

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  
Under the Securities Exchange Act of 1934

For the Month of May 2014

001-36203  
(Commission File Number)

**CAN-FITE BIOPHARMA LTD.**

(Exact name of Registrant as specified in its charter)

**10 Bareket Street**  
**Kiryat Matalon, P.O. Box 7537**  
**Petach-Tikva 4951778, Israel**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover  
Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by  
Regulation S-T Rule 101(b)(1): \_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by  
Regulation S-T Rule 101(b)(7): \_\_\_\_

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On May 30, 2014, Can-Fite BioPharma Ltd. (the “Company”) announced that it will hold its Annual General Meeting of Shareholders on July 7, 2014 at 10:00 a.m. (Israel time) at the Company’s offices in Petach Tikva, Israel. In connection with the meeting, the Company furnishes the following documents:

1. A copy of the Notice and Proxy Statement with respect to the Company’s Annual General Meeting of Shareholders describing the proposals to be voted upon at the meeting, the procedure for voting in person or by proxy at the meeting and various other details related to the meeting, attached hereto as Exhibit 99.1;
  2. A form of Proxy Card whereby holders of ordinary shares of the Company may vote at the meeting without attending in person, attached hereto as Exhibit 99.2;
  3. A form of Proxy Card whereby holders of American Depositary Shares of the Company may vote at the meeting without attending in person, attached hereto as Exhibit 99.3; and
  4. A copy of the Press Release dated May 30, 2014 announcing the meeting, attached hereto as Exhibit 99.4.
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## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Notice and Proxy Statement with respect to the Company's Annual General Meeting of Shareholders
99.2	Proxy Card for holders of ordinary shares with respect to the Company's Annual General Meeting of Shareholders
99.3	Proxy Card for American Depositary Share holders with respect to the Company's Annual General Meeting of Shareholders
99.4	Press Release dated May 30, 2014

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## SIGNATURES

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

**Can-Fite BioPharma Ltd.**

Date May 30, 2014

By: /s/ Motti Farbstein

Motti Farbstein

Chief Operating and Financial Officer

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**NOTICE OF  
2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 7, 2014**

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To the shareholders of Can-Fite BioPharma Ltd.:

Notice is hereby given that the 2014 Annual General Meeting of Shareholders will be held on Monday, July 7, 2014, at 10.00 a.m. Israel time at our offices, 10 Bareket Street, Petach Tikva, Israel.

The agenda of the annual meeting will be as follows:

1. To re-elect Pnina Fishman, Ilan Cohen, Abraham Sartani and Guy Regev to our board of directors, each for a term expiring at our next annual general meeting of shareholders.
2. To re-elect Gil Oren as one of our external directors for an additional three-year term ending July 9, 2017.
3. To approve the grant of options to purchase ordinary shares to Gil Oren.
4. To approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as our independent registered public accounting firm for the year ending December 31, 2014 and until our next annual general meeting of shareholders, and to authorize our board of directors and/or our audit committee to fix such accounting firm's annual compensation.
5. To discuss our auditor's report and audited financial statements for the year ended December 31, 2013 and to transact such other business as may properly come before the meeting.

Only shareholders and holders of American Depositary Shares at the close of business on June 2, 2014 are entitled to notice of, and to vote at, the annual meeting and any adjournment or postponement thereof. You are cordially invited to attend the annual meeting in person.

If you are unable to attend the annual meeting in person, you are requested to complete, date and sign the enclosed proxy and to return it promptly in the pre-addressed envelope provided. Shareholders who attend the annual meeting may revoke their proxies and vote their shares in person.

Beneficial owners who hold ordinary shares through members of the Tel Aviv Stock Exchange, or the TASE, may either vote their shares in person at the annual meeting by presenting a certificate signed by the TASE Clearing House member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares on the record date, or send such certificate along with a duly executed proxy (in the form filed by us on MAGNA, the distribution site of the Israeli Securities Authority, at [www.magna.isa.gov.il](http://www.magna.isa.gov.il)), to us at 10 Bareket Street, Kiryat Matalon, PO Box 7537, Petach Tikva, 4951778, Israel Attention: Chief Financial Officer.

By Order of the Board of Directors

*Ilan Cohen*  
Chairman of the Board  
May 30, 2014

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**10 Bareket Street, Kiryat Matalon  
PO Box 7537  
Petach Tikva 4951778  
Israel**

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**PROXY STATEMENT**

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**FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 7, 2014**

This Proxy Statement is furnished to our holders of ordinary shares, par value NIS 0.25 per share, including holders of our ordinary shares that are represented by American Depositary Shares, or ADSs, in connection with the 2014 Annual General Meeting of Shareholders, to be held on Monday, July 7, 2014, at 10.00 a.m. Israel time at our offices, 10 Bareket Street, Petach Tikva, Israel, or at any adjournments thereof.

Throughout this Proxy Statement, we use terms such as "Can-Fite", "we", "us", "our" and the "Company" to refer to Can-Fite BioPharma Ltd. and terms such as "you" and "your" to refer to our shareholders and ADS holders.

**Agenda Items**

The agenda of the annual meeting will be as follows:

1. To re-elect Pnina Fishman, Ilan Cohen, Abraham Sartani and Guy Regev to our board of directors, each for a term expiring at our next annual general meeting of shareholders.
2. To re-elect Gil Oren as one of our external directors for an additional three-year term ending July 9, 2017.
3. To approve the grant of options to purchase ordinary shares to Gil Oren.
4. To approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as our independent registered public accounting firm for the year ending December 31, 2014 and until our next annual general meeting of shareholders, and to authorize our board of directors and/or our audit committee to fix such accounting firm's annual compensation.
5. To discuss our auditor's report and audited financial statements for the year ended December 31, 2013 and to transact such other business as may properly come before the meeting.

We currently are unaware of any other matters that may be raised at the annual meeting. Should any other matters be properly raised at the annual meeting, the persons designated as proxies shall vote according to their own judgment on those matters.

**Board Recommendation**

Our board of directors unanimously recommends that you vote "FOR" each of Proposals 1 through 4.

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## Who Can Vote

Only shareholders and ADS holders at the close of business on June 2, 2014, shall be entitled to receive notice of and to vote at the annual meeting.

