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

SCHEDULE 14A

(RULE 14a-101)

SCHEDULE 14A INFORMATION
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

DARIOHEALTH CORP.

(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 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

DarioHealth Corp.
322 W. 57th St.
New York, New York 10019

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On Wednesday, December 18, 2024

You are cordially invited to attend an annual meeting of the stockholders (the "**Meeting**") of DarioHealth Corp. (the "**Company**"), which will be held at 16:00 (Israel Time) on Wednesday, December 18, 2024, at our Israeli office, located at 5 Tarshish St. Caesarea Industrial Park 3088900, Israel 2nd Floor. We intend to hold the annual meeting for the following purposes:

1. To re-elect Hila Karah, Dennis Matheis, Dennis M. McGrath, Erez Raphael, Yoav Shaked, Jon Kaplan and Adam K. Stern as directors to serve on the Company's Board of Directors (the "**Board**") for a one-year term that expires at the 2025 Annual Meeting of Stockholders, or until their successors are elected and qualified or until their earlier resignation or removal;
2. To ratify the appointment by the Audit Committee of the Board of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024;
3. To transact any other business as may properly come before the Meeting or any adjournments thereof.

All stockholders are cordially invited to attend the Meeting. If your shares are registered in your name, please bring the admission ticket attached to

your proxy card. If your shares are registered in the name of a broker, trust, bank or other nominee, you will need to bring a proxy or a letter from that broker, trust, bank or other nominee or your most recent brokerage account statement, that confirms that you are the beneficial owner of those shares. If you do not have either an admission ticket or proof that you own shares of the Company, you will not be admitted to the meeting.

The Board has fixed the close of business on October 24, 2024 as the record date for the Meeting. Only stockholders on the record date are entitled to notice of and to vote at the meeting and at any adjournment or postponement thereof. In addition, shareholders who intend to solicit proxies in support of director nominees other than the company's nominees must also comply with the additional requirements of Rule 14a-19(b).

Your vote is important regardless of the number of shares you own. The Company requests that you complete, sign, date and return the enclosed proxy card without delay in the enclosed postage-paid return envelope, even if you now plan to attend the Meeting. You may revoke your proxy at any time prior to its exercise by delivering written notice or another duly executed proxy bearing a later date to the Secretary of the Company, or by attending the Meeting and voting in person.

Important Notice Regarding the Availability of Proxy Materials for the Meeting to be held on December 18, 2024

The proxy statement, proxy card and Annual Report are also available at
<http://www.dariohealth.com/DH2024Proxy.pdf>
Stockholders may also obtain additional paper or e-mail copies of these materials at no cost by writing to
DarioHealth Corp., 322 W. 57th St.
New York, New York 10019, and/or via electronic mail to ir@dariohealth.com,
Attention: Secretary.

Securities and Exchange Commission rules allow us to furnish proxy materials to our stockholders over the internet. You may also have access to the materials for the Meeting by visiting the website: <http://mydario.investorroom.com>. You may also cast your vote by visiting www.proxyvote.com if you hold your shares in "street name," or www.vstocktransfer.com/proxy if you are a registered stockholder. You may also authorize a proxy to vote your shares over the internet. In order to vote over the internet, you must have your stockholder identification number, which is set forth in the Notice of Internet Availability of Proxy Materials mailed to you. You may also request a paper proxy card to submit your vote by mail. If you have any questions regarding the completion of the enclosed proxy card or would like directions to the Meeting, please call (972)-4770-6377, and/or via electronic mail to ir@dariohealth.com. You may also find directions at <http://mydario.investorroom.com/SECFilings>.

By order of the Board,

/s/ Erez Raphael
Erez Raphael
Chief Executive Officer

New York, New York
October 24, 2024

IMPORTANT: In order to secure a quorum and to avoid the expense of additional proxy solicitation, please either vote by internet or sign, date and return your proxy promptly in the enclosed envelope even if you plan to attend the meeting personally. Your cooperation is greatly appreciated.

IF YOU RETURN YOUR PROXY CARD WITHOUT AN INDICATION OF HOW YOU WISH TO VOTE, YOUR SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS.

TABLE OF CONTENTS

	Page
QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS	1
THE ANNUAL MEETING	1
PROPOSAL 1 ELECTION OF DIRECTORS	7
PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024	11
BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS, OFFICERS AND DIRECTORS	26
STOCKHOLDER PROPOSALS	28
HOUSEHOLDING OF MEETING MATERIALS	28
OTHER MATTERS	28

PROXY STATEMENT

DARIOHEALTH CORP. ANNUAL MEETING OF STOCKHOLDERS to be held at 16:00 (Israel Time) on December 18, 2024

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS

Why am I receiving this Proxy Statement?

This Proxy Statement describes the proposals on which our Board of Directors (the “**Board**”) would like you, as a stockholder, to vote at an Annual Meeting of the Stockholders (the “**Meeting**”), which will take place at 16:00 (Israel Time) on Wednesday, December 18, 2024, at our Israeli office, located at 5 Tarshish Street, Caesarea Industrial Park, Israel.

This Proxy Statement also gives you information on these proposals so that you can make an informed decision. We intend to mail this Proxy Statement and accompanying proxy card on or about November 8, 2024, to all stockholders of record entitled to vote at the Meeting.

In this proxy statement, we refer to DarioHealth Corp. as the “Company”, “we”, “us” or “our” or similar terminology.

Website addresses included in this proxy statement are textual references only, and the information in any website is not incorporated by reference into this proxy statement.

How many shares must be present in order to hold the annual meeting of stockholders?

Our Bylaws provide that a quorum shall consist of the holders of thirty-three and one-third (33 1/3rd) of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy at the Meeting. A quorum will be present if stockholders holding at least thirty-three and one-third (33 1/3rd) of the outstanding shares entitled to vote are present at the meeting in person or represented by proxy. On October 24, 2023 (the “**Record Date**”), there were 31,323,906 shares of common stock (“the Common Stock”), 3,557 shares of Series A-1 Convertible Preferred Stock (convertible into 878,273 shares of Common Stock), with a conversion price of \$4.05 per share (the “**Series A-1 Preferred Stock**”), 5,950 shares of Series B Convertible Preferred Stock (convertible into 1,785,000 shares of Common Stock), with a conversion price of \$3.334 per share (the “**Series B Preferred Stock**”), 7,946 shares of Series B-1 Convertible Preferred Stock (convertible into 2,383,800 shares of Common Stock), with a conversion price of \$3.334 per share (the “**Series B-1 Preferred Stock**”), 406 shares of Series B-3 Convertible Preferred Stock (convertible into 119,770 shares of Common Stock), with a conversion price of \$3.392 per share (the “**Series B-3 Preferred Stock**”), 17,182 shares of Series C Convertible Preferred Stock (convertible into 8,522,272 shares of Common Stock), with a conversion price of \$2.02 per share (the “**Series C Preferred Stock**”), 4,000 shares of Series C-1 Convertible Preferred Stock (convertible into 1,984,000 shares of Common Stock), with a conversion price of \$2.02 per share (the “**Series C-1 Preferred Stock**”), 1,115 shares of Series C-2 Convertible Preferred Stock (convertible into 521,820 shares of Common Stock), with a conversion price of \$2.14 per share (the “**Series C-2 Preferred Stock**”), issued and outstanding. Each share of Common Stock and Preferred Stock, except for the Series A-1 Preferred Stock, Series B-1 Preferred Stock and Series C-1 Preferred Stock, is entitled to one vote per share on an as-converted basis. The Series A-1 Preferred Stock, Series B-1 Preferred Stock and Series C-1 Preferred Stock do not possess any voting rights. Thus, the holders of the aggregate number of 42,272,768 shares of Common Stock, inclusive of the shares of Common Stock issuable upon conversion of the Series B Preferred Stock. Series B-3 Preferred Stock Series C Preferred Stock and Series C-2 Preferred Stock (on an as-converted basis) must be present in person or represented by proxy at the meeting to have a quorum. If such quorum shall not be present or represented, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the Meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Meeting. Abstentions may be specified on all proposals. Abstentions and broker non-votes will be counted towards the quorum requirement. Submitted proxies which are left blank will also be counted as present for purposes of determining a quorum but are not counted for purposes of determining whether a proposal has been approved in matters where the proxy does not confer the authority to vote on such proposal, and thus have no effect on its outcome.

Who can vote at the annual meeting of stockholders?

Stockholders who owned shares of our Common Stock, Series B Preferred Stock, Series B-3 Preferred Stock, Series C Preferred Stock and Series C-2 Preferred Stock on the Record Date may attend and vote at the Meeting. There were 31,323,906 shares of Common Stock, 5,950 shares of Series B Preferred Stock (convertible into 1,785,000 shares of Common Stock), 406 shares of Series B-3 Preferred Stock (convertible into 119,770 shares of Common Stock), 17,182 shares of Series C Preferred Stock (convertible into 8,522,272 shares of Common Stock), 1,115 shares of Series C-2 Preferred Stock (convertible into 521,820 shares of Common Stock), outstanding on the Record Date. All shares of Common Stock and preferred stock, aside from the Series A-1 Preferred Stock, Series B-1 Preferred Stock and Series C-1 Preferred Stock, have one vote per share and vote together as a single class. The Series A-1 Preferred Stock, Series B-1 Preferred Stock and Series C-1 Preferred Stock do not possess any voting rights.

What is the proxy card?

The proxy card enables you to appoint Erez Raphael, our Chief Executive Officer, and/or Zvi Ben-David, our Chief Financial Officer, Secretary and Treasurer, as your representative at the Meeting. By completing and returning the proxy card or voting online as described herein, you are authorizing these persons to vote your shares at the Meeting in accordance with your instructions on the proxy card. This way, your shares will be voted whether or not you attend the Meeting. Even if you plan to attend the Meeting, please complete and return your proxy card before the Meeting date just in case your plans change. If a proposal comes up for vote at the Meeting that is not on the proxy card, the proxies will vote your shares, under your proxy, according to their best judgment.

