is necessary to determine over which period the Company will satisfy its obligations related to up-front payments and when components can be recognized separately and the allocation of the related consideration to each component.

b. Estimates and assumptions:

The preparation of the financial statements requires management to make estimates and assumptions that have an effect on the application of the accounting policies and on the reported amounts of assets, liabilities, revenues and expenses. Changes in accounting estimates are reported in the period of the change in estimate.

The key assumptions made in the financial statements concerning uncertainties at the reporting date and the critical estimates computed by the Company that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

- Government grants:

  Government grants received from the OCS, BIRD and CIIRDF are recognized as a liability if future economic benefits are expected from the research and development activity that will result in royalty-bearing sales. There is uncertainty regarding the estimated future cash flows used to measure the amount of the liability.

- Legal claims:

  In estimating the likelihood of outcome of legal claims filed against the Company, the company relies on the opinion of its legal counsel. These estimates are based on the legal counsel's best professional judgment, taking into account the stage of proceedings and legal precedents in respect of the different issues. Since the outcome of the claims will be determined in courts, the results could differ from these estimates.

- Determining the fair value of an unquoted financial assets:

  The fair value of unquoted financial assets in Level 3 of the fair value hierarchy is determined using valuation techniques, generally using future cash flows discounted at current rates applicable for items with similar terms and risk characteristics.

NOTE 3:- SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUPMTIONS USED IN THE PREPARATION OF THE FINANCIAL STATEMENTS (Cont.)

Changes in estimated future cash flows and estimated discount rates, after consideration of risks such as liquidity risk, credit risk and volatility, are liable to affect the fair value of these assets.

- Determining the fair value of share-based payment transactions:

  The fair value of share-based payment transactions is determined upon initial recognition by an acceptable option pricing model. The inputs to the model include share price and exercise price and assumptions regarding expected volatility, expected life of share option and expected dividend yield.

NOTE 4:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION

a. IFRS 15, "Revenue from Contracts with Customers":

In May 2014, the IASB issued IFRS 15 ("IFRS 15").

IFRS 15 replaces IAS 18, "Revenue", IAS 11, "Construction Contracts", IFRIC 13, "Customer Loyalty Programs", IFRIC 15, "Agreements for the Construction of Real Estate", IFRIC 18, "Transfers of Assets from Customers" and SIC-31, "Revenue - Barter Transactions Involving Advertising Services".

The IFRS 15 introduces a five-step model that will apply to revenue earned from contracts with customers:

Step 1: *Identify the contract with a customer*, including reference to contract combination and accounting for contract modifications.

Step 2: *Identify the separate performance obligations in the contract*

Step 3: *Determine the transaction price*, including reference to variable consideration, financing components that are significant to the contract, non-cash consideration and any consideration payable to the customer.

Step 4: *Allocate the transaction price to the separate performance obligations* on a relative stand-alone selling price basis using observable information, if it is available, or using estimates and assessments.

Step 5: *Recognize revenue when the entity satisfies a performance obligation* over time or at a point in time.

IFRS 15 is to be applied retrospectively for annual periods beginning on or after January 1, 2018. Early adoption is permitted. IFRS 15 allows an entity to choose to apply a modified retrospective approach, according to which IFRS 15 will only be applied in the current period presented to existing contracts at the date of initial application. No restatement of comparative periods is required.

NOTE 4:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION (Cont.)

The Company is evaluating the possible effects of IFRS 15. At this stage, the Company is unable to quantify the impact on the financial statements.

b. IFRS 9, "Financial Instruments":

In July 2014, the IASB issued the final and complete version of IFRS 9, "Financial Instruments" ("IFRS 9"), which replaces IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 mainly focuses on the classification and measurement of financial assets and it applies to all assets in the scope of IAS 39.

According to IFRS 9, all financial assets are measured at fair value upon initial recognition. In subsequent periods, debt instruments are measured at amortized cost only if both of the following conditions are met:

- The asset is held within a business model whose objective is to hold assets in order to collect the contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent measurement of all other debt instruments and financial assets should be at fair value. IFRS 9 establishes a distinction between debt instruments to be measured at fair value through profit or loss and debt instruments to be measured at fair value through other comprehensive income (loss).

Financial assets that are equity instruments should be measured in subsequent periods at fair value and the changes recognized in profit or loss or in other comprehensive income (loss), in accordance with the election by the Company on an instrument-by-instrument basis. If equity instruments are held for trading, they should be measured at fair value through profit or loss.

According to IFRS 9, the provisions of IAS 39 will continue to apply to derecognition and to financial liabilities for which the fair value option has not been elected.

According to IFRS 9, changes in fair value of financial liabilities which are attributable to the change in credit risk should be presented in other comprehensive income (loss). All other changes in fair value should be presented in profit or loss.

IFRS 9 also prescribes new hedge accounting requirements.

IFRS 9 is to be applied for annual periods beginning on January 1, 2018. Early adoption is permitted.

NOTE 4:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION (Cont.)

The Company believes that the amendments to IFRS 9 are not expected to have a material impact on the financial statements.

c. Amendments to IAS 7, "Statement of Cash Flows", regarding additional disclosures of financial liabilities:

In January 2016, the IASB issued amendments to IAS 7, "Statement of Cash Flows", ("the amendments") which require additional disclosures regarding financial liabilities. The amendments require disclosure of the changes between the opening balance and the closing balance of financial liabilities, including changes from cash flows, changes arising from obtaining or losing control of subsidiaries, the effect of changes in foreign exchange rates and changes in fair value.

The amendments are effective for annual periods beginning on or after January 1, 2017. Comparative information for periods prior to the effective date of the amendments is not required. Early application is permitted.

The Company will include the necessary disclosures in the financial statements when applicable.

d. IFRS 16, "Leases":

In January 2016, the IASB issued IFRS 16, "Leases" ("the new Standard"). According to the new Standard, a lease is a contract, or part of a contract, that conveys the right to use an asset for a period of time in exchange for consideration.

According to the new Standard:

- Lessees are required to recognize an asset and a corresponding liability in the statement of financial position in respect of all leases (except in certain cases) similar to the accounting treatment of finance leases according to the existing IAS 17, "Leases".
- Lessees are required to initially recognize a lease liability for the obligation to make lease payments and a corresponding right-of-use asset. Lessees will also recognize interest and depreciation expenses separately.
- Variable lease payments that are not dependent on changes in the Consumer Price Index ("CPI") or interest rates, but are based on performance or use (such as a percentage of revenues) are recognized as an expense by the lessees as incurred and recognized as income by the lessors as earned.
- In the event of change in variable lease payments that are CPI-linked, lessees are required to remeasure the lease liability and the effect of the remeasurement is an adjustment to the carrying amount of the right-of-use asset.

NOTE 4:- DISCLOSURE OF NEW STANDARDS IN THE PERIOD PRIOR TO THEIR ADOPTION (Cont.)

- The new Standard includes two exceptions according to which lessees are permitted to elect to apply a method similar to the current accounting treatment for operating leases. These exceptions are leases for which the underlying asset is of low value and leases with a term of up to one year.