## How You Can Vote

You can vote your ordinary shares by attending the annual meeting. If you do not plan to attend the annual meeting, the method of voting will differ for shares held as a record holder, shares held in “street name” (through a Tel Aviv Stock Exchange, or TASE, member) and shares underlying ADSs that you hold. Record holders of shares will receive proxy cards. Holders of shares in “street name” through a TASE member will also vote via a proxy card, but through a different procedure (as described below). Holders of ADSs (whether registered in their name or in “street name”) will receive voting instruction cards in order to instruct their banks, brokers or other nominees on how to vote.

### *Shareholders of Record*

If you are a shareholder of record, you can submit your vote by completing, signing and submitting a proxy card, which has been published at [www.magna.isa.gov.il](http://www.magna.isa.gov.il) and [www.maya.tase.co.il](http://www.maya.tase.co.il) and which will be accessible at the “Investor Information” portion of our website, as described below under “Shareholder Meetings”.

Please follow the instructions on the proxy card.

### *Shareholders Holding in “Street Name,” Through the TASE*

If you hold ordinary shares in “street name,” that is, through a bank, broker or other nominee that is admitted as a member of the TASE, your shares will only be voted if you provide instructions to the bank, broker or other nominee as to how to vote, or if you attend the annual meeting in person.

If voting by mail, you must sign and date a proxy card in the form filed by us on MAGNA on May 30, 2014 and attach to it a certificate signed by the TASE Clearing House member through which the shares are held, which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)-2000 as proof of ownership of the shares on the record date, and return the proxy card, along with the proof of ownership certificate, to us, as described in the instructions available on MAGNA.

If you choose to attend the annual meeting (where ballots will be provided), you must bring the proof of ownership certificate from the TASE’s Clearing House member through which the shares are held, indicating that you were the beneficial owner of the shares on the record date.

### *Holders of ADSs*

Under the terms of the Deposit Agreement between the Company, The Bank of New York Mellon, as depositary, or BNY Mellon, and the holders of our ADSs, BNY Mellon shall endeavor (insofar as is practicable) to vote or cause to be voted the number of shares represented by ADSs in accordance with the instructions provided by the holders of ADSs to BNY Mellon. For ADSs that are held in “street name”, through a bank, broker or other nominee, the voting process will be based on the underlying beneficial holder of the ADSs directing the bank, broker or other nominee to arrange for BNY Mellon to vote the ordinary shares represented by the ADSs in accordance with the beneficial holder’s voting instructions. If no instructions are received by BNY Mellon from any holder of ADSs (whether held directly by a beneficial holder or in “street name”) with respect to any of the shares represented by the ADSs on or before the date established by BNY Mellon for such purpose, BNY Mellon shall not vote or attempt to vote the shares represented by such ADSs.

### *Multiple Record Shareholders or Accounts*

You may receive more than one set of voting materials, including multiple copies of this document and multiple proxy cards or voting instruction cards. For example, shareholders who hold ADSs in more than one brokerage account will receive a separate voting instruction card for each brokerage account in which ADSs are held. Shareholders of record whose shares are registered in more than one name will receive more than one proxy card. You should complete, sign, date and return each proxy card and voting instruction card you receive.

Our board of directors urges you to vote your shares so that they will be counted at the annual meeting or at any postponements or adjournments of the annual meeting.

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## **Solicitation of Proxies**

By appointing “proxies”, shareholders and ADS holders may vote at the annual meeting whether or not they attend. If a properly executed proxy in the attached form is received by us at least 48 hours prior to the annual meeting (and received by BNY Mellon no later than the date indicated on the voting instruction card, in the case of ADS holders), all of the shares represented by the proxy shall be voted as indicated on the form or, if no preference is noted, shall be voted in favor of the matter described above, and in such manner as the holder of the proxy may determine with respect to any other business as may come before the annual meeting or any adjournment thereof. Shareholders and ADS holders may revoke their proxies at any time before the deadline for receipt of proxies by filing with us (in the case of holders of ordinary shares) or with BNY Mellon (in the case of holders of ADSs), a written notice of revocation or duly executed proxy bearing a later date.

Proxies are being distributed to shareholders and ADS holders on or about June 6, 2014. Certain officers, directors, employees, and agents of ours, none of whom will receive additional compensation therefor, may solicit proxies by telephone, emails, or other personal contact. We will bear the cost for the solicitation of the proxies, including postage, printing, and handling, and will reimburse the reasonable expenses of brokerage firms and others for forwarding material to beneficial owners of shares and ADSs.

To the extent you would like to submit a position statement with respect to any of proposals described in this proxy statement pursuant to the Israeli Companies law, 1999, or the Israeli Companies Law, you may do so by delivery of appropriate notice to the our offices (Attention: Chief Financial Officer) located at 10 Bareket Street, Kiryat Matalon, PO Box 7537, Petach Tikva 4951778, Israel, not later than ten days after the record date (i.e., June 12, 2014).

## **Quorum**

At the close of business on May 28, 2014, we had outstanding 17,693,938 ordinary shares, of which 4,363,808 were represented by ADSs. The foregoing number of outstanding ordinary shares excludes 446,827 ordinary shares that are held in treasury and have no voting rights. Each ordinary share (including ordinary shares represented by ADSs) outstanding as of the close of business on the record date are entitled to one vote upon each of the matters to be voted on at the annual meeting.

Under our articles of association, the annual meeting will be properly convened if at least two shareholders attend the meeting in person or sign and return proxies, provided that they hold shares representing at least 25% of our voting power. If such quorum is not present within half an hour from the time scheduled for the meeting, the meeting will be adjourned for one week (to the same day, time and place), or to later date if so specified in the notice of the meeting. At the reconvened meeting, if there is no quorum within half an hour from the time scheduled for the meeting, any number of our shareholders present in person or by proxy shall constitute a lawful quorum.

## **Vote Required for Each Proposal**

Minimally, the affirmative vote of the holders of a majority of the voting power represented at the annual meeting in person or by proxy and voting thereon (which excludes abstentions) is necessary for the approval of each proposal.