What am I voting on?

You are being asked to vote:

1. To re-elect Hila Karah, Dennis Matheis, Dennis M. McGrath, Erez Raphael, Yoav Shaked, Jon Kaplan and Adam K. Stern as directors to serve on the Company's Board for a one-year term that expires at the 2025 Annual Meeting of Stockholders, or until their successors are elected and qualified or until their earlier resignation or removal (the "**Election of Directors Proposal**");
2. To ratify the appointment by the Audit Committee of the Board of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global (the "**Auditor**") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024; and
3. To transact any other business as may properly come before the Meeting or any adjournments thereof.

We will also transact any other business that properly comes before the Meeting.

How does the Board recommend that I vote?

Our Board unanimously recommends that the stockholders vote "**FOR**" all proposals being put before our stockholders at the Meeting.

2

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most of our stockholders hold their shares in an account at a brokerage firm, bank or other nominee holder, rather than holding share certificates in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record

If, on the Record Date, your shares were registered directly in your name with our transfer agent, VStock Transfer LLC, you are a "stockholder of record" who may vote at the Meeting, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to direct the voting of your shares by returning the enclosed proxy card to us or to vote in person at the Meeting. Whether or not you plan to attend the Meeting, please complete, date and sign the enclosed proxy card to ensure that your vote is counted.

Beneficial Owner

If, on the Record Date, your shares were held in an account at a brokerage firm or at a bank or other nominee holder, you are considered the beneficial owner of shares held "in street name," and these proxy materials are being forwarded to you by your broker or nominee who is considered the stockholder of record for purposes of voting at the Meeting. As the beneficial owner, you have the right to direct your broker on how to vote your shares and to attend the Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Meeting unless you receive a valid proxy from your brokerage firm, bank or other nominee holder. To obtain a valid proxy, you must make a special request of your brokerage firm, bank or other nominee holder. If you do not make this request, you can still vote by using the voting instruction card enclosed with this proxy statement; however, you will not be able to vote in person at the Meeting.

How do I vote?

(1) You may vote by mail. You may vote by mail by completing, signing and dating your proxy card and returning it in the enclosed, postage-paid and addressed envelope. If we receive your proxy card prior to the Meeting and if you mark your voting instructions on the proxy card, your shares will be voted:

- as you instruct, and
- according to the best judgment of the proxies if a proposal comes up for a vote at the Meeting that is not on the proxy card.

If you return a signed card, but do not provide voting instructions, your shares will be voted:

- for the Election of Directors Proposal;
- for the ratification of the appointment of the Auditor as our independent registered public accounting firm for the fiscal year ending December 31, 2024; and
- according to the best judgment of either Mr. Raphael or Mr. Ben-David if a proposal comes up for a vote at the Meeting that is not on the proxy card.

(2) You may vote in person at the Meeting. We will pass out written ballots to anyone who wants to vote at the Meeting. However, if you hold your shares in street name, you must bring to the Meeting a valid proxy from the broker, bank or other nominee holding your shares that confirms your beneficial ownership of the shares and gives you the right to vote your shares. Holding shares in street name means you hold them through a brokerage firm, bank or other nominee, and therefore the shares are not held in your individual name. We encourage you to examine your proxy card closely to make sure you are voting all of your shares in the Company.

(3) You may vote online. You may also have access to the materials for the Meeting by visiting the website: <http://mydario.investorroom.com>. You may also cast your vote by visiting www.proxyvote.com if you hold your shares in "street name," or www.vstocktransfer.com/proxy if you are a registered stockholder.

What does it mean if I receive more than one proxy card?

You may have multiple accounts at the transfer agent and/or with brokerage firms. Please sign and return all proxy cards to ensure that all of your shares are voted.

3

What if I change my mind after I return my proxy?

You may revoke your proxy and change your vote at any time before the polls close at the Meeting. You may do this by:

- sending a written notice to Zvi Ben-David, our corporate Secretary, stating that you would like to revoke your proxy of a particular date;
- signing another proxy card with a later date and returning it before the polls close at the Meeting; or
- attending the Meeting and voting in person.

Please note, however, that if your shares are held of record by a brokerage firm, bank or other nominee, you must instruct your broker, bank or other nominee that you wish to change your vote by following the procedures on the voting form provided to you by the broker, bank or other nominee. If your shares are held in street name, and you wish to attend and vote at the Meeting, you must bring to the Meeting a legal proxy from the broker, bank or other nominee holding your shares, confirming your beneficial ownership of the shares and giving you the right to vote your shares.

Will my shares be voted if I do not sign and return my proxy card?

If your shares are held in street name or in your name and you do not sign and return your proxy card, your shares will not be voted unless you vote in person at the Meeting.

How are votes counted?

You may vote “for,” “against,” or “abstain” on each of the proposals being placed before our stockholders. Abstentions and broker non-votes (*i.e.*, shares held by brokers on behalf of their customers, which may not be voted on certain matters because the brokers have not received specific voting instructions from their customers with respect to such matters) will be counted solely for the purpose of determining whether a quorum is present at the Meeting.

What are broker non-votes?

Broker non-votes occur when a beneficial owner of shares held in “street name” does not give instructions to the broker or nominee holding the shares as to how to vote on matters deemed “non-routine.” Generally, if shares are held in street name, the beneficial owner of the shares is entitled to give voting instructions to the broker or nominee holding the shares. If the beneficial owner does not provide voting instructions, the broker or nominee can still vote the shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. In the event that a broker, bank, or other agent indicates on a proxy that it does not have discretionary authority to vote certain shares on a non-routine proposal, then those shares will be treated as broker non-votes. Proposal No. 1 is a non-routine proposal; therefore, your broker, bank or other agent is not entitled to vote your shares on Proposal No. 1 without your instructions.

Our management believes that Proposal 2 is a “routine” matter for which brokers will have authority to vote your shares at the Meeting if you do not give instruction on how to vote your shares. Consequently, if customers do not give any direction, brokers will be permitted to vote your shares at the Meeting in relation to this matter. Nevertheless, we encourage you to submit your voting instructions to your broker to ensure your shares are voted at the Meeting.

How many votes are required to elect the Director Nominees as directors of the Company?

The affirmative vote of a majority of the votes cast at the Meeting by the holders of Common Stock and preferred stock represented in person or by proxy and entitled to vote is required for approval of the election of each of the Director Nominees. Abstentions are considered present for purposes of establishing a quorum but will have no effect on the election of directors. Broker non-votes will not affect the outcome of the vote on this matter.

How many votes are required to ratify the Company’s independent public accountants?

The affirmative vote of a majority of the votes cast at the Meeting by the holders of Common Stock and preferred stock represented in person or by proxy and entitled to vote is required to ratify the Auditor as our independent registered public accounting firm for the year ending December 31, 2024. Abstentions are considered present for purposes of establishing a quorum but will have no effect on the ratification of our independent public accountants. There are no broker non-votes on this matter since it is a “routine” matter.

What happens if I don’t indicate how to vote my proxy?

If you just sign your proxy card without providing further instructions, your shares will be counted as a “for” vote for all of the proposals being placed before our stockholders at the Meeting.

Is my vote kept confidential?

Proxies, ballots and voting tabulations identifying stockholders are kept confidential and will not be disclosed except as may be necessary to meet legal requirements.

Where do I find the voting results of the Meeting?

We will announce preliminary voting results at the Meeting and file a Current Report on Form 8-K announcing the final voting results of the Meeting.

Who can help answer my questions?

You can contact our Chief Financial Officer, Secretary and Treasurer, Zvi Ben-David, at (972) 4770-6377 or by sending a letter to Mr. Ben-David at offices of the Company at 322 W. 57th St. New York, New York 10019, with any questions about proposals described in this Proxy Statement or how to execute your vote.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. In addition, we have retained Laurel Hill Advisory Group, LLC to assist in the solicitation of proxies for a fee of \$6,500 plus customary expenses.

No Right of Appraisal

None of Delaware law, our Certificate of Incorporation or our Bylaws provides for appraisal or other similar rights for dissenting stockholders in connection with any of the proposals to be voted upon at this Meeting. Accordingly, our stockholders will have no right to dissent and obtain payment for their shares.

ALL PROXIES RECEIVED WILL BE VOTED IN ACCORDANCE WITH THE CHOICES SPECIFIED ON SUCH PROXIES. PROXIES WILL BE VOTED IN FAVOR OF A PROPOSAL IF NO CONTRARY SPECIFICATION IS MADE. ALL VALID PROXIES OBTAINED WILL BE VOTED AT THE DISCRETION OF THE PERSONS NAMED IN THE PROXY WITH RESPECT TO ANY OTHER BUSINESS THAT MAY COME BEFORE THE MEETING. THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR EACH OF PROPOSALS 1 AND 2.

PROPOSAL 1 ELECTION OF DIRECTORS

Introduction

The Board has nominated the Director Nominees, each of whom currently serves as a director, to stand for election at the Meeting. Stockholders will be asked to elect each of the Director Nominees, each to hold office until the 2025 Annual Meeting of Stockholders or until his or her successor is elected and qualified or until his or her earlier resignation or removal. The enclosed proxy, if returned, and unless indicated to the contrary, will be voted for the election of each of the Director Nominees.

We have been advised by each of the Director Nominees that they are willing to be named as a nominee and each are willing to continue to serve as a director if elected. If some unexpected occurrence should make necessary, in the discretion of the Board, the substitution of some other person for the nominees, it is the intention of the persons named in the proxy to vote for the election of such other person as may be designated by the Board.

