



**ICECURE MEDICAL LTD.**

**An Aggregate of \$10,000,000 in Non-Transferable Subscription Rights to purchase up to**

**10,000,000 Units, at a Subscription Price of \$1.00 per Unit, consisting of an aggregate of up to  
10,000,000 Ordinary Shares and Warrants to purchase up to 10,000,000 Ordinary Shares**

**10,000,000 Units, at a Subscription Price of \$0.9999 per Unit, consisting of an aggregate of up to  
10,000,000 Pre-Funded Warrants to purchase up to 10,000,000 Ordinary Shares and Warrants to  
purchase up to 10,000,000 Ordinary Shares**

This prospectus supplement (this “Supplement”) supplements, updates and amends the information contained in the prospectus dated July 9, 2025 (the “Prospectus”) relating to the distribution to holders of ordinary shares, no par value per share (the “Ordinary Shares”) of IceCure Medical Ltd. (the “Company”), at no charge, non-transferable subscription rights to purchase up to an aggregate of \$10,000,000 in non-transferable subscription rights to purchase up to 10,000,000 units, each consisting of (i) one Ordinary Share and a warrant (the “Warrants”) to purchase one Ordinary Share or (ii) one pre-funded warrant to purchase one Ordinary Share and a Warrant to purchase one Ordinary Share. This Supplement updates and supplements the Prospectus.

This Supplement is being filed to update and supplement the information previously included in the Prospectus with the information contained in the Company’s Report of Foreign Private Issuer filed with the Securities and Exchange Commission on July 16, 2025 (the “Form 6-K”). Accordingly, we have attached the Form 6-K to this Supplement. You should read this Supplement in conjunction with the Prospectus. This Supplement is not complete without, and may not be delivered or used except in conjunction with, the Prospectus, including any amendments or supplements thereto. This Supplement is qualified by reference to the Prospectus, except to the extent that the information provided by this Supplement supersedes information contained in the Prospectus. Capitalized terms used in this Supplement have the meanings given to them in the Prospectus.

Our Ordinary Shares are listed on the Nasdaq Capital Market (“Nasdaq”) under the symbol “ICCM”. On July 15, 2025, the closing price of our Ordinary Shares as reported on Nasdaq was \$1.01 per share.

We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, and a “foreign private issuer”, as defined in Rule 405 under the U.S. Securities Act of 1933, as amended, or the Securities Act, and are eligible for reduced public company reporting requirements. **INVESTING IN OUR SECURITIES INVOLVES RISKS. YOU SHOULD CAREFULLY CONSIDER THE RISK FACTORS SET FORTH UNDER THE SECTION ENTITLED “RISK FACTORS” ON PAGE 10 OF THE PROSPECTUS, BEFORE MAKING ANY DECISION WHETHER TO INVEST IN OUR SECURITIES.**

Neither the U.S. Securities and Exchange Commission nor any state or other foreign securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Supplement or the accompanying Prospectus. Any representation to the contrary is a criminal offense.

**The date of this prospectus supplement is July 16, 2025.**

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

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Form 6-K

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Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
under the Securities Exchange Act of 1934

For the Month of July 2025 (Report No. 3)

Commission File Number: 001-40753

**ICECURE MEDICAL LTD.**

(Translation of registrant's name into English)

**7 Ha'Eshel St., PO Box 3163**

**Caesarea, 3079504 Israel**

(Address of principal executive offices)

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

Form 20-F ☒

Form 40-F ☐

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## **CONTENTS**

Attached hereto and incorporated herein is IceCure Medical Ltd.'s (the "Registrant") Notice of Meeting, Proxy Statement and Proxy Card for the Annual and Special General Meeting of Shareholders to be held on Wednesday, August 20, 2025 (the "Meeting").

Only shareholders of record who hold ordinary shares, no par value, of the Registrant at the close of business on Wednesday, July 23, 2025, will be entitled to notice of and to vote at the Meeting and any postponements or adjournments thereof.

Copies of the Notice of Meeting, Proxy Statement and Proxy Card for the Meeting are furnished herewith as Exhibits 99.1, 99.2 and 99.3, respectively.

This Report of Foreign Private Issuer on Form 6-K (the "Report") is incorporated by reference into the Registrant's Registration Statements on Form F-3 (File Nos. [333-267272](#) and [333-258660](#)) and Form S-8 (File Nos. [333-270982](#), [333-264578](#), [333-262620](#) and [333-281587](#)), filed with the Securities and Exchange Commission, to be a part thereof from the date on which this Report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibits No.	
99.1	Notice of Meeting for the Annual and Special General Meeting of Shareholders to be held on August 20, 2025.
99.2	Proxy Statement for the Annual and Special General Meeting of Shareholders to be held on August 20, 2025.
99.3	Proxy Card for the Annual and Special General Meeting of Shareholders to be held on August 20, 2025.