- The accounting treatment by lessors remains substantially unchanged, namely classification of a lease as a finance lease or an operating lease.

The new Standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted provided that IFRS 15, "Revenue from Contracts with Customers", is applied concurrently.

For leases existing at the date of transition, the new Standard permits lessees to use either a full retrospective approach, or a modified retrospective approach, with certain transition relief whereby restatement of comparative data is not required.

The Company is evaluating the possible effects of the new Standard. Since the Company's lease contracts are significant, the Company estimates that the adoption of the new Standard will have a material impact on the Company's assets and liabilities. However, at this stage, the Company is unable to quantify the impact on the financial statements.

NOTE 5:- MAJOR COLLABORATION AGREEMENTS

a. On August 27, 2008, the Company signed investment and collaboration agreements with Monsanto. Under the investment agreement, Monsanto invested $18 million for the issuance of 1,636,364 ordinary shares, NIS 0.02 par value each, and a put option exercisable at a fixed price of $13.89 per share for the issuance of additional 863,637 shares.

The collaboration agreement also included payments for research and development services of up to $35 million. Pursuant to the agreement, the Company agreed to use its proprietary computational platform to discover genes with the potential to improve specified plant traits, and to validate those genes in the Company’s model plant system. Monsanto received an exclusive license to use these genes for the purpose of research and to possibly commercialize seeds with improved traits.

In addition, Monsanto agreed to provide the Company with milestone payments upon the achievement of certain agreed results in the product development process, as well as with royalty payments on future income generated by the sale of seeds containing licensed genes. Monsanto was given the right to either expand or reduce the scope of the collaboration activities.

NOTE 5:- MAJOR COLLABORATION AGREEMENTS (Cont.)

As the share purchase agreement and the collaboration agreement were signed in contemplation of each other and the execution of the collaboration agreement was stipulated as a condition to the closing of the share purchase agreement, the agreements were treated as a multiple-elements arrangement. Following the closing of the agreements, the Company determined that the total consideration under the share purchase agreement, comprised of the $18,000 in cash and the fair value of the put option, should be allocated to two identifiable elements within this multiple-elements arrangement: (1) an equity investment in the Company's ordinary shares and (2) research and development services performed under the collaboration agreement. Share capital and premium were recorded based on the market price of the shares on the TASE on the closing date. The put option was considered an equity instrument reduced from the Company's equity, and its fair value was calculated using the Black & Scholes option pricing model at the issuance of the option.

The cash consideration Monsanto paid for the ordinary shares exceeding their market value along with the fair value of the put option were recorded as deferred revenues from research and development services to be recognized over the term of the agreement.

Accordingly, the total consideration received under the share purchase agreement was allocated as follows: share capital and premium of $9,529 based on the market price of the ordinary shares on the TASE at the closing date, a put option of $4,433 and deferred revenue of $12,882.

On November 28, 2011, the Company signed an agreement to amend and restate the 2008 collaboration with Monsanto. Accordingly, the collaboration period was extended by one year, and collaboration activities were expanded as well to include the use of the Company's gene-optimization platform. Monsanto agreed to pay the Company an additional $12,000 for research and development services over the life of the extended agreement.

In addition, as part of the amended and restated 2011 agreement, the original put option ("original put option") was replaced by a new put option ("new put option").

Under the new put option, the Company may require Monsanto to invest $12,000 against an issue of 500,000 ordinary shares of the Company, at $24.00 per share. The new put option is exercisable between February 1, 2014 and August 31, 2014.

The fair value of the new put option and the original put option at the amendment date were also calculated using the Black & Scholes option pricing model, and were determined to be $7,764 and $5,160, respectively. While the additional increase in the value of the original put option of $727 was recorded as share premium, reflecting the benefit derived from the revaluation of an equity instrument within the Company's equity, the increase in value as a result of the modification of the put option amounting to $2,604 was also attributed to deferred revenue from research and development services to be recognized over the term of the agreement because the modification was performed in conjunction with the extension of the collaboration period and expansion of the collaboration activities under the amended agreement with Monsanto.

Under the amended and restated 2011 agreement, the Company also granted Monsanto an option to extend the collaboration period by an additional two years, up to August 31, 2016. If the option is exercised, Monsanto will provide the Company with a one-time payment of $6,000 at the time of exercise, and pay an additional $26,000 for research and development services over the term of the extended collaboration.

NOTE 5:- MAJOR COLLABORATION AGREEMENTS (Cont.)

Furthermore, if Monsanto exercises the extension option by February 2014, the new put option will be amended, such that Monsanto may be required to purchase only 214,286 ordinary shares at $28.00 per share, for an aggregate investment of $6,000.

On October 27, 2013, the Company signed an additional agreement with Monsanto (the "New Agreement") to amend and restate the collaboration contract between the two companies dated August 2008 as amended and restated on November 2011.

Under the New Agreement, the collaboration period for yield and abiotic stress activities (i.e., the period of active computational discovery efforts, separate from validation efforts that may follow) was extended until the end of 2016. Furthermore, a new program has been added to the collaboration focusing on resistance to conditions of biotic stress in corn, for which the collaboration period, including validation efforts, is scheduled to expire in August 2019.

Monsanto agreed to pay the Company an additional $20,000 over the life of the extended agreement and to improve milestone payments and royalty payments with respect to genes that have been or will be identified and licensed under the collaboration between the companies.

In addition, as a condition to executing the New Agreement, the companies also signed a contract in which Monsanto granted the Company a new put option, as detailed below (the "Put Option Agreement").

Under the Put Option Agreement, the put option originally granted by Monsanto to the Company under the contract for Monsanto’s investment in the Company from August 2008, as amended in 2011, was canceled. Instead, Monsanto granted the Company a new put option (the "2013 Put Option") which gives the Company the right to require Monsanto to purchase new ordinary shares of the Company up to an aggregate amount of $12,000 (the "Investment Amount"), with the new shares priced at a specified average closing price on either the TASE or the NYSE (or such other U.S. stock exchange, as applicable) at the time of the put option is exercised but in any event at a price not lower than $14 per share and not higher than $34 per share. In addition, if Monsanto purchases, directly or through a subsidiary, any of the Company’s securities in the context of an initial public offering in the United States prior to February 1, 2016, Monsanto’s aggregate purchase amount under the put option will be reduced by the amount actually invested in such an initial public offering.

The exercise period of the 2013 Put Option shall begin on the earlier of (1) 180 days after the closing of an initial public offering in the U.S., or (2) February 1, 2016. The Company’s right to exercise the New Put Option shall terminate on the latest of July 15, 2016, although it may terminate at an earlier date if the Company exercises the put option within the permitted timeframe after the closing of the initial public offering.

As Monsanto purchased the Company's securities in the context of the initial public offering in the United States, Monsanto's aggregate purchase amount of the PUT option was fully reduced and as such, the 2013 put option has expired.

U.S. dollars in thousands (except share and per share data)

NOTE 5:- MAJOR COLLABORATION AGREEMENTS (Cont.)