Board Qualifications

We believe that the collective skills, experiences and qualifications of our directors provide our Board with the expertise and experience necessary to advance the interests of our stockholders. While the Nominating and Corporate Governance Committee of our Board does not have any specific, minimum qualifications that must be met by each of our directors, the Nominating and Corporate Governance Committee uses a variety of criteria to evaluate the qualifications and skills necessary for each member of the Board. In addition to the individual attributes of each of our current directors described below, we believe that our directors should have the highest professional and personal ethics and values, consistent with our longstanding values and standards. They should have broad experience at the policy-making level in business, exhibit commitment to enhancing stockholder value and have sufficient time to carry out their duties and to provide insight and practical wisdom based on their past experience.

Nominee and Executive Officer Information

Listed below are the names of the directors and executive officers of the Company, their ages as of the Record Date and positions held:

Name	Age	Position(s)
Erez Raphael	51	Chief Executive Officer and Director
Zvi Ben David	63	Chief Financial Officer, Treasurer and Secretary
Steven Nelson	51	Chief Commercial Officer
Yoav Shaked	53	Chairman of the Board
Dennis Matheis	64	Director
Hila Karah	55	Director
Jon Kaplan	57	Director
Dennis M. McGrath	67	Director
Adam Stern	60	Director

Erez Raphael has served as our Chief Executive Officer since August 9, 2013 and as a director of our company since December 2013. Mr. Raphael served as Chairman of the Board from November 2014 to July 2018, and as a director from November 2014 to the present. He previously and until October 2012 served as our Vice President of Research and Development. Mr. Raphael has over 17 years of industry experience, having been responsible in his career for product delivery, technology and business development. Prior to joining us, from 2010 to 2012, Mr. Raphael served as Head of Business Operations for Nokia Siemens Networks, where he was responsible for establishing and implementing a new portfolio business unit directed towards marketing and sales of complimentary products. Prior to that, from 1998 to 2010, he held increasingly senior positions at Amdocs Limited(Nasdaq: DOX) where he was ultimately responsible for advising the Chief Technology Officer and implementing matters of overall business strategy. Mr. Raphael holds a B.A. in economics and business management from Haifa University. We believe Mr. Raphael is qualified to serve on our Board because of his extensive

Zvi Ben David has served as our Chief Financial Officer, Treasurer and Secretary since January 7, 2015. Mr. Ben David has over 25 years of experience in corporate and international financial management, including at both publicly-listed and private companies. Since 2012, he has acted as an independent entrepreneur with, and investor in, various medical device ventures. From 2005 to 2012, Mr. Ben David served as the Chief Financial Officer of UltraShape Medical Ltd., a developer, manufacturer and marketer of innovative non-invasive technologies for fat cell destruction and body sculpting. While with UltraShape, he helped lead the company through \$35 million in private financing, followed by the company's merger with a Tel Aviv Stock Exchange company and ultimately the company's sale to Syneron Medical Ltd. From 2000 to 2005, he served as Vice President and Chief Financial Officer of Given Imaging Ltd., where he was part of the management team that led that company's 2001 initial public offering and 2004 follow-on offering, and served as a director of that company from its establishment in 1998 to 2000. From 1995 to June 2000, Mr. Ben David served as Vice President and Chief Financial Officer of RDC Rafael Development Corporation, one of Given Imaging Ltd.'s principal shareholders. From 1994 to 1995, Mr. Ben David served as manager of the finance division of Electrochemical Industries (Frutarom) Ltd., an Israeli company traded on the Tel-Aviv Stock Exchange and the American Stock Exchange, and from 1989 to 1993, Mr. Ben David served as the manager of that company's economy and control department. From 1984 to 1988, Mr. Ben David worked at Avigosh & Kerbs, an accounting firm in Haifa, Israel. Mr. Ben David is a certified public accountant in Israel and holds a B.A. in economics and accounting from Haifa University.

Steven Nelson has served as our Chief Commercial Officer since June 5, 2024. From October 2018 to September 2023, Mr. Nelson served as President and Chief Executive Officer of Contigo Health, a Premier Inc. subsidiary, where he previously served as Chief Operating Officer from 2017 to 2018, Vice President of Strategy, Planning, & Innovation from 2015 to 2016 and Chief of Staff in 2016. From 2007 to 2014, he served as Senior Vice President of Strategy, Product, & Marketing at Highmark Inc., a healthcare company. Prior to Highmark, from 2012 to 2014, he served as the Senior Vice President of Executive Oversight at Allegheny Health Network, a healthcare company. Earlier in his career, Mr. Nelson was a Senior Vice President for General Nutrition Centers, General Manager of Brand Marketing & Promotions for MET-Rx & Worldwide Sports Nutrition, Vice President of International Marketing for 141 Communicator, and Director of Marketing & Omnicon Integration for GMR Marketing. Mr. Nelson holds a Bachelor of Science in Education from the University of Pittsburgh at Johnstown and a Master of Arts in Business Administration from Ohio University.

Yoav Shaked has served as the Chairman of our Board since July 5, 2018. Since 2011, Mr. Shaked has served as a partner at Sequoia Capital, a leading global venture capital firm. In 2005, he co-founded Medpoint Ltd., a private medical device distribution company offering a wide range of medical products. Previously, he founded and served as Chief Executive Officer of Y-Med Inc. from May 2004 through November 2009, until its sale to C.R. Bard, Inc. After the sale of Y-Med Inc., Mr. Shaked served as the director of research at Therapeutics, a developer of innovative products for strokes and peripheral artery disease. Mr. Shaked currently serves on the board of directors of several biotechnology companies, including Endospan, Vibrant Gastro, B-Lite (G&G Biotechnology) and Orasis Pharmaceuticals, the latter of which he serves as Chairman of the Board. Mr. Shaked has a B.A. in biology from The Hebrew University of Jerusalem. We believe that Mr. Shaked is qualified to serve as Chairman of the Board because of his extensive experience both in biotechnology companies and in the venture capital realm.

Hila Karah has been a director of our company since November 23, 2014. Ms. Karah is an independent business consultant and an investor in several high-tech, biotech and internet companies. From 2006 to 2013, she served as a partner and Chief Investment Officer of Eurotrust Ltd., a family office. From 2002 to 2005, she served as a research analyst at Perceptive Life Sciences Ltd., a New York-based hedge fund. Prior to that, Ms. Karah served as research analyst at Oracle Partners Ltd., a health care-focused hedge fund. Ms. Karah has served as a director in several private and public companies including Intec Pharma, since 2009 and Cyren Ltd since 2008. Ms. Karah holds a B.A. in Molecular and Cell Biology from the University of California, Berkeley, and studied at the University of California, Berkeley-University of California, San Francisco Joint Medical Program. We believe Ms. Karah is qualified to serve on our Board because of her experience as an investor in and advisor to high-tech, biotech and internet companies.

Jon Kaplan has been a director of our company since February 2023. Mr. Kaplan has extensive business experience consulting and advising healthcare companies. From September 2018 until July 2020, Mr. Kaplan served on the board of directors, and the audit committee, of Quorum Health Corporation. Since 2007, he has served as a Senior Partner and Managing Director of the Boston Consulting Group, Inc., or BCG, a privately-held company focused on providing management consulting services, where he recently served on BCG's global leadership council and as the practice leader of BCG's healthcare services. Mr. Kaplan previously served in advisory board roles at digital health leaders Livongo, Transcarent, Circulation, and Picwell. Prior to BCG, Mr. Kaplan held senior roles at Accenture, Pricewaterhousecooper and Ernst & Young. Mr. Kaplan received a M.B.A. from the Kellogg Graduate School of Management at Northwestern University, a Masters of Public Health from the University of Pittsburgh and a B.A. in Economics from Cornell University. Mr. Kaplan is qualified to serve on our Board because of his experience in consulting and advising healthcare companies.

Dennis Matheis has been a director of our company since July 2, 2020. Mr. Matheis spent nearly 30 years in various senior leadership roles in health insurance and healthcare. Since October 2017, he has served as the President and Chief Executive Officer of Optima Health, Inc. and the Executive Vice President of Sentara Healthcare Plans, Inc. Prior to that, he spent 13 years in leadership roles at Anthem, Inc., serving as President of Central Region and Exchanges encompassing six states and representing \$12 billion in annual revenue. Mr. Matheis also served in senior leadership roles at Anthem Blue Cross and Blue Shield of Missouri, CIGNA Healthcare and Humana Health Plan, as well as Advocate Health Care in Chicago. Mr. Matheis has a B.S. in Accounting from the University of Kentucky and practiced as a Certified Public Accountant before entering the healthcare industry. We believe that Mr. Matheis is qualified to serve on our Board because of his experience in the healthcare business.