**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.

<b>IceCure Medical Ltd.</b>	
Date: July 16, 2025	By: /s/ Eyal Shamir
	Name: Eyal Shamir
	Title: Chief Executive Officer



**Dear IceCure Medical Ltd. Shareholder:**

We cordially invite you to attend the Annual and Special General Meeting of Shareholders (the “**Meeting**”) of IceCure Medical Ltd. (the “**Company**”), to be held on Wednesday, August 20, 2025 at 18:30 Israel time, or at any adjournment or postponement thereof, by means of remote communication at the following link:

**Join the meeting now**

[https://eu-central-1.protection.sophos.com?d=microsoft.com&u=aHR0cHM6Ly90ZWZtcy5taWNyb3NvZnQuY29tL2wvbWVldHVwLWpvaW4vMTklM2FtZWV0aW5nX00yVmxNR014WldVdFpXSTFZeTAwTTJRNUxXRTNNekl0WXpoak1XWXdPV0pqT1dOayU0MHRocmVhZC52Mi8wP2NvbnRleHQ9JTdiJTlyVGlkJTlyJTNhJTlyNDg4N2Q4NzktOTUwZi00MjdLWJlYzAtZDZhMTljN2M3Y2FiJTlyJTJjJTlyT2lkJTlyJTNhJTlyNmExMzcxOGUtZjM3OS00MDk5LTkxZDYtYTFiZDc4ZjdmMTYwJTlyJTdk&p=m&i=NjNkM2JiYjY5OTFhNjAyMDY4MTU4NzIy&t=ejVYVnFSclnBOGxLV0ZxZWNPVTlwVjNBR25ZSmVJaDY1T1dYSHJRcGc3RT0=&h=be6c0df8725c47468e9c933667148a0f&s=AVNPUEhUT0NFTkNSWVBUSVbM0sMdPSs2-thvyHQXWchIrgnXh2zWKqqz5\\_VBG1dwWg](https://eu-central-1.protection.sophos.com?d=microsoft.com&u=aHR0cHM6Ly90ZWZtcy5taWNyb3NvZnQuY29tL2wvbWVldHVwLWpvaW4vMTklM2FtZWV0aW5nX00yVmxNR014WldVdFpXSTFZeTAwTTJRNUxXRTNNekl0WXpoak1XWXdPV0pqT1dOayU0MHRocmVhZC52Mi8wP2NvbnRleHQ9JTdiJTlyVGlkJTlyJTNhJTlyNDg4N2Q4NzktOTUwZi00MjdLWJlYzAtZDZhMTljN2M3Y2FiJTlyJTJjJTlyT2lkJTlyJTNhJTlyNmExMzcxOGUtZjM3OS00MDk5LTkxZDYtYTFiZDc4ZjdmMTYwJTlyJTdk&p=m&i=NjNkM2JiYjY5OTFhNjAyMDY4MTU4NzIy&t=ejVYVnFSclnBOGxLV0ZxZWNPVTlwVjNBR25ZSmVJaDY1T1dYSHJRcGc3RT0=&h=be6c0df8725c47468e9c933667148a0f&s=AVNPUEhUT0NFTkNSWVBUSVbM0sMdPSs2-thvyHQXWchIrgnXh2zWKqqz5_VBG1dwWg)

At the Meeting, shareholders will be asked to consider and vote on the matters listed in the enclosed Notice of Annual and Special General Meeting of Shareholders (the “**Notice**”). Our board of directors recommends that you vote **FOR** each of the Proposals listed in the Notice.

Only shareholders of record at the close of business on Wednesday, July 23, 2025, are entitled to notice of and to vote at the Meeting, either in person or by appointing a proxy to vote in their stead at the Meeting, as detailed in the Notice.

We look forward to greeting as many of you as can attend the Meeting.

Sincerely,

/s/ Ron Mayron

Ron Mayron

*Chairman of the Board of Directors*

July 16, 2025



**ICECURE MEDICAL LTD.  
NOTICE OF ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS**

Notice is hereby given that an Annual and Special General Meeting of Shareholders (the “**Meeting**”) of IceCure Medical Ltd. (the “**Company**”) will be held on Wednesday, August 20, 2025 at 18:30 Israel time, or at any adjournment or postponement thereof, by means of remote communication at the following link:

**Join the meeting now**

[https://eu-central-1.protection.sophos.com?d=microsoft.com&u=aHR0cHM6Ly90ZWFTcy5taWNyb3NvZnQuY29tL2wvbWVldHVwLWpvaW4vMTklM2FtZWV0aW5nX00yVmxNR014WldVdFpXSTFZeTAwTTJRNUxXRTNNekl0WXpoak1XWXdpV0pqT1dOayU0MHRocmVhZC52Mi8wP2NvbnRleHQ9JTdiJTlyVGlkJTlyJTNhJTlyNDg4N2Q4NzktOTUwZi00MjdlLWJlYzAtZDZhMTljN2M3Y2FiJTlyJTJjJTlyT2lkJTlyJTNhJTlyNmExMzcxOGUtZjM3OS00MDk5LTkxZDYtYTFiZDc4ZjdmMTYwJTlyJTdk&p=m&i=NjNkM2JiYjY5OTFhNjAyMDY4MTU4NzIy&t=ejVYVnFScnlBOGxLV0ZxZWVpVTlwVjNBR25ZSmVJaDY1T1dYSHJRcGc3RT0=&h=be6c0df8725c47468e9c933667148a0f&s=AVNPUEhUT0NFTkNSWVBUSVbM0sMdPSs2-thvyHQXWchIrgnXh2zWKqqz5\\_VBG1dwWg](https://eu-central-1.protection.sophos.com?d=microsoft.com&u=aHR0cHM6Ly90ZWFTcy5taWNyb3NvZnQuY29tL2wvbWVldHVwLWpvaW4vMTklM2FtZWV0aW5nX00yVmxNR014WldVdFpXSTFZeTAwTTJRNUxXRTNNekl0WXpoak1XWXdpV0pqT1dOayU0MHRocmVhZC52Mi8wP2NvbnRleHQ9JTdiJTlyVGlkJTlyJTNhJTlyNDg4N2Q4NzktOTUwZi00MjdlLWJlYzAtZDZhMTljN2M3Y2FiJTlyJTJjJTlyT2lkJTlyJTNhJTlyNmExMzcxOGUtZjM3OS00MDk5LTkxZDYtYTFiZDc4ZjdmMTYwJTlyJTdk&p=m&i=NjNkM2JiYjY5OTFhNjAyMDY4MTU4NzIy&t=ejVYVnFScnlBOGxLV0ZxZWVpVTlwVjNBR25ZSmVJaDY1T1dYSHJRcGc3RT0=&h=be6c0df8725c47468e9c933667148a0f&s=AVNPUEhUT0NFTkNSWVBUSVbM0sMdPSs2-thvyHQXWchIrgnXh2zWKqqz5_VBG1dwWg)

