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

Form 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934

For the month of February, 2016

Commission File Number: 000-36000

XTL Biopharmaceuticals Ltd.
(Translation of registrant’s name into English)

5 HaCharoshet St.,
Raanana 4365603
Israel
(Address of principal executive offices)

Incorporation by Reference: This Form 6-K of XTL Biopharmaceuticals Ltd. is hereby incorporated by reference into the registration statements on Form S-8 (File No. 333-148085, File No. 333-148754 and File No. 333-154795) and Form F-3 (File No. 333-194338).
Notice of an Annual General Meeting
XTL Biopharmaceuticals Ltd

(incorporated and registered in the State of Israel under the Israeli Companies Law – 1999 with registered number 52-003947-0)

Notice is hereby given that an Annual General Meeting (the “Meeting”) of the shareholders of XTL Biopharmaceuticals Ltd. (the “Company”) will be held at the offices of the Company's attorneys, Doron Tikotzky Kantor Gutman Cederboum & Co., at 12 Abba Hillel Silver Road, Ramat-Gan, Israel at 11:00AM. (Israel Time), on Thursday, March 24, 2016.

The Company is a Dual Listed Company, as such term is defined in the Israeli Companies Regulations (Concession for Public Companies Traded on Stock Market Outside of Israel), 4760-2000.

The Meeting is being called for the following purposes:

1. **Financial Statements** – To discuss the Company's financial statements and Annual Report for the fiscal year ended December 31, 2014.

2. **Auditor Reappointment** - To consider and act upon a proposal to approve the appointment of Kesselman & Kesselman, Israel CPAs, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 and to authorize the Board of Directors to fix such firm’s annual compensation in accordance with the volume and nature of its services (“Proposal 1”).

3. **Directors Reappointment** - To consider and act upon a proposal to re-elect Messrs. David Bassa, Dr. Jonathan Schapiro, Shlomo Shalev, Doron Turgeman and Dr. Dobroslav Melamed to the Board of Directors of the Company, each for a term expiring at the next Annual General Meeting of Shareholders (“Proposal 2”). The Declaration of Directors Qualification is attached hereto as Annex A.

It is hereby clarified that resolutions approving the reappointment and reelection of each director shall be adopted separately.

4. **Remuneration of the Chairman** – To consider and act upon a proposal to approve the compensation of Mr. Shlomo Shalev, Chairman of the Board, retroactive as of September 1st, 2015 (respectively “Proposal 3” and the “Effective Date”), as follows:

   A. **Monetary Remuneration**
      A monthly consulting fee of NIS 20,000 plus value added tax, as applicable, per month.

   B. **Equity Remuneration**
      (i) Grant of 1,500,000 non-tradable stock options exercisable into 1,500,000 ordinary shares of the Company, par value NIS 0.1 per share (the "Shalev Options"). The exercise price of each of the Shalev Options is NIS 0.60 (non-linked), reflecting a price which is more than 100% higher than the average
share price of the Company on Tel-Aviv Stock Exchange ("TASE") in the 30 days preceding the date of the Board of Directors' resolution to grant such options.

(ii) The Shalev Options shall be issued in accordance with Section 102 of the Israeli Income Tax Ordinance (New Version) – 1961 (the "Ordinance").

(iii) The Shalev Options shall be subject to a vesting period and to adjustments specified in the Company's option plan (the “Option Plan”), as set forth below:

a. Mr. Shalev shall be entitled to receive the Shalev Options and exercise them within a maximum period of 120 months from the date of grant, subject to the terms and conditions contained herein, and based on a quarterly basis vesting period of 36 months, so that 1/12 of the Shalev Options shall vest on the last day of each three month period as of the Effective Date (the "Vesting Period"). Following the lapse of 36 months, as of the Effective Date, all the Shalev Options may be exercised, subject to continued engagement of Mr. Shalev during the Vesting Period.

b. Pursuant to TASE directives, due to the transition to clearing on day T+1 of unlisted shares and convertible securities, the Shalev Options shall not be converted on the determining day for a distribution of bonus shares, rights offering, dividend distribution, capital consolidation, capital split or capital reduction (each of the above will hereinafter be referred to as "Company Event"). Furthermore, should the X-date of the Company Event fall before its determining day, no conversion will be made on that date.

c. Shares derived from the Shalev Options grant the right to receive invitations to attend Company shareholders meetings and vote therein. All of the Company's shares, including those deriving from the Shalev Options, have equal rights among them, pro rata to the amount of capital paid, or credited as paid, on their par value, with regard to dividends and any other distributions or participation in the distribution of surplus Company assets upon dissolution.