Dennis M. McGrath has been a director of our company since November 12, 2013. Mr. McGrath is a seasoned medical device industry executive with extensive public company leadership experience possessing a broad range of skills in corporate finance, business development, corporate strategy, operations and administration. After an 18-year career at PhotoMedex, Inc. (Nasdaq: PHMD), he joined PAVmed, Inc. (Nasdaq: PAVM), a multi-product, commercial stage, medical technology company in 2017, and presently serves as its President and Chief Financial Officer. Additionally, upon the initial public offering of PAVmed's majority owned subsidiary, Lucid Diagnostics, Inc. (Nasdaq: LUCD) he was appointed its Chief Financial Officer. Previously, from 2000 to 2017 Mr. McGrath served in several senior level positions of PhotoMedex, Inc. (Nasdaq: PHMD), a global manufacturer and distributor of medical device equipment and services, including from 2011 to 2017 as director, President, and Chief Financial Officer. Prior to PhotoMedex's reverse merger with Radiance, Inc. in December 2011, he also served as Chief Executive Officer from 2009 to 2011 and served as Vice President of Finance and Chief Financial Officer from 2000 to 2009. He received honors as a P.A.C.T. (Philadelphia Alliance for Capital and Technology) finalist for the 2011

Investment Deal of the Year, award winner for the SmartCEO Magazine 2012 CEO of the Year for Turnaround Company, and finalist for the Ernst & Young 2013 Entrepreneur of the Year. He has extensive experience in mergers and acquisitions, both domestically and internationally, and particularly involving public company acquisitions, including Surgical Laser Technologies, Inc. (formerly, Nasdaq: SLTI), ProCyte Corporation (formerly, Nasdaq: PRCY), LCA Vision, Inc. (formerly, Nasdaq: LCAV) and Think New Ideas, Inc. (formerly, Nasdaq: THNK). Prior to PhotoMedex, he served in several senior level positions of AnswerThink Consulting Group, Inc. (then, Nasdaq: ANSR, now, The Hackett Group, Nasdaq: HCKT), a business consulting and technology integration company, including from 1999 to 2000 as Chief Operating Officer of the Internet Practice, the largest division of AnswerThink Consulting Group, Inc., while concurrently during the merger of the companies, serving as the acting Chief Financial Officer of Think New Ideas, Inc. (then, Nasdaq: THNK, now, Nasdaq: HCKT), an interactive marketing services and business solutions company. Mr. McGrath also served from 1996 until 1999 as Chief Financial Officer, Executive Vice President and director of TriSpan, Inc., an internet commerce solutions and technology consulting company, which was acquired by AnswerThink Consulting Group, Inc. in 1999. During his tenure at Arthur Andersen & Co., where he began his career, he became a Certified Public Accountant in 1981 and he holds a B.S., maxima cum laude, in accounting from LaSalle University. Mr. McGrath presently serves as a director, audit chair of several medical device companies, including Biovector, Inc. and Cagent Vascular, Inc. Formerly from 2007 to 2009, Mr. McGrath served as a director of Embrella Cardiovascular, Inc. (sold to Edwards Lifesciences Corporation, NYSE: EW). He also serves as the Chairman of Board of Trustees for Manor College and a member of the Board of Visitors for Taylor University. We believe Mr. McGrath is qualified to serve on our Board because of his accounting expertise and his experiences serving as an officer and director of public and private companies.

Adam Stern has been a director of our company since March 1, 2020. Mr. Stern has been the head Private Equity Banking at Aegis Capital Corp. and Chief Executive Officer of SternAegis Ventures since 2012 and was a member of our Board between October 2011 and May 2014. Prior to Aegis, from 1997 to November 2012, he was with Spencer Trask Ventures, Inc., most recently as a Senior Managing Director, where he managed the structured finance group focusing primarily on the technology and life science sectors. Mr. Stern held increasingly responsible positions from 1989 to 1997 with Josephthal & Co., Inc., members of the New York Stock Exchange, where he served as Senior Vice President and Managing Director of Private Equity Marketing. He has been a FINRA licensed securities broker since 1987 and a General Securities Principal since 1991. Mr. Stern is a director of Aerami Therapeutics Holdings (formerly Dance Biopharm, Inc.), Matinas BioPharma Holdings, Inc. Adgero Biopharmaceuticals Holdings and Hydrofarm Holdings Group, Inc. Mr. Stern is a former director of InVivo Therapeutics Holdings Corp. (OTCQB: NVIV), Organovo Holdings, Inc. (NYSE MKT: ONVO) and PROLOR Biotech Ltd., which was sold to Opko Health, Inc. (NYSE: OPK) for approximately \$600 million in 2013. Mr. Stern holds a Bachelor of Arts degree with honors from The University of South Florida in Tampa. We believe Mr. Stern is qualified to serve on our Board because of his experience in the capital markets, his experiences serving as a director of public and private companies and his experience with life sciences companies.

In addition, pursuant to the terms of the placement agency agreement between us and Aegis Capital Corp. ("**Aegis**"), dated October 22, 2019, we granted Aegis the right to nominate an individual to the Board for a period of three years, which resulted in the appointment of Mr. Stern to serve on our Board.

Except for the foregoing, there are no arrangements between our directors and any other person pursuant to which our directors were nominated or elected for their positions.

Except as set forth herein, none of our directors or executive officers have been involved, in the past ten years and in a manner material to an evaluation of such director's or officer's ability or integrity to serve as a director or executive officer, in any of those "Certain Legal Proceedings" more fully detailed in Item 401(f) of Regulation S-K, which include but are not limited to, bankruptcies, criminal convictions and an adjudication finding that an individual violated federal or state securities laws. Additionally, none of our directors or executive officers have been involved in any material proceedings to which such director or executive officer was a party adverse to us or any of our subsidiaries or has a material interest adverse to us or any of our subsidiaries.

Required Vote

The election of each of the Director Nominees requires the affirmative vote of a majority of the shares of Common Stock and preferred stock (voting together as a single class) represented in person or by proxy and entitled to vote in the election of directors at the Meeting. Abstentions are considered present for purposes of establishing a quorum but will have no effect on the election of directors. Broker non-votes will not affect the outcome of the vote on this matter.

Recommendation of the Board

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR.

PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023

On October 21, 2024, the Audit Committee of the Board appointed the firm of Kost Forer Gabbay & Kasierer to serve as our independent auditors for our fiscal year ending December 31, 2024. Stockholders will be asked to ratify the Auditor to serve as our independent auditors. The Board's Audit Committee (the "**Audit Committee**") is directly responsible for appointing our independent registered public accounting firm. The Audit Committee is not bound by the outcome of this vote but will consider these voting results when selecting the Company's independent auditor for fiscal year 2025. The Auditor has been our auditor since June 22, 2012. A representative of the Auditor is not expected to be present at the Meeting.

The following table sets forth fees billed to us by Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global, our independent registered public accounting firm, during the fiscal years ended December 31, 2023 and December 31, 2022 for: (i) services rendered for the audit of our annual financial statements and the review of our quarterly financial statements; (ii) services by our independent registered public accounting firms that are reasonably related to the performance of the audit or review of our financial statements and that are not reported as audit fees; (iii) services rendered in connection with tax compliance, tax advice and tax planning; and (iv) all other fees for services rendered.

	December 31, 2023	December 31, 2022
Audit Fees	\$ 303,296	\$ 236,443
Audited Related Fees	\$ —	\$ —
Tax Fees (1)	\$ 16,686	\$ 55,980
All Other Fees (2)	\$ 102,250	\$ 16,750
Total	\$ 422,232	\$ 309,173

(1) Consists of fees relating to our tax compliance and tax planning.

(2) Consists of fees relating to our private placements.

Audit Committee Policies

The Audit Committee of our Board is solely responsible for the approval in advance of all audit and permitted non-audit services to be provided by the independent auditors (including the fees and other terms thereof), subject to the de minimis exceptions for non-audit services provided by Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), which services are subsequently approved by the Board prior to the completion of the audit. None of the fees listed above are for services rendered pursuant to such de minimis exceptions. The audit, tax and non-audit services provided by the Auditor in 2022 and 2023 set forth above were pre-approved by our Audit Committee.

Required Vote

The affirmative vote of a majority of the shares of Common Stock and preferred stock (voting together as a single class) represented in person or by proxy and entitled to vote is required to ratify the Auditor as our independent registered public accounting firm for the year ending December 31, 2024. Abstentions are considered present for purposes of establishing a quorum but will have no effect on the ratification of our independent public accountants. There are no broker non-votes on this matter since it is a “routine” matter.

Recommendation of the Board

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF THE AUDITOR AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2024.

CORPORATE GOVERNANCE

Director Independence

Our Board has reviewed the materiality of any relationship that each of our directors has with us, either directly or indirectly. Based on this review, our Board determined that Messrs. Shaked, Kaplan, Matheis, McGrath and Ms. Karah are “independent directors” as defined in the Nasdaq Listing Rules and Rule 10A-3 promulgated under the Exchange Act.

Meetings of the Board

Our Board met in telephonically 7 times during the fiscal year ended December 31, 2023 and also acted by unanimous written consent on 8 occasions. Each member of our then current Board was present for at least 83% percent or more of the Board meetings held.

Board Committees

Our Board has established three standing committees: Audit, Compensation, and Nomination and Corporate Governance.

Audit Committee

Our Audit Committee is comprised of Messrs. McGrath, Shaked and Matheis, each of whom is an independent director. Mr. McGrath is the Chairman of the Audit Committee. Mr. McGrath is an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K.

Our Audit Committee oversees our corporate accounting, financial reporting practices and the audits of financial statements. For this purpose, the Audit Committee has a charter (which is reviewed annually) and performs several functions. The Audit Committee charter is available on our website at www.mydario.com under the Investors / Governance section. The Audit Committee:

- evaluates the independence and performance of, and assesses the qualifications of, our independent auditor and engage such independent auditor;
- approves the plan and fees for the annual audit, quarterly reviews, tax and other audit-related services and approve in advance any non-audit service to be provided by our independent auditor;
- monitors the independence of our independent auditor and the rotation of partners of the independent auditor on our engagement team as required by law;
- reviews the financial statements to be included in our Annual Report on Form 10-K and Quarterly Reports on Form 10-Q and reviews with management and our independent auditor the results of the annual audit and reviews of our quarterly financial statements; and
- oversees all aspects of our systems of internal accounting control and corporate governance functions on behalf of the board.

The Audit Committee met telephonically on 4 occasions during the fiscal year ended December 31, 2023 and also acted by unanimous written

consent on 9 occasions. Each of the members of the Audit Committee attended 100% of the meetings held by the Audit Committee during the time each director served as a member of the committee.

Compensation Committee

Our Compensation Committee is comprised of Messrs. McGrath and Shaked and Ms. Karah. Mr. McGrath is the Chairman of the Compensation Committee.

12

The Compensation Committee reviews or recommends the compensation arrangements for our management and employees and also assists our Board in reviewing and approving matters such as company benefit and insurance plans, including monitoring the performance thereof. The Compensation Committee has a charter (which is reviewed annually) and performs several functions. The Compensation Committee charter is available on our website at www.mydario.com under the Investors /Governance section.

The Compensation Committee has the authority to directly engage, at our expense, any compensation consultants or other advisers as it deems necessary to carry out its responsibilities in determining the amount and form of employee, executive and director compensation.

