
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: **November 2017**

Commission file number: **001-35920**

MAZOR ROBOTICS LTD.

(Translation of registrant's name into English)

PO Box 3104, 5 Shacham St.
Caesarea North Industrial Park 3088900, Israel
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of 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):

CONTENTS

This report on Form 6-K of the registrant consists of the following documents, which are attached hereto and incorporated by reference herein.

Exhibit

[99.1 Mazor Robotics Ltd. Notice of Annual and Extraordinary General Meeting of Shareholders.](#)

[99.2 Deed of Vote in Accordance with the Companies Regulations \(Voting in Writing and Position Notices\), 5766 - 2005 \(the "Regulations"\).](#)

[99.3 Voting Instructions Form.](#)

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.

MAZOR ROBOTICS LTD.
(Registrant)

By: /s/ Sharon Levita
Name: Sharon Levita
Title: Chief Financial Officer & Vice President Business Operations

Date: November 21, 2017

MAZOR ROBOTICS LTD.
NOTICE OF ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an Annual and Extraordinary General Meeting (the "**Meeting**") of Shareholders of Mazor Robotics Ltd. (the "**Company**") will be held at LLW&Co., Law Offices at 5 Azrieli Center, Square Tower, 35th floor, Tel-Aviv, Israel, on Wednesday, December 27, 2017, at 4:00 p.m. Israel time.

The Company is a Dual Company, as such term is defined in the Companies Regulations (Relief for Public Companies Traded on Stock Markets Outside of Israel), 5760 – 2000.

The Meeting is being called for the following purposes:

1. Discussion regarding the Company's Consolidated Statement of Financial Position as of December 31, 2016, and the Consolidated Income Statement for the year then ended;
2. To consider and act upon a proposal to approve the re-appointment of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the independent public accountants of the Company for the year ending December 31, 2017, and until the next Annual General Meeting of the shareholders of the Company, and to receive information regarding their remuneration;
3. To consider and act upon a proposal to re-appoint Mr. Jonathan Adereth ("**Adereth**") to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. A Declaration of Adereth's qualification is attached hereto as **Annex A**.
4. To consider and act upon a proposal to re-appoint Mr. Ori Hadomi ("**Hadomi**"), to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. A Declaration of Hadomi's qualification is attached hereto as **Annex B**.
5. To consider and act upon a proposal to re-appoint Mr. Michael Berman ("**Berman**"), to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. A Declaration of Berman's qualification is attached hereto as **Annex C**.
6. To consider and act upon a proposal to re-appoint Ms. Sarit Soccary Ben-Yochanan ("**Ben-Yochanan**"), to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until her successor has been duly appointed. A Declaration of Ben-Yochanan's qualification is attached hereto as **Annex D**.
7. To consider and act upon a proposal to re-appoint Mr. Gil Bianco ("**Bianco**") as an external director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed. A Declaration of Bianco's qualification as an external director is attached hereto as **Annex E**.
8. To consider and act upon a proposal to approve an update of the employment agreement of Hadomi as the Company's Chief Executive Officer ("**CEO**"), so that as of January 1, 2018, the CEO monthly fixed salary will be increased to NIS 90,000.
9. To consider and act upon a proposal to approve a grant of options to purchase up to 50,000 of the Company's ordinary shares to the Company's CEO.
10. To consider and act upon a proposal to approve an amended Compensation Policy for Directors and Officers (the "**Compensation Policy**"). The revised and amended policy is attached hereto as **Annex F**.

The Board of Directors recommends that you vote in favor of the proposals, which are described in the attached Proxy Statement.

The components and terms of employment of the company's five most highly compensated executive officers, are detailed in the Company's Annual Report on Form 20-F for the year ended December 31, 2016, as filed on May 1, 2017 with the U.S. Securities and Exchange Commission on EDGAR - <http://www.sec.gov/edgar.shtml> (CIK# 001566844), and on May 3, 2017 on the Tel-Aviv Stock Exchange ("TASE") Magna website (Reference: 2017-02-044748).

Shareholders of record at the close of business on Monday, November 27, 2017, are entitled to vote at the meeting either in person or by appointing a proxy to vote in their stead at the Meeting (as detailed in subsection iii below). Shareholders who do not attend the meeting in person may vote in accordance with one of the following alternatives:

- (i) The Israeli Companies Regulations (Deeds of Vote and Position Notices), 5766-2005, as amended, states that shareholders who will not attend the Meeting in person may vote with respect to items 2-7 on the agenda by completing the second part (part 'B') of the form of the Deed of Vote (*ktav hatzba'a*) and to return it promptly (and in any event at least four (4) hours prior to the appointed time of the Meeting) to the Company at its registered address.
- (ii) You can also vote via the electronic voting system of the Israel Securities Authority, after receiving a personal identifying number, an access code and additional information regarding the Meeting from the member of the TASE and after carrying out a secured identification process, up to six (6) hours prior to the appointed time of the Meeting.
- (iii) The Company's Articles of Association also allows you to appoint a proxy to vote in your stead (whether personally or by means of a Deed of Vote) at the Meeting, as long as the proxy is delivered to the Company at its registered address at least forty-eight (48) hours prior to the appointed time of the Meeting.

If you are a beneficial owner of shares registered in the name of a member of the TASE and you wish to vote, either by appointing a proxy, by Deed of Vote or in person by attending the Meeting you must deliver to us a proof of ownership in accordance with the Israeli Companies Law, 5799-1999, and the Israeli Companies Regulations (Proof of Ownership of Shares for Voting at General Meetings), 5760-2000. Detailed voting instructions are provided both in the Proxy Statement and on the enclosed Deed of Vote.

Sincerely,
Jonathan Adereth
Chairman of the Board of Directors
November 21, 2017

PROXY STATEMENT
MAZOR ROBOTICS LTD.
Corporation no: 51-300904-3
5 Shacham St., North Industrial Park, Caesarea, Israel

ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
December 27, 2017

The enclosed proxy is being solicited by the board of directors (the "**Board of Directors**") of Mazor Robotics Ltd. (the "**Company**") for use at the Company's Annual and Extraordinary General Meeting of Shareholders (the "**Meeting**") to be held on Wednesday, December 27, 2017, at 4:00 p.m. (Israel time), or at any adjournment or postponement thereof. Upon the receipt of a properly executed proxy in the form enclosed, the persons named as proxies therein will vote the ordinary shares, par value New Israeli Shekels ("**NIS**") 0.01 each, of the Company (the "**Ordinary Shares**") covered thereby in accordance with the directions of the shareholders executing the proxy. In the absence of such directions, and except as otherwise mentioned in this proxy statement, the Ordinary Shares represented thereby will be voted in favor of each of the proposals described in this proxy statement.

Two or more shareholders present, personally or by proxy, holding not less than twenty-five percent (25%) of the Company's outstanding ordinary shares, shall constitute a quorum for the Meeting. If within half an hour from the time the Meeting is convened a quorum is not present, the Meeting shall stand adjourned until Wednesday, January 3, 2017 at 4:00 p.m. Israel time. If a quorum is not present at the second meeting within half an hour from the time appointed for such meeting, any number of shareholders present personally or by proxy shall be deemed a quorum, and shall be entitled to deliberate and to resolve in respect of the matters for which the Meeting was convened. Abstentions and broker non-votes are counted as Ordinary Shares present for the purpose of determining a quorum.

Each of Proposals 2 to 6 described hereinafter pursuant to the Israeli Companies Law, 5799-1999 (the "**Israeli Companies Law**"), requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares of the Company amounting in the aggregate to at least a majority of the votes actually cast by shareholders with respect to such proposals (hereinafter a "**Simple Majority**").

Each of Proposals 7 to 10 described hereinafter pursuant to the Israeli Companies Law, requires the affirmative vote of a simple majority of shares present at the Meeting, in person or by proxy, and voting thereon, as long as either:

The above majority must include a majority of the total votes of shareholders who are not controlling shareholders in the Company or shareholders who do not have a "Personal Interest" (as such term is defined hereunder) in the approval of the proposal who participate in the vote (abstentions will not be taken into account); or the total number of votes of the shareholders referred to above that are voted against the proposed resolution does not exceed two percent (2%) of the Company's total voting rights. "**Personal Interest**" is defined as: a shareholder's personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of his or her relative (which includes for these purposes any members of his/her (or his/her spouse's) immediate family or the spouses of any such members of his or her (or his/her spouse's) immediate family); and (ii) a personal interest of a body corporate in which a shareholder or any of his/her aforementioned relatives serves as a director or the chief executive officer, owns at least five percent (5%) of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer and exclusive of a personal interest that stems from the fact of holding shares in the Company, including the personal interest of a person who votes by virtue of a power of attorney given to him by another person, even if the other person does not have a personal interest, and the vote of a person who was given a power of attorney by a person who has a personal interest shall also be deemed the vote of a person with a personal interest, irrespective of whether the person who votes has or does not have direction.

Shareholders are requested to notify us whether or not they have a "Personal Interest" in connection with Proposals 7-10 described hereinafter (please see the definition of the term "Personal Interest" hereinabove). If any shareholder casting a vote in connection thereto does not notify us as to whether or not they have a Personal Interest with respect to Proposals 7-10, their vote will be disqualified.

PROPOSAL 1
DISCUSSION OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR ENDED
DECEMBER 31, 2016 AND ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2016

At the Meeting, shareholders will have an opportunity to review, ask questions and comment on the Company's Consolidated Statement of Financial Position as of December 31, 2016 and the Consolidated Statements of Profit or Loss for the year then ended (the "**Financial Statements**").

The Company will hold a discussion with respect to the Financial Statements at the Meeting. This agenda item will not involve a vote by the shareholders.

PROPOSAL 2
RE-APPOINTMENT OF SOMEKH CHAIKIN, CERTIFIED PUBLIC ACCOUNTANTS
(ISRAEL), A MEMBER OF KPMG INTERNATIONAL, AS INDEPENDENT PUBLIC
ACCOUNTANTS OF THE COMPANY AND TO RECEIVE INFORMATION REGARDING
THEIR REMUNERATION.

Under the Israeli Companies Law, the appointment of independent public accountants requires the approval of the shareholders of the Company.

The Board of Directors and Audit Committee have authorized and approved the appointment of the accounting firm of Somekh Chaikin, Certified Public Accountants (Isr.), a member of KPMG International ("**Somekh Chaikin**"), as the independent certified public accountants of the Company for the year ending December 31, 2017, and until the next annual general meeting of the shareholders of the Company.

The Board of Directors believes that the re-appointment of Somekh Chaikin as the independent accountants of the Company is appropriate and in the best interest of the Company and its shareholders.

Pursuant to the Company's Articles of Association, the Board of Directors is authorized to determine the compensation of its independent registered public accountant. Information on fees paid to the Company's certified public accountants may be found in the Company's Annual Report on Form 20-F for the year ended December 31, 2016 as filed on May 1, 2017 with the U.S. Securities and Exchange Commission ("**SEC**") on EDGAR - <http://www.sec.gov/edgar.shtml>, and on May 3, 2017 on the Tel-Aviv Stock Exchange ("**TASE**") Magna website (CIK# 001566844) ("**20-F Report**").

The shareholders of the Company are requested to adopt the following resolution:

"RESOLVED, to re-appoint Somekh Chaikin as the independent public accountants of the Company for the year ending December 31, 2017, and until the next annual general meeting of the Company's shareholders".