The following matters are on the agenda for the Meeting

1. To re-appoint Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, as the independent auditor of the Company, and to authorize the board of directors of the Company (the “**Board of Directors**”) to determine its remuneration, until the Company’s next annual general meeting of the shareholders.
2. To re-appoint each of Mr. Ron Mayron, Mr. Eyal Shamir, Mr. Li Haixiang, Mr. Yang Huang and Mr. Vincent Chan as directors on the Board of Directors until the Company’s next annual general meeting of shareholders.
3. To re-appoint Ms. Sharon Levita to serve as an external director on the Board of Directors for an additional three-year term.
4. Discussion on the Company’s audited financial statements and annual report for the year ended December 31, 2024.

**Board Recommendation**

The Board of Directors unanimously recommends that you vote “**FOR**” each of the above proposed resolutions, which are described in the attached proxy statement (the “**Proxy Statement**”), excluding item No. 5, which is presented for discussion only and not subject to a vote.

**Record Date**

Shareholders of record at the close of business on Wednesday, July 23, 2025 (the “**Record Date**”), are entitled to notice of and to vote at the Meeting, either in person or by appointing a proxy to vote in their stead at the Meeting, as detailed below.

**How You Can Vote**

A form of proxy for use at the Meeting is attached to the Proxy Statement and a voting instruction form, together with a return envelope, will be sent to holders of ordinary shares, no par value, of the Company (the “**Ordinary Shares**”). By appointing “proxies,” shareholders may vote at the Meeting regardless of whether they attend.



Subject to applicable law and the rules of the Nasdaq Stock Market, in the absence of instructions, the Ordinary Shares represented by properly executed and received proxies will be voted “FOR” each of the proposed resolutions to be presented at the Meeting for which the Board of Directors recommends a vote “FOR”.

Shareholders may revoke their proxies or voting instruction form (as applicable) in accordance with Section 9 of the Israeli Companies Law, 5759-1999 (“**Companies Law**”) regulations (proxy and positions statements).

Shareholders registered directly with the transfer agent

If your shares are registered directly in your name with our transfer agent, VStock Transfer, LLC, you are considered, with respect to those shares, to be the shareholder of record. In such case, these proxy materials are being sent directly to you. As the shareholder of record, you have the right to use the proxy card included with this Proxy Statement to grant your voting proxy directly to Ronen Tsimmerman, Chief Financial & Operations Officer of the Company, and/or Eyal Shamir, Chief Executive Officer of the Company, or to vote in person at the Meeting.

Shareholders of beneficial owner

If your shares are held through a bank, broker or other nominee, they are considered to be held in “street name” and you are the beneficial owner with respect to those shares. A beneficial owner as of the Record Date has the right to direct the bank, broker or nominee how to vote shares held by such beneficial owner at the Meeting and must also provide the Company with a copy of their identity card, passport or certification of incorporation, as the case may be. If your shares are held in “street name” as of the Record Date, these proxy materials are being forwarded to you by your bank, broker or nominee who is considered, with respect to those shares, as the shareholder of record, together with a voting instruction card for you to use in directing the bank, broker or nominee how to vote your shares. Because a beneficial owner is not a shareholder of record, you may not vote those shares directly at the Meeting unless you obtain a “legal proxy” from the bank, broker or other nominee that holds your shares directly, giving you the right to vote the shares at the Meeting. Brokers who hold shares in “street name” for clients typically have authority to vote on “routine” proposals even when they have not received instructions from beneficial owners. Proposal No. 1 on the agenda of the Meeting is considered routine. Absent specific instructions from the beneficial owner of the shares, brokers are not allowed to exercise their voting discretion, among other things, with respect to the re-appointment of directors to the Board of Directors or any matter that relates to executive compensation and a “broker non-vote” occurs with respect to such uninstructed shares. Therefore, it is important for a shareholder that holds Ordinary Shares through a bank or broker to instruct its bank or broker how to vote its shares, if the shareholder wants its shares to count for all proposals.

Sincerely,

/s/ Ron Mayron

Ron Mayron

*Chairman of the Board of Directors*

July 16, 2025





ICECURE MEDICAL LTD.  
CEASERA, ISRAEL

PROXY STATEMENT

ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON AUGUST 20, 2025

This proxy statement (the “**Proxy Statement**”) is being solicited by the board of directors (the “**Board of Directors**”) of IceCure Medical Ltd. (the “**Company**”) for use at the Company’s annual and special general meeting of shareholders (the “**Meeting**”) to be held at on Wednesday, August 20, 2025 at 18:30 Israel time, or at any adjournment or postponement thereof, by means of remote communication, at the following link:

**Join the meeting now**

[https://eu-central-1.protection.sophos.com?d=microsoft.com&u=aHR0cHM6Ly90ZWZfcy5taWNyb3NvZnQuY29tL2wvbWVldHVwLWpvaW4vMTklM2FtZWV0aW5nX00yVmxNR014WldVdFpXSTFZeTAwTTJRNUxXRTNNekl0WXpoak1XWXdPV0pqT1dOayU0MHRocmVhZC52Mi8wP2NvbnRleHQ9JTdiJTlyVGlkJTlyJTNhJTlyNDg4N2Q4NzktOTUwZi00MjdLWJlYzAtZDZhMTljN2M3Y2FiJTlyJTJjJTlyT2lkJTlyJTNhJTlyNmExMzcxOGUtZjM3OS00MDk5LTkxZDYtYTFiZDc4ZjdmMTYwJTlyJTdk&p=m&i=NjNkM2JiYjY5OTFhNjAyMDY4MTU4NzIy&t=ejVYVnFSnclBOGxLV0ZxZWVpVTlwVjNBR25ZSmVJaDY1T1dYSHJRcGc3RT0=&h=be6c0df8725c47468e9c933667148a0f&s=AVNPUEhUT0NFTkNSWVBUSVbM0sMdPSs2-thvyHQXWchIrgnXh2zWKqqz5\\_VBG1dwWg](https://eu-central-1.protection.sophos.com?d=microsoft.com&u=aHR0cHM6Ly90ZWZfcy5taWNyb3NvZnQuY29tL2wvbWVldHVwLWpvaW4vMTklM2FtZWV0aW5nX00yVmxNR014WldVdFpXSTFZeTAwTTJRNUxXRTNNekl0WXpoak1XWXdPV0pqT1dOayU0MHRocmVhZC52Mi8wP2NvbnRleHQ9JTdiJTlyVGlkJTlyJTNhJTlyNDg4N2Q4NzktOTUwZi00MjdLWJlYzAtZDZhMTljN2M3Y2FiJTlyJTJjJTlyT2lkJTlyJTNhJTlyNmExMzcxOGUtZjM3OS00MDk5LTkxZDYtYTFiZDc4ZjdmMTYwJTlyJTdk&p=m&i=NjNkM2JiYjY5OTFhNjAyMDY4MTU4NzIy&t=ejVYVnFSnclBOGxLV0ZxZWVpVTlwVjNBR25ZSmVJaDY1T1dYSHJRcGc3RT0=&h=be6c0df8725c47468e9c933667148a0f&s=AVNPUEhUT0NFTkNSWVBUSVbM0sMdPSs2-thvyHQXWchIrgnXh2zWKqqz5_VBG1dwWg)

Upon the receipt of a properly executed proxy in the form enclosed, the persons named as proxies therein will vote the ordinary shares, no par value, 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.

***Quorum and Adjournment***

Two or more shareholders present, in person or by proxy, holding in the aggregate not less than 25% of the 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, August 20, 2025, at 20:30 Israel time (the “**Adjourned Meeting**”). If a quorum is not present at the adjourned meeting within half an hour of this time, any number of shareholders present in person 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.

***Vote Required for Approval of Each of the Proposals***

Pursuant to the Companies Law, each of proposal Nos. 1 and 2 described hereinafter, requires the affirmative vote of shareholders present at the Meeting, in person or by proxy, and holding Ordinary Shares amounting in the aggregate to at least a majority of the votes actually cast by shareholders with respect to such proposals (a “**Simple Majority**”).

Proposal No. 3 described hereinafter requires the affirmative vote of shareholders holding at least a majority of the Company’s Ordinary Shares present, in person or by proxy, and voting on the matter, provided that either (i) such a majority includes at least the majority of the votes of shareholders who (a) are not controlling shareholders of the Company or (b) do not have a personal interest in the approval of the re-appointment of the external director (other than a



personal interest that is not as a result of the shareholder's connections with a controlling shareholder) (abstentions will not be taken into account); or (ii) the total number of votes against such proposal among the shareholders mentioned in clause (i) above does not exceed 2% of the total voting rights in the Company (the **"External Directors Majority"**).

For this purpose, **"personal interest"** is defined under the Companies Law as: (1) a shareholder's personal interest in the approval of an act or a transaction of the company, including (i) the personal interest of any of his or her relatives (which includes for these purposes foregoing shareholder's spouse, siblings, parents, grandparents, descendants, and spouse's descendants, siblings, and parents, and the spouse of any of the foregoing); (ii) a personal interest of a corporation in which a shareholder or any of his or her aforementioned relatives serve as a director or the chief executive officer, owns at least 5% of its issued share capital or its voting rights or has the right to appoint a director or chief executive officer; and (iii) a personal interest of an individual voting via a power of attorney given by a third party (even if the empowering shareholder has no personal interest), and the vote of an attorney-in-fact shall be considered a personal interest vote if the empowering shareholder has a personal interest, and all with no regard as to whether the attorney-in-fact has voting discretion or not, but (2) excludes a personal interest arising solely from the fact of holding shares in the company.

For this purpose, a **"controlling shareholder"** is any shareholder that has the ability to direct a company's activities (other than by means of being a director or office holder of the Company). A person is presumed to be a controlling shareholder if he or she holds or controls, by himself or herself or together with others, one half or more of any one of the "means of control" of a company; in the context of a transaction with an interested party, a shareholder who holds 25% or more of the voting rights in a company if no other shareholder holds more than 50% of the voting rights in such company is also presumed to be a controlling shareholder. "Means of control" is defined as either: (i) the right to vote at a general meeting of a company; or (ii) the right to appoint directors of a company or its chief executive officer.