The Compensation Committee did not meet telephonically during the fiscal year ended December 31, 2023 and acted by unanimous written consent on 10 occasions.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee is currently comprised of Messrs. Matheis and Shaked. Mr. Matheis is the Chairman of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee is charged with the responsibility of reviewing our corporate governance policies and with proposing potential director nominees to the Board for consideration. This committee also has the authority to oversee the hiring of potential executive positions in our company. The Nominating and Corporate Governance Committee operates under a written charter, which will be reviewed and evaluated at least annually.

For the fiscal year ended December 31, 2023, we did not pay a fee to any third party to identify or evaluate, or assist in identifying or evaluating, potential nominees for our Board. We have not received any recommendations from stockholders for Board nominees. All of the nominees for election at the Meeting are current members of our Board.

The Nominating and Corporate Governance Committee will review a reasonable number of candidates for director recommended by stockholders who satisfy the notice, information and consent provisions set forth in the Company's Bylaws. The Board will use the same evaluation criteria and process for director nominees recommended by stockholders as it uses for other director nominees. A stockholder wishing to formally nominate an individual for election to the Board must do so by following the procedures described in the Company's Bylaws. There has been no change to the procedures by which stockholders may recommend nominees to our Board. For information concerning stockholder proposals, see "Stockholder Proposals" below in this Proxy Statement.

The Board believes that all of its directors should have the highest personal integrity and have a record of exceptional ability and judgment. The Board also believes that its directors should ideally reflect a mix of experience and other qualifications. There is no firm requirement of minimum qualifications or skills that candidates must possess. The Nomination and Corporate Governance Committee evaluates director candidates based on a number of qualifications, including their independence, judgment, leadership ability, expertise in the industry, experience developing and analyzing business strategies, financial literacy, risk management skills, and, for incumbent directors, his or her past performance.

The Nomination and Corporate Governance Committee acted by unanimous written consent on 2 occasion during the fiscal year ended December 31, 2023.

Each of the nominees for election at this Meeting was recommended to the Board by the Nominating and Corporate Governance Committee.

Board Leadership Structure and Role in Risk Oversight

Our Board's, including our Audit and Compensation Committees', as appropriate, role in risk oversight includes risk analysis and assessment in connection with each financial and business review, update and decision-making proposal and is an integral part of all Board deliberations. Each of our Board committees is focused on specific risks within their areas of responsibility, but the Board believes that the overall enterprise risk management process is more properly overseen by all of the members of the Board. The Audit Committee is responsible for overseeing the management of financial and accounting risks. The Compensation Committee is responsible for overseeing the management of risks relating to executive compensation plans and arrangements. While each Committee is responsible for the evaluation and management of such risks, the entire Board is regularly informed through Committee reports. The Board incorporates the insight provided by these reports into its overall risk management analysis.

13

The Board's role in our risk oversight is consistent with our leadership structure, with our Chief Executive Officer and other members of senior management having responsibility for assessing and managing our risk exposure, and the Board providing oversight in connection with those efforts.

Code of Ethics

On March 5, 2013, our Board adopted a Code of Business Conduct and Ethics which is available on our internet website at <https://dariohealth.investorroom.com/CorporateGovernance>.

Procedures for Contacting Directors

The Board has established a process for stockholders to send communications to the Board. Stockholders may communicate with the Board generally or a specific director at any time by writing to: DarioHealth Corp., at 322 W. 57th St. New York, New York 10019, Attention: Zvi Ben David. We review all messages received, and forward any message that reasonably appears to be a communication from a stockholder about a matter of stockholder interest that is intended for communication to the Board. Communications are sent as soon as practicable to the director to whom they are addressed, or if addressed to the Board generally, to the Chairman of the Board. Because other appropriate avenues of communication exist for matters that are not of stockholder interest, such as general business complaints or employee grievances, communications that do not relate to matters of stockholder interest are not forwarded to the Board.

Attendance at Special and Annual Stockholder Meetings

We encourage our directors to attend our special and annual stockholders meetings. Mr. Erez Raphael, our Chief Executive Officer and Zvi Ben David, our Chief Financial Officer, Secretary and Treasurer, attended our last annual stockholder meeting.

Executive Compensation

The following table summarizes compensation of our named executive officers, as of December 31, 2023 and 2022.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)*	Bonus (\$)	Stock Awards	Option Awards (\$)**	Non-equity incentive plan compensation	Non-qualified incentive plan compensation	All Other Compensation (\$)	Total (\$)
Erez Raphael (Chief Executive Officer)	2023	\$ 446,307(1)	101,939(2)	—(3)	—	—	—	\$ 173,941(4)	\$ 722,187
	2022	\$ 489,848(1)	\$ 306,263 (2)	\$ 1,977,250(3)	\$ —	—	—	\$ 182,651(4)	\$ 2,956,012
Zvi Ben David (Chief Financial Officer)	2023	\$ 243,419(5)	31,479(6)	—(7)	—	—	—	\$ 67,686(8)	\$ 342,584
	2022	\$ 268,022(5)	87,504(6)	\$ 683,050(7)	\$ —	—	—	\$ 73,522(8)	\$ 1,112,098
Richard Anderson (President)	2023	400,000(9)	80,000(10)	\$ —	—(11)	—	—	\$ 56,648(12)	\$ 536,648
	2022	\$ 689,955(9)	250,000(10)	\$ —	\$ 732,510(11)	—	—	\$ 58,467(12)	\$ 1,730,932

* Certain compensation paid by the company is denominated in New Israeli Shekel (or the NIS). Such compensation is calculated for purposes of this table based on the annual average currency exchange for such period.

** Amount shown does not reflect dollar amount actually received. Instead, this amount reflects the aggregate grant date fair value of each stock option granted in the fiscal years ended December 31, 2023 and December 31, 2022, computed in accordance with the provisions of Accounting Standard Codification (“ASC”) 718 “Compensation-Stock Compensation” (“ASC 718”). Assumptions used in accordance with ASC 718 are included in Note 9 to our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2023.

- (1) In accordance with his second amendment to the employment agreement with our company effective August 11, 2013, Mr. Raphael was entitled to a monthly salary of NIS 44,000, commencing April 1, 2016, his monthly salary was increased to NIS 80,000 (approximately \$23,687 per month). On June 1, 2018, his monthly salary was increased to NIS 134,167 (approximately \$39,188) and on April 1, 2021 his monthly salary was increased to NIS 137,466 (approximately \$37,078 per month).
- (2) In March 2022, Mr. Raphael was paid a bonus of \$306,263 for his performance during 2021. In March 2023, Mr. Raphael was paid a bonus of \$101,939 for his performance during 2022.
- (3) On May 18, 2022, Mr. Raphael was granted 275,000 restricted shares of our Common Stock under our 2020 Equity Incentive Plan.
- (4) In addition to his salary, Mr. Raphael is entitled to receive a leased automobile and mobile phone during his employment as well as reimbursements for expenses accrued. These benefits, as well as other social benefits under Israeli law, are included as part of his “All Other Compensation.”
- (5) In accordance with his employment agreement with our company effective January 8, 2015, Mr. Ben David was initially entitled to a monthly salary and additional compensation (excluding social benefits under applicable Israeli law) of NIS 31,200 (approximately \$8,415) for providing eighty percent of his working time to our company. Beginning on March 1, 2015, Mr. Ben David began working for us on a full-time basis pursuant to the terms of his employment agreement at which point Mr. Ben David’s salary was increased to NIS 39,000 (approximately \$10,519 per month, commencing April 1, 2016, his monthly salary was updated to NIS 60,000 (approximately \$16,183). Commencing June 1, 2018, his monthly salary was updated to NIS 67,200 (approximately \$18,125), commencing April 1, 2021, his monthly salary was updated to NIS 74,620 (approximately \$20,127) and commencing April 4, 2024, his monthly salary was updated to NIS 105,000 (approximately \$28,302).
- (6) In March 2022, Mr. Ben David was paid a bonus of \$87,504 for his performance during 2021. In March 2023, Mr. Ben David was paid a bonus of \$31,479 for his performance during 2022.
- (7) On May 18, 2022, Mr. Ben David was granted 95,000 restricted shares of our Common Stock under our 2020 Equity Incentive Plan.
- (8) In addition to his salary, Mr. Ben David is entitled to receive a mobile phone during his employment as well as reimbursements for expenses accrued. These benefits, as well as other social benefits under Israeli law, are included as part of his “All Other Compensation.”

- (9) In accordance with his employment agreement, effective in January 2020, Mr. Anderson was entitled to a monthly salary of \$27,916.67. On May 30, 2024, the Company and Mr. Anderson mutually agreed for Mr. Anderson to cease serving in his role as President of the Company. The Company has retained Mr. Anderson as a consultant and member of its Advisory Board.
- (10) In April 2022, Mr. Anderson was paid a bonus of \$250,000 for his performance during 2021. In March 2023, Mr. Bacher was paid a bonus of \$80,000 for his performance during 2022.
- (11) On May 18, 2022, Mr. Anderson was granted 135,000 options to purchase shares of our Common Stock under our 2020 Equity Incentive Plan, at an exercise price of \$7.19 per share.
- (12) In addition to his salary, Mr. Anderson is entitled to participate in any and other benefit plans and programs that the Company may offer to its employees from time to time according to the terms of such plans and the Company's practices and policies as well as reimbursements for expenses accrued. These benefits are included as part of his "All Other Compensation."

All compensation awarded to our executive officers was independently reviewed by our Compensation Committee.

Employment and Related Agreements

Except as set forth below, we currently have no other written employment agreements with any of our officers and directors. The following is a description of our current executive employment agreements:

Erez Raphael, Chief Executive Officer and a Member of the Board – On August 30, 2013, LabStyle Innovation Ltd., our Israeli subsidiary, entered into an amendment to a Personal Employment Agreement with Mr. Raphael in connection with his August 2013 appointment as our President and Chief Executive Officer. Pursuant to the terms of his employment agreement as amended, Mr. Raphael is entitled to a monthly salary of NIS 137,466 (approximately \$37,078 per month).