The fair value of the put option under the put Option Agreement and the 2011 amended put option at the amendment date in October 2013 were also calculated using the Monte Carlo option pricing model, and were determined to be $739 and $3,727, respectively. While the decrease in the value of 2011 amended put option of $4,037 was recorded as decrease in share premium, reflecting the change derived from the revaluation of an equity instrument within the Company's equity, the decrease in value as a result of the modification of the put option amounting to $2,988 was also attributed to decrease in deferred revenue from research and development services to be recognized over the term of the agreement because the modification was performed in conjunction with the extension of the collaboration period and expansion of the collaboration activities under the amended agreement with Monsanto.

The following table presents the various types of revenues recorded by the Company in connection with the agreements with Monsanto during all periods presented:

	Year ended December 31,		
	2015	2014	2013
Periodic research and development payments	$ 8,500	$ 8,667	$ 8,400
Up-front payments	236	203	561
Allocated revenues from share purchase agreement and put option	(191)	(195)	2,010
Total	$ 8,545	$ 8,675	$ 10,971

b. On December 12, 2010, the Company signed share purchase and collaboration agreements with Bayer. The collaboration agreement focuses on the improvement of yield, nitrogen use efficiency, and abiotic tolerance (or the increased resistance to conditions such as drought, heat and salinity) of wheat. Pursuant to the share purchase agreement, which closed on January 10, 2011, Bayer invested $12,000 in the Company in exchange for 863,310 ordinary shares at $13.90 per share, NIS 0.02 par value.

Over the course of the collaboration period, Bayer agreed to provide the Company with up-front payments and payments for research and development services amounting to €15,400 (or $21,000). In addition, Bayer agreed to provide the Company with milestone payments upon the achievement of agreed-upon results, as well as with royalty payments based on future revenue from the sale of improved wheat seeds. Under the agreement, the Company granted Bayer an exclusive license to research, develop and commercialize the sequences identified during the collaboration. The Company also agreed to not license any collaboration sequences to third parties during the course of the agreement.

As the share purchase agreement and the collaboration agreement were signed in contemplation of each other and the execution of the collaboration agreement was stipulated as a condition to the closing of the share purchase agreement, these agreements were treated as a multiple-elements arrangement. Following the closing of the agreements, the Company determined that the total consideration under the share purchase agreement of $12,000 should be allocated to two identifiable elements within this multiple-elements arrangement: (1) an equity investment in the Company's ordinary shares and (2) research and development services performed under the collaboration agreement.

U.S. dollars in thousands (except share and per share data)

NOTE 5:- MAJOR COLLABORATION AGREEMENTS (Cont.)

Share capital and premium were recorded based on the market price of the shares on the TASE on the closing date. Accordingly, the consideration received under the share purchase agreement was allocated as follows: share capital and premium of $9,582 based on the market price of the ordinary shares on the Tel Aviv Stock Exchange on the closing date and the consideration Bayer paid for the ordinary shares exceeding their market value in the amount of $2,394 was recorded as deferred revenues from research and development services to be recognized over the term of the agreement.

In July 2014, the remaining work plan under the collaboration agreement with Bayer has been amended, pursuant to which the Company will shift from discovery of additional genes and SNPs to discovery of genomic promoters predicted to enable the desired traits when used with appropriate genes (promoters are segments of DNA that determine how the gene will be expressed in the plant).

The following table presents the various types of revenues recorded by the Company in connection with the agreements with Bayer during all periods presented:

	Year ended December 31,		
	2015	2014	2013
Periodic research and development payments	$ 991	$ 3,131	$ 4,833
Up-front payments	195	297	322
Allocated revenues from share purchase agreement	364	508	543
Total	$ 1,550	$ 3,936	$ 5,698

NOTE 6: - LONG-TERM INVESTMENT

On February 4, 2013, the Company signed an agreement with a private Israeli company, according to which the Company undertook to provide the private Israeli company with rights to use its greenhouses and facilities, including support for the private Israeli company's development process for the following consideration:

a. 15% of the private Israeli company’s shares on an outstanding basis. The shares are subject to reverse vesting over a period of 36 months.

b. The Company also was granted with an anti-dilution option up to an aggregate investment of $4,000 in the private Israeli company.

c. A three years access to the system being developed by the private Israeli company including an option to purchase the system for $200 which is exercisable over the term of the agreement.

The Company recorded as an investment the total value of the above three elements of the consideration amounting to $365, which was determined based on a third party valuation.

U.S. dollars in thousands (except share and per share data)

NOTE 6: - LONG-TERM INVESTMENT (Cont.)

The total consideration of $365 was deferred and was intended to be recognized over a period of 36 months. The investment in the private Israeli company was accounted for as an available for sale investment under the provisions of IAS 39 and accordingly changes in fair value were recorded in other comprehensive loss. Gains or losses from changes in fair value of the anti-dilution option and the option to purchase the system were intended to be recorded in profit or loss. The three elements are financial assets classified as level 3 in the fair value hierarchy in IFRS 13.

As of December 31, 2014, based on third party valuation, the total consideration amounts to $382. The fair value of the shares was determined using a DCF model.

In April 2015 the private Israeli company began a dissolution process as result of its insolvency and inability to pay back its debtors. Subsequently the Company recorded a full impairment of the investment in the amount of $382.

NOTE 7:- CASH AND CASH EQUIVALENTS

	December 31,	
	2015	2014
Cash for immediate withdrawal in NIS	$ 64	$ 164
Cash for immediate withdrawal in US$	2,604	3,819
Cash for immediate withdrawal in Euro and other currencies	227	116
Cash equivalents in NIS bank deposit (1)	26	1,114
Cash equivalents in US$ bank deposits (2)	7,300	-
	$ 10,221	$ 5,213

(1) As of the reporting date, the NIS deposit bear annual interest of 0.08%. The deposit is for a period of one week.

(2) As of the reporting date, the US$ deposits bear annual interest of 0.72%. The deposits are for a period of one week.

U.S. dollars in thousands (except share and per share data)

NOTE 8: - MARKETABLE SECURITIES

	December 31,	
	2015	2014
Financial assets measured at fair value through profit or loss:		
Corporate bonds and government treasury notes	$ 71,807	$ 80,040

NOTE 9: - OTHER RECEIVABLES

	December 31,	
	2015	2014
Prepaid expenses	$ 182	$ 213
Accrued bank interests	70	229
Government authorities	257	194
Patent cost reimbursement	246	253
Other receivables	268	-
	$ 1,023	$ 889

NOTE 10:- PROPERTY, PLANT AND EQUIPMENT

Balance at December 31, 2015:

	Laboratory Equipment	Computers and Peripheral Equipment	Office Equipment and Furniture	Leasehold Improvements	Vehicles	Total
Cost:						
Balance at January 1, 2015	$ 3,550	$ 2,728	$ 209	$ 12,027	$ 98	$ 18,612
Additions	790	466	7	555	-	1,818
Balance at December 31, 2015	4,340	3,194	216	12,582	98	20,430
Accumulated Depreciation:						
Balance at January 1, 2015	2,339	1,932	87	5,413	29	9,800
Additions	412	444	13	1,549	15	2,433
Balance at December 31, 2015	2,751	2,376	100	6,962	44	12,233
Depreciated cost at December 31, 2015	$ 1,589	$ 818	$ 116	$ 5,620	$ 54	$ 8,197

U.S. dollars in thousands (except share and per share data)

NOTE 10:- PLANT, PROPERTY AND EQUIPMENT (Cont.)

