

# CHEMOMAB THERAPEUTICS LTD.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The board of directors (the “Board”) of Chemomab Therapeutics Ltd. (the “Company”) has constituted and established a nominating and governance committee (the “Committee”) with the authority, responsibility and duties as described in this Nominating and Governance Committee Charter (this “Charter”).

### **I. Purpose**

The purpose of the Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual general meeting of shareholders.

### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. In the event the Company is subject to the external director rules of the Companies Law 5759- 1999, as amended (the “Companies Law”), one of the members of the Committee shall be an external director.

### **III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “Articles of Association”).

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association and applicable Nasdaq rules.

### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The

Committee will also recommend to the Board the nominees for election to the Board at the next annual general meeting of shareholders.

2. *Criteria for Selecting Directors.* The Committee will recommend to the Board for its approval the criteria to be used by the Committee in recommending directors and by the Board in nominating directors (the “Criteria”). The initial Criteria are set forth on **Annex A** hereto.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Articles of Association and the charters of the Company’s other committees.

5. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

6. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

7. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **Annex A**

### **Initial Criteria**

Nominees for director of the Company should possess the following minimum criteria:

- being able to read and understand basic financial statements;
- being over 21 years of age; and
- having the highest personal integrity and ethics.

The Board and the Nominating and Governance Committee also intend to consider the following additional criteria for nominees for director of the Company:

- possessing relevant expertise upon which to be able to offer advice and guidance to management;
- having sufficient time to devote to the affairs of the Company;
- demonstrated excellence in his or her field;
- having the ability to exercise sound business judgment;
- diversity, including any gender requirements imposed by Israeli law; and
- having the commitment to rigorously represent the long-term interests of the Company's shareholders.