The re-appointment of Somekh Chaikin requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors recommends that the shareholders vote FOR on the above proposal.

PROPOSAL 3
RE-APPOINTMENT OF MR. JONATHAN ADERETH AS A DIRECTOR

The Board of Directors has nominated Mr. Jonathan Adereth ("**Adereth**") for re-appointment as a director to serve for an additional term commencing on the date of the Meeting until the next Annual General Meeting or until his successor has been duly appointed. In the absence of instructions to the contrary, the person named in the enclosed proxy will vote the Ordinary Shares represented thereby "FOR" the appointment of the nominee listed below.

Adereth has attested to the Board of Directors and the Company that he meets all the requirements in connection with the appointment of directors of publicly traded companies under the Israeli Companies Law and the regulations promulgated thereunder.

The following table provides certain relevant information concerning Adereth, including his principal occupation during the past five years:

<u>Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>
Mr. Jonathan Adereth	70	Mr. Adereth has been serving as the chairman of the Company's Board of Directors since December 2007. Since May 2009, Mr. Adereth has been serving as the Chairman of Medic Vision Imaging Solutions Ltd., an Israeli company in the field of resolution recovery and dose reduction in Computed Tomography (CT). Since October 2004, Mr. Adereth has been serving as a board member of UltraSPECT Ltd., an Israeli company in the field of resolution recovery and dose reduction in Nuclear Medicine (NM). From 1994 to 1998, Mr. Adereth served as the Chief Executive Officer and President of Elscint Ltd. (NYSE: ELT), a global developer and manufacturer of Medical Imaging systems. Mr. Adereth holds a B.Sc. degree in Physics from the Technion - Israel Institute of Technology.

Adereth will continue to be party to that certain indemnification agreement with the Company in the form of indemnification letter previously approved by the shareholders on September 13, 2011, and shall continue to be insured under the Company's directors and officers insurance coverage which provides coverage for all directors of the Company.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

“RESOLVED, to re-appoint Mr. Jonathan Adereth as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed”.

The appointment of Adereth as director requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors recommends a vote FOR on the above proposal.

**PROPOSAL 4
RE-APPOINTMENT OF MR. ORI HADOMI AS A DIRECTOR**

The Board of Directors has nominated Mr. Ori Hadomi ("**Hadomi**") for re-appointment as a director to serve for an additional term commencing on the date of the Meeting until the next Annual General Meeting or until his successor has been duly appointed. In the absence of instructions to the contrary, the person named in the enclosed proxy will vote the Ordinary Shares represented thereby "FOR" the appointment of the nominee listed below.

Hadomi has attested to the Board of Directors and the Company that he meets all the requirements in connection with the appointment of directors of publicly traded companies under the Israeli Companies Law and the regulations promulgated thereunder.

The following table provides certain relevant information concerning Hadomi, including his principal occupation during the past five years:

<u>Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>
Mr. Ori Hadomi	50	Mr. Hadomi has been serving as the Company's Chief Executive Officer and a member the Company's Board of Directors since January 2003. Mr. Hadomi holds a B.A. in chemistry with a minor in economics, as well as a M.Sc. in industrial chemistry and business administration from the Hebrew University, Jerusalem.

Hadomi will continue to be party to that certain indemnification agreement with the Company in the form of indemnification letter previously approved by the shareholders on September 13, 2011, and shall continue to be insured under the Company's directors and officers insurance coverage which provides coverage for all directors of the Company.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

“RESOLVED, to re-appoint Mr. Ori Hadomi as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed”.

The appointment of Hadomi as director requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors recommends a vote FOR on the above proposal.

PROPOSAL 5
RE-APPOINTMENT OF MR. MICHAEL BERMAN AS A DIRECTOR

The Board of Directors has nominated Mr. Michael Berman ("**Berman**") for re-appointment as a director to serve for an additional term commencing on the date of the Meeting until the next Annual General Meeting or until his successor has been duly appointed. In the absence of instructions to the contrary, the person named in the enclosed proxy will vote the Ordinary Shares represented thereby "FOR" the appointment of the nominee listed below.

Berman has attested to the Board of Directors and the Company that he meets all the requirements in connection with the appointment of directors of publicly traded companies under the Israeli Companies Law and the regulations promulgated thereunder.

The following table provides certain relevant information concerning Berman, including his principal occupation during the past five years:

<u>Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>
Mr. Michael Berman	59	Mr. Berman has been serving as a director of the Company since February 2014. Mr. Berman is a medical device entrepreneur and investor. Mr. Berman is a co-founder of several medical device companies and is currently an active board member of several early stage health care companies, including Inspire-MD, PulmOne, ClearCut Medical, PharmaCentra LLC, Endospan Ltd, AngioSlide, Cardiosonic, SoniVie, Owllytics, TruLeaf and Rebiotix Inc. Mr. Berman served on the board of Benechill from 2003 to 2016, and on the board of Intervolve from 2011 until 2016. Mr. Berman received his B.Sc. and M.B.A. degrees from Cornell University.

The Board of Directors has also determined that he meets the independence requirements of an independent director as set forth by the NASDAQ Listing Rules and the SEC.

Berman will continue to be party to that certain indemnification agreement with the Company in the form of indemnification letter previously approved by the shareholders on September 13, 2011, and shall continue to be insured under the Company's directors and officers insurance coverage which provides coverage for all directors of the Company.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

“RESOLVED, to re-appoint Mr. Michael Berman as director of the Company until the next Annual General Meeting of the Company’s shareholders or until his successor has been duly appointed”.

The appointment of Berman as director requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors recommends a vote FOR on the above proposal.

PROPOSAL 6
RE-APPOINTMENT OF MS. SARIT SOCCARY BEN-YOCHANAN AS A DIRECTOR

The Board of Directors has nominated Ms. Sarit Soccary Ben-Yochanan ("**Ben-Yochanan**") for re-appointment as a director to serve for an additional term commencing on the date of the Meeting until the next Annual General Meeting or until her successor has been duly appointed. In the absence of instructions to the contrary, the person named in the enclosed proxy will vote the Ordinary Shares represented thereby "FOR" the appointment of the nominee listed below.

Ben-Yochanan has attested to the Board of Directors and the Company that she meets all the requirements in connection with the appointment of directors of publicly traded companies under the Israeli Companies Law and the regulations promulgated thereunder.

The following table provides certain relevant information concerning Ben-Yochanan, including her principal occupation during the past five years:

<u>Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>
Ms. Sarit Soccary Ben-Yochanan	45	Ms. Ben-Yochanan has been serving as a director of the Company since October 2006. Since July 2017, Ms. Ben-Yochanan has been serving as general manager for Syneron Medical Ltd. (NASDAQ: ELOS). She previously served as the vice president of strategy and business development for Syneron Medical Ltd. from July 2013 until July 2017. Until July 2013, Ms. Ben-Yochanan had served as the chief executive officer of Gefen Biomed Investments Ltd., an Israeli public company. Ms. Ben-Yochanan also serves as a director of Proteologics Ltd., an Israeli public biotech company, and as a director of several private companies in the fields of technology and healthcare. Ms. Ben-Yochanan holds a B.A. and an M.A. in economics from Tel-Aviv University.

In accordance with the Relief Regulations, the Company’s Audit Committee and the Board of Directors have discussed Ben-Yochanan’s experience, expertise, qualifications and contribution to the Company over the years, and determined that in light of the above, it is in the best interest of the Company to re-appoint Ben-Yochanan as an independent director of the Company for an additional term. In addition, the Board of Directors has determined that she meets the independence requirements of an independent director as set forth by the NASDAQ Listing Rules and the SEC.

The Board of Directors has also determined that Ben-Yochanan is an audit committee financial expert as defined by the SEC rules and has the requisite financial experience as defined by the NASDAQ Listing Rules.

Ben-Yochanan will continue to be party to that certain indemnification agreement with the Company in the form of indemnification letter previously approved by the shareholders on September 13, 2011, and shall continue to be insured under the Company’s directors and officers insurance coverage which provides coverage for all directors of the Company.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

“RESOLVED, to re-appoint Ms. Sarit Socary Ben-Yochanan as director of the Company until the next Annual General Meeting of the Company’s shareholders or until her successor has been duly appointed”.

The appointment of Ben-Yochanan as director requires the affirmative vote of a Simple Majority (as defined in this proxy statement).

The Board of Directors recommends a vote FOR on the above proposal.

PROPOSAL 7
RE-APPOINTMENT OF MR. GIL BIANCO AS AN EXTERNAL DIRECTOR

The Board of Directors has nominated Mr. Gil Bianco (“**Bianco**”) to be re-appointed as an external director of the Company to serve until the next Annual General Meeting of the Company’s shareholders or until his successor has been duly appointed.

Under the Israeli Companies Law, Israeli companies whose shares have been offered to the public in or outside of Israel are required to appoint at least two external directors to serve on their board of directors for a threeyear term. However, the Relief Regulations allows extending the appointment of external directors who have completed nine years by re-appointing them for further periods, each of up to three years, subject to certain conditions. Bianco has been serving as an external director in the Company since November 2007.

Each committee of the Board of Directors that is entitled to exercise any powers of the board is required to include at least one external director. The audit committee and the compensation committee must include all the external directors.

Under the Israeli Companies Law, a person may be appointed as an external director if he or she possesses “accounting and financial expertise” or “professional qualifications”, and is otherwise qualified to serve as a director.

At least one of the external directors of a company must possess “accounting and financial expertise”. The conditions and criteria for possessing “accounting and financial expertise” or “professional qualifications” are determined under the Israeli Companies Law Regulations (Conditions and Criteria for Directors having Accounting and Financial Expertise and for Directors having Professional Qualifications), 5761-2005 (the “**External Director Qualification Regulations**”).

A person may not serve as an external director if he or she is a relative of a person controlling the Company, or if at the date of his or her appointment or within the prior two years, that person, or his or her relatives, partners, employers, or anyone to whom he or she reports directly or indirectly or entities under his or her control, are subject to, have or had any affiliation with the Company, with any entity or person controlling the Company or with a relative of any entity or person controlling the Company, at the time of appointment or with another entity in which the controlling shareholder at the time of the appointment or within the prior two years is the Company or the person controlling the Company; and in a company, such as the Company, where there is no person or entity controlling it or a shareholder with a control block of at least 25% of the votes in a shareholders meeting, there is also no affiliation of the person with anyone whom, on the date of appointment, is either the chairperson of the board of directors of the company, the chief executive officer, a major shareholder who holds at least 5% of the issued and outstanding shares of the company or 5% of the votes at a shareholders meeting, or the most senior executive officer in the finance department of the company.

Under the Israeli Companies Law, “**Affiliation**” is defined in this context to include an employment relationship, a business or professional relationship maintained on a regular basis, control or service as an officer. An officer is defined in the Israeli Companies Law as any general manager, chief business manager, deputy general manager, vice general manager, or any manager assuming the responsibilities of any of these positions regardless of that person’s title, as well as a director, or a manager directly subordinate to the general manager.