Balance at December 31, 2014:

	Laboratory Equipment	Computers and Peripheral Equipment	Office Equipment and Furniture	Leasehold Improvements	Vehicles	Total
Cost:						
Balance at January 1, 2014	$ 2,890	$ 2,153	$ 209	$ 9,510	$ 49	$ 14,811
Additions	660	575	-	2,517	49	3,801
Balance at December 31, 2014	3,550	2,728	209	12,027	98	18,612
Accumulated Depreciation:						
Balance at January 1, 2014	1,951	1,550	74	4,009	12	7,596
Additions	388	382	13	1,404	17	2,204
Balance at December 31, 2014	2,339	1,932	87	5,413	29	9,800
Depreciated cost at December 31, 2014	$ 1,211	$ 796	$ 122	$ 6,614	$ 69	$ 8,812

NOTE 11:- OTHER PAYABLES

	December 31,	
	2015	2014
Employees and payroll accruals	$ 2,133	$ 2,375
Accrued expenses	577	737
Government authorities	339	356
Hedging instruments	-	386
	$ 3,049	$ 3,854

U.S. dollars in thousands (except share and per share data)

NOTE 12: - LIABILITIES IN RESPECT OF GOVERNMENT GRANTS

	December 31,	
	2015	2014
Balance at January 1	$ 3,673	$ 3,633
Grants received	167	339
Royalties paid	(418)	(530)
Amounts recorded in profit or loss	(283)	231
Balance at December 31	$ 3,139	$ 3,673

The Company received research and development grants from the OCS, and undertook to pay royalties of 3%-3.5% of revenues derived from research and development projects that were financed by the OCS, of up to 100% of the grants received. As of December 31, 2015, the Company received grants amounting to $5,663, (including interest), while total royalties paid as of that date amounted to $2,840.

The Company received research and development grants from BIRD, and undertook to pay royalties of 5% of revenues derived from research and the development projects that were financed by BIRD, of up to 150% of all grants received. As of December 31, 2015, the Company received grants in the amount of $680. No royalties have yet been paid through December 31, 2015 as no revenues were derived from products developed using these grants.

The Company received research and development grants from CIIRDF, and undertook to pay royalties of 2.5% of revenues derived from research and the development projects that were financed by CIIRDF, of up to 100% of all grants received. As of December 31, 2015, the Company received grants amounting to $334. No royalties have yet been paid through December 31, 2015 as no revenues were derived from products developed using these grants.

NOTE 13:- FINANCIAL INSTRUMENTS

a. Classification of financial instruments by fair value hierarchy:

As of December 31, 2015

	Level 2
Financial assets:	
Marketable securities	$ 71,807

As of December 31, 2014

	Fair value hierarchy		
	Level 2	Level 3	Total
Financial assets:			
Marketable securities	$ 80,040	$ -	$ 80,040
Long-term investment	-	382	382
Financial Liabilities:			
Derivative financial liabilities	386	-	386
	$ 80,426	$ 382	$ 80,808

During 2015 there was no transfer due to the fair value measurement of any financial instrument from Level 1 to Level 2, and furthermore, there were no transfers to or from Level 3 due to the fair value measurement of any financial instrument.

NOTE 13:- FINANCIAL INSTRUMENTS (Cont.)

b. Financial risk factors:

The Company's operations are exposed to various financial risks, such as market risk (foreign currency risk, price risk), credit risk, and liquidity risk. The Company's comprehensive risk management plan focuses on measures to minimize possible negative effects on the financial performance of the Company.

The Company's Board of Directors has provided guidelines for risk management, and specific policies for various risk exposures, such as foreign currency risk, interest-rate risk, credit risk, and the use of derivative financial instruments, non-derivative financial instruments, and excess-liquidity investments.

1. Market Risk:

a) Foreign currency risk:

The Company operates primarily in Israel, and has an exchange rate risk as it incurs fixed expenses in New Israel Shekels, which differs from its functional currency.

b) Price risk:

The Company has investments in bonds, classified as financial instruments, which are measured at fair value through profit and loss. Accordingly, the Company is exposed to a risk from changes in the fair value of these investments.

2. Credit Risk:

The Company holds cash and cash equivalents, short-term investments and other financial instruments with various financial institutions. Its policy is to spread its investments among various institutions. In accordance with this policy, the Company invests its funds with stable financial institutions.

The Company has no trade receivables balances past due, and accordingly has not recognized any provision for doubtful accounts.

U.S. dollars in thousands (except share and per share data)

NOTE 13:- FINANCIAL INSTRUMENTS (Cont.)

3. Liquidity Risk:

The following table presents the repayment dates of the Company's financial liabilities, by contractual terms, in nominal amounts (including interest payments):

Balance at December 31, 2015:

	Up to 1 Year	1 Year To 2 Years	2 Years To 3 Years	3 Years to 4 Years	4 Years to 5 Years	Over 5 Years	Total
Trade payables	$ 1,771	$ -	$ -	$ -	$ -	$ -	$ 1,771
Other payables	3,049	-	-	-	-	-	3,049
Liabilities in respect of government grants	304	865	467	843	1,005	302	3,786
	$ 5,124	$ 865	$ 467	$ 843	$ 1,005	$ 302	$ 8,606

Balance at December 31, 2014:

	Up to 1 Year	1 Year To 2 Years	2 Years To 3 Years	3 Years to 4 Years	4 Years to 5 Years	Over 5 Years	Total
Trade payables	$ 1,984	$ -	$ -	$ -	$ -	$ -	$ 1,984
Other payables	3,854	-	-	-	-	-	3,854
Liabilities in respect of government grants	584	637	822	1,050	931	104	4,128
	$ 6,422	$ 637	$ 822	$ 1,050	$ 931	$ 104	$ 9,966

c. Fair Value:

The carrying amounts of cash and cash equivalents, short-term investments, other receivables, trade payables and other payables approximate their fair values due to the short-term maturities of such instruments.

The fair value of the liabilities in respect of government grants is measured using a discount rate that reflects the applicable market rate of interest at the date the grants are received which approximates the fair value at the respective balance sheet date. The fair value measurement is categorized into level 3 within the fair value hierarchy in IFRS 13.

U.S. dollars in thousands (except share and per share data)

NOTE 13:- FINANCIAL INSTRUMENTS (Cont.)

d. Sensitivity tests relating to changes in market factors:

	December 31,	
	2015	2014
Sensitivity test to changes in the NIS exchange rate:		
Gain (loss) from the change:		
Increase of 5% in exchange rate	$ 176	$ 133
Decrease of 5% in exchange rate	$ (176)	$ (133)
Sensitivity test to changes in the market price of listed securities:		
Gain (loss) from the change:		
Increase of 5% in market price	$ 3,590	$ 4,002
Decrease of 5% in market price	$ (3,590)	$ (4,002)

Sensitivity tests and principal work assumptions:

The selected changes in the relevant risk variables were determined based on management's estimate as to reasonable possible changes in these risk variables.

e. Hedging activities and derivatives:

Cash flow hedges:

As of December 31, 2014, the Company held NIS/USD forward contracts designated as hedges of expected future employee wages, for expected future payments to government authorities and to Israeli suppliers, and for rent payments.