d. In accordance with the Option Plan, the exercise price and number of unexercised options granted under the Option Plan will be adjusted in the following cases:

i. The number and class of shares that may be acquired with regard to the exercise of options granted under the Option Plan will be proportionally adjusted to increase or decrease in the number of allotted shares derived from a stock split (including bonus shares), consolidation, exchange of shares, change of classes of shares or a combination of the foregoing. It should be noted that, in each case, the exercise price shall be adjusted so as not to be below the share par value. No adjustments shall be made where securities are issued to the Company's shareholders in a rights offering. The number of shares or the exercise price will not be adjusted where
dividends are distributed in cash or deemed as distributed.

ii. In any event of a merger or consolidation in which the Company is not the surviving entity (an "Acquisition Event"), the options shall be replaced or considered as options granted by the surviving company, in which case the following provisions shall apply: (1) the Vesting Period will not change, provided however that 25% of the options that have not yet vested on the date of the Acquisition Event will vest immediately; and (2) should the offeree's tenure end prior to one year following the Acquisition Event, an additional 25% of any options that have not yet vested on the date of the Acquisition Event will vest immediately.

iii. In the event of the Company's dissolution, the Board of Directors or a Committee appointed by it shall notify option holders to that effect by providing at least 15 days prior notice, during which period each option holder may exercise all unvested options owned by it whose Vesting Period has not lapsed. In the event of a failure to exercise this right during the said period, the unexercised options shall expire.

iv. If the Company receives an offer to effect a transaction, whether by way of acquiring the shares of the Company or otherwise, the outcome of which will be a change in control, option holders may exercise all of their options within a six month period commencing on the effective date of the transaction or the date of fulfillment of the conditions precedent to closing the transaction.

Assuming full exercise of the Shalev Options, the total amount of ordinary shares issuable upon exercise of the Shalev Options constitutes 0.55% of the issued share capital of the Company, and 0.50% on a fully diluted basis.

The ordinary shares issued upon exercise of the Shalev Options will be listed under the name of the registration company through which the Company's shares will be registered at the time of exercise.

The Shalev Options and underlying ordinary shares are subject to a six month "restricted" period, in accordance with the provisions of the U.S Securities Act of 1933, as amended, and Rule 144 promulgated thereunder, and conditions specified therein. Ordinary shares issued upon exercise of the Shalev Options shall bear the following legend:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE WERE ORIGINALLY ISSUED ON ________. HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES ("STATE ACTS") AND MAY NOT BE SOLD, ASSIGNED, PLEDGED, TRANSFERRED OR OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR STATE ACTS OR AN EXEMPTION FROM REGISTRATION THEREUNDER"
The Compensation Committee and the Board of Directors of the Company have reviewed the suggested remuneration terms of Mr. Shalev and have determined that the suggested terms are in accordance with the approved compensation plan of the Company and advise the shareholders to approve such remuneration terms.

It is hereby clarified that Proposal 3 is contingent upon and subject to Mr. Shalev’s reappointment to the Board of Directors in accordance with Proposal 2.

5. **Options Grant to Mr. Josh Levine, CEO** - To consider and act upon a proposal to grant to Mr. Levine 1,000,000 non-tradable stock options, exercisable into 1,000,000 ordinary shares of the Company, par value NIS 0.1 each (the "Levine Options"), following the approval of such grant by the Board of Directors of the Company, based on the recommendations of the Compensation Committee of the Company.

The exercise price of the Levine Options is NIS 0.60 each (non-linked), reflecting a price which is 100% higher than the average share price of the Company in the 30 days preceding the date of the Board of Directors' resolution.

The Levine Options shall be issued in accordance with Section 102 of the Ordinance.

The Levine Options will be subject to a vesting period and to adjustments specified in the Option Plan, as set forth below:

A. Mr. Levine will be entitled to receive the Levine Options and exercise them within a maximum period of 120 months from the date of allotment, subject to the terms and conditions contained herein, and based on a vesting period of 36 months, so that 4/12 shall vest following the lapse of 12 months from their issuance and the remaining 8/12 shall vest on a quarterly basis (with 1/12 of the Levine Options vesting on the last day of each three month period) (the "Vesting Period"). Following the lapse of 36 months, all the Levine Options may be exercised, subject to continued engagement of Mr. Levine during the Vesting Period.

B. Pursuant to TASE directives, due to the transition to clearing on day T+1 of unlisted ordinary shares and convertible securities, the Levine Options shall not be converted on the determining day for a distribution of bonus shares, rights offering, dividend distribution, capital consolidation, capital split or capital reduction (each of the above will hereinafter be referred to as "Company Event"). Furthermore, should the X-date of the Company Event fall before its determining day, no conversion will be made on that date.

