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

SCHEDULE 14A

Proxy Statement Pursuant To Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commissions Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

MICROBOT MEDICAL INC.

(Name of Registrant as Specified in its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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175 DERBY ST #27
HINGHAM, MA 02043

Your **Vote** Counts!

MICROBOT MEDICAL INC.

2025 Annual Meeting
Vote by June 9, 2025
11:59 p.m. Eastern Time



V74738-Z90194

You invested in MICROBOT MEDICAL INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 10, 2025.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K/Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 27, 2025. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

June 10, 2025
10:00 AM, ET

The offices of the Company's office located at 175 Derby St #27 Hingham, MA 02043

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|---|---|
| 1. The election of three Class I directors to the Board of Directors of the Company to serve until the 2028 Annual Meeting of Shareholders; Nominees: 01) Harel Gadot 02) Martin Madden 03) Tal Wenderow |  For |
| 2. The approval of a non-binding advisory resolution supporting the compensation of the Company's named executive officers; |  For |
| 3. The approval of a non-binding advisory resolution regarding the frequency of future non-binding advisory votes related to future named executive officer compensation; |  Year |
| 4. The issuance of Series I preferred investment options and placement agent options issued in connection therewith, and shares of common stock underlying such options, issued in connection with an offering and sale of securities of the Company that was consummated on February 11, 2025, for purposes of complying with Nasdaq listing rule 5635(d) and satisfying the Company's contractual obligations to the holders of such options; |  For |
| 5. The approval of an amendment to the Company's Certificate of Incorporation, as amended and/or restated from time to time, to increase the total number of shares of common stock authorized for issuance; |  For |
| 6. The approval of an amendment to the Microbot Medical Inc. 2020 Omnibus Performance Award Plan, to increase the number of authorized shares of common stock reserved for issuance by 2,591,019 shares; |  For |
| 7. The ratification of Brightman Almagor Zohar & Co., a Member of Deloitte Touche Tohmatsu Limited, or its U.S. affiliate, as the Company's independent registered public accounting firm for the year ending December 31, 2025; and |  For |
| 8. To transact such other and further business as may properly come before the meeting or any adjournment thereof. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".