**For purposes of Proposal No. 3 above, a shareholder must inform the Company before the vote (or if voting by proxy, indicate on the proxy card) whether such shareholder is a controlling shareholder or has a personal interest in any such proposals, and failure to do so disqualifies the shareholder from voting on Proposal No. 3 above. If you believe that you, or a related party of yours, is a controlling shareholder or possesses a personal interest and you wish to vote on Proposal No. 3 above (as the case may be), you should indicate that you, or a related party of yours, is a controlling shareholder or that there is a personal interest on the enclosed proxy card (if applicable) and should therefore contact our Chief Financial & Operations Officer, Mr. Ronen Tsimmerman, at 7 Ha'Eshel St., Caesarea, 3079504, Israel, or via e-mail: [ronent@icecure-medical.com](mailto:ronent@icecure-medical.com), who will advise you as to how to submit your vote for such proposal. If you hold your shares in a "street name" (i.e., shares that are held through a bank, broker or other nominee) and believe that you are a controlling shareholder or possess a personal interest in the approval of Proposal No. 3 above, you may also contact the representative managing your account, who could then contact our Chief Financial Officer on your behalf.**

Proposal No. 5 will not involve a vote by the shareholders and accordingly there is no proposed resolution.

In accordance with Section 66(b) of the Companies Law and regulations promulgated thereunder, any shareholder of the Company holding at least 1% of the outstanding voting rights of the Company for the Meeting may submit to the Company a proposed additional agenda item for the Meeting (and in case of a proposed additional agenda item for nominating or removal of a director, at least 5% (five percent) of the outstanding voting rights of the Company), to Mr. Ronen Tsimmerman, at 7 Ha'Eshel St., Caesarea, 3079504, Israel, or via email: [ronent@icecure-medical.com](mailto:ronent@icecure-medical.com), no later than July 23, 2025.

#### ***Position Statements***

Shareholders wishing to express their position on an agenda item for this Meeting may do so by submitting a written statement (a **"Position Statement"**) to the Company's offices, c/o Mr. Ronen Tsimmerman, at 7 Ha'Eshel St., Caesarea, 3079504, Israel, or via email: [ronent@icecure-medical.com](mailto:ronent@icecure-medical.com). Any Position Statement received will be furnished to the U.S. Securities and Exchange Commission (the **"SEC"**) on a Report of Foreign Private Issuer on Form 6-K and will be made available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). Position Statements should be submitted to



the Company no later than August 11, 2025. A shareholder is entitled to contact the Company directly and receive the text of the proxy card and any Position Statement. The Board of Directors' response to the Position Statement will be submitted no later than August 11, 2025.

One shareholder or more holding Ordinary Shares which represent 5% or more of the Company's voting rights (58,696,960 Ordinary Shares as of July 15, 2025), and whoever holds 5% of the Company's voting rights without taking into consideration the shares that are held by the Company's controlling shareholder (25,846,597 Ordinary Shares) is entitled to examine the Proxy Statement and voting materials in the Company's office after the Meeting is held.

There may be changes on the agenda after publishing the Proxy Statement and there may be additional Position Statements which could be published. Therefore, the most updated agenda will be furnished to the SEC on a Report of Foreign Private Issuer on Form 6-K and will be made available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov).



## PROPOSAL 1

### **TO RE-APPOINT BRIGHTMAN ALMAGOR ZOHAR & CO., A FIRM IN THE DELOITTE GLOBAL NETWORK, AS THE INDEPENDENT AUDITOR OF THE COMPANY AND TO AUTHORIZE THE BOARD OF DIRECTORS OF THE COMPANY TO DETERMINE THEIR REMUNERATION UNTIL THE COMPANY'S NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Under the Companies Law, the re-appointment of independent auditor requires the approval of the shareholders of the Company.

On May 28, 2025, the Board of Directors authorized and approved, following the recommendation of the audit committee of the Board of Directors (the “**Audit Committee**”) recommendation dated May 22, 2025 the re-appointment of the accounting firm of Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, Certified Public Accountants (“**Deloitte Israel**”) as the independent auditor of the Company until the next annual general meeting of the shareholders of the Company.

The Board of Directors believes that the re-appointment of Deloitte Israel as the independent auditor of the Company is appropriate and in the best interest of the Company and its shareholders, after examining, among other things, its expertise, experience in the industry in which the Company operates, and the length of time it has served as an auditor of the Company.

The Board of Directors determined, pursuant to the recommendation of the Audit Committee, that Deloitte Israel's compensation is reasonable.

For additional information on the fees paid by the Company for audit services in each of the previous two fiscal years, please see Item 16C, “Principal Accountant Fees and Services” in the Company's Annual Report on Form 20-F for the year ended December 31, 2024, filed with the SEC on March 27, 2025.

The Board of Directors recommends that the shareholders of the Company adopt the following resolution:

**“RESOLVED, to re-appoint Deloitte Israel as the Company's independent auditor of the Company, and to authorize the Board of Directors to determine their remuneration until the next annual general meeting of shareholders.”**

The re-appointment of Deloitte Israel requires the affirmative vote of a Simple Majority.

**The Board of Directors unanimously recommends a vote “FOR” the above proposal.**

## PROPOSAL 2

### **TO RE-APPOINT EACH OF MR. RON MAYRON, MR. EYAL SHAMIR, MR. LI HAIXIANG, MR. YANG HUANG AND MR. VINCENT CHAN EACH AS A DIRECTOR ON THE BOARD OF DIRECTORS UNTIL THE COMPANY'S NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Under the Companies Law and the Company's Articles of Association (the "**Articles**"), the management of the Company's business is vested in the Board of Directors. The Board of Directors may exercise all powers and may take all actions that are not specifically granted to our shareholders.

The Articles provide that the Company may have at least five (5) and not more than eleven (11) directors.

The Board of Directors currently consists of seven (7) directors. At each annual general meeting of shareholders, the Company's directors, other than the external directors, can be re-appointed until the next annual general meeting.

The Board of Directors approved the nomination of Mr. Ron Mayron, Mr. Eyal Shamir, Mr. Li Haixiang, Mr. Yang Huang and Mr. Vincent Chan (the "**Directors**") for re-appointment to the Board of Directors until the next annual general meeting of shareholders and recommends that the shareholders re-appoint the Directors.

