

**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 Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Protalix BioTherapeutics, Inc.

(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 the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing:
 - 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No:
 - 3) Filing Party:
 - 4) Date Filed:

An Important Message to Stockholders of Protalix Biotherapeutics

The 2021 Special Meeting of Stockholders of Protalix Biotherapeutics, Inc. will be held on November 24th, 2021.

As an investor in Protalix, you are encouraged to submit your vote on the proposal presented at this Special Meeting **but our records indicate your account is unvoted.**

What Are You Being Asked To Vote On?

- ✓ **Proposal # 1:** Allows for the potential issuance of shares representing in excess of 19.99% of Protalix pre-transaction total shares of common stock outstanding that may result from the conversion of, or satisfaction of make-whole payments on, the new convertible notes.

Protalix's Board of Directors recommends you vote FOR Proposal 1 because it is in the best interest of Stockholders. *(See reverse side for more information)*

WHAT DO YOU NEED TO DO:

**Vote your shares now FOR Proposal #1
by calling a Proxy Voting Agent at 844-876-6184
or email ProxyVote@AllianceAdvisors.com**

Your vote is important to Protalix's continued innovation.

Why is your Vote Important?

Approval of Proposal#1 will provide Protalix with much needed flexibility. Rather than using the company's available cash resources to satisfy unpredictable and immediate requests for conversion of its notes, Protalix will be able to use its existing cash resources to progress with its long-term strategy, to fund research and development activities and for working capital, general corporate purposes.

A key factor in Protalix's strategy is proceeding with regulatory submissions to the FDA and other health regulators for PRX-102, Protalix's product candidate under development for the potential treatment of Fabry Disease — a rare disorder. Protalix is focused on bringing an alternative treatment to the Fabry patient community.

*Please take a moment **TODAY** and vote **FOR** the proposal in time for the **November 24th Special Meeting.***

PROTALIX
Biotherapeutics

YOUR VOTE IS NEEDED TODAY.

Protalix's Board of Directors urges you to vote "FOR" Proposal #1 today by calling a Proxy voting Agent at 844-876-6184 or email ProxyVote@AllianceAdvisors.com