C. Shares derived from the Levine Options grant the right to receive invitations to attend Company meetings and vote therein. All of the Company's shares, including those deriving from the Levine Options, have equal rights among them, pro rata to the amount of capital paid, or credited as paid, on their par value, with regard to dividends and any other distributions or participation in the distribution of surplus Company assets upon dissolution.

D. In accordance with the Option Plan, the exercise price and number of unexercised options granted under the Option Plan will be adjusted in the following cases:
1. The number and class of shares that may be acquired with regard to the exercise of options granted under the Option Plan will be proportionally adjusted to increase or decrease in the number of allotted shares derived from a stock split (including bonus shares), consolidation, exchange of shares, change of classes of shares or a combination of the foregoing. It should be noted that, in each case, the exercise price shall be adjusted so as not to be below the share par value. No adjustments shall be made where securities are issued by way of rights granted to the Company's shareholders. The number of shares or the exercise price will not be adjusted where dividends are distributed in cash or deemed as distributed.

2. In any event of an Acquisition Event, the options shall be replaced or considered as options granted by the surviving company, in which case the following provisions shall apply: (1) the Vesting Period will not change, provided however that 25% of the options that have not yet vested on the date of the Acquisition Event will vest immediately; and (2) should the offeree's tenure end prior to one year following the Acquisition Event, an additional 25% of any options that have not yet vested on the date of the Acquisition Event will vest immediately.

3. In the event of the Company's dissolution, the Board of Directors or a Committee appointed by it shall notify option holders to that effect by providing at least 15 days prior notice, during which period each option holder may exercise all unvested options owned by it whose Vesting Period has not lapsed. In the event of a failure to exercise this right during the said period, the unexercised options shall expire.

4. If the Company receives an offer to effect a transaction, whether by way of acquiring the shares of the Company or otherwise, the outcome of which will be a change in control, option holders may exercise all of their options within a six month period commencing on the effective date of the transaction or the date of fulfillment of the conditions precedent to closing the transaction.

Assuming full exercise of the Levine Options, the total number of ordinary shares issuable upon exercise shall constitute 0.36% of the Company's issued and paid up capital of the Company, and 0.33% on a fully diluted basis.

The ordinary shares issued upon exercise will be listed under the name of the registration company through which the Company's shares will be registered at the time of exercise.

The Levine Options and ordinary shares issuable upon exercise of the Levine Options are subject to a six month "restricted" period, in accordance with the provisions of the U.S Securities Act of 1933, as amended, and Rule 144 promulgated thereunder, and conditions specified therein. Ordinary shares issued on account of exercised Levine Options shall bear the following legend:

"THE SECURITIES REPRESENTED BY THIS CERTIFICATE WERE ORIGINALLY ISSUED ON ________, HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES ("STATE ACTS") AND MAY NOT BE SOLD, ASSIGNED, PLEDGED, TRANSFERRED OR
OTHERWISE DISPOSED OF IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT UNDER THE ACT OR STATE ACTS OR AN EXEMPTION FROM REGISTRATION THEREUNDER"

The Compensation Committee and the Board of Directors of the Company have reviewed the suggested grant to Mr. Levine, have determined that the suggested grant is in accordance with the compensation plan of the Company and recommend that the shareholders approve such grant at the Meeting.

**Required Vote and Other Matters**

The affirmative vote of the holders of a majority of the voting power represented and voting on such proposals in person or by proxy at the Meeting is necessary for the approval of each of Proposal 1 and Proposal 2.

Each of Proposals 3 and 4 above require the affirmative vote of simple majority of voting power present at the Meeting in person or by proxy and voting thereon, and as long as one of following conditions is met:

a. The majority of shares that voted for the approval of the respective resolution includes at least majority of the shares held by non-controlling and non-interested shareholders voted at the Meeting (excluding abstain votes); or

b. The total number of shares of non-controlling and non-interested shareholders that voted against the approval if the respective resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.

The quorum required to hold the Meeting consists of at least two shareholders present in person or by proxy who hold or represent between them at least one-third of the voting rights in the Company. If the Meeting is adjourned for lack of a quorum it will be held on the same day in the following week at the same time and place (with no need for any notice to the shareholders) or until such other later time if we serve notice to the shareholders no less than seven days before the date fixed for the such adjourned meeting (the “Deferred Meeting”). If at a Deferred Meeting there is no quorum present half an hour after the time set for the meeting, any number participating in the Deferred Meeting shall represent a quorum and shall be entitled to discuss the matters set down on the agenda for the original Meeting.