In addition, the approval of Proposal 2 (re-election of Gil Oren as an external director) requires that either of the following two voting requirements be met as part of the approval by an ordinary majority of shares present and voting thereon:

- the majority voted in favor of the proposal includes a majority of the shares held by non-controlling shareholders or shareholders who do not have a personal interest in the approval of the proposal, excluding a personal interest that is not related to a relationship with the controlling shareholders, that are voted at the meeting, excluding abstentions; or
- the total number of shares held by non-controlling, disinterested shareholders (as described in the previous bullet-point) voted against the proposal does not exceed two percent (2%) of the aggregate voting rights in the company.

Under the Israeli Companies Law, in general, you will be deemed to be a controlling shareholder if you have the power to direct our activities, otherwise than by reason of being a director or other office holder of ours, and you are deemed to have a personal interest if any member of your immediate family or their spouse has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company, other than Can-Fite, that is affiliated to you has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our shares, or to a matter that is not related to a relationship with a controlling shareholder.

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If you provide specific instructions (mark boxes) with regard to certain proposals, your shares will be voted as you instruct. Note that, with respect to Proposal 2, you must indicate in writing whether you are a controlling shareholder or have a personal interest in the approval of the proposal. If you sign and return your proxy card or voting instruction form without giving specific instructions, your shares will be voted in accordance with the recommendations of our board of directors, except that if you do not indicate in writing, with respect to Proposal 2 whether you have a personal interest in the approval of such proposal, your shares will not be voted with respect to such proposal but will be counted in determining whether a quorum is present at the meeting. The proxy holders will vote in their discretion on any other matters that properly come before the meeting.

If you are a shareholder of record and do not return your proxy card, your shares will not be voted. If you hold shares (or ADSs representing shares) beneficially in street name, your shares will also not be voted at the meeting if you do not return your proxy card or voting instruction card to instruct your broker or BNY Mellon how to vote. This will be true even for a routine matter, such as Proposal 4 (the approval of the re-appointment of our independent registered public accounting firm and authorization of our board of directors and/or audit committee to fix such accounting firm's annual compensation), as your broker and BNY Mellon will not be permitted to vote your shares in their discretion on any proposal at the meeting. For all proposals, a broker (and BNY Mellon) may only vote in accordance with instructions from a beneficial owner of shares or ADSs.

#### **Availability of Proxy Materials**

Copies of the proxy card and voting instruction card, the Notice of the Annual Meeting and this Proxy Statement are available at the "Investor Information" portion of our website, [www.canfite.com](http://www.canfite.com). The contents of that website are not a part of this Proxy Statement.

#### **Reporting Requirements**

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended, or Exchange Act, applicable to foreign private issuers. We fulfill these requirements by filing reports with the Securities and Exchange Commission, or Commission. Our filings with the Commission may be inspected without charge at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the Commission at 1-800-SEC-0330. Our filings are also available to the public on the Commission's website at <http://www.sec.gov>.

As a foreign private issuer, we are exempt from the rules under the Securities Exchange Act, or Exchange Act of 1934, as amended, related to the furnishing and content of proxy statements. The circulation of this notice and proxy statement should not be taken as an admission that we are subject to the proxy rules under the Exchange Act.

#### **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information regarding the beneficial ownership of our outstanding ordinary shares as of May 28, 2014 by the members of our senior management, and board of directors, individually and as a group, and each person who we know beneficially owns 5% or more of our outstanding ordinary shares. The beneficial ownership of ordinary shares is based on the 17,693,938 ordinary shares outstanding as of May 28, 2014 (which excludes 446,827 ordinary shares held in treasury) and is determined in accordance with the rules of the Commission and generally includes any ordinary shares over which a person exercises sole or shared voting or investment power. For purposes of the table below, we deem shares subject to options or warrants that are currently exercisable or exercisable within 60 days of May 28, 2014, 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.

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Name of Beneficial Owner	Number of Ordinary Shares	Percentage of Class*
<b>Senior Management and Directors</b>		
Ilan Cohn, PhD. <i>Chairman of the Board</i>	231,652(1)	1.3%
Pnina Fishman, PhD. <i>Chief Executive Officer and Director</i>	569,863(2)	3.2%
Motti Farbstein <i>Chief Operating Officer</i>	39,696(3)	*
Guy Regev <i>Director</i>	53,180(4)	*
Abraham Sartani, Ph.D. <i>Director</i>	12,095(5)	*
Gil Oren <i>Director</i>	-	-
Yechezkel Barenholz <i>Director</i>	-	-
Barak Singer <i>VP for Business Development</i>	10,975(6)	*
Directors and Executive Officers as a group (8 persons)	917,461	5.1%
<b>5% or More Shareholders</b>		
Shaked Group (Tal Shaked & Haya Shaked)	1,189,796(7)	6.7%