A person may not serve as an external director if that person’s position or other activities create, or may create a conflict of interest with the person’s service as a director or may otherwise interfere with the person’s ability to serve as an external director. Additionally, no person may serve as an external director if the person, the person’s relative, spouse, employer or any entity controlling or controlled by the person, has a business or professional relationship with someone with whom affiliation is prohibited, even if such relationship is not maintained on a regular basis, excepting negligible relationships, or if such person received from the company any compensation as an external director in excess of what is permitted by the Israeli Companies Law. If at the time any external director is appointed, all members of the board who are not controlling shareholders or their relatives are of the same gender, then the external director to be appointed must be of the other gender.

The Company is not aware of any reason Bianco, if appointed, should be unable to serve as an external director. The Company does not have any understanding or agreement with respect to the future appointment of Bianco.

The following table provides certain relevant information concerning Bianco, including his principal occupation during the past five years:

<u>Nominee</u>	<u>Age</u>	<u>Principal Occupation</u>
Mr. Gil Bianco	66	Mr. Bianco has been serving as an external director since November 2007. Since April 2010 Mr. Bianco has been serving as a director of Intec Pharma Ltd., an Israeli public company. Mr. Bianco also serves as a director of Fischer Pharmaceuticals Ltd., Clear Cut Ltd., Pi-Cardia Ltd, Turquoise GEI LTD. and Gil Bianco Ltd. In the past five years, Mr. Bianco has served as a director of several private companies in the fields of biotech and medical devices: Healor Ltd., Solgel Technologies Ltd., BioCancell Inc. and Optima Ltd. Mr. Bianco holds a B.A. in Economics and Accounting from the Tel-Aviv University, and is a certified public accountant.

Bianco has attested to the Board of Directors and the Company that he meets all the requirements in connection with the appointment of external directors of publicly traded companies under the Israeli Companies Law and the regulations promulgated thereunder.

In accordance with the Relief Regulations, the Company's Audit Committee and the Board of Directors have discussed Bianco's experience, expertise, qualifications and contribution to the Company over the years, and determined that in light of the above, it is in the best interest of the Company to re-appoint Bianco as an external director of the Company, until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed.

In addition, the Board of Directors has determined that Bianco is an audit committee financial expert (as such terms is defined under the SEC rules), and that he has the requisite "accounting and financial expertise", in accordance with the criteria set forth in the External Director Qualification Regulations, and that Bianco meets the independence requirements of an independent director as set forth by the NASDAQ Listing Rules and the SEC.

If re-appointed pursuant to this Proposal 7, Bianco will continue to be party to that certain indemnification agreement with the Company in the form of indemnification letter previously approved by the shareholders on September 13, 2011, and shall continue to be insured under the Company's directors and officers insurance coverage policy which provides coverage for all directors of the Company.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

"RESOLVED, to re-appoint Mr. Gil Bianco as an external director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed".

Pursuant to the Israeli Companies Law, approval of this Proposal 7 requires the affirmative vote of at least a majority of all the votes of the shareholders who are not controlling members in the Company or have a Personal Interest in the approval of the appointment, other than a Personal Interest that is not the result of personal ties with the controlling member; abstentions shall not be included in the total of the votes of the aforesaid shareholders; or the total opposing votes from among the shareholders said in the paragraph hereinabove does not exceed two-percent of all the voting rights in the Company.

Each shareholder voting at the meeting or prior thereto by means of the accompanying proxy card is requested to notify us if he, she or it has a Personal Interest in connection with this Proposal 7 as a condition for his or her vote to be counted with respect to this Proposal 7. If any shareholder casting a vote in connection hereto does not notify us if he, she or it has a Personal Interest with respect to this Proposal 7, his, her or its vote with respect to this Proposal 7 will be disqualified.

The Board of Directors recommends a vote FOR on the above proposal.

**PROPOSAL 8
UPDATE OF CEO'S EMPLOYMENT AGREEMENT**

According to the resolution of the Company's Compensation Committee adopted on November 5, 2017 and the resolution of the Board of Directors adopted on November 5, 2017, and in accordance with the Company's Compensation Policy, both approved the update of the CEO's employment agreement so that the CEO's monthly fixed salary will be increased from NIS 80,000 to NIS 90,000 as of January 1, 2018. The Company's Compensation Committee and Board of Directors considered, inter alia, the role of the CEO in the milestones achieved by the Company this year, specifically, (i) the Company making progress with its strategic partnership with Medtronic mainly as a result of the early achievement of certain sales and marketing milestones; (ii) the rapid growth of the Company; (iii) substantial increase in revenues and (iv) the resulting increase in the CEO's responsibilities. The Company's Compensation Committee and Board of Directors also examined other relevant factors required by the Company's Compensation Policy, including, the objectives listed in the Compensation Policy, the ratio between the annual compensation of the CEO and the average and median salaries of other Company employees, and determined that the proposed increase of the CEO's monthly fixed salary provides an incentive to succeed in achieving the Company's goals and that the overall structure of the CEO's compensation meets the Company's interests and overall financial and strategic targets. The proposed update CEO's monthly fixed salary does not exceed the average base salary of CEOs of peer group companies, based on a benchmark survey performed by a leading compensation consulting firm in Israel, which provided data on CEO compensation for publically traded, large (i.e. between 150-500 employees), Israeli-based companies.

For additional information regarding the current CEO's compensation, please refer to the Company's 20-F Report.

Other than as amended hereinabove, no additional amendments are made to the CEO's employment agreement.

The shareholders of the Company will be requested to adopt the following resolution:

"RESOLVED, to approve the update of the CEO's employment agreement so that the CEO's monthly fixed salary will be increased from NIS 80,000 to NIS 90,000 as of January 1, 2018"

Pursuant to the Israeli Companies Law, approval of this Proposal 8 requires the affirmative vote of at least a majority of all the votes of the shareholders who are not controlling members in the Company or have a Personal Interest in the approval of the CEO salary update, other than a Personal Interest that is not the result of personal ties with the controlling member; abstentions shall not be included in the total of the votes of the aforesaid shareholders; or the total opposing votes from among the shareholders said in the paragraph hereinabove does not exceed two-percent of all the voting rights in the Company.

Each shareholder voting at the meeting or prior thereto by means of the accompanying proxy card is requested to notify us if he, she or it has a Personal Interest in connection with this Proposal 8 as a condition for his or her vote to be counted with respect to this Proposal 8. If any shareholder casting a vote in connection hereto does not notify us if he, she or it has a Personal Interest with respect to this Proposal 8, his, her or its vote with respect to this Proposal 8 will be disqualified.

PROPOSAL 9
APPROVE A GRANT OF OPTIONS TO PURCHASE UP TO 50,000 OF THE COMPANY'S
ORDINARY SHARES TO THE COMPANY'S CEO

According to the resolution of the Company's Compensation Committee held on November 19, 2017 and the resolution of the Board of Directors held on November 19, 2017, and in accordance with the Company's Compensation Policy, both approved to grant options to the CEO to purchase up to 50,000 of the Company's Ordinary Shares (the "Options"). The Options shall vest and become exercisable in accordance with a four (4) year vesting schedule, commencing on the date of grant, so that upon the lapse of twenty-four (24) months from the date of grant, fifty percent (50%) of the shares underlying the Options shall vest, and thereafter, upon the lapse of each calendar quarter, six point twenty-five percent (6.25%) of the shares underlying the Options shall vest. The exercise price of the Options is NIS 105.00 each, non-linked, which reflects the higher of (i) the average of the closing price per share in the TASE during the 30 days preceding the date of the Board of Directors' resolution to grant the Options to the CEO (the "Board Resolution"), or (ii) the closing price per share on the day prior the date of the Board Resolution. The term of the Options will be 7 years from date of grant. In addition, the CEO will be entitled to accelerated vesting of non-vested options, should his position be terminated due to change of control.

The estimated value of each option, according to the binomial model is approximately NIS 50.00.¹

The Company's Compensation Committee and Board of Directors recommend to approve this equity grant as recognition for the CEO's accomplishments and milestones achieved by the Company under his leadership, specifically, (i) the Company making progress with its strategic partnership with Medtronic mainly as a result of the early achievement of certain sales and marketing milestones; (ii) the rapid growth of the Company; (iii) substantial increase in revenues and (iv) the resulting increase in the CEO's responsibilities. The Compensation Committee and Board of Directors examined relevant factors required by the Company's Compensation Policy, including the ratio between the annual compensation of the CEO and the average and median compensation of other Company employees, and believe that the grant of Options provides the CEO with a competitive compensation package while aligning the interests of the CEO with the long-term interests of the Company's shareholders as the equity grant incentivizes the achievement of long term goals and provides a retention incentive.

Based on a survey conducted by a leading compensation consulting firm in Israel, it was determined that the proposed equity grant does not exceed the average equity compensation packages offered to chief executive officers of other peer public companies in Israel.

It is hereby clarified that as of the date hereof, the CEO holds options to purchase 596,574 Ordinary Shares under the Company's 2011 Option Plan, which constitute, as of the date hereof, 1.05% of the issued and outstanding share capital of the Company, on a fully diluted basis.

The shareholders of the Company will be requested to adopt the following resolution at the Meeting:

"RESOLVED, to approve a grant of 50,000 Options to the CEO."

Pursuant to the Israeli Companies Law, approval of this Proposal 9 requires the affirmative vote of at least a majority of all the votes of the shareholders who are not controlling members in the Company or have a Personal Interest in the approval of the CEO option grant, other than a Personal Interest that is not the result of personal ties with the controlling member; abstentions shall not be included in the total of the votes of the aforesaid shareholders; or the total opposing votes from among the shareholders said in the paragraph hereinabove does not exceed two-percent of all the voting rights in the Company.

Each shareholder voting at the meeting or prior thereto by means of the accompanying proxy card is requested to notify us if he, she or it has a Personal Interest in connection with this Proposal 9 as a condition for his or her vote to be counted with respect to this Proposal 9. If any shareholder casting a vote in connection hereto does not notify us if he, she or it has a Personal Interest with respect to this Proposal 9, his, her or its vote with respect to this Proposal 9 will be disqualified.

¹ This calculation assumes no acceleration of the proposed grant of options to the CEO.

PROPOSAL 10
AMENDED COMPENSATION POLICY FOR DIRECTORS AND OFFICERS

Pursuant to the Israeli Companies Law, the Company adopted the Compensation Policy, which sets forth the terms of service and employment of directors and officers, including directors' & officers' liability insurance.

Following the recommendation of our Compensation Committee, the Board of Directors approved the proposed amendment to the Company's Compensation Policy, which will allow the Company's Compensation Committee to approve a directors' and officers' liability insurance policy, without the need for further shareholder approval, within the following limits: (a) the premium for each 12 months of directors' and officers' liability insurance policy shall be not more than \$550,000 and (b) the maximum aggregate limit of liability pursuant to the insurance policy shall be not more than 10% of the Company's highest market value based on the closing price of the Company American Depositary Shares, as quoted on the Nasdaq Stock Market over the 365 days ending immediately prior to the Company's Compensation Committee's resolution date. Notwithstanding the above, the Company's Compensation Committee shall be authorized to increase the coverage purchased, and/or the premium paid for such policies, in the middle of the insurance term by up to 20% when necessary to match the limit of liability to the growth in the Company's market value in the same proportion (10%) as stipulated above.

The Company's Compensation Committee and Board of Directors determined that the additional liability insurance coverage is appropriate and required due to the substantial increase in the Company's market capitalization since the Compensation Policy was last approved by the general meeting of the shareholders of the Company, and resulting exposure to the Company's directors and officers, and that the Company's Compensation Policy should be amended accordingly.