On July 25, 2017, we, through our Israeli subsidiary, LabStyle Innovation Ltd., executed an Amended and Restated Employment Agreement with Mr. Raphael. Pursuant to the agreement, Mr. Raphael kept his monthly salary and shall be eligible for an annual bonus equal to up to 60% of his annual base salary. Mr. Raphael's employment agreement expires on December 31, 2020. In the event Mr. Raphael's employment agreement is terminated by us at will, by Mr. Raphael for good reason as provided thereby, or in conjunction with a change of control, Mr. Raphael shall be entitled to receive 24 months base salary and severance payment pursuant to applicable Israeli severance law, provided, however, that in the event such termination occurs during the final year of the term, or within the last 6 months of a renewal period of the term, Mr. Raphael shall be entitled to receive 12 months base salary and severance payment pursuant to applicable Israeli severance law. In the event the employment agreement is terminated by us for cause, Mr. Raphael will only be entitled to a severance pay under applicable Israeli severance law. Mr. Raphael's employment agreement also includes a one-year non-competition and non-solicitation provision, certain confidentiality covenants and assignment of any of his company-related inventions. Under the terms of the agreement, Mr. Raphael is entitled to certain expense reimbursements and other standard benefits, including vacation, sick leave, contributions to a manager's insurance policy and study fund and car and mobile phone allowances. On February 12, 2020, we extended the term of Mr. Raphael's employment to expire on December 31, 2022.

On April 7, 2021, the Compensation Committee of our Board approved an increase of Mr. Raphael's annual salary by \$12,000 in the aggregate and increased his target bonus to 75% of his annual base salary.

Zvi Ben David, Chief Financial Officer, Treasurer and Secretary – On January 8, 2015, LabStyle Innovation Ltd., our Israeli subsidiary, entered into a Personal Employment Agreement with Mr. Ben David. Pursuant to his employment agreement, Mr. Ben David was initially entitled to a monthly salary and additional compensation (excluding social benefits under applicable Israeli law) of NIS 31,200 (approximately \$8,415) for providing eighty percent of his working time to our company. Beginning on March 1, 2015, Mr. Ben David began working for us on a full-time basis pursuant to the terms of his employment agreement at which point Mr. Ben David's salary was increased to NIS 39,000 (approximately \$10,519). Commencing April 1, 2016, Mr. Ben David's Salary was updated to NIS 60,000 (approximately \$16,183) per month. Commencing June 1, 2018, his monthly salary was updated to NIS 67,200 (approximately \$18,215), commencing April 1, 2021, his monthly salary was updated to NIS 74,620 (approximately \$20,127). and commencing April 4, 2024, his monthly salary was updated to NIS 108,130 (approximately \$29,167).

Mr. Ben David's employment agreement may be terminated by either party at will upon 90 days prior written notice or terminated by us for cause, as defined under the employment agreement. In the event the employment agreement is terminated by us at will, Mr. Ben David shall be entitled to receive 90 days of severance plus any required severance payment pursuant to applicable Israeli severance law. In the event the employment agreement is terminated by us for cause, Mr. Ben David will only be entitled to a severance pay under applicable Israeli severance law. The employment agreement also includes a twelve-month non-competition and non-solicitation provision, certain confidentiality covenants and assignment of any of his company-related inventions to the company. Under the terms of the employment agreement, Mr. Ben David is entitled to certain expense reimbursements and other standard benefits, including vacation, sick leave, contributions to a manager's insurance policy and study fund and mobile phone allowances.

Richard Anderson, President – On January 7, 2020, we appointed Mr. Anderson as our President and General Manager of North America. On August 10, 2022, Mr. Anderson's title changed from President and General Manager of North America to President of the Company, while not otherwise

changing Mr. Anderson's role within the Company. In connection with Mr. Anderson's appointment, the Company agreed to pay Mr. Anderson an annual base salary of \$335,000. Mr. Anderson shall also be subject to a six-month non-competition and one-year non-solicitation provision, certain confidentiality covenants and assignment of any of his company-related inventions. Mr. Anderson will also be entitled to certain expense reimbursements and other standard benefits, including vacation and sick leave. On April 1, 2022, Mr. Anderson's base salary was increased to \$400,000. In addition, Mr. Anderson will be entitled to receive an annual incentive bonus of up to \$250,000, subject to certain milestones and performance targets. In addition, and in conjunction with his appointment as President and General Manager of North America, the Company agreed to issue Mr. Anderson a stock option to purchase up to 90,000 shares of Common Stock at an exercise price of \$8.41 per share, subject to vesting. Mr. Anderson was also issued a stock option to purchase up to 90,000 shares of Common Stock at an exercise price of \$8.41 per share, subject to vesting and the achievement of certain business revenue targets. In that regard, Mr. Anderson's option will vest as follows: (i) 22,500 shares shall vest following fiscal year 2020 if our business-to-business revenues reach or exceed \$6 million in the aggregate, or a pro-rated amount equal to the percentage achievement of such target, assuming the Company's GAAP revenues in 2020 will reach at least \$11 million in the aggregate; (ii) 22,500 shares shall vest following fiscal year 2021 if our business-to-business revenues reach or exceed \$15 million in the aggregate, or a pro-rated amount equal to the percentage achievement of such target, assuming the Company's GAAP revenues in 2021 will reach at least \$19.5 million in the aggregate; (iii) 22,500 shares shall vest following fiscal year 2022 if our business-to-business revenues reach or exceed \$40 million in the aggregate, or a pro-rated amount equal to the percentage achievement of such target, assuming the Company's GAAP revenues in 2022 will reach at least \$38 million in the aggregate; and (iv) 22,500 shares shall vest following fiscal year 2023 if our business-to-business revenues reach or exceed \$80 million in the aggregate, or a pro-rated amount equal to the percentage achievement of such target, assuming the Company's GAAP revenues in 2023 will reach at least \$62 million in the aggregate. The performance options for 2020, 2021 and 2022 did not vest and have expired.

On October 16, 2020, the Compensation Committee of our Board of Directors approved the issuance to Mr. Anderson of 5,182 shares of our Common Stock under our 2012 Equity Incentive Plan. Such shares were issued in lieu of the waiver of \$23,333 of salary otherwise payable to Mr. Anderson from April to July 2020.

On June 8, 2022, the Compensation Committee authorized the Company to redeem 17,957 shares of restricted stock held by Mr. Anderson, in compliance with Rule 16b-3 promulgated by the Securities and Exchange Commission (the "SEC"). The redemption is part of previously granted 91,652 and 20,000 shares of restricted stock granted in January and July 2021, in exchange for the aggregate redemption price equal to the withholding tax obligation in the amount of \$170,000.

On May 30, 2024, the Company and Mr. Anderson mutually agreed for Mr. Anderson to cease serving in his role as President of the Company. The Company has retained Mr. Anderson as a consultant and member of its Advisory Board.

Tomer Ben-Kiki, Chief Operating Officer – On February 15, 2024, we appointed Mr. Ben-Kiki as Chief Operating Officer. In connection with his appointment as Chief Operating Officer, we entered into an employment agreement with Mr. Ben-Kiki. Mr. Ben-Kiki will earn an annual salary of \$212,000 for his work in the United States, and 65,000 NIS per month for his work in Israel. Mr. Ben-Kiki will be entitled to a bonus of up to 20% of his base salary, subject to certain performance objectives as defined by the Board of Directors. In addition, he will be entitled to receive a stock option to purchase up to 1,017,947 shares of Common Stock, at an exercise price of \$2.55 per share, which were granted as an inducement material to Mr. Ben-Kiki becoming an employee of the company, in accordance with Nasdaq Listing Rule 5635(c)(4). Time-based options to purchase up to 717,947 shares of common stock shall vest as follows: 291,742 shares shall vest immediately, and the remaining 426,205 shares will vest over two years in eight equal quarterly amounts, subject to Mr. Ben-Kiki's continued employment by the Company on the applicable vesting date. The performance-based option to purchase up to 300,000 shares of Common Stock will vest immediately upon achieving certain milestones relating to the achievement of revenues (on a U.S. generally accepted account principals basis) relating to Twill products for the year ending December 31, 2024, the achievement of certain operating expense targets for the years ending December 31, 2024 and December 31, 2025, the ability to generate software value from funds invested and meet product roadmap and the retention of key employees post transaction, subject in each case to Mr. Ben-Kiki's continued employment by us on the applicable vesting date. Mr. Ben-Kiki will be employed at-will with a 90 days' notice period, unless it is terminated for cause.

On August 7, 2024, we and Tomer Ben-Kiki agreed that Mr. Ben-Kiki would be relieved from his role as Chief Operating Officer and re-assigned to serve in a non-executive management role as our Chief Technology Officer. In connection with his departure from his role, we intend to execute a consulting agreement with Mr. Ben-Kiki.

Outstanding Equity Awards at December 31, 2023

Name	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards:		Option exercise price (\$)	Option expiration date
			Number of securities underlying unexercised options (#)	Number of securities underlying unexercised options (#)		
Erez Raphael (Chief Executive Officer)	45	—	—	\$	3,330	January 6, 2024
	234	—	—	\$	1,764	July 6, 2024
Zvi Ben David (Chief Financial Officer, Secretary and Treasurer)	27,827	—(1)	—	\$	7.736	February 12, 2026
Richard Anderson (President and General Manager of North America)	90,000	—(2)	—	\$	8.41	January 30, 2026
	84,018	7,634(1)	—	\$	17.89	January 19, 2031
	67,500	67,500(1)	—	\$	7.19	May 18, 2032
Total Option Shares	269,624	75,134		\$		

(1) Vests in 12 equal quarterly installments over a three-year period.