Shareholders of record at the close of business on February 23, 2016, are entitled to notice of, and to vote at the Meeting. Shareholders can vote either by mailing in their proxy or in person by attending the Meeting. If voting by mail, the proxy must be received by at the Company registered office in Israel at least 48 hours prior to the appointed time of the Meeting to be validly included in the tally of ordinary shares voted at the Meeting. If shareholders will attend the Meeting they may vote in person and in such case their proxy will not be used.

Shareholders who do not expect to attend the Meeting in person are requested to mark, date, sign and mail their proxy as promptly as possible. Beneficial owners who hold ordinary shares through members of TASE may either vote their shares in person at the Meeting by presenting a certificate signed by a member of the TASE which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares (the "Certificate"), or mail such Certificate along with a duly executed proxy to Doron Tikotzky Kantor Gutman Cederboum & Co. - Law Offices at 12 Abba Hillel Rd., 8th Floor, Ramat Gan, Israel 5250606.
The Notice of the Meeting and the Proxy Form is available for the public at the Israel Securities Authority's site: [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and at the Company's office at 5 HaCharoshet St, Raanana 4365603, Israel.

Sincerely,

XTL Biopharmaceuticals Ltd.
### Exhibit Index

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>99.1</td>
<td>Proxy Card for holders of ordinary shares with respect to the Company’s Annual General Meeting of Shareholders</td>
</tr>
<tr>
<td>99.2</td>
<td>Directors’ declarations</td>
</tr>
</tbody>
</table>
SIGNATURES

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

XTL BIOPHARMACEUTICALS LTD.

Date: February 18, 2016

By: /s/ Josh Levine

Josh Levine
Chief Executive Officer
Proxy Card – Part One

In accordance with Regulation 7 of the Israeli Companies Regulations (written voting and position statements), 2005 (the “Regulations”).

<table>
<thead>
<tr>
<th>Company Name</th>
<th>XTL Biopharmaceuticals Ltd. (the “Company”)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Type of meeting</td>
<td>An Annual General Meeting of Company Shareholders (“Meeting”)</td>
</tr>
<tr>
<td>Time and place of meeting:</td>
<td>At the offices of the Company’s attorneys, Doron Tikotzky Kantor Gutman Cederboum &amp; Co., at 12 Abba Hillel Silver Road, Ramat-Gan, Israel, on Thursday, March 24, 2016, at 11:00AM (Israel Standard Time).</td>
</tr>
<tr>
<td>Subjects on the agenda:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1. To approve the appointment of Kesselman &amp; Kesselman, Israel CPAs, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 and to authorize the Board of Directors to fix such firm’s annual compensation in accordance with the volume and nature of its services.</td>
</tr>
<tr>
<td></td>
<td>2. To re-elect Messrs. David Bassa, Dr. Jonathan Schapiro, Shlomo Shalev, Doron Turgeman and Dr. Dobroslav Melamed to the Board of Directors of the Company, each for a term expiring at the Company’s next annual general meeting of shareholders.</td>
</tr>
<tr>
<td></td>
<td>3. To approve the compensation of Mr. Shlomo Shalev, Chairman of the Board, consisting of a monthly cash payment and options to purchase 1,500,000 ordinary shares of the Company, par value NIS 0.1 each, for an exercise price of NIS 0.60 per share. Such compensation is contingent on Mr. Shalev’s reelection to the Board of Directors.</td>
</tr>
<tr>
<td></td>
<td>4. To approve the grant of options to purchase 1,000,000 ordinary shares of the Company, NIS 0.1 par value each, for an exercise price of NIS 0.60 per share to Mr. Josh Levine, the Company’s Chief Executive Officer, as set forth in the notice of the Meeting.</td>
</tr>
<tr>
<td>The version of each of the proposed resolutions:</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1. To approve the appointment of Kesselman &amp; Kesselman, Israel CPAs, a member firm of PricewaterhouseCoopers International Limited, as the Company’s independent registered public accounting firm for the fiscal year ending</td>
</tr>
</tbody>
</table>
December 31, 2016 and to authorize the Board of Directors to fix the compensation of such independent auditors in accordance with the volume and nature of its services.

2. To elect Messrs. David Bassa, Dr. Jonathan Schapiro, Shlomo Shalev, Doron Turgeman and Dr. Dobroslav Melamed to hold office as directors in the Company, commencing on the date of the Meeting and until the next Annual General Meeting of Shareholders.