\* Denotes less than 1%

- (1) Includes (i) 133,567 ordinary shares, (ii) 420,000 registered warrants (Series 9) to purchase 16,800 ordinary shares at an exercise price of NIS 0.85 per warrant and expiring on May 1, 2015, and (iii) 2,032,136 unregistered options to purchase 81,285 ordinary shares at an exercise price of NIS 1.247 per option and expiring on March 20, 2017. All such warrants and options are fully vested.
- (2) Includes (i) 263,433 ordinary shares, (ii) 90,000 registered warrants (Series 9) to purchase 3,600 ordinary shares at an exercise price of NIS 0.85 per warrant and expiring on May 1, 2015, and (iii) 7,570,761 unregistered options to purchase 302,830 ordinary shares, of which 4,890,761 options have an exercise price of NIS 0.50 per option and expire on August 23, 2016 and 2,680,000 options have an exercise price of NIS 0.644 per option and expire on January 13, 2021. All such warrants and options are fully vested.
- (3) Includes 992,403 unregistered options to purchase 39,696 ordinary shares, of which (i) 28,341 are exercisable into 1,134 at an exercise price of NIS 0.01 per option and expire on August 3, 2014, (ii) 322,175 are exercisable into 12,887 ordinary shares at an exercise price of NIS 0.45 per option and expire on November 29, 2015, (iii) 554,387 are exercisable into 22,175 ordinary shares at an exercise price of NIS 0.307 per option and expire on November 26, 2018, (iv) 56,250 are exercisable into 2,250 ordinary shares at an exercise price of NIS 0.385 per option and expire on May 2, 2022, and (v) 31,250 are exercisable into 1,250 ordinary shares at an exercise price of NIS 0.326 per option and expire on March 20, 2023. All such options are fully vested or will vest within 60 days from May 28, 2014. Excludes 112,500 unregistered options to purchase 4,500 ordinary shares that vest in more than 60 days from May 28, 2014.
- (4) Includes (i) 24,240 ordinary shares, (ii) 36,000 registered warrants (Series 9) to purchase 1,440 ordinary shares at an exercise price of NIS 0.85 per warrant and expiring on May 1, 2015, (iii) 250,000 registered warrants (Series 10) to purchase 10,000 ordinary shares at an exercise price of NIS 0.394 per warrant and expiring on October 31, 2015, (iv) 250,000 registered warrants (Series 11) to purchase 10,000 ordinary shares at an exercise price of NIS 0.392 per warrant and expiring on April 30, 2016, and (v) 187,500 unregistered options are exercisable into 7,500 ordinary shares at an exercise price of NIS 0.60 per option and expire on May 2, 2023. All such warrants and options are fully vested or will vest within 60 days from May 28, 2014. Excludes 62,500 unregistered options to purchase 2,500 ordinary shares that vest in more than 60 days from May 28, 2014.
- (5) Includes (i) 613 ordinary shares, and (ii) 287,055 unregistered options to purchase 11,482 ordinary shares, of which 193,305 are exercisable into 7,732 ordinary shares at an exercise price of NIS 0.45 per option and expire on August 23, 2016, and 93,750 are exercisable into 3,750 ordinary shares at an exercise price of NIS 0.385 per option and expire on August 14, 2022. All such options are fully vested or will vest within 60 days. Excludes 6,250 unregistered options to purchase 250 ordinary shares that vest in more than 60 days from May 28, 2014.

- (6) Includes 274,375 unregistered options to purchase 10,975 ordinary shares, of which (i) 186,875 have are exercisable into 7,475 ordinary shares at an exercise price of NIS 0.754 per option and expire on February 21, 2021, (ii) 56,250 are exercisable into 2,250 ordinary shares at an exercise price of NIS 0.385 per option and expire on May 2, 2022 and (iii) 31,250 are exercisable into 1,250 ordinary shares at an exercise price of NIS 0.326 per option and expire on March 20, 2023. All such options are fully vested or will vest within 60 days from May 28, 2014. Excludes 155,625 unregistered options to purchase 6,225 ordinary shares that vest in more than 60 days from May 28, 2014.
- (7) Includes 359,622 ordinary shares held by Mrs. Haya Shaked and 830,174 ordinary shares held by her daughter, Mrs. Tal Shaked.

**PROPOSAL 1:  
RE-ELECTION OF DIRECTORS (OTHER THAN EXTERNAL DIRECTORS)**

***Background***

Under the Israeli Companies Law and our articles of association, the management of our business is vested in our board of directors. The board of directors may exercise all powers and may take all actions that are not specifically granted to our shareholders.

Our articles of association provide that we may have no more than 13 directors, plus the legally required number of external directors. Our board of directors currently consists of six directors, including two external directors. Our directors, other than the external directors, are elected at each annual general meeting of shareholders. All of the members of our board of directors, other than external directors, may be re-elected for an unlimited number of terms upon completion of their then-current term of office.

Each of the nominees, whose professional background is provided below, has advised us that he or she is willing, able and ready to serve as a director if re-elected. We do not have any understanding or agreement with respect to the future election of any of the nominees named.

It is intended that proxies (other than those directing the proxy holders not to vote for the listed nominees or for certain of them) will be voted for the election of all the nominees named below as directors.

***Ilan Cohn, Ph.D.*** Ilan Cohn, Ph.D. is a patent attorney and senior partner at the patent attorney firm Reinhold Cohn and Partners, where he has been an attorney since 1986. Dr. Cohn co-founded Can-Fite, served as its Chief Executive Officer until September 2004, served on our board of directors since 1994 and since May 30, 2013 serves as the Chairman of the Can-Fite board of directors. Dr. Cohn has also been a director of OphthaliX since November 21, 2011. Dr. Cohn holds a Ph.D. in biology and is a patent attorney with many years of experience in the biopharmaceutical field. He has served on the board of directors of a number of life science companies, including Discovery Laboratories Inc. (formerly Ansan Pharmaceuticals), a U.S. public company. Dr. Cohn has also been involved in the past in management of venture capital funds focused on investments in the life sciences industry. Dr. Cohn served a number of years as a co-chairman of the Biotech Committee of the US-Israeli Science and Technology Commission. Dr. Cohen is also currently a member of the board of directors of I.C.R.C Management Ltd, Famillion BVI Ltd. and Famillion Ltd. (a subsidiary of Famillion BVI Ltd.). Dr. Cohn holds a Ph.D. in Biology from the Hebrew University of Jerusalem.

***Pnina Fishman, Ph.D.*** Pnina Fishman, Ph.D. co-founded Can-Fite and has served as our Chief Executive Officer and served on our board of directors since September 2005. She has also served as the Chief Executive Officer of OphthaliX from November 21, 2011 through December 31, 2012. Dr. Fishman is the scientific founder of Can-Fite and was previously a professor of Life Sciences and headed the Laboratory of Clinical and Tumor Immunology at the Felsenstein Medical Research Institute, Rabin Medical Center, Israel. Dr. Fishman has authored or co-authored over 150 publications and presented the findings of her research at many major scientific meetings. Her past managerial experience included seven years as Chief Executive Officer of Mor Research Application, the technology transfer arm of Clalit Health Services, the largest healthcare provider in Israel. Mor Research Application was also the first clinical research organization in Israel. Dr. Fishman currently also serves as a member of the board of directors of F.D Consulting Ltd., Ultratrend Ltd., EyeFite Ltd. and OphthaliX Inc. Dr. Fishman holds a Ph.D. in Immunology from the Bar Ilan University in Ramat Gan, Israel.