The main terms of these positions were set to match the terms of the hedged items.

Cash flow hedges of the expected employee wages, government authorities payments and rent payments in January-April 2015 were estimated as highly effective, and as result on December 31, 2014 other comprehensive loss in the amount of about $222 thousands, was recorded in equity in Accumulated other comprehensive loss.

By the end of April 2015 the hedging contracts reached maturity and on December 31, 2015 there were no hedging contracts held by the Company.

U.S. dollars in thousands (except share and per share data)

NOTE 14:- SEVERANCE PAY LIABILITY

Labor laws and the Severance Pay Law in Israel (the "Severance Law") require the Company to pay compensation to employees upon dismissal or retirement, or to make routine contributions in defined contribution plans pursuant to Section 14 of the Severance Pay Law, as described below. The Company's liability is accounted for as a post-employment benefit. The Company's employee benefit liability is based on a valid labor agreement, the employee's salary, and the applicable terms of employment, which together generate a right to severance compensation.

Post-employment employee benefits are financed by deposits with defined deposit plans, as detailed below.

Contributions in accordance with Section 14 to the Severance Law release the Company from any additional liability to employees for whom said contributions were made. These contributions represent defined contribution plans.

	Year ended December 31,		
	2015	2014	2013
Expenses - defined contribution plan	$ 782	$ 835	$ 722

NOTE 15:- TAXES ON INCOME

a. Tax rates applicable to the Company:

The Israeli corporate tax rate was 26.5% in 2015 and 2014 and 25% in 2013.

On January 4, 2016 the Israeli Parliament's Plenum approved by a second and third reading the Bill for Amending the Income Tax Ordinance (No. 217) (Reduction of Corporate Tax Rate), 2015, which includes a reduction of the corporate tax rate from 26.5% to 25%.

b. Tax benefits under the Israel Law for the Encouragement of Capital Investments, 1959 (the "Investment Law"):

Under the Investment Law, the Company has been granted "Approved Enterprise" and "Beneficiary Enterprise" status which provides certain benefits, including tax exemptions and reduced tax rates. Income not eligible for Approved Enterprise and Beneficiary Enterprise benefits is taxed at a regular rate.

During the benefit period, the Company is tax exempt in the first two years of the benefit period and subject to tax at the reduced rate of 10%-25% for a period of five to eight years (depending on the level of foreign investments in the Company) of the benefit period.

The benefit entitlement period starts from the first year that the Approved/Beneficiary plant first earned taxable income, and is limited to 14 years from the year in which the approval was obtained, or 12 years from completion of the investment or commencement of production.

In the event of distribution of dividends from the said tax-exempt income, the amount distributed will be subject to corporate tax at the rate ordinarily applicable to the Approved and Beneficiary Enterprise's income. The tax-exempt income attributable to the "Approved Enterprise" program mentioned above can be distributed to shareholders without subjecting the Company to taxes only upon the complete liquidation of the Company. Tax-exempt income generated under the Company's "Beneficiary Enterprise" program will be subject to taxes upon dividend distribution or complete liquidation.

NOTE 15: - TAXES ON INCOME (Cont.)

The entitlement to the above benefits is conditional upon the Company's fulfilling the conditions stipulated by the Law and regulations published thereunder. Should the Company fail to meet such requirements in the future, income attributable to its Approved Enterprise and Privileged Enterprise programs could be subject to the statutory Israeli corporate tax rate and the Company could be required to refund a portion of the tax benefits already received, with respect to such programs.

Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 68):

In December 2010, the "Knesset" (Israeli Parliament) passed the Law for Economic Policy for 2011 and 2012 (Amended Legislation), 2011 ("the Amendment"), which prescribes, among others, amendments in the Law for the Encouragement of Capital Investments, 1959 ("the Law"). The Amendment became effective as of January 1, 2011. According to the Amendment, the benefit tracks in the Law were modified and a flat tax rate applies to the Company's entire privileged income under its status as a privileged company with a privileged enterprise. Commencing from the 2011 tax year, the Company can elect (without possibility of reversal) to apply the Amendment in a certain tax year and from that year and thereafter, it will be subject to the amended tax rates. The tax rates under the Amendment are: 2011 and 2012 - 15% (in development area A - 10%) and in 2013 - 12.5% (in development area A - 7%).

Amendment to the Law for the Encouragement of Capital Investments, 1959 (Amendment 71):

On August 5, 2013, the "Knesset" issued the Law for Changing National Priorities (Legislative Amendments for Achieving Budget Targets for 2013 and 2014), 2013 which consists of Amendment 71 to the Law for the Encouragement of Capital Investments ("the Amendment"). According to the Amendment, the tax rate on preferred income form a preferred enterprise in 2014 and thereafter will be 16% (in development area A - 9%).

The Amendment also prescribes that any dividends distributed to individuals or foreign residents from the preferred enterprise's earnings as above will be subject to tax at a rate of 20%.

The Company has evaluated the effect of the adoption of the Amendment on its financial statements, and as of the date of the approval of the financial statements, the Company believes that it will not apply the Amendment. The Company may change its position in the future.

c. Tax assessments:

The Company received assessments that are considered final, up to and including the 2010 tax year.

U.S. dollars in thousands (except share and per share data)

NOTE 15: - TAXES ON INCOME (Cont.)

d. Net operating carry-forward losses for tax purposes and other temporary differences:

As of December 31, 2015, the Evogene Ltd. and its Israeli subsidiary have carry-forward losses amounting to approximately $35 million, which can be carried forward for an indefinite period.

e. Deferred taxes:

The Company did not recognize deferred tax assets for carry-forward losses and other temporary differences, because their utilization in the foreseeable future is not probable.

f. Theoretical tax:

The reconciliation between the tax expense, assuming that all the income and expenses, gains and losses in the statement of income were taxed at the statutory tax rate and the taxes on income recorded in profit or loss, does not provide significant information and therefore is not presented.

NOTE 16: - COMMITMENTS AND CONTINGENT LIABILITIES

a. The Company leases facilities for its offices and research and development activities, as well as motor vehicles under operating leases. Future minimum lease payments under non-cancelable operating leases for the years ended December 31, are as follows:

2016	$ 993
2017	789
2018 and after	1,473
	$ 3,255

The Company has provided bank guarantees in the amount of $308 to secure compliance with its facilities rental payment requirements.

b. Claims

The Company is involved in certain claims arising in the normal course of business. However, the Company believes that the ultimate resolution of these matters will not have a material adverse effect on its financial position, results of operations, or cash flows.

c. Government grants

The Company received research and development grants from the OCS, BIRD and CIIRDF, see note 12. If no economic benefits are expected from the research activity, the royalty obligation is not recorded as a liability and instead is treated as a contingent liability in accordance with IAS 37. The grants from the OCS impose certain restrictions on the transfer outside of Israel of the underlying know-how and the manufacturing or manufacturing rights of the underlying products and technologies.