3. To grant to Mr. Shlomo Shalev, as the Chairman of the Board, the monetary remuneration as set forth in the notice of the Meeting and the equity remuneration of 1,500,000 non-tradable stock options exercisable into 1,500,000 ordinary shares of the Company, NIS 0.1 par value each, for an exercise price of NIS 0.60 per share.

4. To approve the grant to Mr. Josh Levine, Company’s Chief Executive Officer, of 1,000,000 non-tradable stock options, exercisable into 1,000,000 ordinary shares of the Company, NIS 0.1 par value each, for an exercise price of NIS 0.60 per share.

<table>
<thead>
<tr>
<th>Location and time for reviewing the complete version of the proposed resolutions:</th>
<th>The documents pertaining to this Meeting may be reviewed at the Company's offices at 5 HaCharoshet St, Raanana 4365603, Israel, during regular office hours and by making an appointment at +972-9-9557080.</th>
</tr>
</thead>
</table>
| The required majority to pass a resolution at the meetings for each of the subjects on the agenda: | Each of resolutions 1 and 2 above, pursuant to the Companies Law, requires the affirmative vote of simple majority of shares present at the Meeting in person or by proxy and voting thereon.

Each of resolutions 3 and 4 above, pursuant to the Companies Law, requires the affirmative vote of simple majority of shares present at the Meeting in person or by proxy and voting thereon, and as long as one of following conditions is met:

a. The majority of shares that voted for the approval of the respective resolution includes at least majority of the shares held by non-controlling and non-interested shareholders voted at the Meeting (excluding abstain votes); or

b. The total number of shares of non-controlling and non-interested shareholders that voted against the approval if the respective resolution does not exceed two percent (2%) of the aggregate voting rights in the Company. |
<table>
<thead>
<tr>
<th>Validity of the proxy card:</th>
<th>The Company's shareholders are entitled to participate and vote in the Meeting by themselves or through a legally certified agent. The document certifying the agent to vote (the &quot;Letter of Appointment&quot;) and a power of attorney by virtue of which the Letter of Appointment was signed (if any) will be deposited with the Company's attorneys at least 72 hours before the Meeting begins.</th>
</tr>
</thead>
</table>
| Address for submitting proxy cards and position statements: | Offices of the Company's Attorneys: Doron Tikotzky Kantor Gutman Cederboum & Co., at 12 Abba Hillel Silver Road, Ramat-Gan, Israel.  
or  
Company Headquarters:  
5 HaCharoshet St, Raanana 4365603, Israel. |
| The last date for submitting position statements to the Company and the last date for submitting the Board of Directors' response to the Position statements: | The last date for submitting position statements is March 14, 2016.  
The last date for submitting the Board of Directors' response to the position statements is March 19, 2016. |
| The addresses of the distribution website and internet website of the TASE where the proxy cards and position statements are available | A copy of the proxy card can be downloaded from the TASE website ([www.tase.co.il](http://www.tase.co.il)) or from the distribution website ([www.magna/isa.gov.il](http://www.magna/isa.gov.il)). Additionally, a shareholder is entitled to approach the Company directly (through Adv. Doron Tikotzky Kantor Gutman Cederboum & Co.) and receive from it the proxy card form. |
| Receipt of a proof of ownership: | A shareholder is entitled to receive the proof of ownership at the branch of the member of TASE or by post, if so requested, whereas, such a request shall be given in advance to a specific securities account. |
| Link to the proxy card form: | A non-registered shareholder is entitled to receive free of charge by email a link to the proxy card form and position statements on the distribution website from the member of the stock exchange through whom his stock is held, unless he notified the Company and/or the Stock Exchange that he is not interested in receiving a link as aforementioned, and that he is interested in receiving the proxy card by post in return for payment; a shareholder's notice with regard to proxy cards shall apply also to the receipt of position statements. |
| Reviewing the proxy cards: | One or more shareholders holding shares at a rate that constitutes five percent or more of the total voting rights in the Company, and also anyone holding an aforementioned rate from the total voting rights that are not held by a controlling shareholder in the Company in accordance |
with its definition in Article 268 of the Israeli Companies Law, 1999, is entitled to review the proxy cards after the convening of the general meeting at the Company's registered offices during the regular working hours, after he has proven his right to do so, and has also stated the number of shares which constitute the aforementioned five percent.

| The vote: | A shareholder shall state his vote regarding each of the subjects on the agenda on a form that constitutes the second part of the proxy card. The proxy cards shall be submitted to the Company offices no later than on Tuesday, March 22, 2016 until 11:00AM (Israel Standard Time). |
Proxy Card – Part Two

In accordance with Regulation 5(a) of the Israeli Companies Regulations (voting in writing and position statements) 2005 (the "Regulations")

Company name

XTL Biopharmaceuticals Ltd.

