



**MEDIWOUND LTD.  
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

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

**I. Purpose**

The primary purposes of the Nominating and Governance Committee (the “*Committee*”) consist of the following:

- to assist the Board in identifying individuals who will be nominated for election or appointment as directors;
- to recommend to the Board criteria for selection of director nominees who are qualified to serve on the Board;
- to develop and recommend to the Board a set of Corporate Governance Guidelines that are suitable for the Company;
- to lead the Board in its annual review of the Board and the Company’s management’s performance; and
- to recommend to the Board directors who are appropriate to serve on various committees of the Board.

**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 (the “*Nasdaq*”), 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.

**III. Meetings, Procedures and Authority**

The Committee will meet as often as necessary to carry out its responsibilities. 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 Israeli Companies Law, 5759-1999 (the “*Companies Law*”) and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “*Articles of Association*”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically or via alternative communication. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee has discretion to retain and terminate any search firm to be used to identify director candidates, including sole discretion to approve such search firm’s fees and other retention terms. The Committee has the discretion 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.

**IV. Duties and Responsibilities**

In furtherance of the purposes of the Committee, the Committee shall:



- Actively identify, recruit, and evaluate (including through an interview process) qualified candidates for Board membership to fill new or vacant positions on the Board and ensure that the Board has the requisite expertise and that its membership reflects a balance and diversity of experience, thought, backgrounds, skills, and viewpoints required for the Board as a whole.
- Recommend to the Board all nominees to be proposed by the Board for shareholder election (or re-election) at each annual general meeting or to be appointed by the Board to fill interim director vacancies.
- Consider persons suggested by shareholders and, if it deems appropriate, subject to applicable law, establish procedures to be followed by shareholders in submitting recommendations for Board candidates.
- 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 in the Company’s Corporate Governance Guidelines).
- Annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee, as well as the size of each Board committee, and the identity of committee chairpersons.
- Review and reassess the Company’s Corporate Governance Guidelines annually, and this Charter periodically, and recommend any proposed changes to the Board for approval.
- Periodically review and make recommendations to the Board regarding governance matters, including, but not limited to, corporate governance trends, best practices and regulation applicable to the corporate governance of the Company, provisions of the Articles and the charters of the Company’s other committees.
- Lead the Company’s communications with institutional shareholder groups and other groups that promote corporate governance practices (with assistance from the Company’s public relations/investor relations advisors, if desired).
- Report regularly to the Board regarding the activities of the Committee and maintain minutes of its meetings and records relating to those meetings and the Committee’s activities.
- Periodically perform an evaluation of the performance of the Committee.
- Review comments and suggestions from directors and members of committees of the Board with respect to the Board’s and each committee’s annual self-assessment, and report annually to the Board regarding the results.
- Periodically review the Company’s management succession planning for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer, and provide its recommendations on such matters to the entire Board.



**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.