Other than the amended hereinabove, as marked in the attached Annex F, no additional amendments are being made to the Company's Compensation Policy.

The shareholders of the Company will be requested to adopt the following resolution:

“RESOLVED, to approve the amended Company's Compensation Policy for Directors and Officers substantially in the form attached hereto as Annex F.”

Pursuant to the Israeli Companies Law, approval of this Proposal 10 requires the affirmative vote of at least a majority of all the votes of the shareholders who are not controlling members in the Company or have a personal interest in the approval of the Compensation Policy, other than a personal interest that is not the result of personal ties with the controlling member; abstentions shall not be included in the total of the votes of the aforesaid shareholders; or the total opposing votes from among the shareholders said in the paragraph hereinabove does not exceed two-percent of all the voting rights in the Company.

Each shareholder voting at the meeting or prior thereto by means of the accompanying proxy card is requested to notify us if he, she or it has a Personal Interest in connection with this Proposal 10 as a condition for his or her vote to be counted with respect to this Proposal 10. If any shareholder casting a vote in connection hereto does not notify us if he, she or it has a Personal Interest with respect to this Proposal 10, his, her or its vote with respect to this Proposal 10 will be disqualified.

The Israeli Companies Law allows our Board of Directors to approve Proposal 10 even if it was not approved by our shareholders, provided that our Compensation Committee and thereafter the Board of Directors have determined that Proposal 10 is not prejudicial to the welfare of the Company and decided to reapprove Proposal 10 based on detailed reasoning, and after having reexamined the proposal, and taken, inter alia, the shareholder rejection into consideration.

Your vote is important! Shareholders are urged to complete and return their proxies promptly in order to, among other things, ensure action by a quorum and to avoid the expense of additional solicitation. If the accompanying proxy is properly executed and returned in time for voting, and a choice is specified, the shares represented thereby will be voted as indicated thereon. EXCEPT AS MENTIONED OTHERWISE IN THIS PROXY STATEMENT, IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS DESCRIBED IN THIS PROXY STATEMENT. Shareholders who hold shares of the Company through members of the TASE and who wish to participate in the Meeting, in person or by proxy, are required to deliver proof of ownership to the Company, in accordance with the Israeli Companies Regulations (Proof of Ownership of a Share For Purposes of Voting at General Meetings), 5760-2000. Such shareholders wishing to vote by proxy are requested to attach their proof of ownership to the enclosed proxy.

Proxies and all other applicable materials should be sent to the Company's office at PO Box 3104, 5 Shacham St., North Industrial Park, Caesarea 3088900, Israel (telephone number: 972-4-6187100, facsimile number: 972-4-6187111).

ADDITIONAL INFORMATION

We are subject to the informational requirements of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"), as applicable to foreign private issuers. Accordingly, we file reports and other information with the SEC. Shareholders may read and copy any document we file at the SEC's public reference rooms at 100 F Street, N.E., Washington, D.C. 20549.

Shareholders can call the SEC at 1-800-SEC-0330 for further information on using the public reference room. All documents which we will file on the SEC's EDGAR system will be available for retrieval on the SEC's website at <http://www.sec.gov>. As a Dual Company (as defined in the Israeli Companies Regulations (Concessions for Public Companies Traded on Stock Markets Outside of Israel), 5760-2000) we also file reports with the Israel Securities Authority. Such reports can be viewed on the Israel Securities Authority website at <http://www.magna.isa.gov.il> and the TASE website at <http://www.maya.tase.co.il>.

As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing certain disclosure and procedural requirements for proxy solicitations. In addition, we are not required under the Exchange Act to file periodic reports and financial statements with the SEC as frequently or as promptly as United States companies whose securities are registered under the Exchange Act. The Notice of the Annual and Extraordinary General Meeting of Shareholders and the Proxy Statement have been prepared in accordance with applicable disclosure requirements in the State of Israel.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROXY STATEMENT OR THE INFORMATION FURNISHED TO YOU IN CONNECTION WITH THIS PROXY STATEMENT WHEN VOTING ON THE MATTERS SUBMITTED TO SHAREHOLDER APPROVAL HEREUNDER. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT IS DATED NOVEMBER 21 2017. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN NOVEMBER 21, 2017, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

By Order of the Board of Directors

MAZOR ROBOTICS LTD.

Sharon Levita, Chief Financial Officer and Vice President Business Operations

Annex A - Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law, 5799-1999 (the "Law"))

I, the undersigned, Adereth (Family Name), Jonathan (First Name), 007561137 (Personal I.D. Number)* residing at the following address: Israel (Country), Haifa (City/Town), 47 Hof HaShenhav st. (Address);

Hereby declare as follows –

1. I am qualified to serve as director of **Mazor Robotics Ltd.** (the "Company");
2. I possess the qualifications required to carry out the position of director of the Company. My qualifications, education and experience is detailed below:

I serve as the chairman of the Company's Board of Directors since December 2007. Since May 2009, I serve as the Chairman of Medic Vision Imaging Solutions Ltd., an Israeli company in the field of resolution recovery and dose reduction in computed tomography (CT). From October 2004, I serve as a board member of UltraSPECT Ltd., an Israeli company in the field of resolution recovery and dose reduction in Nuclear Medicine (NM). From 1994 to 1998, I served as the Chief Executive Officer and President of Elscint Ltd. (NYSE: ELT), a global developer and manufacturer of Medical Imaging systems. I hold a B.Sc. degree in Physics from the Technion - Israel Institute of Technology.

3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of director of the Company, with the attention, inter alia, to the Company's special requirements and to its size of the Company.
4. None of the restrictions as set forth in Sections 226, 226A and 227 of the Law apply regarding my appointment as director:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737 – 1977, and under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 5728-1968 (the "**Securities Law**");



- ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
- b. I have not been convicted in the past five years of an offense not enumerated in subsection (a) which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law, did not imposed means of enforcement prohibit me serving as Director under that decision.
- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.

Signature: /s/ Jonathan Adereth

Date: October 30, 2017

Annex B – Declaration of Director's Qualification

(Section 224(b) of the Israeli Companies' Law, 5799-1999 (the "Law"))

I, the undersigned, Hadomi (Family Name), Ori (First Name), 22936025 (Personal I.D. Number)* residing at the following address: Israel (Country), Ramat Hasharon (City/Town), 37 Vitkin Street (Address);

Hereby declare as follows –

1. I am qualified to serve as director of **Mazor Robotics Ltd.**(the "**Company**");
 2. I possess the qualifications required to carry out the position of director of the Company. My qualifications, education and experience is detailed below:
I have been serving as the Company's Chief Executive Officer and as a member of the Company's Board of Directors since January 2003. Prior to joining the Company, I served as the chief financial officer and vice president of business development of Image Navigation Ltd. (formerly known as DenX Medical Software Systems Ltd.). I hold a B.A. in chemistry with a minor in economics, as well as a M.Sc. in industrial chemistry and business administration from the Hebrew University, Jerusalem.
 3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of director of the Company, with the attention, inter alia, to the Company's special requirements and to its size.
 4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply regarding my appointment as director:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737 – 1977, and under Sections 52C, 52D, 53(a) and 54 of the Israeli Securities Law, 5728-1968 (the "**Securities Law**");
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
-

- b. I have not been convicted in the past five years of an offense not enumerated in subsection (a) which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law, did not imposed means of enforcement prohibit me serving as Director under that decision.
- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.

Signature: /s/ Ori Hadomi

Date: November 14, 2017

Annex C - Declaration of Independent Director's Qualification

I, the undersigned, Berman (Family Name), Michael (First Name), 011588076 (Personal I.D. Number)* residing at the following address: Israel (Country), Tel-Aviv (City/Town), 3/315 Antokolski St. (Address);

Hereby declare as follows –

1. In this declaration, the meanings of the terms will be as follows:
 - a. the "**Company**" - Mazor Robotics Ltd.
 - b. the "**Law**" - the Israeli Companies Law, 5799-1999.
 - c. the "**Securities Law**" – the Israeli Securities Law, 5728-1968.
 - d. "**Independent Director**" – within its meaning in the Law.
 - e. "**Affiliation**" – an employment relationship, commercial or professional ties in general or control, as well as service as an officer, other than service as Director appointed to serve as external director in a company about to offer shares to the public for the first time.
 - f. "**Other Body Corporate**" – a body corporate, in which the Company or a controlling member thereof is a controlling member at the time of the appointment or during the two years before the time of the appointment.
 - g. "**Control**" – within its meaning in the Securities Law.
 - h. "**Relative**" – spouse, brother or sister, parent, parent's parent, offspring or the offspring, brother, sister or parent of the spouse or the spouse of each of these.
 2. I am an Israeli resident and qualified to serve as Independent Director of the Company;
 3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of Independent Director of the Company, with the attention, inter alia, to the Company's special requirements and to its size.
 4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply to my appointment as a Director in the Company:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law;
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
 - b. I have not been convicted in the past five years of an offense not enumerated in subsection 4.1 which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
 - c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law, did not impose means of enforcement prohibiting me from serving as Director under that decision.
-

- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.
5. I possess the qualifications required to carry out the position of Independent Director of the Company. My qualifications, education and experience is detailed below:
- a. My current main positions are:
I have been serving as a director in the Company since February 2014 and as the Chairman of Berman Medical.
- b. My main positions in the past five years have been:
Board member of 11 healthcare companies (9 private, 2 public), including AngioSlide, CardioSonic, ClearCut, InspireMD, Rebiotix, Pharmacentra, PulmOne, Sonivie, Owllytics, TruLeaf and EndoSpan.
- c. I work at:
Name of workplace: Berman Medical.
Field of activity of this workplace: Investing in and providing professional services as a director to early stage medical companies.
My position in this workplace: Chairman.
- d. The places I have worked in the past two years:
Name of workplace:
Field of activity of this workplace:
My position in this workplace:
- e. My education:
B.Sc. Cornell University, 1979
M.B.A Cornell University, 1986
6. I am not a relative of a person controlling the Company, or at the date of my appointment or within the prior two years, I am, or my relatives, partners, employers, or anyone to whom I report directly or indirectly or entities under my control, are subject to, have or had any affiliation with the Company, with any entity or person controlling the Company or with a relative of any entity or person controlling the Company, at the time of appointment or with another entity in which the controlling shareholder at the time of the appointment or within the prior two years is the Company or the person controlling the Company; and in a company, such as the Company, where there is no person or entity controlling it or a shareholder with a control block of at least 25% of the votes in a shareholders meeting, there is also no affiliation of the person with anyone whom, on the date of appointment, is either the chairperson of the board of directors of the company, the chief executive officer, a major shareholder who holds at least 5% of the issued and outstanding shares of the company or 5% of the votes at a shareholders meeting, or the most senior executive officer in the finance department of the company.

7. I am not employed by the Israeli Securities Authority or by a Stock Exchange in Israel.

8. Without derogating from the provisions of section 6 above, myself, my relative, partner, employer or person or anyone to whom I report directly or indirectly is subject to a body corporate of which I am a controlling member of have business or professional ties with a person to whom ties are prohibited under the provisions of section 6 – except for negligible ties, and also, I did not receive consideration in violation of the provisions of section 244(b) of the Law.