Company address (for submitting and sending proxy cards)

5 HaCharoshet St, Raanana 4365603, Israel.

Company number

520039470

Date & time of meeting

March 24, 2016.
At 11:00AM Israel Standard Time.

Type of meeting

An annual general meeting of Company Shareholders

Record date:

February 23, 2016 at the end of the trading day.

Details of the shareholder

Name of the shareholder

I.D. number

Passport number (if does not have an Israeli I.D.)

Country issued

Valid until

Corporation Number (if the shareholder is a corporation)

Country of incorporation

The vote

<table>
<thead>
<tr>
<th>Subject on the agenda</th>
<th>The Vote</th>
<th>Existence of personal interest</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>For</td>
<td>Against</td>
</tr>
<tr>
<td>1. To approve the appointment of Kesselman &amp; Kesselman, Israel CPAs, a member firm of PricewaterhouseCoopers International Limited, as the</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>


Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 and to authorize the Board of Directors to fix such firm’s annual compensation in accordance with the volume and nature of its services.

2.1 To re-elect David Bassa to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

2.2 To re-elect Dr. Jonathan Schapiro to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

2.3 To re-elect Shlomo Shalev to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

2.4 To re-elect Doron Turgeman to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

2.5 To re-elect Dobroslav Melamed to the Company’s Board of Directors for a term expiring at the Company’s next annual general meeting of shareholders.

3. To approve the compensation of Mr. Shlomo Shalev, Chairman of the Board, consisting of a monthly cash payment and options to purchase 1,500,000 ordinary shares as set forth in the notice of the Meeting.
4. To approve the grant of options to purchase 1,000,000 ordinary shares to Mr. Josh Levine, the Company’s Chief Executive Officer, as set forth in the notice of the Meeting.

Date ___________________________ Signature ___________________________

¹ No markings shall be considered abstention from voting on that subject.
*Erase the irrelevant
To:

XTL BIOPHARMACEUTICALS LTD.

Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Dobroslav Melamed, ID 313865461, hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.

2. With accordance to paragraph 1 above, the following are details regarding my skills:

2.1 Education-

   (Field of education, institution, academic degree, certificate or professional license)

   Post Doctorate. Research of mammalian sperm signal transduction pathways. Bar Ilan University, Life Science

   PhD in Biotechnology (with signal in transduction pathways). Bar Ilan University, Life Science Department

   MS in Life Science (with thesis in Signal Transduction of Viral Brain Infection). Bar Ilan University, Life Science Department

   BA in Biotechnology (with molecular biology specialization). Bar Ilan University, Life Science Department

2.2. Practice and Professional Experience-

   (Job description, employer details, duration of service)

   Feb 2012–Sept 2014 – President and Board member of SciVac Ltd. (formerly SciGen)

   2007 – 2010 – Founder, CTO and Board member of Oshadi Ltd.

   2006-2007 CTO of Periness Ltd.

   2001-2004 Manager of pre-clinical and research pharmacology at OBI Ltd.

2.3. Companies in which I serve or served as a Director in the past 5 years-

   (Job description, company's name, duration of service)

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 (“Securities Law”); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.

4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors' offenses involving misuse of inside information.

5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.

6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.

7. I am not a minor, incompetent, and was not declared insolvent.

8. To this time, I maintain/do not maintain (Please delete the unnecessary) securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

<table>
<thead>
<tr>
<th>Name, type and series of Security</th>
<th>No. of Security on the stock exchange</th>
<th>Quantity of Securities</th>
<th>Treasury Securities</th>
<th>The rate of Holdings</th>
<th>The rate of Holdings (strong/full dilution)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Options</td>
<td></td>
<td>50,000</td>
<td></td>
<td>Capital</td>
<td>Vote</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Capital</td>
<td>Vote</td>
</tr>
</tbody>
</table>

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.

10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.

11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: _______________________

Date: 16/2/16
To:

XTL BIOPHARMACEUTICALS LTD.

Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Mr. David Bassa, I.D 57501405 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.

2. With accordance to paragraph 1 above, the following are details regarding my skills:
   2.1 Education-

   (Field of education, institution, academic degree, certificate or professional license)

   Bar-Ilan University: BA in Economics

   Bar-Ilan University non-thesis Masters degree in computer science

2.2. Practice and Professional Experience-

   (Job description, employer details, duration of service)

   Founder and CEO of Sela Software Labs Ltd. The company operates along with its subsidiaries providing domestic and worldwide development and training in software.

   Founder and CEO of D.B-Hen Consulting, Managing and Holding Ltd.: the company engages in management services, real estate brokerage and investments.