Pay Versus Performance Table

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(v) of Regulation S-K, we are providing the following information about the relationship between executive compensation actually paid to our CEO and our other Named Executive Officer (“NEO”) and certain financial performance of the Company for each of the fiscal years ended December 31, 2023 and 2022.

Fiscal Year	Summary Compensation Table Total for CEO	Compensation Actually Paid to CEO	Summary Compensation Table Total for Other NEOs	Compensation Actually Paid to Other NEOs	Value of Initial Fixed \$100 Investment Based on Total Shareholder Return	Net Income (Loss)
2023	\$ 722,187	\$ 274,283	\$ 879,232	\$ 576,066	40.19	\$ (59,427,000)
2022	\$ 2,956,012	\$ (69,954)	\$ 3,946,463	\$ 796,244	33.00	\$ (62,193,000)

Compensation actually paid to our Chief Executive Officer represents the total compensation reported in the Summary Compensation Table for the applicable fiscal year, as adjusted as follows:

Adjustments to Determine Compensation “Actually Paid” to our Chief Executive Officer	2023	2022
Total Compensation in the Summary Compensation Table	\$ 722,187	\$ 2,956,012
Deduction for Amounts Reported under the “Stock Awards” Column in the Summary Compensation Table	—	(1,977,250)
Deduction for Amounts Reported under “Option Awards” Column in the Summary Compensation Table	—	-
Increase for Fair Value of Awards Granted During Fiscal Year that Remain Unvested as of Year End, Determined as of Applicable Fiscal Year End	—	980,830
Increase for Fair Value of Awards Granted During Fiscal Year that Vested during Applicable Fiscal Year, Determined as of Vesting Date	—	234,212
Increase/deduction for Awards Granted During Prior Fiscal Year that were Outstanding and Unvested as of Applicable Fiscal Year End	(351,996)	(1,196,779)
Increase/deduction for Awards Granted During Prior Fiscal Year that Vested During Applicable Fiscal Year	(95,908)	(1,066,979)
Total Adjustments	(447,904)	(3,025,966)
Compensation Actually Paid to the CEO	\$ 274,283	\$ (69,954)

Adjustments to Determine Compensation “Actually Paid” to our Other Named Executive Officers	2023	2022
Total Compensation in the Summary Compensation Table	\$ 879,232	\$ 3,946,463
Deduction for Amounts Reported under the “Stock Awards” Column in the Summary Compensation Table	—	(1,366,100)
Deduction for Amounts Reported under “Option Awards” Column in the Summary Compensation Table	—	(732,510)
Increase for Fair Value of Awards Granted During Fiscal Year that Remain Unvested as of Year End, Determined as of Applicable Fiscal Year End	—	1,006,840
Increase for Fair Value of Awards Granted During Fiscal Year that Vested during Applicable Fiscal Year, Determined as of Vesting Date	—	243,432
Increase/deduction for Awards Granted During Prior Fiscal Year that were Outstanding and Unvested as of Applicable Fiscal Year End	(157,758)	(1,539,822)
Increase/deduction for Awards Granted During Prior Fiscal Year that Vested During Applicable Fiscal Year	(145,408)	(761,969)
Total Adjustments	(303,166)	(3,150,219)
Compensation Actually Paid to our other Named Executive Officers	\$ 576,066	\$ 796,244

Relationship Between Financial Performance Measures

The relationships between the compensation actually paid to our CEO and the compensation actually paid to our other NEOs, with (i) our cumulative total shareholder return (“TSR”), and (ii) our net income (loss), in each case, for the fiscal years ended December 31, 2023 and 2022 is described as follows:

From 2022 to 2023, the compensation actually paid to our Chief Executive Officer increased by approximately 492%, from \$(69,954) to \$274,283. From 2022 to 2023, the compensation actually paid to our other Named Executive Officers, including Richard Anderson and Zvi Ben-David, decreased by approximately 27.7%, from \$796,244 to \$576,066. Over this same period, the Company’s TSR decreased by approximately 59.8% from \$100 to \$40.19. Our cumulative TSR for the two-years period ended December 31, 2023 was \$13.26. Our net loss decreased by 4.4%, from approximately \$(62,193,000) to \$(59,427,000), due largely to the decrease in our operating and financing expenses.

Non-Employee Director Remuneration Policy

In March 2013, our Board adopted the following non-employee director remuneration policy:

Cash Awards

Our non-employee directors (currently Messrs. Shaked, Matheis, McGrath and Ms. Karah) will receive the following cash payments for each fiscal year: (i) \$50,000 per year, to be paid quarterly in arrears and (ii) \$20,000 for Board committee service, to be paid quarterly in arrears.

Stock and Option Awards

On May 18, 2022, the Compensation Committee of our Board approved the following issuances, each was done under our 2020 Equity Incentive Plan: (i) 60,000 restricted shares of our Common Stock to Mr. Shaked; (ii) 80,000 restricted shares of our Common Stock to Ms. Karah; (iii) 17,620 restricted shares of our Common Stock to Mr. Matheis; (iv) 55,000 restricted shares of our Common Stock to each of Mr. Stern and Mr. McGrath; and (v) 35,000 options to purchase shares of our Common Stock with an exercise price of \$7.19 per share, to each of Prof. Stone and Mr. Matheis.

Compensation Committee Review

The Compensation Committee shall, if it deems necessary or prudent in its discretion, reevaluate and approve in January of each such year (or in any event prior to the first board meeting of such fiscal year) the cash and equity awards (amount and manner or method of payment) to be made to non-employee directors for such fiscal year. In making this determination, the Compensation Committee shall utilize such market standard metrics as it deems appropriate, including, without limitation, an analysis of cash compensation paid to independent directors of our peer group.

The Compensation Committee shall also have the power and discretion to determine in the future whether non-employee directors should receive annual or other grants of options to purchase shares of common stock or other equity incentive awards in such amounts and pursuant to such policies as the Compensation Committee may determine utilizing such market standard metrics as it deems appropriate, including, without limitation, an analysis of equity awards granted to independent directors of our peer group.

Participation of Employee Directors; New Directors

Unless separately and specifically approved by the Compensation Committee in its discretion, no employee director of our company shall be entitled to receive any remuneration for service as a director (other than expense reimbursement as per prevailing policy).

New directors joining our Board shall be entitled to a pro-rated portion (based on months to be served in the fiscal year in which they join) of cash and stock option or other equity incentive awards (if applicable) for the applicable fiscal year at the time they join the board.

Summary Director Compensation Table

The following table summarizes the annual compensation paid to our non-employee directors for the fiscal year ended December 31, 2023:

Name and Principal Position	Year	Fees Paid or Earned in Cash (\$)	Stock Awards	Option Awards (\$)*	Non-equity incentive plan compensation	Non-qualified deferred compensation earnings	All other compensation (\$)	Total (\$)
Dennis McGrath	2023	\$ 70,000	\$ —(1)	\$ —(2)	\$ —	\$ —	\$ —	70,000
Jon Kaplan	2023	\$ 42,778	\$ —(3)	\$ —(4)	\$ —	\$ —	\$ —	42,778
Dennis Matheis	2023	\$ 70,000	\$ —(5)	\$ —(6)	\$ —	\$ —	\$ —	70,000
Hila Karah	2023	\$ 70,000	\$ —(7)	\$ —(8)	\$ —	\$ —	\$ —	70,000
Yoav Shaked	2023	\$ 70,000	\$ —(9)	\$ —(10)	\$ —	\$ —	\$ —	70,000
Adam Stern	2023	\$ 50,000	\$ —(11)	\$ —(12)	\$ —	\$ —	\$ —	70,000

* Amount shown does not reflect dollar amount actually received. Instead, this amount reflects the aggregate grant date fair value of each stock option granted in the fiscal year ended December 31, 2023, computed in accordance with the provisions of ASC 718. Assumptions used in accordance with ASC 718 are included in Note 9 to our consolidated financial statements included in our annual report on Form 10-K for the fiscal year ended December 31, 2023.

(1) 74,744 stock awards were outstanding as of December 31, 2023.

(2) 98 option awards were outstanding as of December 31, 2023.

(3) No stock awards were outstanding as of December 31, 2023.

- (4) No option awards were outstanding as of December 31, 2023.
- (5) 32,620 stock awards were outstanding as of December 31, 2023.
- (6) 55,000 option awards were outstanding as of December 31, 2023.
- (7) 148,751 stock awards were outstanding as of December 31, 2023.
- (8) No option awards were outstanding as of December 31, 2023.
- (9) 163,896 stock awards were outstanding as of December 31, 2023.
- (10) No option awards were outstanding as of December 31, 2023.
- (11) 108,341 stock awards were outstanding as of December 31, 2023.
- (12) No option awards were outstanding as of December 31, 2023.

REPORT OF THE AUDIT COMMITTEE

In the course of our oversight of the Company's financial reporting process, we have: (1) reviewed and discussed with management the audited financial statements for the fiscal year ended December 31, 2023; (2) discussed with the Independent Auditors the matters required to be discussed pursuant to the applicable requirements of the Public Company Accounting Oversight Board (the "PCOAB") and the SEC; (3) received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the standards of the PCOAB regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountant the independent accountant's independence; (4) discussed with the independent registered public accounting firm its independence; and (5) considered whether the provision of non-audit services by the independent registered public accounting firm is compatible with maintaining its independence and concluded that it is compatible at this time.

Based on the foregoing review and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the annual report on Form 10-K for the fiscal year ended December 31, 2023, for filing with the SEC.

By the Audit Committee of the
Board of
DarioHealth Corp.

Dennis M. McGrath, Chairman
Yoav Shaked
Dennis Matheis

BENEFICIAL OWNERSHIP OF PRINCIPAL STOCKHOLDERS, OFFICERS AND DIRECTORS

The following table sets forth information regarding the beneficial ownership of our Common Stock as of October 22, 2024 by each person known by us to be the beneficial owner of more than 5% of our outstanding shares of Common Stock, each of our named executive officers and directors; and all of our executive officers and directors as a group.

