

**ORGENESIS INC.**  
**20271 Goldenrod Lane**  
**Germantown, Maryland 20876**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**to be held May 4, 2017**

**THE BOARD OF DIRECTORS RECOMMENDS YOU**  
**VOTE FOR THE FOLLOWING:**

**1. Election of Directors**

**Nominees:**

01-VERED CAPLAN	04- YARON ADLER
02- GUY YACHIN	05- HUGUES BULTOT
03- DAVID SIDRANSKY	06- ASHISH NANDA

**FOR ALL  WITHHOLD ALL  FOR ALL EXCEPT**

To withhold authority to vote for an individual nominee(s), mark "FOR ALL EXCEPT" and write the numbers(s) of the nominee(s) on the line below.

---

- |                                                                                         |                                     |                                         |                                         |
|-----------------------------------------------------------------------------------------|-------------------------------------|-----------------------------------------|-----------------------------------------|
| <b>2. Approval of the Orgenesis Inc. 2017 Equity Incentive Plan.</b>                    | <b>FOR <input type="checkbox"/></b> | <b>AGAINST <input type="checkbox"/></b> | <b>ABSTAIN <input type="checkbox"/></b> |
| <b>3. Ratification of Kesselman &amp; Kesselman an affiliate of PriceWaterhouse.com</b> | <b>FOR <input type="checkbox"/></b> | <b>AGAINST <input type="checkbox"/></b> | <b>ABSTAIN <input type="checkbox"/></b> |
| <b>4. Advisory vote on executive compensation.</b>                                      | <b>FOR <input type="checkbox"/></b> | <b>AGAINST <input type="checkbox"/></b> | <b>ABSTAIN <input type="checkbox"/></b> |

**The Board of Directors recommends you vote 3 YEARS on the following proposal:**

- |                                                                                          |                          |                          |                          |                          |
|------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| <b>5. Advisory vote on the frequency of the advisory vote on executive compensation.</b> | <b>1 Year</b>            | <b>2 Years</b>           | <b>3 Years</b>           | <b>ABSTAIN</b>           |
|                                                                                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon and return in the enclosed envelope. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature (Joint Owners)

To vote your proxy online please go to [www.shareholdervote.info](http://www.shareholdervote.info)  
Click on the Orgenesis Inc. link and follow the instructions to vote online. Your ID and Control Number are listed at the top left of this proxy card. If you care to fax your vote you can do so at this number. 469-633-0088