Signature: /s/ Michael Berman

Date: November 6, 2017

Annex D - Declaration of Independent Director's Qualification

I, the undersigned, Socary Ben-Yochanan (Family Name), Sarit (First Name), 29347333 (Personal I.D. Number)* residing at the following address: Israel (Country), Ramat HaSaron (City/Town), 12 HaAlyia st. (Address);

Hereby declare as follows –

1. In this declaration, the meanings of the terms will be as follows:
 - a. the "**Company**" - Mazor Robotics Ltd.
 - b. the "**Law**" - the Israeli Companies Law, 5799-1999.
 - c. the "**Securities Law**" – the Israeli Securities Law, 5728-1968.
 - d. "**Independent Director**" – within its meaning in the Law.
 - e. "**Affiliation**" – an employment relationship, commercial or professional ties in general or control, as well as service as an officer, other than service as Director appointed to serve as external director in a company about to offer shares to the public for the first time.
 - f. "**Other Body Corporate**" – a body corporate, in which the Company or a controlling member thereof is a controlling member at the time of the appointment or during the two years before the time of the appointment.
 - g. "**Control**" – within its meaning in the Securities Law.
 - h. "**Relative**" – spouse, brother or sister, parent, parent's parent, offspring or the offspring, brother, sister or parent of the spouse or the spouse of each of these.
 2. I am an Israeli resident and qualified to serve as Independent Director of the Company;
 3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of Independent Director of the Company, with the attention, inter alia, to the Company's special requirements and to its size.
 4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply to my appointment as a Director in the Company:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law;
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
 - b. I have not been convicted in the past five years of an offense not enumerated in subsection 4.1 which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
 - c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law, did not impose means of enforcement prohibiting me from serving as Director under that decision.
-

- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.
5. I possess the qualifications required to carry out the position of Independent Director of the Company. My qualifications, education and experience is detailed below:
- a. My current main positions are:
- I have been serving as a director in the Company since October 2006. Since July 2017, I have been serving as General Manager for Syneron Medical Ltd. (NASDAQ: ELOS).
- My main positions in the past five years have been:
- b. Until July 2017, I served as VP of Strategy and Business Development for Syneron Medical Ltd. Before that I served until July 2013 as Chief Executive Officer of Gefen Biomed Investments Ltd., an Israeli public company. I also served as a Board member of Proteologics Ltd., an Israeli public biotech company, and board member of several private companies in the fields of technology and healthcare: Innovative Medical Equipment Ltd., Art Healthcare Ltd., Axi Cleantech Ltd., Bioxtreme Ltd., Novotyr Therapeutics Ltd., Phagolum Ltd., Pep2life Ltd., Tavor (I.T.N) Ltd.
- c. I work at:
- Name of workplace: Syneron Medical Ltd.
- Field of activity of this workplace: Development of medical devices.
- My position in this workplace: General Manager of Syneron Medical site in Israel (until July 2017 – VP of Strategy and Business Development).
- d. The places I have worked in the past five years:
- Name of workplace: Gefen Biomed Investments Ltd
- Field of activity of this workplace: Incubation and investment in healthcare companies
- My position in this workplace: Chief Executive Officer
- e. My education:
- B.A. and an M.A. in economics from Tel Aviv University

6. I am not a relative of a person controlling the Company, or at the date of my appointment or within the prior two years, I am, or my relatives, partners, employers, or anyone to whom I report directly or indirectly or entities under my control, are subject to, have or had any affiliation with the Company, with any entity or person controlling the Company or with a relative of any entity or person controlling the Company, at the time of appointment or with another entity in which the controlling shareholder at the time of the appointment or within the prior two years is the Company or the person controlling the Company; and in a company, such as the Company, where there is no person or entity controlling it or a shareholder with a control block of at least 25% of the votes in a shareholders meeting, there is also no affiliation of the person with anyone whom, on the date of appointment, is either the chairperson of the board of directors of the company, the chief executive officer, a major shareholder who holds at least 5% of the issued and outstanding shares of the company or 5% of the votes at a shareholders meeting, or the most senior executive officer in the finance department of the company.
7. I am not employed by the Israeli Securities Authority or by a Stock Exchange in Israel.
8. Without derogating from the provisions of section 6 above, myself, my relative, partner, employer or person or anyone to whom I report directly or indirectly is subject to a body corporate of which I am a controlling member or have business or professional ties with a person to whom ties are prohibited under the provisions of section 6 – except for negligible ties, and also, I did not receive consideration in violation of the provisions of section 244(b) of the Law.

Signature: /s/ Sarit Soccarv Ben-Yochanan

Date: November 2, 2017

Annex E - Declaration of External Director's Qualification

(Sections 240-241 of the Israeli Companies' Law, 5799-1999 (the "**Law**"))

I, the undersigned, Bianco (Family Name), Gil (First Name), 050893015 (Personal I.D. Number)* residing at the following address: Israel (Country), Bazra (City/Town), Haoranim 7 (Address);

Hereby declare as follows –

1. In this declaration, the meanings of the terms will be as follows:
 - a. the "**Company**" - Mazor Robotics Ltd.
 - b. the "**Law**" - as defined hereinabove.
 - c. the "**Securities Law**" – the Israeli Securities Law, 5728-1968.
 - d. "**Independent Director**" – within its meaning in the Law.
 - e. "**Affiliation**" – an employment relationship, commercial or professional ties in general or control, as well as service as an officer, other than service as Director appointed to serve as external director in a company about to offer shares to the public for the first time.
 - f. "**Other Body Corporate**" – a body corporate, in which the Company or a controlling member thereof is a controlling member at the time of the appointment or during the two years before the time of the appointment.
 - g. "**Control**" – within its meaning in the Securities Law.
 - h. "**Relative**" – spouse, brother or sister, parent, parent's parent, offspring or the offspring, brother, sister or parent of the spouse or the spouse of each of these.
 2. I am an Israeli resident and qualified to serve as External Director of the Company;
 3. I am capable of dedicating the reasonable amount of time necessary for carrying out the position of Independent Director of the Company, with the attention, inter alia, to the Company's special requirements and to its size.
 4. None of the restrictions as set forth in Sections 226 , 226A and 227 of the Law apply to my appointment as a Director in the Company:
 - a. I have not been convicted by a judgment in the past five years in a final court decision of any of the following crimes:
 - i. Offenses under Sections 290 to 297, 392, 415, 418 to 420 and 422 to 428 of the Israeli Penal Law, 5737-1977, and under Sections 52C, 52D, 53(a) and 54 of the Securities Law;
 - ii. Conviction by a court abroad for an offense of bribery, deceit, offenses of Directors in a body corporate or offenses of the use of inside information;
 - b. I have not been convicted in the past five years of an offense not enumerated in subsection 4.1 which a court of law declared that due to its nature, severity or circumstances, I am ineligible to serve as director of a public company.
-

- c. The Administrative Enforcement Committee under Section 52FF(a) of the Securities Law, did not impose means of enforcement prohibiting me from serving as Director under that decision.
- d. I am an adult according to law and I have not been declared a legally incompetent or bankrupt.
5. I possess the qualifications required to carry out the position of External Director of the Company. My qualifications, education and experience is detailed below:
- a. My current main positions are:
- I have been serving as an external director in the Company since 2007. I serve as a director of Fischer Pharmaceuticals Ltd., Intec Pharma Ltd., Clear Cut Ltd., Pi-Cardia Ltd, Gil Bianco Ltd., and Turquoise GEI Ltd.*
- b. My main positions in the past five years have been:
- In the past five years I have served as a director of Healor Ltd., Solgel Technologies Ltd., BioCancell Inc. and Optima Ltd. (this list does not include the current positions I hold, as described in section 5.1).*
- c. I work at:
- Name of workplace: Gil Bianco Ltd.
- Field of activity of this workplace: Providing professional financial services and services as a director to primarily biotechnology and medical device companies.
- My position in this workplace: Director (100 % Owner).
- d. The places I have worked in the past two years:
- Name of workplace: _____
- Field of activity of this workplace: _____
- My position in this workplace: _____
- e. My education:
- I hold a B.A. in Economics and Accounting from the Tel-Aviv University, and I am a certified public accountant.*
6. I am not a relative of a person controlling the Company, or at the date of my appointment or within the prior two years, I am, or my relatives, partners, employers, or anyone to whom I report directly or indirectly or entities under my control, are subject to, have or had any affiliation with the Company, with any entity or person controlling the Company or with a relative of any entity or person controlling the Company, at the time of appointment or with another entity in which the controlling shareholder at the time of the appointment or within the prior two years is the Company or the person controlling the Company; and in a company, such as the Company, where there is no person or entity controlling it or a shareholder with a control block of at least 25% of the votes in a shareholders meeting, there is also no affiliation of the person with anyone whom, on the date of appointment, is either the chairperson of the board of directors of the company, the chief executive officer, a major shareholder who holds at least 5% of the issued and outstanding shares of the company or 5% of the votes at a shareholders meeting, or the most senior executive officer in the finance department of the company.

7. I am not employed by the Israeli Securities Authority or by a Stock Exchange in Israel.

8. Without derogating from the provisions of section 7 above, myself, my relative, partner, employer or person or anyone to whom I report directly or indirectly is subject to a body corporate of which I am a controlling member of have business or professional ties with a person to whom ties are prohibited under the provisions of section 7 – except for negligible ties, and also, I did not receive consideration in violation of the provisions of section 244(b) of the Law.

Signature: /s/ Gil Bianco

Date: November 2, 2017



Annex F

MAZOR ROBOTICS LTD.

Compensation Policy

for Officers and Directors

According to

Amendment No. 20 to The Israeli Companies Law, 5759-1999

(the "Amendment" and the "Companies Law", respectively)

~~October-December 2016~~ **2017**

Table of Contents

1.	INTRODUCTION	F - 3
2.	THE COMPANY	F - 3
3.	MAZOR'S VISION AND MAJOR GOALS	F - 4
4.	DEFINITIONS	F - 4
5.	GENERAL	F - 5
6.	COMPENSATION POLICY OBJECTIVES	F - 6
7.	COMPENSATION POLICY	F - 7
8.	SUPERVISION, REPORTING AND AMENDMENTS	F - 16

1. **Introduction**

This Compensation Policy ("**Compensation Policy**" or "**Policy**") will define the principles and rules for determining the scope and components of compensation of Office Holders of Mazor Robotics Ltd. (the "**Company**"). The Policy will relate to existing agreements with acting Officers (taking into account the provisions of Section 5.2 below) and to agreements with new Officers which may join the Company from time to time.

The Compensation Policy was determined and adopted according to the provisions of Amendment No. 20 of the Israeli Companies Law, 5759-1999 and it will assist the Compensation Committee of the Board of Directors of the Company (the "**Compensation Committee**"), the Board of Directors of the Company and the management of the Company in creating appropriate employment conditions and incentives for the Company's Officers, in order to enable the recruitment and retention of the highest quality personnel that will enable the company to achieve its objectives, while taking into account, *inter alia*, the Company's size, financial position and risk-management.