The Directors, whose professional backgrounds are detailed below, have informed the Company that they are willing, able, and ready to serve as directors if re-appointed. Additionally, in accordance with the Companies Law, each of the Directors have certified to the Company that he meets all the requirements of the Companies Law for appointment as a director of a public company, possess the necessary qualifications and has sufficient time to fulfill his duties as a director on the Board of Directors, taking into account the size and needs of the Company. The Company does not have any understanding or agreement with respect to the future appointment of the Directors.

In his capacity as a director on the Board of Directors, Mr. Chan shall be entitled to (i) an annual fee of NIS 133,770, and (ii) an attendance fee of NIS 4,020 per meeting, the compensation external directors on the Board of Directors are entitled to, which amounts comply with the "Maximum Amount" set forth in section 5(e) of the Companies Law Regulations (exemptions for Company's whose shares are traded outside of Israel) (the "**Exemptions Regulations**" and "**External Directors Compensation**", respectively).

Mr. Mayron is entitled to compensation as chairman of the Board of Directors under a services agreement which was previously approved by the Company's shareholders.

Mr. Shamir is not entitled to compensation for his services as a director on the Board of Directors and is compensated under an employment agreement for his services as the Company's chief executive officer, which was previously approved by the Company's shareholders.

Mr. Haixiang is not entitled to any compensation as a director on the Board of Directors.

Mr. Huang is not entitled to any cash compensation as a director on the Board of Directors and was granted equity-based compensation for his services as a director on the Board of Directors, which was previously approved by the shareholders.

In addition, subject to their re-appointment, the Directors shall be entitled to the same insurance, indemnification and exculpation arrangements, as currently in effect for the Company's officers and directors; all of which is in accordance with the Articles and the Company's compensation policy for directors and officers (the "**Compensation Policy**").

Set forth below is certain biographical information regarding the background and experience of each of the Directors:

**Ron Mayron, Chairman of the Board of Directors**

*Mr. Ron Mayron* has served as Chairman of the Board of Directors since December 2017. Mr. Mayron has served as chairman of the board of directors of Resymmetry Ltd. from July 2016 to January 2022, InnoCan Pharma Corporation (CSE: INNO, FWB: IP4, OTC: INNPF) since November 2017, Virility Medical LTD from October 2019 to March 2023 and as a member of the board of directors of G-Med Ltd. since September 2015, Kaizen Bio-Tec Ltd. since May 2017, Simplivia Ltd. since May 2019, Kadimastem LTD (TASE: KDST) from December 2020 to December 2023, Entera Bio Ltd. (NASDAQ: ENTX) from March 2021 to July 2024 and DNA Biomedical Solutions (TASE: DNA) from March 2021 to May 2023, Ir-Med, Inc. (OTC:IRME) since March 2021, NureXone (CDNX) from December 2021 to July 2023. Mr. Mayron has also served as the founder and chief executive officer of RonMed Ltd. Prior to that, Mr. Mayron served as a member of the board of directors of EclipseIR (USA) Inc. from June 2016 to September 2019 and BioLight Life Sciences Investments Ltd. (TASE: BOLT) from August 2015 to July 2024. Mr. Mayron also served in various positions at Teva Pharmaceutical Industries Ltd. (NYSE: TEVA, TASE: TEVA) from 1993 to 2014, including as vice president — Israel and Africa and chief executive officer of Teva Israel from 2009 to 2013. Mr. Mayron received his B.Sc. in industrial and management engineering from Ben-Gurion University of the Negev, Israel and MBA from Tel-Aviv University, Israel. Mr. Mayron also completed a special senior management and global leadership programs at the Massachusetts Institute of Technology (M.I.T), Boston and managerial skills for international business and executive international marketing programs at Insead University, France.

**Eyal Shamir, Chief Executive Officer and Director**

*Mr. Eyal Shamir* has served as our chief executive officer since November 2016 and as a director on the Board of Directors since December 2017. Mr. Shamir has over 20 years of experience as chief executive officer of medical device companies. He has served as chief executive officer of Erika Carmel Ltd. from May 2013 to August 2016, Tadbik Pack Ltd. from January 2011 to December 2012 and Hanita Lenses Ltd. from 2006 to 2010. Mr. Shamir received his B.A. in economics and business management from the Hebrew University, Israel and his MBA from the College of Management Academic Studies, Israel.

**Li Haixiang, Director**

*Mr. Li Haixiang* has served on our board of directors since December 2024. Mr. Li is the founder and managing partner of Virtus Inspire Ventures and the Chairman of the Board of Directors of VI Asset Management. Mr. Li has been an independent non-executive director at AVO Insurance Company Holding since August 2018 and an independent non-executive director at FUTU Holding Limited since March 2019. Mr. Li received a bachelor of arts from South China University of Technology and an EMBA from China Europe International Business School. Mr. Li Haixiang has the voting and dispositive power over the Company's Ordinary Shares held by Epoch Partner Investments Limited, which amounts to a 44.03% stake in the Ordinary Shares as of July 9, 2025.

**Yang Huang, Director**

*Mr. Yang Huang* has served on the Board of Directors since April 2020. Mr. Huang has 20 years of senior sales and marketing management experience in the field of medical devices. Mr. Huang has also served as operation directors of Virtus Inspire Ventures, a private equity fund, since July 2019 and as a corporate representative of IceCure (Shanghai) MedTech Co., Ltd. since July 2020. Prior to that, Mr. Huang has served as business unit director of Olympus (Beijing) Sales & Service Co., Ltd. from November 2016 to July 2019 and as business unit director of B. Braun MEDICAL (SHANGHAI) International Trading Co., Ltd. from January 2015 to November 2016. He also served as business unit head for Stryker from September 2013 through January 2015 and as sales manager at Johnson & Johnson from October 2000 through August 2013. Mr. Huang has graduated from Cheung Kong Graduate School of Business, China and Zhejiang Medical University, China.

