

COMPUGEN LTD.

PFIC ANNUAL INFORMATION STATEMENT

1. This Information Statement is for the taxable year of Compugen Ltd. (the “**Company**”) beginning on January 1, 2019 and ending on December 31, 2019 (the “**Taxable Year**”).

2. For the Taxable Year, the Company was a passive foreign investment company (“**PFIC**”).

3. The below amounts represent income per share. If the shares were not owned for the entire tax year, multiply the number of shares you owned by the amounts below, divide the result by the total number of days in the tax year, and multiply by the number of days during the tax year that you held such shares.

Ordinary Earnings: None

Net Capital Gain: None

4. The amount of cash and fair market value of other property distributed or deemed distributed by the Company per share during the Taxable Year was -

Cash: None

Fair Market Value of Property: None

5. The Company will permit you to inspect and copy the Company’s permanent books of account, records, and such other Company documents as are necessary to establish that the Company’s ordinary earnings and net capital gain are computed in accordance with U.S. income tax principles.

Date: May 31, 2020

COMPUGEN LTD.

By: /s/ “Ari Krashin” _____

Title: Chief Financial and Operating Officer

THIS INFORMATION IS PROVIDED IN ORDER TO ASSIST SHAREHOLDERS IN MAKING CALCULATIONS AND DOES NOT CONSTITUTE TAX ADVICE. SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE OVERALL TAX CONSEQUENCES OF THE OWNERSHIP OF ORDINARY SHARES ARISING IN THEIR OWN PARTICULAR SITUATIONS UNDER UNITED STATES FEDERAL, STATE, LOCAL OR FOREIGN LAW.

THE COMPANY DOES NOT UNDERTAKE TO PROVIDE PFIC ANNUAL INFORMATION STATEMENT IN FUTURE YEARS.