2. **The Company**

Mazor Robotics, an Israeli Company, is a leading innovator that has pioneered surgical guidance systems and complementary products in the spine and brain surgical markets which we believe provide a safer surgical environment for patients, surgeons and operating room staff. We engage in the development, production and marketing of innovative medical devices for supporting surgical procedures in the fields of orthopedics and neurosurgery. We operate in the fields of image guided surgery and computer-assisted surgery enabling the use of surgical instruments with high precision and minimal invasiveness and aiming to simplify complex and minimally-invasive surgical procedures.

3. **Mazor's Vision and Major Goals**

Mazor believes in healing through innovation by developing and introducing revolutionary technologies and products aimed at redefining the gold standard of quality care. Mazor Robotics Guidance Systems enable surgeons to conduct spine and brain procedures in a more accurate and secure manner. Company goals:

To constantly increase the value for its shareholders.

To maintain its leadership position in the image based surgical robotic technology and market, focusing on patients benefits

To provide the health community, with cost effective solutions for performing surgical procedures, leading to better global outcomes.

To keep growing at high industry standard growth rates and to meet its business objectives.

To provide its employees a rewarding, challenging and dynamic working environments with continuous learning and improvement processes.

4. **Definitions**

"\$"	United States Dollars
"Board"	The Board of Directors of the Company.
"Board member" or "Director"	A member of the Board of Directors
"Company" or "Mazor"	Mazor Robotics Ltd.
"Companies Law"	The Israeli Companies Law 5759:1999 and any regulations promulgated under it, as amended from time to time.
"Office Holder" or "Officer"	Director, CEO, and any senior executive subordinate to the CEO all as defined in section 1 of the Companies Law.

5. **General**

5.1. Effective Date

The effective date of this Compensation Policy is the date of its approval by the general meeting of our shareholders or the date of its approval by the Board according to the provisions of article 267a(d) of the Companies Law (the "**Effective Date**").

5.2. Applicability

The Compensation Policy will apply to any compensation for Office Holders, determined after the Effective Date. For the avoidance of any doubt, The Compensation Policy will not, and in any case is not intended to, apply to or deemed to amend employment and compensation terms of Office Holders existing prior to the Effective Date. For the avoidance of doubt, the Compensation Policy shall not apply to the terms of employment of Office Holders in the Company's subsidiaries outside Israel.

5.3. Term of the Compensation Policy

This Compensation Policy will be in effect for a period of three (3) years from the Effective Date (the "**Term**"). Following the lapse of the Term, the Compensation Committee will re-evaluate the Compensation Policy and, following its re-approval or the approval of a revised Compensation Policy, it will be brought again to the approval of the Board and the shareholders in accordance with the provisions of the Companies Law.

5.4. No Entitlement to Compensation

The adoption of this Compensation Policy will not entitle any of the Company's Office Holders to receive any elements of compensation described herein. The elements of compensation to which an Office Holder will be entitled will be exclusively those that are determined specifically in relation to him or her in accordance with his or her specific agreement with the Company subject to the requirements of the Companies Law and the regulations promulgated thereunder.

5.5. Lesser Terms

In the event that the appropriate decision makers of the Company determine that a certain Officer of the Company is entitled to compensation lesser than such specified in this Policy, such lesser compensation shall not be deemed a deviation from this Policy.

6. **Compensation Policy Objectives**

The Company believes that strong and effective leadership is fundamental to its continued growth and success in the future. This requires the ability to attract, retain, reward and motivate highly-skilled Officers in a competitive labor market.

The Compensation Policy is intended to balance between the need to offer appropriate compensation and incentives to Office Holders to succeed in achieving their goals and the need to assure that the compensation structure meets the Company's interests and its overall financial and strategic targets.

In support of this goal, the Compensation Policy is designed to meet the following objectives:

Create an appropriate incentives taking into account, *inter alia*, Company's size, financial conditions, Company risk management considerations and Regulatory & Legal aspects.

Balance rewards for both short-term and long-term results to ensure sustained business performance over time.

Create a clear line-of-sight between Officers' compensation and the Company and Officers' individual performance.

Create fair and reasonable incentives, considering Company values, ethics standards and type of activity.

Create the right balance between fixed and variable pay components.

Create a balanced compensation between different Officers' grades.

7. **Compensation Policy**

7.1. Officers' Compensation Package Components

Officers' compensation packages will generally be comprised of the following elements:

- a. **Base Salary** – a fixed monetary compensation paid monthly.
- b. **Benefits and Perquisites** – programs designed to supplement cash compensation, based on local market practice for comparable positions.
- c. **Cash Bonus (Short Term Incentive)** – variable monetary bonus, designed to reward Officers based on both the Company's and individually defined results and objectives.
- d. **Equity based Compensation (Long Term Incentive)** – variable equity based compensation designed to retain Officers, align Officers' and shareholders' interests and incentivize achievement of long term goals.
- e. **Termination Payments** - retirement and termination of service arrangements including change of control provision to the senior management.

The "mix" of the elements that will be provided to each Officer will be structured to address his or her education, qualifications, experience, time spent in position, responsibility and such other key parameters. Consequently the mix may vary from period to period and from Officer to Officer.

Notwithstanding the above, the Company's target range for the compensation mix between the Base Salary, Cash Bonus and Equity based Compensation of its Officers, is set forth below:

Office Holder	Base Salary	Annual Cash Bonuses	Annual Equity based Compensation
Chairman	100%	-	Up to 300% of the annual income based on the Base Salary
CEO	100%	Up to 100% of the annual income based on the Base Salary	Up to 300% of the annual income based on the Base Salary
Officers	100%	Up to 50% of the annual income based on the Base Salary	Up to 200% of the annual income based on the Base Salary
Directors	100%	-	Up to 300% of the annual income based on the Base Salary

7.2. Base Salary

Base salary is a fixed compensation element which provides compensation to an Officer for the performance of his or her standard duties and responsibilities and reflects the Officer's role, skills, qualifications, experience and market value (the "**Base Salary**").

The Base Salary for newly hired Officers will be set based on the following considerations:

Role and business responsibilities.

Professional experience, education, expertise and qualifications.

Previous compensation paid to the Officer.

The Company's financial situation.

Internal equity: (a) Base salary and the total compensation package of comparable Company's Officers; (b) The relationship between the Officer's compensation package and the salaries of the Company's other employees and specifically the median and average salaries of the Company and the effect of such relationship on work relations in the Company.

External equity - Market value based on a comparative salary survey, taking into account relevant market practice as a benchmark for the specific role using a peer-group of companies. The peer-group companies will be selected to provide an appropriate comparative model and will be selected based on appropriate similarities taking into account factors such as market capitalization, type of industry, location of listing, level of revenues, number of employees, location of operations, relevance of such factors to the particular executive role being compared and any other factors that may be deemed appropriate by the Company. The Company will use at least three (3) peer-group companies when conducting the survey and will conduct such a survey at least once every 3 years, and upon hiring a new Officer to a new position that did not exist in the company before, if the latest survey will not be deemed reflective of the then market conditions.

When deciding on increasing an Officer's Base Salary, the following considerations, in addition to the above mentioned, may be applied: changes to the Officer's scope of responsibilities and business challenges, the need to retain the Officer, inflation since the last Base Salary update and updated market rate (based on a comparative salary survey). In addition, his or her full compensation package including any bonus and options will be discussed to provide full view.

Adjustments to base salary may be periodically reviewed, considered and approved by the Compensation Committee and the Board.

7.3. Benefits and perquisites

The following benefits and perquisites may be granted to the Officers in order, among other things, to comply with legal requirements:

Pension and savings – subject to applicable law, Officers can choose between any combinations of executive insurance, a pension fund, or any other program, permitted under applicable law.

Disability insurance – the Company will purchase disability insurance for Officers; premium will not exceed 2.5% of the monthly salary, or as may be required by applicable law.

Study fund – Officers are entitled to a study fund provision at the expense of the Company at a rate of 7.5% of the monthly salary, or as may be required by applicable law.

Convalescence pay - Officers are entitled to convalescence pay according to applicable law.

Vacation – Officers are entitled to annual vacation days pursuant to their employment agreement, up to a cap of 28 days per annum.

Sick days – Officers are entitled to paid sick days pursuant to their employment agreement, according to applicable law.

Recuperation days – according to applicable law.

The Company may offer additional benefits and perquisites to the Officers, which will be comparable to customary market practices, such as, but not limited to: Company car benefits, including tax payments incurred in connection with the car; Company cellular phone; reimbursement of business travel expenses, including a daily payment (per-diem) and other business related expenses; complementary health insurance; meals; etc.; provided however, that such additional benefits and perquisites shall be determined in accordance with the Company's policies and procedures.

Non-Israeli Officers may receive similar, comparable or customary benefits and perquisites as applicable in the jurisdiction in which they are employed.

7.4. Immaterial change in terms of employment

An Immaterial Change in the Terms of Employment of an Office Holder, other than the CEO, may be approved by the CEO, provided that the amended terms of employment are in accordance with this Compensation Policy. An “Immaterial Change in the Terms of Employment” means a change in the terms of employment of an Officer within annual total cost to the Company not exceeding an amount equal 10% of the annual compensation of such Officer.

7.5. Bonus

The Company's short term incentive scheme will be based on a variable monetary bonus, designed to reward Officers based on the Company and his/her individually defined results (the “**Bonus**”).

Before the beginning of each calendar year, following recommendation of the CEO (and with respect to the CEO, following recommendation of the Chairman of the Board), the Compensation Committee and the Board will determine the following for each Officer:

Maximum Bonus (cap): The maximum bonus is the maximum amount an Officer will be entitled to receive upon full achievement of his objectives. The maximum bonus for each Officer will be according to the table in section 7.1 hereabove. The Maximum amount will not include (i) sales Officers, whose incentives are usually commission plans which are directly related to sales and are not capped and (ii) special bonus as defined in clause 7.2 below.

Objectives: The bonus parameters may be determined based on pre-defined measurable and quantified considerations. Measurable criteria for the Bonus may include (but is not limited to) any one or more of the following criteria:

Financial parameters: Revenue; Gross Profit, Operational Profit, EBITDA;

Market share, Penetrating New Markets, Increased products utilization;

New products development;

Quality standards and customer satisfaction;

Strategic targets;

External growth engines (M&A, licensing, strategic agreements, etc.)

Other objectives as will be defined for each office Holder by his or her direct manager and will be approved by the Compensation Committee and the Board.

In addition, up to 10% of an Officer's annual cash bonus may be discretionary, based on the evaluation of his or her direct manager.

Thresholds: The Compensation Committee and the Board may, with respect to any period or Officer, determine one or more thresholds for the payment of the annual cash bonus or any components thereof, in such a manner that if the threshold is not achieved, the annual cash bonus or the particular component thereof, with respect to which the threshold was not achieved, will not be paid.

Compensation Recovery: A claw-back provision, allowing the recovery of money paid based on incorrect financial statements, which were later corrected by the Company (restatement). Claw-back limit will be applied only in respect of restatements, up to three years from the applicable Bonus payment and will not exceed the net amount received by the Officer. Notwithstanding the aforesaid, the compensation recovery will not be triggered in the event of a financial restatement required due to changes in the applicable financial reporting standards. The Officer shall repay to the Company the balance between the original Bonus and the Bonus due to the restated financial statements, pursuant to terms that shall be determined by the Board. In the event that the balance will be in favor of the Officer, such a balance will be paid to him pursuant to terms that shall be determined by the Board.