**Vincent Chun Hung Chan, Independent Director**

*Mr. Vincent Chun Hung Chan* has served on the Board of Directors since December 2022. Mr. Chan has been a venture partner at Beyond Ventures since August 2024 and a venture capital manager in China and Hong Kong since October 2023 and was a Senior Managing Director and Head of Asia of Samena Capital Hong Kong Limited from 2016 to 2022. From 1991 to 2016, he served several leading private equity investment companies including HSBC Equity Management Limited, Suez Asia Holdings (Hong Kong) Limited, JAFCO Investment (Asia Pacific) Ltd and Spring Capital Asia, Limited. Mr. Chan has been an independent non-executive director of CN Logistics International Holdings Limited since September 2020, and an independent non-executive director of Hywin Holdings Ltd. (Nasdaq: HYW) since June 2022. Mr. Chan is currently the Director and Treasurer of the Hong Kong Venture Capital and Private Equity Association. Mr. Chan has been a member of the Main Board and GEM Listing Review Committees of the Stock Exchange of Hong Kong from 2020 to 2024. He was previously a member of the Main Board and GEM Listing Committee of the Stock Exchange of Hong Kong from May 2007 to May 2012. He was also a member of the Public Shareholders Group of the Hong Kong Securities and Futures Commission from July 2005 to March 2011. Mr. Chan received a Bachelor of Arts degree from the University of Hong Kong in November 1986 and a master's degree in business administration from the Manchester Business School (then known as the Victoria University of Manchester) in the United Kingdom in July 1988. He was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts, United States in September 1993.

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

**“RESOLVED, to re-appoint Mr. Ron Mayron as a director on the Board of Directors until the next general meeting of shareholders.”**

**“RESOLVED, to re-appoint Mr. Eyal Shamir as a director on the Board of Directors until the next general meeting of shareholders.”**

**“RESOLVED, to re-appoint Mr. Li Haixiang as a director on the Board of Directors until the next general meeting of shareholders.”**

**“RESOLVED, to re-appoint Mr. Yang Huang as a director on the Board of Directors until the next general meeting of shareholders.”**

**“RESOLVED, to re-appoint Mr. Vincent Chun Hung Chan as an independent director on the Board of Directors until the next general meeting of shareholders.”**

The re-appointment of Mr. Mayron, Mr. Shamir, Mr. Haixiang, Mr. Huang and Mr. Chan to the Board of Directors, requires the affirmative vote of a Simple Majority.

**The Board of Directors unanimously recommends a vote “FOR” each of the above proposals.**

### PROPOSAL 3

#### **TO RE-APPOINT MS. SHARON LEVITA TO SERVE AS AN EXTERNAL DIRECTOR ON THE BOARD OF DIRECTORS FOR AN ADDITIONAL THREE-YEAR TERM**

At the Meeting, the Company's shareholders will be requested to re-appoint Ms. Sharon Levita as an external director on the Board of Directors for an additional three-year term commencing on the date of the Meeting.

Ms. Levita was appointed for a first three-year term as an external director on the Board of Directors at the general meeting of the Company's shareholders held on September 1, 2019 and for a second three-year term as of September 1, 2022. Therefore, the current term of Ms. Levita's office will expire on September 1, 2025.

On May 22, 2025 and May 28, 2025, the Audit Committee and the Board of Directors, respectively, resolved that it's in the best interest of the Company to approve the re-appointment of Ms. Sharon Levita to serve as an external director on the Board of Directors, for an additional period of three (3) years, commencing on the date of the Meeting, based on Ms. Levita's extensive understanding of the Company's activities, her financial expertise and experience, skills and contribution to the Company's course of business and operations and as the Chairman of the Company's examination of financial statements committee and Audit Committee.

Ms. Levita has provided the Company with a declaration in accordance with the requirements of the Companies Law, pursuant to which she complies with the required qualifications under the Companies Law to serve as an external director on the Board of Directors and is capable to dedicate the appropriate amount of time for the performance of her role as a member of the Board of Directors. Additionally, in accordance with the Companies Law, Ms. Levita has certified to the Company that she meets all the requirements of the Companies Law for appointment as a director of a public company, that she possesses the necessary qualifications, has sufficient time to fulfill her duties as a director on the Board of Directors, taking into account the size and needs of the Company. If re-appointed, Ms. Levita shall continue to serve as a member of the compensation committee of the Board of Directors, and the chairman of the financial statement examination committee of the Board of Directors and the Audit Committee.

In her capacity as an external director on the Board of Directors, Ms. Levita is entitled to External Directors Compensation. In addition, Ms. Levita shall be entitled to the same insurance, indemnification and exculpation arrangements, as currently in effect for the Company's officers and directors, all of which are in accordance with the Articles and the Compensation Policy.

Set forth below is certain biographical information regarding the background and experience of Ms. Sharon Levita:

#### **Sharon Levita, Director**

Ms. Sharon Levita has served on the Board of Directors as an external director since September 2019. Ms. Levita has also served as chief financial officer at ForSight Robotics Ltd. since September 2023. Prior to that, Ms. Levita served as business development and strategy director at Medtronic from February 2020 to August 2023, as vice president operations and site leader of Mazor, as part of Medtronic, from December 2018 to January 2020 and as chief financial officer and vice president business operations of Mazor Robotics Ltd. from February 2008 to December 2018. Ms. Levita received her B.A in economics and accounting from the University of Haifa and her M.A in business administration from the Bar-Ilan University. Ms. Levita is also a certificated public accountant in Israel.