U.S. dollars in thousands (except share and per share data)

NOTE 17: - SHAREHOLDERS' EQUITY

a. General:

All ordinary shares, options, per share data and exercise prices included in these financial statements for all periods presented have been adjusted to reflect the 1-for-2 reverse share split effected on November 19, 2013.

b. Share capital:

	December 31, 2015		December 31, 2014	
	Authorized	Issued and Outstanding	Authorized	Issued and Outstanding
	Number of Shares			
Ordinary shares of NIS 0.02 par value each	150,000,000	25,404,362	150,000,000	25,350,954

c. Changes in share capital:

Share capital issued and outstanding:

	Number of Shares	NIS Par Value
Outstanding at January 1, 2014	24,901,327	498,027
Exercise of options	449,627	8,993
Outstanding at December 31, 2014	25,350,954	507,019
Exercise of options	53,408	1,068
Outstanding at December 31, 2015	25,404,362	508,087

d. Rights attached to shares:

Voting rights at the general meeting, rights to dividends, rights upon liquidation of the Company and the right to appoint directors of the Company.

e. Capital management in the Company:

The Company's objectives in managing capital are as follows:

To maintain its ability to ensure the continuity of the business, and thus to generate a return to equity holders, investors and other parties.

The Company manages its capital structure and makes adjustments following changes in economic conditions and the risk-nature of its operations. In order to maintain or to adjust the necessary capital structure, the Company takes various steps, such as raising funds by capital issues.

U.S. dollars in thousands (except share and per share data)

NOTE 17: - SHAREHOLDERS' EQUITY (Cont.)

f. Capital issuances:

1. On October 27, 2013, the Company signed an additional agreement with Monsanto (the "New Agreement") to amend and restate the collaboration contract between the two companies dated August 2008 as amended and restated on November 2011, as described in Note 5(a). In November, 2013, and in accordance with the collaboration agreement, the Company issued 813,560 Ordinary shares, NIS 0.02 par value each.

2. In November, 2013, the Company completed initial public offering in the United States of 5,750,000 ordinary shares (including 813,560 Ordinary shares issued to Monsanto as described above) at the price to the public of $14.75 per share.

The gross proceeds from the above mentioned offering were $84.8 million. The net proceeds were $76.8 million

NOTE 18: - SHARE- BASED COMPENSATION

a. Expenses recognized in the financial statements:

The expense recognized in the Company's financial statements for services provided by employees and service-providers is as follows:

	Year Ended December 31,		
	2015	2014	2013
Share-based compensation	$ 4,365	$ 3,230	$ 2,730

Share-based payment transactions that were granted by the Company to its employees are as described below.

The Company maintains three share option and incentive plans: the Evogene Share Option Plan (2002), the Evogene Ltd. Key Employee Share Incentive Plan, 2003, and the Evogene Ltd. 2013 Share Option Plan. All such option and incentive plans provide for the grant of options to purchase the Company's ordinary shares.

b. Share-based payment plan for employees and consultants:

On July 17, 2013, the board of directors of the Company approved an issuance to its employees of 600,000 options exercisable into 600,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 44.28 ($12.38) per share. The fair value of the options determined at their grant date using binomial model was approximately $2,166.

On May 7, 2014, the board of directors of the Company approved an issuance to its employees of 252,000 options exercisable into 252,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 64.55 ($18.72) per share. The fair value of the options determined at their grant date using binomial model was approximately $1,564.

NOTE 18: - SHARE- BASED COMPENSATION (Cont.)

On November 9, 2014, the board of directors of the Company approved an issuance to its employees of 256,000 options exercisable into 256,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 45.39 ($11.91) per share. The fair value of the options determined at their grant date using binomial model was approximately $881.

On March 22, 2015, the board of directors of the Company approved an issuance to its employees and to consultants of 547,750 options exercisable into 547,750 ordinary shares of the Company, NIS 0.02 par value each, for exercise prices ranging between NIS 37.74 ($9.31) and $9.57 per share. The fair value of the options determined at their grant date using binomial model was approximately $1,985.

On December 16, 2015, the board of directors of the Company approved an issuance to its employees of 145,000 options exercisable into 145,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 26.41 ($6.74) per share. The fair value of the options determined at their grant date using binomial model was approximately $302.

c. Option grants to key officers and directors:

On July 17, 2013, the board of directors of the Company approved an issuance to its key officers of 400,000 options exercisable into 400,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 44.28 ($12.38) per share. The fair value of the options determined at their grant date using binomial model was approximately $1,659.

On September 15, 2013, the board of directors of the Company approved an issuance to its directors of 12,500 options exercisable into 12,500 ordinary shares, NIS 0.02 par value each of the Company, for an exercise price of NIS 42.47 ($11.92) per share. The determined fair value of the options at their grant date using binomial model was approximately $66.

On September 22, 2013, the board of directors of the Company approved an issuance to the Company’s President and Chief Executive Officer of 215,000 options exercisable into 215,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 48.18 ($13.70) per share. The grant was approved by the Company's shareholders in October 2013 at a general shareholders meeting. The fair value of these options using the binomial model is approximately $1,644.

On March 20, 2014, the board of directors of the Company approved an issuance to its directors of 20,000 options exercisable into 20,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 71.05 ($20.39) per share. The fair value of the options determined at their grant date using binomial model was approximately $179.

On August 17, 2014, the board of directors of the Company approved an issuance to its directors of 12,500 options exercisable into 12,500 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 61.21 ($17.66) per share. The fair value of the options determined at their grant date using binomial model was approximately $68.

On November 9, 2014, the board of directors of the Company approved an issuance to certain of its key officers of 173,800 options exercisable into 173,800 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 47.66 ($12.51) per share. The fair value of the options determined at their grant date using binomial model was approximately $668.

NOTE 18: - SHARE- BASED COMPENSATION (Cont.)

On March 22, 2015, the board of directors of the Company approved an issuance to the Company's President and Chief Executive Officer of 170,000 options exercisable into 170,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 39.62 ($9.78) per share. The grant was approved by the Company's shareholders on May 5, 2015 at a general shareholders meeting. The fair value of these options using the binomial model is approximately $663.

On March 22, 2015, the board of directors of the Company approved an issuance to certain of its key officers of 285,000 options exercisable into 285,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 39.62 ($9.78) per share. The fair value of the options determined at their grant date using binomial model was approximately $1,016.

On March 22, 2015, the board of directors of the Company approved an issuance to two of its directors of 2,500 options each exercisable into 2,500 ordinary shares, NIS 0.02 par value each of the Company, for an exercise price of NIS 38.77 ($9.57) and NIS 40.77 ($10.06) per share. The determined fair value of the options at their grant date using binomial model was approximately $20.

On July 2, 2015, the board of directors of the Company approved an issuance to certain of its directors of 12,500 options exercisable into 12,500 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 39.53 ($10.46) per share. The fair value of the options determined at their grant date using binomial model was approximately $44.