Reduction of Bonus: In extreme cases and subject to the specific provisions of the employment agreements and to applicable law, the Board may reduce Bonuses by up to 25% of their amount, at its sole discretion.

7.6. **Special bonus for outstanding achievement**

In exceptional events and as an exception, Officers may receive special bonuses based on outstanding personal achievement as shall be determined by the Board, following recommendation and approval of the Compensation Committee and the Board. Such bonus shall not exceed 6 months Base Salary. Payment of such bonuses to the CEO and the Members of the Board or payment that shall exceed aforementioned limit shall be subject to the approval of the Company's shareholders meeting.

7.7. **Equity based compensation**

The Company's long term incentive is variable equity based compensation, designed to retain Officers, align Officers and shareholders' interests and incentivize achievement of long term goals.

The Company shall be entitled to grant to Officers options to purchase shares, restricted share units (RSUs), or any other equity based compensation.

The grant of the options shall be in accordance with the Company's equity compensation policies and applicable programs in place from time to time.

General guidelines for the grant of Options:

The options shall be granted from time to time and be individually determined and awarded according to the performance, skills, qualifications, experience, role and the personal responsibilities of the Officer.

Vesting schedule - the options will vest and become exercisable

over 36-48 months and may be vested in quarterly installments.

Exercise price - the exercise price shall be the higher of the closing price of the shares on the day before the grant date and the average closing price of the Company's shares in the 30 days prior to the grant date.

Expiry date - not more than 10 years from the date of the issuance.

Conditions for ending the term in office/change in control - the Board shall be entitled to approve a mechanism for the acceleration of the vesting period, in whole or in part, in cases involving a change in control of the Company or ending of the term in office.

Any others terms of the grant will be determined by the Compensation Committee and/ or the Board, in accordance with the applicable law.

7.8. Retirement and termination of service arrangements

Advance notice

Unless approved otherwise by the Compensation Committee and the Board and defined in the Officer employment agreement, he or she shall be entitled to an advance notice prior to termination for a period as defined in the table below (the "**Notice Period**").

During the Notice Period, the Officer is required to keep performing his duties pursuant to his agreement with the Company, unless the Board has released the Officer from such obligation.

During the notice period, Officers will be entitled to full payment of compensation.

In addition to the Notice Period, senior Officers may be entitled to adjustment payments not to exceed a further period as defined in the table below:

Officer	Advanced notice period	Adjustment payment
CEO	6 months	9 months
CFO, COO	3 months	6 months
Other Officers	2 months	3 months

7.9. Inter-Company Compensation Ratio

The Compensation Committee and the Board have examined the ratio between the annual compensation of Officers and the average and median salary of the other Company employees. The Company has decided that the ratio between the compensation of the CEO and other Officers to the average and median salary of the rest of the employees in Israel will not be higher than 15 and 10 times, respectively.

The Compensation Committee and the Board consider the inter-company compensation ratio to be reasonable, fair and appropriate, taking into account the senior position of the Officers and their scope of responsibilities and believe it will not have a negative impact on work relations in the Company.

7.10. Non-Employee Directors' Compensation

The Directors of the Company, shall be entitled to remuneration and refund of expenses up to the limits provided under the provisions of the Companies Regulations (Rules on Remuneration and Expenses of External Directors), 2000, and the Companies Regulations (Relief for Public Companies Traded on a Stock Exchange Outside of Israel), 2000, as such regulations may be amended from time to time.

The Company's Chairman of the Board may be entitled to remuneration according to the criteria specified in Section 7.1-7.7

In addition, the members of the Company's Board (including Company's Chairman of the Board) may be granted equity based compensation which shall vest and become exercisable over a period of 3 years.

7.11. Insurance, Exculpation and Indemnification

All Directors and Officers will be covered by the Company's D&O liability insurance, in such scope and under such terms as shall be determined from time to time by the Board pursuant to the requirements of the Companies Law. The Insurance Policy may include "runoff" provisions, covering the Directors' and Executive Officers' liability for a period of seven (7) years after termination.

In addition, the Company, may exempt and release each director and Officer from any and all liability to the Company and indemnifies its Directors and Officers, in each case up to the maximum extent permitted by law.

The D&O insurance policy will be within the following limits: (a) the premium for each 12 months policy shall be not more than \$550,000, ~~policy period shall be not more than \$250,000~~ and (b) the maximum aggregate limit of liability pursuant to the ~~policies policy~~ shall be not more than 10% of the highest Company's market value based on the closing price of the Company ADSs, as quoted on the Nasdaq over the 365 Days ending immediately prior to compensation committee's resolution date, without an additional shareholders' approval to the extent permitted under the Companies Law, ~~\$60 million for each insurance period~~. Notwithstanding the above, the Compensation Committee shall be authorized to increase the coverage purchased, and/or the premium paid for such policies, in the middle of the insurance term, by up to 20% when necessary to match the limit of liability to the growth in the Company's market value in the same proportion (10%) as stipulated above in any year, as compared to the previous year, or cumulatively for a number of years provided that the coverage purchased shall not be less than 10% of the Company's market value based on the volume weighted average of the closing price of the Company ADSs, as quoted on the Nasdaq over the 30 Trading Days ending immediately prior to compensation committee's resolution date, without an additional shareholders' approval to the extent permitted under the Companies Law.

8. Supervision, Reporting and Amendments

- 8.1. The Board is responsible for the management and implementation of the Policy in the Company, and it shall be entitled to take all action necessary to achieve such purpose, including interpreting the provisions of the Policy, as may be required.
- 8.2. Subject to the provisions of the Companies Law, any deviation from the Policy shall be brought to discussion in the Compensation Committee and shall be approved by the Board of the Company.
- 8.3. Every year, before the approval of the Company's annual financial reports, the Compensation Committee will review the Policy and its compatibility to the status of the Company and the manner in which the Policy is implemented by Company.

- 8.4. The CFO and the VP HR will be responsible for the implementation of the Policy and shall alert the Compensation Committee and the Board upon any deviation and/or non-compliance in the implementation of the Policy.
- 8.5. During the term of the Policy (as defined in Section 5 above) an internal audit shall be performed at least once, with respect to the manner of its implementation.

Deed of Vote in Accordance with the Companies Regulations (Voting in Writing and Position Notices), 5766-2005 (the "Regulations")

1. **Company name:** Mazor Robotics Ltd.
 2. **Type, date and location of the general shareholders' meeting:** An Annual General Meeting (the "**Meeting**") of Shareholders of Mazor Robotics Ltd. (the "**Company**"), to be held at LLW&Co., Law Offices, at 5 Azrieli Center, Square Tower, 35th floor, Tel-Aviv, Israel, on Wednesday, December 27, 2017, at 4:00 p.m. Israel time.
 3. **The proposals on the agenda for which votes may be delivered by Deed of Vote (the "Proposals"):**
 - 3.1. To approve the re-appointment of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the independent public accountants of the Company for the year ending December 31, 2017, and until the next annual general meeting of the Company's shareholders;
 - 3.2. To approve the re-appointment of Mr. Jonathan Adereth as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed;
 - 3.3. To approve the re-appointment of Mr. Ori Hadomi ("**Hadomi**") as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed;
 - 3.4. To approve the re-appointment of Mr. Michael Berman as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed;
 - 3.5. To approve the re-appointment of Ms. Sarit Soccary Ben-Yochanan as director of the Company until the next Annual General Meeting of the Company's shareholders or until her successor has been duly appointed;
 - 3.6. To approve the re-appointment of Mr. Gil Bianco as an external director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed;
-

- 3.7. To approve an update to Hadomi's employment agreement as the Company's Chief Executive Officer ("CEO"), in such matter that as of January 1, 2018, the CEO's monthly fixed salary will be increased to NIS 90,000.
- 3.8. To approve a grant of options to purchase up to 50,000 of the Company's ordinary shares to the Company's CEO.
- 3.9. To approve an amended Compensation Policy for Directors and Officers.

Each of the hereinabove Proposals shall be voted separately.

4. **Location and times where the full text of the proposed resolutions may be viewed:** The full text of the proposed resolutions may be viewed at the Company's registered office, Sunday to Thursday from 9:00 a.m. to 5:00 p.m., Israel time, following advance coordination with Mr. Ran Grinshtein, Sr. Director of Finance, at telephone no. 972-4-6187131, until the convention date of the Meeting, and also in the immediate report published regarding the convention of the aforementioned Meeting, as it appears on the website of the Israel Securities Authority at www.magna.isa.gov.il.
5. **Details, to the Company's best knowledge, regarding candidates for appointment to the Company's Board of Directors:** Messrs. Jonathan Adereth, Ori Hadomi, Michael Berman and Gil Bianco and Ms. Sarit Socrary Ben-Yochanan are currently serving as directors of the Company. For details, to the Company's best knowledge, about Messrs. Jonathan Adereth, Ori Hadomi, Michael Berman, Gil Bianco and Ms. Sarit Socrary Ben-Yochanan, see Notice of the Meeting, published by the Company on November 21, 2017.
6. **Majority required to pass the resolutions on the agenda, for which voting may be submitted by a Deed of Vote:**
 - 6.1. **Each of Proposals 3.1 to 3.5** Pursuant to the Israeli Companies Law, 5799-1999 (the "**Israeli Companies Law**") requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares of the Company amounting in the aggregate to at least a majority of the votes actually cast by shareholders with respect to such proposals (hereinafter an "**Simple Majority**").

- 6.2. **Each of Proposals 3.6 to 3.9** Pursuant to the Israeli Companies Law requires the affirmative vote of a simple majority of shares present at the Meeting, in person or by proxy, and voting thereon, as long as either:

The above majority must include a majority of the total votes of shareholders who are not controlling shareholders in the Company or shareholders who do not have a "**Personal Interest**" (as such term is defined hereunder)¹ in the approval of the proposal who participate in the vote (abstentions will not be taken into account); or the total number of votes of the shareholders referred to above that are voted against the proposed resolution does not exceed two percent (2%) of the Company's total voting rights. "**Personal Interest**" is defined as: a shareholder's personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of his or her relative (which includes for these purposes any members of his/her (or his/her spouse's) immediate family or the spouses of any such members of his or her (or his/her spouse's) immediate family); and (ii) a personal interest of a body corporate in which a shareholder or any of his/her aforementioned relatives serves as a director or the chief executive officer, owns at least five percent (5%) of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer and exclusive of a personal interest that stems from the fact of holding shares in the Company, including the personal interest of a person who votes by virtue of a power of attorney given him by another person, even if the other person does not have a personal interest, and the vote of a person who was given a power of attorney by a person who has a personal interest shall also be deemed the vote of a person with a personal interest, irrespective of whether the person who votes has or does not have direction.

Shareholders are requested to notify us whether or not they have a "Personal Interest" in connection with Proposals 3.6 to 3.9 described hereinafter (please see the definition of the term "Personal Interest" hereinabove). If any shareholder casting a vote in connection thereto does not notify us as to whether or not they have a Personal Interest with respect to Proposals 3.6 to 3.9, their vote will be disqualified.

7. **Validity of Deed of Vote:** A Deed of Vote will be valid only if the following documents have been attached to it, and if it has been delivered to the Company (including by means of registered mail) no less than four (4) hours before the date of the Meeting (the "**System Lock Time**");

- 7.1. If the shareholder is unregistered: attachment of unregistered shareholder's authorization of ownership.