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**Guy Regev.** Guy Regev has over twelve years of experience in accounting, financial management and control and general management of commercial enterprises. He has served on our board of directors since July 2011 and has served as a member of our audit committee and compensation committee since February 2014. Mr. Regev has also been a director of OphthaliX since November 2011. Mr. Regev is currently the Chief Executive Officer of Gaon Holdings Ltd, a publicly traded Israeli holding company traded on the TASE which focuses on three areas of operation - Cleantech / Water, Financial Services, Retail/Trading. Mr. Regev is currently also the Chief Executive Officer of Middle East Tube Company Ltd a publicly traded Israeli company traded on the TASE which focuses on steel pipe manufacturing and galvanization services. From 2008 to 2014, Mr. Regev was also the Chief Executive Officer of Shaked Global Group Ltd, a privately-held equity investment firm that provides value added capital to environmental-related companies and technologies. Mr. Regev has also been a director of OphthaliX since November 2011. Prior to joining Shaked, from 2001 to 2008, Mr. Regev was Vice President of Commercial Business at Housing & Construction Holding, or HCH, Israel's largest infrastructure company. His duties included being responsible for the consolidation and financial recovery of various business units within HCH. Prior to that, Mr. Regev carried several roles within the group including as a Chief Financial Officer and later the Chief Executive Officer of Blue-Green Ltd., the environmental services subsidiary of HCH. Between 1999 and 2001, Mr. Regev was a manager at Deloitte & Touche, Israel. Mr. Regev holds an LLB degree in Law (Israel) and is a licensed attorney and has been a licensed CPA since 1999. Mr. Regev is also a director of, The Green Way Ltd, Shtang Construction and Engineering Ltd, R.I.B.E. Consulting & Investment Ltd., Shaked Group Ltd, Aqua Investments Ltd, Middle East Tube Company Ltd, Middle East Tube - Industries 2001 Ltd, Middle East Tubes - Galvanizing (1994) Ltd, I-Solar Greentech Ltd, Plassim Infrastructure Ltd, Plassim Advanced Solutions in Sanitation Ltd, Hakohav Valves Industries Metal (1987) Ltd, Aqua Flowing Infrastructure Control Systems Ltd, Metzterplas Agriculture Cooperative Ltd, B. Gaon Retail & Trading Ltd, Gaon Agro - Rimon Management Services Ltd, B. Gaon Business (2004) Ltd, Gaon Antan Investments Ltd, Or Asaf Investments Ltd, Hamashbir Holdings (1999) Ltd, G.A.L Water Technologies Ltd, I.M.G. Retail Israel Ltd and AHAVA Holdings LTD.

**Abraham Sartani, M.D.** Abraham Sartani has served on our board of directors since 2001. Dr. Sartani has over 30 years of experience in the pharmaceuticals industry and currently acts as a consultant to pharmaceutical and medical device companies. Dr. Sartani is a member of a number of scientific and management societies and the author or co-author of numerous publications and patents in the urology, pain treatment and hypertension fields. Dr. Sartani also currently serves on the board of directors of Akkadeas Pharma Srl and is a co-founding partner. From 1985 until 2008, Dr. Sartani was the Vice-President of R&D and Licensing of Recordati, a European specialty pharmaceutical company. Prior to joining Recordati, from 1980 until 1985, Dr. Sartani was employed at Farmitalia-Carlo Erba, serving in a number of capacities, including as the Medical Director for Europe.

#### ***Proposed Resolution***

It is proposed that at the annual meeting the following resolution be adopted:

“RESOLVED, that the re-election of each of Pnina Fishman, Ilan Cohen, Abraham Sartani and Guy Regev as a director of the Company, to serve until our next annual general meeting of shareholders and until his or her respective successor is duly elected, be, and hereby is, approved in all respects.”

#### ***Required Vote***

Under the Israeli Companies Law and our articles of association, the affirmative vote of the holders of a majority of the ordinary shares represented at the annual meeting, in person or by proxy, entitled to vote and voting on the matter, is required to re-elect as directors each of the nominees named above.

#### ***Board Recommendation***

Our board of directors recommends a vote FOR the re-election of the foregoing director nominees.

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## **PROPOSAL 2: RE-ELECTION OF EXTERNAL DIRECTOR**

### ***Background***

In accordance with the Israeli Companies Law and the relevant regulations, we must have at least two external directors who meet the statutory requirements of independence. Under Israeli Companies Law, an external director serves for a term of three years, which may be extended for two additional three-year terms. Further, an external director can be removed from office only under very limited circumstances. In addition, under the Israeli Companies Law, all of the external directors must serve on our audit committee and compensation committee (including one external director serving as the chair of our audit committee and as the chair of our compensation committee), and at least one external director must serve on each committee of our board of directors.

To qualify as an external director, an individual must meet various independence requirements, including that such individual may not have, and may not have had at any time during the previous two years, any “affiliation” (as defined in the Israeli Companies Law) with the company or with certain of its affiliates. In addition, no individual may serve as an external director if the individual’s position or other activities create or may create a conflict of interest with his or her role as an external director.

Gil Oren and Yechezkel Barenholz are our external directors under the Israeli Companies Law. The current term of office of Messrs. Oren and Barenholz expires on July 9, 2014 and December 25, 2014, respectively. Only Mr. Oren is standing for re-election at the annual meeting for an additional three-year term ending July 9, 2017. Mr. Barenholz may not be re-elected to serve as an external director as he was elected for the maximum number of terms already. Biographical information concerning all of our external directors, including Mr. Barenholz who is not standing for re-election at the meeting, is set forth below.

***Gil Oren.*** Gil Oren has served as external director on our board of directors since July 2008 and chairs both our audit committee and compensation committee since July 2008. Mr. Oren is the founder of a private consulting firm he started in 2008. Mr. Oren has over 25 years of experience in top managerial positions in various public companies in Israel and the United States and currently serves on the board of directors of Pointer Telocation Ltd. (NASDAQ: PNTR). From 1976 to 1992, Mr. Oren served in various positions within the Tadiran Group, including serving for five years as the Chief Financial Officer of Tadiran Electronic’s U.S. subsidiary. After serving in such capacity, Mr. Oren returned to Israel and joined Cargal, first as Vice President of Finance and then as Chief Executive Officer and General Manager. From 2002 to 2007, Mr. Oren joined SFK, a leading Israeli investment group, and served in various capacities in its portfolio companies, including as the deputy chief executive office of Urdan Industries, the chief executive officer of Itong Industries and the chairman of the board of directors of Orlite Industries. Mr. Oren has also served, on behalf of SFK, on the board of directors of various other public and private companies, including Nirlat, Aloni and Scope. Mr. Oren holds a B.A in accounting and economics from Tel Aviv University and a M.B.A from Tel Aviv University. Mr. Oren is also Certified Public Accountant.