On November 17, 2015, the board of directors of the Company approved an issuance to certain of its key officers of 160,000 options exercisable into 160,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 31.77 ($8.14) per share. The fair value of the options determined at their grant date using binomial model was approximately $382.

On December 16, 2015, the board of directors of the Company approved an issuance to one of its key officers of 130,000 options exercisable into 130,000 ordinary shares of the Company, NIS 0.02 par value each, for an exercise price of NIS 27.73 ($7.15) per share. The fair value of the options determined at their grant date using binomial model was approximately $298.

d. Options exercised:

During 2015, 2014, and 2013 employees and consultants exercised 53,408, 449,627 413,037 and options, respectively, into a total of 916,072 Ordinary shares, NIS 0.02 par value each of the Company, for a total consideration of $296, $2,857 and $2,559 respectively.

U.S. dollars in thousands (except share and per share data)

NOTE 18: - SHARE- BASED COMPENSATION (Cont.)

e. Share options activity:

The following table summarizes the number of share options, the weighted average exercise price, and the changes that were made in the option plans to employees, consultants and directors:

	2015		2014		2013	
	Number of Options	Weighted Average Exercise Prices ($)	Number of Options	Weighted Average Exercise Prices ($)	Number of Options	Weighted Average Exercise Prices ($)
Outstanding at January 1	3,770,762	9.75	3,565,793	9.08	2,811,941	6.56
Grants	1,455,250	8.90	714,300	14.80	1,227,500	12.61
Exercised	(53,408)	5.58	(449,627)	6.14	(413,037)	6.55
Forfeited	(202,576)	7.15	(59,704)	11.73	(60,611)	10.13
Outstanding at December 31	4,970,028	9.65	3,770,762	9.75	3,565,793	9.08
Exercisable at December 31	2,794,672	8.79	2,166,364	7.57	2,009,850	6.84

The following table summarizes information about share options outstanding at December 31, 2015:

	Options outstanding		
Range of exercise prices ($)	Number outstanding	Average remaining contractual life	Weighted average exercise price
0.4 - 6.93	805,398	3.85	4.62
7.15 - 7.85	939,047	5.31	7.48
8.09 - 9.78	1,440,090	8.66	9.26
10.03 - 12.51	1,310,993	7.91	12.25
13.7 - 20.39	474,500	8.12	16.48
Total	4,970,028	7.00	9.65

f. The weighted average outstanding remaining contractual term of the options as of December 31, 2015 is 7.00 years (as of December 31, 2014, it is 6.93 years).

g. The weighted average fair value of options granted during 2015 was $3.24 (for options granted during 2014, the fair value was $4.68).

U.S. dollars in thousands (except share and per share data)

NOTE 18: - SHARE-BASED COMPENSATION (Cont.)

h. The fair value of the Company's share options granted to employees, directors and consultants for the years ended December 31, 2015, 2014 and 2013 was estimated using the binomial model with the following assumptions:

	2015	2014	2013
Dividend yield (%)	-	-	-
Expected volatility of the share prices (%)	48-51	53-59	26-60
Risk-free interest rate (%)	1.8-2.7	0.64-5.77	0.91-6.34
Suboptimal factor	1.8-2	1.8-2	1.8-2
Post-vesting forfeiture rate (%)	5-10	5-10	5-10

The expected volatility of the share prices reflects the assumption that the historical volatility of the share prices is reasonably indicative of expected future trends.

i. Modifications to the conditions of the options:

On December 29, 2015 the board of directors of the Company approved for one of its key officers and several of its employees scheduled to cease their employment with the Company through January 31, 2016 an extension to the originally awarded 3 month period post-employment allowing for exercise of fully vested options to periods ranging between 6 months and 2 years from their unemployment date. The weighted average incremental fair value measured using the Black & Scholes method was approximately $0.63 per option.

NOTE 19: - STATEMENTS OF COMPREHENSIVE LOSS - ADDITIONAL INFORMATION

a. Cost of revenues:

	Year Ended December 31,		
	2015	2014	2013
Salaries and benefits	$ 4,381	$ 5,030	$ 5,423
Share-based compensation	831	708	706
Sub-contractors and consultants	757	1,087	1,172
Materials	325	954	947
Depreciation	960	999	1,010
Rentals and maintenance	689	855	731
Other	312	76	125
	$ 8,255	$ 9,709	$ 10,114

U.S. dollars in thousands (except share and per share data)

NOTE 19: - STATEMENTS OF COMPREHENSIVE LOSS - ADDITIONAL INFORMATION (Cont.)

b. Research and development, net:

	Year Ended December 31,		
	2015	2014	2013
Salaries and benefits	$ 7,930	$ 8,173	$ 6,663
Share-based compensation	1,531	897	746
Materials and sub-contractors	1,508	1,152	567
Plant growth and greenhouse maintenance	730	573	676
Rentals and office maintenance	761	1,285	1,213
Depreciation and amortization	1,475	1,250	1,031
Other	819	784	413
Participation in respect of government grants	(305)	(92)	(202)
	$ 14,449	$ 14,022	$ 11,107

c. Business development:

	Year Ended December 31,		
	2015	2014	2013
Salaries and benefits	$ 1,010	$ 1,287	$ 971
Shre-based compensation	685	347	342
Travel	160	139	98
Legal	56	55	88
Other	53	23	18
	$ 1,964	$ 1,851	$ 1,517

d. General and administrative:

	Year Ended December 31,		
	2015	2014	2013
Salaries and benefits	$ 1,608	$ 1,780	$ 1,801
Share-based compensation	1,317	1,278	936
Professional fees	1,200	1,004	763
Other	257	123	64
	$ 4,382	$ 4,185	$ 3,564

e. Financing income and expenses

Financing income:

	Year Ended December 31,		
	2015	2014	2013
Exchange differences, net	$ 41	$ 18	$ 32
Interest income	2,530	2,224	1,041
Revaluation of Investment	-	-	106
	$ 2,571	$ 2,242	$ 1,179

U.S. dollars in thousands (except share and per share data)

NOTE 19: - STATEMENTS OF COMPREHENSIVE LOSS - ADDITIONAL INFORMATION (Cont.)

Financing expenses:

	Year Ended December 31,		
	2015	2014	2013
Bank expenses and commissions	$ 195	$ 200	$ 87
Change in the fair value of marketable securities	1,237	832	809
Hedging instruments	99	164	-
Devaluation of Investment	332	89	-
Revaluation of liabilities in respect of government grants	-	231	147
Revaluation of put option	-	-	293
	$ 1,863	$ 1,516	$ 1,336

NOTE 20:- NET LOSS PER SHARE

Details of the number of shares and loss used in the computation of net loss per share:

	Year ended December 31,					
	2015		2014		2013	
	Weighted number of shares *)	Loss	Weighted number of shares *)	Loss	Weighted number of shares *)	Loss
Number of shares and net loss for the computation of basic and diluted net loss per share	25,378,325	(17,213)	25,100,556	(14,530)	19,532,010	(8,878)

*) To compute diluted net loss per share, potential ordinary shares, detailed below, have not been taken into account due to their anti-dilutive effect:

	2015	2014	2013
Options to employees and consultants under share-based payment plans	4,970,028	3,770,762	3,565,793

U.S. dollars in thousands (except share and per share data)

NOTE 21:- OPERATING SEGMENTS

a. General:

Commencing January 1, 2012, the Company operates in two segments. The segments were determined on the basis of information considered by the Chief Operating Decision-Maker ("CODM") for purposes of decision-making on the allocation of resources and evaluation of performance. The following Company's segments are engaged in business activities for which they earn revenues and incur expenses, their results are reviewed by the CODM and discrete financial information is available:

Evogene segment - Develops seed traits, ag-chemical products, and ag-biological products to improve plant performance.

