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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

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

ENTERA BIO LTD.
(Name of Registrant as Specified In Its Charter)

(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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**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting of
ENTERA BIO LTD.**

**To be held on Wednesday, July 31, 2024, 8:00 AM Eastern Time
at Kiryat Hadassah, Minrav Building – Fifth Floor, Jerusalem Israel 9112002**

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 7/17/2024. Please visit <http://www.astproxyportal.com/ast/22270>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report

TO REQUEST MATERIAL:

TELEPHONE: 888-Proxy-NA (888-776-9962) or 201-299-6210 (for international callers)

E-MAIL: help@equiniti.com

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

MAIL: You may request a card by following the instructions above.

- 1a. To elect Ms. Miranda Toledano as a Class I member of the Board of Directors of the Company (the "Board") until the 2027 Annual Meeting.
- 1b. To elect Mr. Yonatan Malca as a Class I member of the Board until the 2027 Annual Meeting.
2. To ratify and approve a one-time grant of compensation, as described in the accompanying proxy statement, to Miranda Toledano, our Chief Executive Officer and a Director.
3. To ratify and approve the revised compensation terms, as described in the accompanying proxy statement, to each non-executive member of the Board.
4. To ratify and approve an amendment to the Company's 2018 Equity Incentive Plan, including an increase of the number of shares issuable thereunder by a one-time amount of 1,788,515 shares, as described in the accompanying proxy statement.
5. To ratify and approve the amended and restated compensation policy for the directors and officers of the Company as described in the accompanying proxy statement and attached as Appendix B thereto.
6. To ratify and approve, on an advisory, non-binding basis, the compensation paid to our named executive officers, including the compensation tables and narrative discussion, as described in the accompanying proxy statement.
7. To ratify and approve, on an advisory, non-binding basis, that the Company's shareholders advise the Company to include an advisory vote on the compensation of the Company's named executive officers every:
8. To ratify and approve the appointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, or

PwC, an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending December 31, 2024, and authorize the Board, (or the Audit Committee, if authorized by the Board) to determine the compensation of the auditors in accordance with the volume and nature of their services.

Please note that you cannot use this notice to vote by mail.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF PROPOSALS 1-6 AND PROPOSAL 8 AND A VOTE OF "ONE YEAR" FOR PROPOSAL 7.