The following table shows the amount of our Common Stock beneficially owned as of October 22, 2024 by (i) each person or group as those terms are used in Section 13(d)(3) of the Exchange Act, believed by us to beneficially own more than 5% of our Common Stock, (ii) each of our named executive officers and directors, and (iii) all our executive officers and directors as a group. Except as otherwise noted, each person named in the table has sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws.

Name of Beneficial Owner	Shares of Common Beneficially Stock Owned	Percent of Common Stock Beneficially Owned ⁽¹⁾
Officers and Directors		
Erez Raphael ⁽²⁾	1,690,677	5.4%
Zvi Ben David ⁽³⁾	634,816	2.0%
Steven Nelson ⁽⁴⁾	45,000	*%
Richard Anderson ⁽⁵⁾	918,654	2.9%
Dennis M. McGrath ⁽⁶⁾	96,411	*%
Hila Karah ⁽⁷⁾	184,083	*%
Yoav Shaked ⁽⁸⁾	233,782	*%
Adam Stern ⁽⁹⁾	1,192,233	3.7%
Dennis Mathies ⁽¹⁰⁾	186,077	*%
Jon Kaplan ⁽¹¹⁾	46,574	*%
All Executive Officers and Directors as a group (10 persons) **	5,228,307	16.5%
5% Stockholders		
Nantahala Capital Management, LLC. ⁽¹²⁾	3,109,531	9.9%

* less than 1%.

- (1) Percentage ownership is based on 31,323,906 shares of our Common Stock outstanding as of October 22, 2024 and, for each person or entity listed above, warrants or options to purchase shares of our Common Stock which exercisable within 60 days of such date.
- (2) Includes 1,192,326 vested restricted shares. Also includes 37,876 shares of our Common Stock, held by Dicylon Consulting and Investment Ltd. Mr. Raphael is the natural person with voting and dispositive power over our securities held by Dicylon Consulting and Investment Ltd. The address of Dicylon Consulting and Investment Ltd. is 10 Nataf St., Ramat Hasharon 4704063, Israel.
- (3) Includes 27,827 vested options to purchase Common Stock and 606,228 vested restricted shares. Includes 1,786 shares owned by his spouse, for which Mr. Ben David disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (4) Includes 0 vested options to purchase Common Stock and 500,000 options which are not vested.

26

- (5) Includes 809,777 vested options to purchase Common Stock and 93,695 vested restricted shares. Excludes 576,875 options which are not vested.
- (6) Includes 96,411 vested restricted shares.
- (7) Includes 134,940 vested restricted shares.
- (8) Includes 128,484 vested restricted shares. Includes 1,667 shares owned by his spouse, for which Mr. Shaked disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (9) Includes 115,517 vested restricted shares. Includes 250 C Preferred Shares convertible into 124,000 shares of Common Stock. Includes warrants exercisable into 804,316 shares of Common Stock, subject to a contractual beneficial ownership limitation of 4.99%.
- (10) Includes 49,168 vested options to purchase Common Stock and 52,620 vested restricted shares. Excludes 5,832 options which have not vested.
- (11) Includes 35,000 vested restricted shares.
- (12) Based solely on information contained in Form 13G/A filed with the SEC on February 14, 2024, and data provided by the holder. Includes 85,505 pre-funded warrants to purchase Common Stock issued in May 2019, subject to a contractual beneficial ownership limitation of 9.9% and excludes 192,041 pre-funded warrants to purchase Common Stock issued in May 2019, preferred shares convertible into 1,273,498 shares of Common Stock issued in December 2019, 386,129 pre-funded warrants issued on July 31, 2020, 331,814 pre-funded warrants issued on February 28, 2022, preferred shares convertible into 1,483,503 shares of Common Stock issued in May 2023, and preferred shares convertible into 1,980,197 shares of Common Stock issued in February 2024.

Stockholder Communications

Stockholders wishing to communicate with the Board may direct such communications to the Board c/o the Company, Attn: Zvi Ben-David. Mr. Ben-David will present a summary of all stockholder communications to the Board at subsequent Board meetings. The directors will have the opportunity to review the actual communications at their discretion.

Additional Information

In addition, we are subject to certain informational requirements of the Exchange Act and in accordance therewith files reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information are available on the SEC's website at www.sec.gov. Stockholders who have questions in regard to any aspect of the matters discussed in this Proxy Statement should contact Zvi Ben-David, Chief Financial Officer of the Company, at 322 W. 57th St. New York, New York 10019.

27

STOCKHOLDER PROPOSALS

Proposals of stockholders intended to be included in the Company's proxy statement and form of proxy for use in connection with the Company's 2024 Annual Meeting of Stockholders must be received by the Company's Secretary at the Company's principal executive offices at 322 W. 57th St. New York, New York 10019 and/or via electronic mail to ir@dariohealth.com, not less than 90 days nor more than 120 days prior to the annual meeting of stockholders and must otherwise satisfy the procedures contained in the Company's Bylaws or as prescribed by Rule 14a-8 under the Exchange Act.

Stockholder proposals with respect to director nominees for use in connection with the Company's 2024 Annual Meeting of Stockholders must be received by the Company's Secretary at the Company's principal executive offices at not less than 60 days before the date of the annual meeting of stockholders. A stockholder wishing to formally nominate an individual for election to the Board must do so by following the notice, information and consent provisions described in the Company's Bylaws. In that regard, the stockholder must set forth the (a) the name, age, business address and the primary legal residence address of each nominee proposed in such notice, (b) the principal occupation or employment of such nominee, (c) the number of shares of capital stock of the Company which are owned directly or indirectly of record and directly or indirectly beneficially owned by the nominee and each of its affiliates (within the meaning of Rule 144 under the Securities Act of 1933, as amended), including any shares of the Company owned or controlled via derivatives, hedged positions and other economic and voting mechanisms, (d) any material agreements, understandings or relationships, including financial transactions and compensation, between the nominating stockholder and the proposed nominees and (e) such other information concerning each such nominee as would be required, under the rules of the SEC, in a proxy statement soliciting proxies in a contested election of such nominees. The Board will

use the same evaluation criteria and process for director nominees recommended by stockholders as it uses for other director nominees. There has been no change to the procedures by which stockholders may recommend nominees to our Board.

It is suggested that any such proposals be submitted by certified mail, return receipt requested.

If we do not receive notice of a stockholder proposal within this timeframe, our management will use its discretionary authority to vote the shares they represent, as the Board may recommend. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these requirements.

HOUSEHOLDING OF MEETING MATERIALS

Some banks, brokers and other nominee record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that only one copy of our proxy statement or annual report may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you if you call or write us at the address shown on the first page of this proxy statement. If you want to receive separate copies of the annual report and any proxy statement in the future or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holders, or you may contact us at the address shown on the first page of this proxy statement or by phone at (646) 665-4667.

OTHER MATTERS

As of the date of this proxy statement, our management knows of no matter not specifically described above as to any action which is expected to be taken at the Meeting. The persons named in the enclosed proxy, or their substitutes, will vote the proxies, insofar as the same are not limited to the contrary, in their best judgment, with regard to such other matters and the transaction of such other business as may properly be brought at the Meeting.

28

IF YOU HAVE NOT VOTED BY INTERNET, PLEASE DATE, SIGN AND RETURN THE PROXY CARD AT YOUR EARLIEST CONVENIENCE IN THE ENCLOSED RETURN ENVELOPE. A PROMPT RETURN OF YOUR PROXY CARD WILL BE APPRECIATED AS IT WILL SAVE THE EXPENSE OF FURTHER MAILINGS.

By order of the Board,

/s/ Erez Raphael
 Erez Raphael
 Chief Executive Officer

New York, New York
 October 24, 2024

29

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

THE UNDERSIGNED HEREBY APPOINTS, EREZ RAPHAEL AND ZVI BEN-DAVID, AND EACH OF THEM, AS PROXIES OF THE UNDERSIGNED, WITH FULL POWER OF SUBSTITUTION, TO VOTE ALL THE SHARES OF COMMON STOCK OF DARIOHEALTH CORP. HELD OF RECORD BY THE UNDERSIGNED ON OCTOBER 24, 2024, AT THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 18, 2024 AT 16:00. LOCAL TIME AT OUR ISRAELI OFFICE, LOCATED AT 5 TARSHISH STREET, CAESAREA INDUSTRIAL PARK, ISRAEL, OR ANY ADJOURNMENT THEREOF.

1. Election of Hila Karah, Dennis Matheis, Dennis M. McGrath, Erez Raphael, Jon Kaplan, Yoav Shaked and Adam K. Stern to hold office until the 2025 Annual Meeting of Stockholders or their successors are elected and qualified or until their earlier resignation or removal.

Hila Karah		
<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Dennis Matheis		
<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Dennis M. McGrath		
<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Erez Raphael		
<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Yoav Shaked		
<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Jon Kaplan		
<input type="checkbox"/> FOR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Adam K. Stern		

FOR

AGAINST

ABSTAIN

- 2. To ratify the appointment by the Audit Committee of the Company's Board of Kost Forer Gabbay & Kasierer as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

FOR

AGAINST

ABSTAIN

In their discretion, upon the transaction of any other matters which may properly come before the meeting or any adjournment thereof.

The shares represented by this proxy, when properly executed, will be voted as specified by the undersigned stockholder(s). If this card contains no specific voting instructions, the shares will be voted FOR each of the proposals described on this card.

Signature of Stockholder(s)

Date

Please sign exactly as the name appears below. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign the corporate name by the president or other authorized officer. If a partnership, please sign in the partnership name by an authorized person.

VOTE BY INTERNET — if a registered holder by visiting www.vstocktransfer.com/proxy; if a beneficial holder by visiting www.proxyvote.com.

Use the internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.