***Yechezkel (Chezi) Barenholz, Ph.D.*** Professor Emeritus Barenholz has served as an external director on our board of directors since December 2005 and is a member of our audit committee and compensation committee since December 2005. Since 1978, Professor Barenholz, the Daniel G. Miller Professor in Cancer Research, has been the head of the Liposome and Membrane Research Lab on the faculty of Hebrew University in Jerusalem, Israel, where has also been a professor since 1981. From 1973 to 2005, Professor Barenholz was a visiting professor in the Department of Biochemistry at the University of Virginia School of Medicine in Charlottesville, Virginia. Professor Barenholz was also a visiting professor at the following universities: the University of Utrecht in the Netherlands (1992); the University of Kyoto in Japan (1998); La Sapeinza University in Rome, Italy (2006); Jiaotong University in Shanghai, China (2006); Kings College, University of London in the UK (2006); and the Danish Technical University in Copenhagen, Denmark (2010). His current research focuses on the development of drugs based on drug delivery systems. In particular, Professor Barenholz assisted in the development of DOXIL<sup>TM</sup>, the first FDA approved and globally-used anticancer nano-drug and liposomal. Professor Barenholz is also an author of more than 360 scientific publications, with an aggregate of more than 10,000 citations, and is a co-inventor of more than 30 approved patent families. He was an executive editor of *Progress in Lipid Research*, an editor of four special issues of the same publication and is on the editorial board of six other scientific journals. Professor Barenholz is a co-founder of NasVax LTD, Mobeius Medical LTD and Lipocure LTD, all of which are in the advanced stages of clinical development of liposomal drugs based on his inventions and knowhow. Professor Barenholz was awarded: the Donder’s Chair and the Kaye award (both in 1995 and 1997); the Alec D. Bangham award (1998); the Teva Founders Prize (2001); an honorary doctorate degree from the Technical University of Denmark (2012); and the international Controlled Release Society’s Founders Award (2012). In 2003, Professor Barenholz founded the Barenholz Prize to encourage excellence and innovation among Ph.D. students in Israel in the field of applied sciences. Professor Barenholz currently serves on the board of directors of Lipocure LTD and Moebius Medical LTD.

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### ***Proposed Resolution***

It is proposed that at the annual meeting the following resolution be adopted:

“RESOLVED, that the re-election of Gil Oren as an external director of the Company, to serve for an additional three-year term ending July 9, 2017, be, and hereby is, approved in all respects.”

### ***Required Vote***

The affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy is necessary to re-elect Mr. Oren as an external director. In addition, the shareholders' approval must *either* include at least a majority of the ordinary shares voted by shareholders who are not controlling shareholders nor are they shareholders who have a personal interest in the election of the external directors (excluding a personal interest that is not related to a relationship with the controlling shareholders), *or* the total ordinary shares of non-controlling shareholders and non-interested shareholders voted against this proposal must not represent more than 2% of the outstanding ordinary shares.

For this purpose, you are asked to indicate on your proxy card or voting instruction card whether you are a controlling shareholder or have a personal interest in the election of the outside directors (excluding a personal interest that is not related to a relationship with a controlling shareholder). Under the Israeli Companies Law, in general, you will be deemed to be a controlling shareholder if you have the power to direct our activities, otherwise than by reason of being a director or other office holder of ours, and you are deemed to have a personal interest if any member of your immediate family or their spouse has a personal interest in the adoption of the proposal. In addition, you are deemed to have a personal interest if a company, other than Can-Fite, that is affiliated to you has a personal interest in the adoption of the proposal. Such company is a company in which you or a member of your immediate family serves as a director or chief executive officer, has the right to appoint a director or the chief executive officer, or owns 5% or more of the outstanding shares. However, you are not deemed to have a personal interest in the adoption of the proposal if your interest in such proposal arises solely from your ownership of our shares, or to a matter that is not related to a relationship with a controlling shareholder.

### ***Board Recommendation***

Our board of directors recommends a vote FOR the re-election of the foregoing external director nominee.

## **PROPOSAL 3: GRANT OF OPTIONS TO PURCHASE ORDINARY SHARES TO AN EXTERNAL DIRECTOR**

### ***Background***

Our compensation committee and board of directors have approved, and recommended that our shareholders approve, the grant to Gil Oren, our external director, of 10,000 unregistered options if he is re-elected to serve for an additional three-year term. Each option is exercisable into one ordinary share at an exercise price of NIS 12.00 per option. The options shall have a term of ten years and will vest in 12 equal installments on a quarterly basis over 36 months from the date of grant. The grant of options is being made under our 2013 Share Option Plan.

The grant of these options is subject to the approval of the shareholders and is therefore presented to the shareholders at the annual meeting for their approval.

### ***Proposed Resolution***

We are proposing adoption by our shareholders of the following resolution at the annual meeting:

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“RESOLVED, to approve the grant of 10,000 unregistered ten-year options to purchase 10,000 ordinary shares, par value NIS 0.25 per share, for an exercise price of NIS 12.00 per option, vesting in 12 equal installments on a quarterly basis over 36 months from the date of grant.”

***Required Vote***

The affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy is necessary to approve the grant of options to purchase ordinary shares to Gil Oren.

***Board Recommendation***

Our board of directors recommends a vote FOR the foregoing resolution approving the grant of options to purchase ordinary shares to Gil Oren.