   One of the founders of Biogal Israel – later to be merged with XTL

2.3. Companies in which I serve or served as a Director in the past 5 years-

   (Job description, company's name, duration of service)

   Founder and CEO of Sela Software Labs Ltd. The company operates along with its subsidiaries providing domestic and worldwide development and training in software.

   Founder and CEO of D.B-Hen Consulting, Managing and Holding Ltd.: the company engages in management services, real estate brokerage and investments.
3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 ("Securities Law"); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.

4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors' offenses involving misuse of inside information.

5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.

6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.

7. I am not a minor, incompetent, and was not declared insolvent.

8. To this time, I maintain/do not maintain (Please delete the unnecessary) holds securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

<table>
<thead>
<tr>
<th>Name, type and series of Security</th>
<th>No. of Security</th>
<th>Quantity of Securities</th>
<th>Treasury Securities</th>
<th>The rate of Holdings</th>
<th>The rate of Holdings (strong/full dilution)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>21,705,987</td>
<td></td>
<td></td>
<td>Capital 1</td>
<td>8.7%</td>
</tr>
<tr>
<td>ADRs</td>
<td>71,112</td>
<td></td>
<td></td>
<td>Vote 1</td>
<td></td>
</tr>
<tr>
<td>Warrants</td>
<td>35,556</td>
<td></td>
<td></td>
<td>Capital 1</td>
<td></td>
</tr>
</tbody>
</table>

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.

10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.

11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: ____________________

Date: Feb 11th, 2016
To:

XTL BIOPHARMACEUTICALS LTD.

Declaration of Director’s Qualification

(Section 224(b) of the Israeli Companies’ Law – 1999 (the “Law”))

I, the undersigned, Dr. Jonathan Schapiro, I.D. 012654141, hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the “company”) as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company’s special needs.

2. With accordance to paragraph 1 above, the following are details regarding my skills:

   2.1 Education-

      (Field of education, institution, academic degree, certificate or professional license)

      Doctor of Medicine, Ben Gurion University of the Negev, Israel

      Bachelor of Medical Science, Ben Gurion University of the Negev, Israel

      Fellow, Infectious Diseases and Geographic Medicine, Stanford University, USA

   2.2. Practice and Professional Experience-

      (Job description, employer details, duration of service)

      Medical Director

      Consultant Pharmaceutical Drug Development

   2.3. Companies in which I serve or served as a Director in the past 5 years-

      (Job description, company’s name, duration of service)

      Member, Board of Directors, Proteologics, Rehovot Israel (Previous)

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 (“Securities Law”); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.

4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors’ offenses involving misuse of inside information.
5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.

6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.

7. I am not a minor, incompetent, and was not declared insolvent.

8. To this time, I maintain/do not maintain (Please delete the unnecessary) securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

<table>
<thead>
<tr>
<th>Name, type and series of Security</th>
<th>No. of Security on the stock exchange</th>
<th>Quantity of Securities</th>
<th>Treasury Securities</th>
<th>The rate of Holdings</th>
<th>The rate of Holdings (strong/full dilution)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Options</td>
<td>100,000</td>
<td></td>
<td></td>
<td>Capital Vote</td>
<td>Capital Vote</td>
</tr>
</tbody>
</table>

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.

10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.

11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: [Signature]
Date: [Feb 16 2016]
To:

XTL BIOPHARMACEUTICALS LTD.

Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Doron Turgeman, I.D 023568389 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.

2. With accordance to paragraph 1 above, the following are details regarding my skills:

   2.1 Education-

      (Field of education, institution, academic degree, certificate or professional license)

      Hold a B.A. degree in Economics and Accounting from the Hebrew University of Jerusalem and I am a certified public accountant in Israel.

   2.2 Practice and Professional Experience-

      (Job description, employer details, duration of service)

      I serve as the chief executive officer of B Communications Ltd. and Internet Gold-Golden Lines Ltd., dual listed public Companies (NASDAQ and TASE) Since October 2011.
2.3. Companies in which I serve or served as a Director in the past 5 years.

(Job description, company's name, duration of service)

<table>
<thead>
<tr>
<th>Name of the company</th>
<th>Private / public</th>
<th>Director</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cap Ventures LTD.</td>
<td>Private</td>
<td>Internal (since 2012)</td>
</tr>
<tr>
<td>Phonix Data PTE</td>
<td>Private</td>
<td>Internal (since 2010)</td>
</tr>
<tr>
<td>Barclay Singapore</td>
<td>Private</td>
<td>Internal (since 2012)</td>
</tr>
<tr>
<td>Bar Interactive LTD.</td>
<td>Private</td>
<td>Internal (since 2008)</td>
</tr>
<tr>
<td>Telesfer.com LTD.</td>
<td>Private</td>
<td>Internal (since 2001)</td>
</tr>
<tr>
<td>XTL BIO</td>
<td>Public</td>
<td>External (since 2014)</td>
</tr>
<tr>
<td>MDG real estate</td>
<td>Public</td>
<td>External (since 2015)</td>
</tr>
</tbody>
</table>

3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1997; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 ("Securities Law"); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.