Evofuel segment - Develops improved species of the castor bean plant for second generation feedstock for biofuel and other industrial uses.

Segments performance is determined based on operating loss reported in the financial statements. The results of a segment reported to the CODM include items attributed directly to a segment, as well as other items, which are indirectly attributed using reasonable assumptions.

b. The following table presents our revenues and operating loss by segments:

	Evogene	Evofuel	Adjustments	Total
For the Year Ended December 31, 2015				
Revenues	$ 11,129	$ -	$ -	$ 11,129
Operating loss	$ (16,146)	$ (1,775)	$ -	$ (17,921)
Net financing income				708
Loss before taxes on income				$ (17,213)

U.S. dollars in thousands (except share and per share data)

NOTE 21:- OPERATING SEGMENTS (Cont.)

	Evogene	Evofuel	Adjustments	Total
For the Year Ended December 31, 2014				
Revenues	$ 14,511	$ -	$ -	$ 14,511
Operating loss	$ (13,078)	$ (2,178)	$ -	$ (15,256)
Net financing income				726
Loss before taxes on income				$ (14,530)

	Evogene	Evofuel	Adjustments	Total
For the Year Ended December 31, 2013				
Revenues	$ 17,581	$ -	$ -	$ 17,581
Operating loss	$ (7,500)	$ (1,221)	$ -	$ (8,721)
Net financing expenses				(157)
Loss before taxes on income				$ (8,878)

c. Major customers:

Revenues from major customers each of whom amounts to 10% or more, of total revenues:

	Year Ended December 31,		
	2015	2014	2013
Customer A (shareholder)	77%	60%	62%
Customer B (shareholder)	14%	27%	32%

See also Note 22 (a).

d. Geographical information:

Revenes based on the location of the customers, are as follows:

	Year Ended December 31,		
	2015	2014	2013
United States	86%	73%	66%
Germany	14%	27%	32%
Other	-	-	2%
	100%	100%	100%

U.S. dollars in thousands (except share and per share data)

NOTE 22:- BALANCES AND TRANSACTIONS WITH KEY OFFICERS AND CERTAIN SHAREHOLDERS

a. The certain shareholders refer to Monsanto and Bayer which as at December 31, 2015 to the best of the Company's knowledge hold approximately 6.43% and 3.39%, respectively, of the Company's ordinary shares and are also major customers (see also Notes 5, 21(c)).

b. Balances:

Balance at December 31, 2015:

	Key Officers	Certain Shareholders
Receivables	$ -	$ 2,746
Other payables	$ 505	$ -

Balance at December 31, 2014:

	Key Officers	Certain Shareholders
Receivables	$ -	$ 1,003
Other payables	$ 374	$ -

c. Benefits to directors:

	Year ended December 31,		
	2015	2014	2013
Compensation to directors not employed by the Company or on its behalf	$ 371	$ 289	$ 140
Number of directors received the above compensation by the Company	8	8	3

d. Salary and Benefits to key officers:

	Year ended December 31,		
	2015	2014	2013
Salary and related benefits (including one-time IPO bonus in 2013)	$ 1,849	$ 1,935	$ 1,831
Share-based compensation	2,254	1,637	1,291
	$ 4,103	$ 3,572	$ 3,122
Number of people that received salary and benefits	8	6	5

U.S. dollars in thousands (except share and per share data)

NOTE 22:- BALANCES AND TRANSACTIONS WITH KEY OFFICERS AND CERTAIN SHAREHOLDERS (Cont.)

e. Transactions:

For the year ended December 31, 2015

	Key Officers	Certain Shareholders
Revenues	$ -	$ (10,095)
Cost of revenues	544	(656)
Research and development expenses	1,194	-
Business development expenses	874	-
General and administrative expenses	1,491	-
	$ 4,103	$ (10,751)

For the year ended December 31, 2014

	Key Officers	Certain Shareholders
Revenues	$ -	$ (12,611)
Cost of revenues	185	(635)
Research and development expenses	1,035	-
Business development expenses	937	-
General and administrative expenses	1,415	-
	$ 3,572	$ (13,246)

For the year ended December 31, 2013

	Key Officers	Certain Shareholders
Revenues	$ -	$ (16,669)
Cost of revenues	373	(470)
Research and development expenses	531	-
Business development expenses	852	-
General and administrative expenses	1,366	-
	$ 3,122	$ (17,139)

Exhibit 8.1

List of Subsidiaries

Name of Subsidiary	Jurisdiction	Ownership Interest
Evofuel Ltd.	Israel	100%
Evogene Inc.	Delaware	100%
Leviev-Evogene Namibia (PTY) Ltd.	Namibia	100%

Exhibit 12.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULE 13A-14(A)/15D-14(A)
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Ofer Haviv, certify that:

1. I have reviewed this annual report on Form 20-F of Evogene Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

/s/ Ofer Haviv
Ofer Haviv
President and Chief Executive Officer

Date: April 25, 2016

Exhibit 12.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULE 13A-14(A)/15D-14(A)
AS ADOPTED PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002

I, Eyal Leibovitz, certify that:

1. I have reviewed this annual report on Form 20-F of Evogene Ltd.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;

4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:

   a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and

5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):

   a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and

   b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

/s/ Eyal Leibovitz
Eyal Leibovitz
Chief Financial Officer

Date: April 25, 2016

Exhibit 13.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Evogene Ltd. (the "Company") on Form 20-F for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ofer Haviv, do certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ofer Haviv
Ofer Haviv
President and Chief Executive Officer

Date: April 25, 2016

Exhibit 13.2

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Evogene Ltd. (the "Company") on Form 20-F for the fiscal year ended December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eyal Leibovitz, do certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eyal Leibovitz
Eyal Leibovitz
Chief Financial Officer

Date: April 25, 2016

Exhibit 15.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors of Evogene Ltd.:

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No.'s 333-193788, 333-201443 and 333-203856) of Evogene Ltd. of our report dated April 25, 2016, with respect to the consolidated financial statements of Evogene Ltd. and its subsidiaries included in the annual report on Form 20-F of Evogene Ltd for the year ended December 31, 2015.

/s/ Kost, Forer, Gabbay & Kasierer
KOST, FORER, GABBAY & KASIERER
A Member of Ernst & Young Global

Tel Aviv, Israel
Date: April 25, 2016