**PROPOSAL 4:**

**APPROVAL OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS AND  
AUTHORIZATION OF THE BOARD AND/OR AUDIT COMMITTEE TO FIX THEIR COMPENSATION**

***Background***

At the annual meeting, you will be asked to approve the reappointment of Kost Forer Gabbay & Kasierer, an Israeli accounting firm that is a member of Ernst & Young Global, as our independent auditors for the year ending December 31, 2014 and until our next annual general meeting of shareholders and to authorize our board of directors (upon recommendation of the audit committee) and/or the audit committee (subject to ratification by our board of directors) to fix their compensation.

With respect to fiscal year 2013, we paid Kost Forer Gabbay & Kasierer approximately \$250,000 for audit fees.

***Proposed Resolution***

We are proposing adoption by our shareholders of the following resolution at the annual meeting:

“RESOLVED, that the appointment of Kost, Forer, Gabbay & Kasierer, a member of Ernst & Young Global, as the independent auditors of the Company for the year ending December 31, 2014 and until the next annual general meeting of shareholders of the Company be, and it hereby is, approved and the Board of Directors (upon recommendation of the Audit Committee) and/or the Audit Committee (subject to ratification of the Board of Directors) be, and hereby is, authorized to fix the compensation of such independent auditors.”

***Required Vote***

The affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy is necessary to approve the resolution to approve the appointment of our independent auditors and authorize the board of directors and/or audit committee to fix the independent auditors' compensation.

***Board Recommendation***

Our board of directors recommends a vote FOR the foregoing resolution approving the appointment of our independent auditors and authorization of our board of directors and/or audit committee to fix the independent auditors' compensation.

**REVIEW AND DISCUSSION OF AUDITOR'S REPORT AND CONSOLIDATED FINANCIAL STATEMENTS**

At the annual meeting, in accordance with the requirements of the Israeli Companies Law, our auditor's report and consolidated financial statements for the year ended December 31, 2013 will be presented. We will furthermore hold a discussion with respect to such financial statements at the annual meeting. **This item will not involve a vote of the shareholders.**

The foregoing auditor's report and the audited consolidated financial statements, as well as our Annual Report on Form 20-F for the year ended December 31, 2013 (filed with the Securities and Exchange Commission on March 31, 2014), may be reviewed at the “Investor Information” portion of our website at [www.canfite.com](http://www.canfite.com), through the EDGAR website of the Securities and Exchange Commission at [www.sec.gov](http://www.sec.gov), through the Israeli Securities Authority's electronic filing system at: <http://www.magna.isa.gov.il>, or through the website of the Tel-Aviv Stock Exchange Ltd. at: <http://maya.tase.co.il>. None of the auditor's report, audited consolidated financial statements, Form 20-F or the contents of our website form part of the proxy solicitation material.

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## **OTHER BUSINESS**

Other than as set forth above, as of the mailing of this Proxy Statement, management knows of no business to be transacted at the annual meeting, but, if any other matters are properly presented at the annual meeting, the persons named in the attached form of proxy will vote upon such matters in accordance with their best judgment.

By Order of the Board of Directors

*Ilan Cohen*

Chairman of the Board

Dated: May 30, 2014

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**PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 7, 2014**

The undersigned hereby appoints Ilan Cohen, Chairman of the Board and Pnina Fishman, Chief Executive Officer and each of them, attorneys, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the ordinary shares in Can-Fite BioPharma Ltd. (the “Company”) which the undersigned is entitled to vote at the 2014 Annual General Meeting of Shareholders (the “Annual Meeting”) to be held at the offices of the Company, 10 Bareket Street, Petach Tikva, Israel, on Monday, **July 7, 2014** at 10:00 a.m. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual General Meeting of Shareholders (the “Notice”) and Proxy Statement relating to the Annual Meeting (“Proxy Statement”).

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

**ANNUAL GENERAL MEETING OF SHREHOLDERS OF  
CAN-FITE BIOPHARMA LTD.**

**Please date, sign and mail  
your proxy card in the  
envelope provided as soon  
as possible.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**  
**PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE** 

1. To re-elect four (4) directors to the Board of Directors of the Company, each for a term expiring at the Company's next annual general meeting of shareholders.

	FOR	AGAINST	ABSTAIN
Pnina Fishman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ilan Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Abraham Sartani	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Guy Regev	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To re-elect Gil Oren as one of the Company's external directors for an additional three-year term ending July 9, 2017.

☐ for                      ☐ against                      ☐ abstain

☐ Yes ☐ No

- ☐
- for
- ☐
- against
- ☐
- abstain

- ☐
- for
- ☐
- against
- ☐
- abstain

\_\_\_\_\_, Date: \_\_\_\_\_, 2014      \_\_\_\_\_, Date: \_\_\_\_\_, 2014  
SIGNATURE      SIGNATURE

Please sign exactly as your name appears on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the signed is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

**Annual General Meeting of  
Can-Fite BioPharma Ltd.**

Date: July 7, 2014

See Voting Instruction On Reverse Side.

Please make your marks like this: ☒ Use pen only

- |   | For                          | Against                     | Abstain                  |
|---|------------------------------|-----------------------------|--------------------------|
| 1. To re-elect four (4) directors to the Board of Directors of the Company, each for a term expiring at the Company's next annual general meeting of shareholders.  | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| Prima Fishman   | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| Ilan Cohen  | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| Abraham Sartani   | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| Guy Regav   | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| 2. To re-elect Gil Oren as one of the Company's external directors for an additional three-year term ending July 9, 2017.   | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| Are you a controlling shareholder in the Company, or have a personal interest in the election of Mr. Oren other than a personal interest unrelated to relationships with a controlling shareholder of the Company? Please note: If you do not mark either Yes or No, your shares will not be voted for Proposal No. 2.  | Yes <input type="checkbox"/> | No <input type="checkbox"/> |                          |
| 3. To approve the grant of 10,000 unregistered ten-year options to purchase 10,000 ordinary shares, par value NIS 0.25 per share, for an exercise price of NIS 12.00 per option, vesting in 12 equal installments on a quarterly basis over 36 months from the date of grant.   | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |
| 4. To approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company's independent auditors for the fiscal year ending December 31, 2014 and until the Company's next annual general meeting of shareholders, and to authorize the Company's Board of Directors (upon recommendation of the Audit Committee) and/or the Audit Committee (subject to ratification of the Board of Directors) to fix such accounting firm's compensation. | <input type="checkbox"/>     | <input type="checkbox"/>    | <input type="checkbox"/> |