4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors' offences involving misuse of inside information.

5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.

6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.

7. I am not a minor, incompetent, and was not declared insolvent.

8. To this time, I maintain/do not maintain (Please delete the unnecessary) securities of the company or of a subsidiary and/or related company of the company.
Below are my stated Holdings:

<table>
<thead>
<tr>
<th>Name, type and series of Security</th>
<th>No. of Security on the stock exchange</th>
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<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Capital</td>
<td>Vote</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Capital</td>
<td>Vote</td>
</tr>
<tr>
<td>XTL</td>
<td>230,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>XTL ADR</td>
<td>17,000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.

10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.

11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: ____________________________
Date: February 14, 2016
To:

XTL BIOPHARMACEUTICALS LTD.

Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law – 1999 (the "Law"))

I, the undersigned, Shlomo Shalev , I.D. 057708422 hereby states, declares and undertakes to XTL BIOPHARMACEUTICALS Ltd. (the "company") as follows:

1. I have the necessary qualifications and ability to devote appropriate time to perform the position of a director in the Company, taking into account, among other things, the Company's special needs.

2. With accordance to paragraph 1 above, the following are details regarding my skills:

2.1 Education-

(Field of education, institution, academic degree, certificate or professional license)

Bachelor Degree, Economics, Ben Gurion University, Israel

Master business Administration, University of San Francisco, CA, USA

2.2. Practice and Professional Experience-

(Job description, employer details, duration of service)

CEO, Green Fields Capital Ltd. 2014 current (Public TASE)
Active Chairman of the Board, Micronet (Public TASE) 2011-2013
Active Chairman of the Board, NetFormX (Private) 2007-2010
Senior VP Investments, Ampal Public NASDAQ) 1998-2006
Economic Advisor to the Director General, Ministry of Industry and Trade, 1992-1994
Economist, Dead Sea Works 1990-1992

2.3. Companies in which I serve or served as a Director in the past 5 years:

(Job description, company’s name, duration of service)

Micronet Ltd. (Public TASE)
Ophir Optronics (Public TASE)
NetFormX (Private)
Dblur (Private)
Interecure (Public TASE)
3. I have not been convicted by a final judgment of one or more offences specified under sections 290 to 297, 392, 415, 418 to 428 to the Israel Penal Law 5737-1977; or under sections 52C, 52D, 53(a) and 54 to the Securities Law, 5728-1968 ("Securities Law"); and in any additional offences to those set forth above, as prescribed by the Minister of Justice from time to time.

4. I have not been convicted by a final judgment in a court outside of Israel for bribery, fraud, directors' offenses involving misuse of inside information.

5. I have not been convicted by a final judgment of any other offense in which a court determined that due to its nature, severely or circumstances I do not deserve the serve as director/director of a public company.

6. I was not imposed by an administrative enforcement commission, appointed under section 52(32)(a) of the Securities Law, with means of enforcement, as provided in section 52 of the Securities Law, or imposed under Chapter H4 of the Securities Law, under Chapter G2 of the Regulation of Investment Counseling and Investment Portfolio Management Law, 1995 or under Chapter J1 to the Joint Investment Trust Law, 1994, as applicable.

7. I am not a minor, incompetent, and was not declared insolvent.

8. To this time, I maintain/do not maintain (Please delete the unnecessary) holds securities of the company or of a subsidiary and/or related company of the company.

Below are my stated Holdings:

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<tr>
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<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Capital</th>
<th>Vote</th>
<th>Capital</th>
<th>Vote</th>
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9. I hereby declare that if any change shall apply in the above listed information in a way that shall prevent the continuation of my service as director of the Company, I shall inform the company about the change immediately and my service as a director shall terminate immediately. I am fully aware that the Company relied on the declaration of this statement during the approval of my tenure as director of the Company.

10. I am aware that non-disclosure of information as mentioned above shall be considered as a breach of my fiduciary duty to the Company.

11. I hereby declare that I shall meet all the law requirements regarding service as a director of a public company, and serve for the benefit of the Company.

Signature: [Signature]

Date: Feb. 9, 2016