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

**"RESOLVED, to re-appoint Ms. Sharon Levita for an additional three-year term as an external director".**

The re-appointment of Ms. Sharon Levita to the Board of Directors, , requires the affirmative vote of an External Directors Majority.

**The Board of Directors unanimously recommends a vote "FOR" the above proposal.**





## PROPOSAL 5

### DISCUSSION OF THE COMPANY'S AUDITED FINANCIAL STATEMENTS AND ANNUAL REPORT FOR THE YEAR ENDED DECEMBER 31, 2024

Pursuant to the Companies Law, the Company is required to present the Company's audited financial statements for the year ended December 31, 2024, to the Company's shareholders.

The Company's annual report on Form 20-F for the year ended December 31, 2024 (the "**Annual Report**"), filed with the SEC on March 27, 2025, which includes the financial statements, is available on the SEC's website at the following link:

[https://www.sec.gov/Archives/edgar/data/1584371/000101376225003010/ea0235090-20f\\_icecure.htm](https://www.sec.gov/Archives/edgar/data/1584371/000101376225003010/ea0235090-20f_icecure.htm)

At the Meeting, shareholders will have an opportunity to review, ask questions about and comment on the Company's audited consolidated financial statements and Annual Report.

Shareholders are not required to approve the financial statements. Therefore, this agenda item will not involve a vote by the shareholders and accordingly there is no proposed resolution.



## OTHER BUSINESS

The Board of Directors is not aware of any other matters that may be presented at the Meeting other than those described in this Proxy Statement. If any other matters do properly come before the Meeting, including the authority to adjourn the Meeting, it is intended that the persons named as proxies will vote, pursuant to their discretionary authority, according to their best judgment in the interest of the Company.

## ADDITIONAL INFORMATION

The Company is subject to the informational requirements of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), as applicable to foreign private issuers. Accordingly, the Company files reports and other information with the SEC. All documents which the Company 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 foreign private issuer, the Company is exempt from the rules under the Exchange Act prescribing certain disclosure and procedural requirements for proxy solicitations. In addition, the Company is 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 Special 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. THE COMPANY HAS NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT FROM WHAT IS CONTAINED IN THIS DOCUMENT. THIS PROXY STATEMENT IS DATED JULY 16, 2025. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS DOCUMENT IS ACCURATE AS OF ANY DATE OTHER THAN JULY 16, 2025, AND THE MAILING OF THIS DOCUMENT TO SHAREHOLDERS SHOULD NOT CREATE ANY IMPLICATION TO THE CONTRARY.

### 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.

**Proxies and all other applicable materials should be sent to the Company’s office at 7 Ha’Eshel St., Caesarea, 3079504, Israel.**

By Order of the Board of Directors

IceCure Medical Ltd.

Ron Mayron, Chairman of the Board of Directors

**ICECURE MEDICAL LTD.****PROXY****THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints, Mr. Eyal Shamir, Chief Executive Officer and Director, Mr. Ronen Tsimmerman, Chief Financial Officer, and each of them, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote on behalf of the undersigned all the ordinary shares, no par value, of IceCure Medical Ltd. (the “**Company**”) which the undersigned is entitled to vote at the Annual and Special General Meeting of Shareholders (the “**Meeting**”) to be held on Wednesday, August 20, 2025 at 18:30 Israel time, and at any adjournments or postponements thereof, by means of remote communication, upon the following matters, which are more fully described in the Notice of Annual and Special General Meeting of Shareholders and proxy statement relating to the Meeting.

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

**(Continued and to be signed on the reverse side)**

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**ICECURE MEDICAL LTD.  
ANNUAL AND SPECIAL GENERAL MEETING OF SHAREHOLDERS**

Date of Meeting: August 20, 2025

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

1. To re-appoint Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network as the independent auditor until the next annual general meeting of the shareholders of the Company, and to authorize the Board of Directors of the Company to determine their remuneration until the Company's next annual general meeting of shareholders.

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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2. 2a. To re-appoint Mr. Ron Mayron as a director on the Board of Directors of the Company until the Company's next annual general meeting of shareholders.

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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- 2b. To re-appoint Mr. Eyal Shamir as a director on the Board of Directors of the Company until the Company's next annual general meeting of shareholders

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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- 2c. To re-appoint Mr. Li Haixiang as a director on the Board of Directors of the Company until the Company's next annual general meeting of shareholders

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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- 2d. To re-appoint Mr. Yang Huang as a director on the Board of Directors of the Company until the Company's next annual general meeting of shareholders

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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- 2e. To re-appoint Mr. Vincent Chan as an independent director on the Board of Directors of the Company until the Company's next annual general meeting of shareholders

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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3. To re-appoint Ms. Sharon Levita for an additional three-year term as an external director on the Board of Directors of the Company.

<input type="checkbox"/> <b>FOR</b>	<input type="checkbox"/> <b>AGAINST</b>	<input type="checkbox"/> <b>ABSTAIN</b>
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**PLEASE NOTE: By signing and submitting this proxy card, you declare that you are not a controlling shareholder of the Company (as defined in the Israeli Companies Law 5759-1999) (the “Companies Law”), and have no personal interest in the approval of any of the items that are proposed for approval at the annual and special general meeting of shareholders, which require such declaration under the Companies Law, except as notified to the Company via email to Mr. Ronen Tsimerman, e-mail address: [ronent@icecure-medical.com](mailto:ronent@icecure-medical.com).**

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

NAME	SIGNATURE	DATE
NAME	SIGNATURE	DATE

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

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