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

**Annual General Meeting of Can-Fite BioPharma Ltd.  
to be held July 7, 2014  
For Holders as of June 2, 2014**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

**All votes must be received by 12:00 pm, Eastern Time June 30, 2014.**

**PROXY TABULATOR FOR  
CAN-FITE BIOPHARMA LTD.  
P.O. BOX 8016  
CARY, NC 27512-9903**

**EVENT #**

**CLIENT #**

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**Can-Fite BioPharma Ltd.**

**Instructions to The Bank of New York Mellon, as Depositary  
(Must be received prior to 12:00 p.m. EST on June 30, 2014)**

The undersigned registered owner of American Depositary Shares hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by such Shares of Can-Fite BioPharma Ltd. registered in the name of the undersigned on the books of the Depositary as of the close of business on **June 2, 2014** at the **Annual General Meeting** of the Shareholders of Can-Fite BioPharma Ltd. to be held on **July 7, 2014** or any postponement or adjournment thereof in respect of the resolutions specified on the reverse.

**NOTE:**

1. Please direct the Depositary how it is to vote by placing an "X" in the appropriate box opposite each agenda item. It is understood that, if this form is signed and returned but no instructions are indicated in the boxes, then a discretionary proxy will be given to a person designated by the Company.
2. If no voting instructions are received by the Depositary from a Holder (either because no voting instructions are returned to the Depositary by a Holder or because the voting instructions are incomplete, illegible, or unclear), the depositary shall have no obligation to, and shall not, exercise any voting rights attaching to such Deposited Shares.

(Continued and to be marked, dated and signed, on the other side)

PROXY TABULATOR FOR  
Can-Fite BioPharma Ltd.  
P.O. Box 8016  
CARY, NC 27512-0003



### **Can-Fite Announces 2014 Annual General Meeting**

PETACH TIKVA, Israel, May 30, 2014 -- [Can-Fite BioPharma Ltd.](http://www.canfite.com) (NYSE MKT: CANF) (TASE:CFBI), a biotechnology company with a pipeline of proprietary small molecule drugs that address inflammatory and cancer diseases, today announced that its 2014 Annual General Meeting of Shareholders will be held on Monday, July 7, 2014 at 10.00 a.m. (Israel time) at the offices of the Company, 10 Bareket Street, Petach Tikva, Israel. The record date for shareholders entitled to vote at the meeting is close of business on June 2, 2014.

The agenda of the meeting is as follows:

1. To re-elect Pnina Fishman, Ilan Cohen, Abraham Sartani and Guy Regev to the Company's board of directors, each for a term expiring at the Company's next annual general meeting of shareholders.
2. To re-elect Gil Oren as one of the Company's external directors for an additional three-year term ending July 9, 2017.
3. To approve the grant of options to purchase ordinary shares to Gil Oren.
4. To approve the re-appointment of Kost Forer Gabbay & Kasierer, registered public accounting firm, a member firm of Ernst & Young Global, as the Company's independent registered public accounting firm for the year ending December 31, 2014 and until the Company's next annual general meeting of shareholders, and to authorize the Company's board of directors and/or its audit committee to fix such accounting firm's annual compensation.
5. To discuss the auditor's report and audited financial statements for the Company for the year ended December 31, 2013 and to transact such other business as may properly come before the meeting.

#### **Additional Information and Where to Find It**

In connection with the meeting, the Company will make available to its shareholders of record a proxy statement describing the various matters to be voted upon at the meeting, along with a proxy card enabling them to indicate their vote on each matter. The Company will also furnish copies of the proxy statement and proxy card to the Securities and Exchange Commission (SEC) on Form 6-K, which may be obtained for free from the SEC's website at [www.sec.gov](http://www.sec.gov) and in the "Investor Information" portion of the Company's website at [www.canfite.com](http://www.canfite.com).

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#### About Can-Fite BioPharma Ltd.

Can-Fite BioPharma Ltd. (NYSE MKT: CANF) (TASE: CFBI) is an advanced clinical stage drug development company with a platform technology that is designed to address multi-billion dollar markets in the treatment of cancer and inflammatory diseases. The Company's CF101 is in Phase II/III trials for the treatment of psoriasis and the Company is preparing for a Phase III CF101 trial for rheumatoid arthritis. Can-Fite's liver cancer drug CF102 is commencing Phase II trials and has been granted Orphan Drug Designation by the U.S. Food and Drug Administration. CF102 has also shown proof of concept to potentially treat other cancers including colon, prostate, and melanoma. These drugs have an excellent safety profile with experience in over 1,200 patients in clinical studies to date. For more information please visit: [www.can-fite.com](http://www.can-fite.com)

#### Forward-Looking Statements

This press release may contain forward-looking statements, about Can-Fite's expectations, beliefs or intentions regarding, among other things, its product development efforts, business, financial condition, results of operations, strategies or prospects. In addition, from time to time, Can-Fite or its representatives have made or may make forward-looking statements, orally or in writing. Forward-looking statements can be identified by the use of forward-looking words such as "believe," "expect," "intend," "plan," "may," "should" or "anticipate" or their negatives or other variations of these words or other comparable words or by the fact that these statements do not relate strictly to historical or current matters. These forward-looking statements may be included in, but are not limited to, various filings made by Can-Fite with the U.S. Securities and Exchange Commission, press releases or oral statements made by or with the approval of one of Can-Fite's authorized executive officers. Forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause Can-Fite's actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause Can-Fite's actual activities or results to differ materially from the activities and results anticipated in such forward-looking statements, including, but not limited to, the factors summarized in Can-Fite's filings with the SEC and in its periodic filings with the TASE. In addition, Can-Fite operates in an industry sector where securities values are highly volatile and may be influenced by economic and other factors beyond its control. Can-Fite does not undertake any obligation to publicly update these forward-looking statements, whether as a result of new information, future events or otherwise.

#### Contact

Can-Fite BioPharma

Motti Farbstein

[info@canfite.com](mailto:info@canfite.com)

+972-3-9241114

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