7.2. If the shareholder is registered in the Company's books: attachment of a photocopy of an ID card, passport or certificate of incorporation.

An unregistered shareholder may vote through the electronic voting system. Voting through the electronic voting system will be allowed until six (6) hours before the Meeting. A Deed of Vote which has not been delivered in accordance with the instructions specified in this Section until the System Lock Time will be invalid. For this purpose, the "Delivery Time" will be the time on which the Deed of Vote and attached documents are delivered to the Company's offices.

8. **Address for delivery of Deed of Votes and Position Notices:** The Company's registered office at Shacham 5, Caesarea 3088900, Israel.
9. **Deadlines for delivery of Deed of Votes and Position Notices:** The deadline for delivery of shareholders' Position Notices to the Company is December 17, 2017. The deadline for delivery of the Deeds of Vote is four (4) hours before the date of the Meeting; in other words, December 27, 2017, at noon. The deadline for delivery of a Position Notice by the Company regarding the response of the Company's Board of Directors to the Position Notices submitted by the shareholders is December 21, 2017.
10. **Shareholder Proposals:** Any shareholder of the Company who intends to present a proposal at the Meeting, must satisfy the requirements of the Israeli Companies Law and the regulations promulgated thereunder. Under Section 66(b) of the Israeli Companies Law, only shareholders who severally or jointly hold at least 1% of the Company's outstanding voting rights, are entitled to request that the Company's Board of Directors include a proposal at a future shareholder meeting, provided that such proposal is appropriate for consideration by shareholders at such meeting, by submitting such proposal within seven days of publication of a company's notice with respect to its general meeting of shareholders.

Accordingly, any such shareholders may request to include a proposal on the agenda of the Meeting by submitting their proposals in writing to Mr. Ran Grinshtein, Sr. Director of Finance, at the following address: Shacham 5, Caesarea 3088900, Israel.

For a shareholder proposal to be considered for inclusion at the Meeting, the written proposal, together with the accompanying documentation and information required to be submitted under Israeli law, must be received by Mr. Ran Grinshtein no later than November 28, 2017.

If our Board of Directors determines that a shareholder proposal is duly and timely received and is appropriate under applicable Israeli law for inclusion on the agenda on the Meeting, we will publish a revised agenda for the Meeting no later than December 5, 2017, by way of issuing a press release or submitting a Report on Form 6-K under the U.S. Securities and Exchange Commission Regulations.

11. **Web addresses of the distribution site and stock exchange site:** where Deeds of Votes and Position Notices may be found: www.magna.isa.gov.il and www.maya.tase.co.il, respectively.
12. **Receiving authorizations of ownership:** Shareholders are entitled to receive authorizations of ownership at the branch of the stock exchange member, or by mail (requiring payment of shipping fees only), at their request. Requests made regarding this matter will be made in advance for a particular securities account.
13. **Receiving Deed of Votes and Position Notices:** Unregistered shareholders are entitled to receive by e-mail (to the address held by the stock exchange member), at no charge, a link to the text of the Deed of Vote and Position Notices on the distribution site, by the stock exchange member through which they holds its shares, unless they have notified the stock exchange member that they are not interested in receiving the aforementioned link, or that they are interested in receiving a Deed of Vote by regular mail for a fee. The aforementioned regarding Deed of Vote will also apply regarding receipt of Position Notices.
14. **Viewing Deeds of Vote:** One or more shareholders who hold, on the Record Date, shares at a rate equal to five percent (5%) or more of all voting rights in the Company, and those holding the same rate out of the total voting rights not held by the Company's controlling shareholder, as defined in Section 268 of the Israeli Companies Law, will be entitled, whether on their own or by means of a proxy acting on their behalf, after convention of the Meeting, to view the Deeds of Vote at the Company's office (whose address is specified in Section 7 above), during conventional working hours, as specified in Regulation 10(A) of the Regulations.

The number of shares which constitute 5% of the total voting rights in the Company is 2,582,777 ordinary shares of NIS 0.01 par value each of the Company.

15. In accordance with and subject to the provisions of the Israeli Companies Law and the Regulations, the Company may, after the date of publication of this written proxy, make changes to the agenda topics (including adding a topic), and Position Notices regarding the resolutions on the agenda may be published. As such changes are made and/or Position Notices published, it will be possible to review them in the Company's reports on the distribution site.

Revised Proxy as needed due to changes in resolutions on the agenda, will be published by the Company on the distribution site concurrently with the publication of changes in such decisions, no later than the dates specified in Section 5b in the Companies Regulations (Notice of a General Meeting and a Class Meeting in a Public Company), 5760-2000.

Deed of Vote – Part B

Company name: Mazor Robotics Ltd., public company no. 51-300904-3

Company address (for submission and delivery of Deeds of Vote): Shacham 5, Caesarea 3088900, Israel.

Meeting date: Wednesday, December 27, 2017, at: 4:00 p.m. (Israel Time).

Meeting type: Annual General Meeting (the "Meeting").

Determining date for ownership of shares with regards to voting rights in the Meeting: Monday, November 27, 2017.

Shareholder Details

Shareholder Name: _____

ID no.: _____

For shareholders who are not in possession of an Israeli ID card:

Passport no.: _____

Country of Issue: _____

Valid Until: _____

For shareholders that are corporations:

Corporation no. : _____

Country of Incorporation: _____

Manner of Voting:

	Agenda Topic	Manner of Voting		
		For	Abstain	Against
1.	Re-appointment of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the independent public accountants of the Company for the year ending December 31, 2017, and until the next annual general meeting of the Company's shareholders			
2.	Re-appointment of Mr. Jonathan Adereth as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed			
3.	Re-appointment of Mr. Ori Hadomi as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed			

	Agenda Topic	Manner of Voting				
		For	Abstain	Against		
4.	Re-appointment of Mr. Michael Berman as director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed					
5.	Re-appointment of Ms. Sarit Socrary Ben-Yochanan as director of the Company until the next Annual General Meeting of the Company's shareholders or until her successor has been duly appointed					
	Agenda Topic	Manner of Voting			Are you a controlling shareholder or do you have a personal interest in this resolution*	
		For	Abstain	Against	Yes*	No
6.	Re-appointment of Mr. Gil Bianco as an external director of the Company until the next Annual General Meeting of the Company's shareholders or until his successor has been duly appointed					

	Agenda Topic	Manner of Voting			Are you a controlling shareholder or do you have a personal interest in this resolution*	
		For	Abstain	Against	Yes*	No
7.	Updating Mr. Ori Hadomi's employment agreement as the Company's CEO, in such matter that as of January 1, 2018, Mr. Ori Hadomi's monthly fixed salary will be increased to NIS 90,000					
8.	Grant of options to purchase up to 50,000 of the Company's ordinary shares to Mr. Ori Hadomi, as the Company's CEO					
9.	Approval of an amended Compensation Policy for Directors and Officers					

Mark X or V clearly in the appropriate column, in accordance with your voting decision. Non-marking will be considered as an abstention from voting on that topic.

Details:

Following are the details concerning my personal interest in matters on the agenda:

 Date

 Signature

For shareholders holding shares through a stock exchange member (in accordance with Section 177(1) of the Israeli Companies Law, 5799-1999), this Deed of Vote is only valid when accompanied by an authorization of ownership.

For shareholders registered in the Company's shareholder registry – this Deed of Vote will only be valid when accompanied by a photocopy of an ID / passport / certificate of incorporation.

*The vote of a shareholder, who will not fill in this column or indicate "Yes" without details, will not be taken into account.

Mazor Robotics Ltd.

Instructions to The Bank of New York Mellon, as Depositary
(Must be received prior to 12:00 p.m. EST on December 22, 2017)

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 **Mazor Robotics Ltd.** registered in the name of the undersigned on the books of the Depositary as of the close of business on **November 27, 2017** at the **Annual and Extraordinary General Meeting** of the Shareholders of **Mazor Robotics Ltd.** to be held on **December 27, 2017** or any postponement or adjournment thereof in respect of the resolutions specified on the reverse.

NOTES:

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. It is understood that, if this form is not signed and returned, the Depositary will deem such holder to have instructed the Depositary to give a discretionary proxy to a person designated by the Company.

Voting material available online. See address below.

<https://www.mazorrobotics.com/index.php/investors-relations/shareholder-meetings>

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

PROXY TABULATOR FOR
Mazor Robotics Ltd.
P.O. Box 8016
CARY, NC 27512-9903

**Annual and Extraordinary General Meeting of the
Shareholders of Mazor Robotics Ltd.
to be held on December 27, 2017
For Holders as of November 27, 2017**

**Annual and Extraordinary General Meeting of the
Shareholders of Mazor Robotics Ltd.**

Date: December 27, 2017
See Voting Instruction On Reverse Side.



Please make your marks like this: X Use pen only

- | | For | Against | Abstain |
|---|---------------------------------|--------------------------------|--------------------------|
| 1. To consider and act upon a proposal to approve the re-appointment of Somekh Chaikin, Certified Public Accountants (Israel), a member of KPMG International, as the independent public accountants of the Company for the year ending December 31, 2017, and until the next annual general meeting of the shareholders of the Company, and to receive information regarding their remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To consider and act upon a proposal to re-appoint Mr. Jonathan Adereth, to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To consider and act upon a proposal to re-appoint Mr. Ori Hadomi ("Hadomi"), to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To consider and act upon a proposal to re-appoint Mr. Michael Berman, to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To consider and act upon a proposal to re-appoint Ms. Sarit Soccary Ben-Yochanan, to hold office as director for an additional term, commencing on the date of the Meeting until the next Annual General Meeting of Shareholders or until her successor has been duly appointed. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To consider and act upon a proposal to re-appoint Mr. Gil Bianco as an external director of the Company until the next Annual General Meeting of Shareholders or until his successor has been duly appointed. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6A. Are you a controlling shareholder or do you have a personal interest in this resolution* | Yes
<input type="checkbox"/> | No
<input type="checkbox"/> | |
| 7. To consider and act upon a proposal to approve an update of the employment agreement of Hadomi as the Company's Chief Executive Officer ("CEO"), so that as of January 1, 2018, the CEO monthly fixed salary will be increased to NIS 90,000. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7A. Are you a controlling shareholder or do you have a personal interest in this resolution* | Yes
<input type="checkbox"/> | No
<input type="checkbox"/> | |
| 8. To consider and act upon a proposal to approve a grant of options to purchase up to 50,000 of the Company's ordinary shares to the Company's CEO. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8A. Are you a controlling shareholder or do you have a personal interest in this resolution* | Yes
<input type="checkbox"/> | No
<input type="checkbox"/> | |
| 9. To consider and act upon a proposal to approve an amended compensation policy for Directors and Officers. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9A. Are you a controlling shareholder or do you have a personal interest in this resolution* | Yes
<input type="checkbox"/> | No
<input type="checkbox"/> | |

↑ Please separate carefully at the perforation and return just this portion in the envelope provided. ↑

- 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, New York Time December 22, 2017.

**PROXY TABULATOR FOR
MAZOR ROBOTICS LTD.
P.O. BOX 8016
CARY, NC 27512-9903**

*The vote of a shareholder, who will not fill in this column or indicate "Yes" without details, will not be taken into account.

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

Please Sign Here

Please Sign Here

Please Date Above

Please Date Above