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NewcelX Ltd.
Important Notice Regarding the Availability of Proxy Materials
for the Ordinary Shareholders' Meeting to be held on June 30, 2026

This communication presents only an overview of the more complete Proxy Materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the Proxy Materials before voting.

ACCESSING YOUR PROXY MATERIALS ONLINE

The following Proxy Materials are available to you to review at: https://newcelx.com/investors/investors/AGM

- Invitation to the Ordinary Shareholders' Meeting;
- The Proxy Card, and any amendments to the foregoing materials that are required to be furnished to stockholders.

PROXY STATEMENT OVERVIEW

Ordinary Shareholders' Meeting of NewcelX Ltd. (the "Company"), will be held on Tuesday, June 30, 2026, at the premises of Baker McKenzie Switzerland AG, Holbeinstrasse 30, 8034 Zürich, Switzerland, at 2 p.m. CEST (8 a.m. EDT), or at any adjournment(s) or the postponement(s) thereof.

Proposals to be voted at the meeting are listed below along with the Board of Directors' recommendations.

1. The Board of Directors proposes to re-elect KBT Treuhand AG Zürich, Kreuzplatz 5, 8032 Zurich, Switzerland, as independent proxy until the next ordinary shareholders' meeting.
2. The Board of Directors proposes the approval of the statutory financial statements of the Company for the business year 2025.
3. The Board of Directors proposes, based on an advisory vote, the approval of the compensation report for the business year 2025.
4. The Board of Directors proposes that the shareholders approve that the net loss of CHF - 38,642,417 for the business year 2025 is added to the loss brought forward of CHF -52,226,674 resulting in a new balance of loss brought forward of CHF -90,869,091.
5. The Board of Directors proposes that the shareholders grant discharge to each member of the Board of Directors and of the Executive Management from liabilities for their activities for the business year 2025.
6. The Board of Directors proposes (i) to re-elect Ronen Twito as Chairman of the Board of Directors and (ii) to individually re-elect Alexander Zwyer, Tamar Galili, Eran Iohan, Michel Revel, Olivier Samuel and Liora Oren as members of the Board of Directors for a term lasting until the next ordinary shareholders' meeting.

6.01 Mr. Ronen Twito as chairman of the Board of Directors
6.02 Mr. Alexander Zwyer as member of the Board of Directors
6.03 Ms. Tamar Galili as member of the Board of Directors
6.04 Mr. Eran Iohan as member of the Board of Directors
6.05 Prof. Michel Revel as member of the Board of Directors
6.06 Mr. Olivier Samuel as member of the Board of Directors
6.07 Ms. Liora Oren as member of the Board of Directors

7. The Board of Directors proposes that the following persons shall be re-elected individually as members of the compensation, nomination and governance committee for a term lasting until the next ordinary shareholders' meeting:

7.01 Mr. Olivier Samuel
7.02 Mr. Eran Iohan
7.03 Ms. Liora Oren

8. The Board of Directors proposes to re-elect Avanta Audit AG, Baar, as auditor of the Company for a term of office lasting until the next ordinary shareholders' meeting.
9. The Board of Directors proposes the approval of the maximum aggregate amount of CHF 180,000 (cash base compensation including all applicable social security contributions) for the fixed compensation of the members of the Board of Directors for the following term of office lasting until the next ordinary shareholders' meeting.
10. The Board of Directors proposes the approval of the grant of equity or equity linked instruments with maximum aggregate amount of CHF 444,000 (equity or equity linked instruments including all applicable social security contributions) for the compensation of the members of the Board of Directors for the following term of office lasting until the next ordinary shareholders' meeting.
11. The Board of Directors proposes the approval of the maximum aggregate amount of CHF 1,955,000 (cash compensation including all applicable social security contributions) for the fixed compensation of the members of the Executive Management for the financial year 2027.
12. The Board of Directors proposes the approval of the maximum aggregate amount of CHF 675,000 (cash compensation including all applicable social security contributions) for the variable compensation of the members of the Executive Management for the financial year 2027.
13. The Board of Directors proposes the approval of the grant of equity or equity linked instruments with maximum aggregate amount of CHF 1,189,000 (equity or equity linked instruments including all applicable social security contributions) for the members of the Executive Management for the financial year 2027.
14. The Board of Directors proposes, as part of the tranche-based capital increase described, to increase the share capital of the Company, by way of an ordinary capital increase, by a maximum of CHF 50,000 (i.e., via the issuance of a maximum of 1,000,000 fully paid-in registered shares in the Company with a nominal value of CHF 0.05 each (the "Tranche A Shares")) and to issue these Tranche A Shares at the terms provided in the invitation.
15. The Board of Directors proposes, as part of the tranche-based capital increase described, to increase the share capital of the Company, by way of an ordinary capital increase, by a maximum of CHF 50,000 (i.e., via the issuance of a maximum of 1,000,000 fully paid-in registered shares in the Company with a nominal value of CHF 0.05 each (the "Tranche B Shares")) and to issue these Tranche B Shares at the terms provided in the invitation.
16. The Board of Directors proposes, as part of the tranche-based capital increase described, to increase the share capital of the Company, by way of an ordinary capital increase, by a maximum of CHF 50,000 (i.e., via the issuance of a maximum of 1,000,000 fully paid-in registered shares in the Company with a nominal value of CHF 0.05 each (the "Tranche C Shares")) and to issue these Tranche C Shares at the terms provided in the invitation.
17. The Board of Directors proposes, as part of the tranche-based capital increase described, to increase the share capital of the Company, by way of an ordinary capital increase, by a maximum of CHF 50,000 (i.e., via the issuance of a maximum of 1,000,000 fully paid-in registered shares in the Company with a nominal value of CHF 0.05 each (the "Tranche D Shares")) and to issue these Tranche D Shares at the terms provided in the invitation.
18. The Board of Directors proposes, as part of the tranche-based capital increase described, to increase the share capital of the Company, by way of an ordinary capital increase, by a maximum of CHF 50,000 (i.e., via the issuance of a maximum of 1,000,000 fully paid-in registered shares in the Company with a nominal value of CHF 0.05 each (the "Tranche E Shares")) and to issue these Tranche E Shares at the terms provided in the invitation.
19. The Board of Directors proposes, as part of the tranche-based capital increase described, to increase the share capital of the Company, by way of an ordinary capital increase, by a maximum of CHF 50,000 (i.e., via the issuance of a maximum of 1,000,000 fully paid-in registered shares in the Company with a nominal value of CHF 0.05 each (the "Tranche F Shares")) and to issue these Tranche F Shares at the terms provided in the invitation.
20. The Board of Directors proposes to adjust the capital band and for this purpose, to amend Article 3a of the Company's Articles as detailed in the invitation.
21. The Board of Directors proposes to adjust the conditional share capital and for this purpose, to amend Article 3c of the Company's Articles as detailed in the invitation.

The Board of Directors recommends a vote "FOR" all listed Proposals.

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares, please follow the instructions in the top right of this Notice.