



MEDIWOUND LTD. (THE “COMPANY”)

RESEARCH AND DEVELOPMENT COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of the Company has constituted and established a Research and Development Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Research and Development Committee Charter (this “**Charter**”).

I. Purpose

The Research and Development Committee is established to oversee and advise the Board on matters related to research, development, and innovation within the Company, a biopharmaceutical company listed on the Nasdaq stock exchange.

The purposes, responsibilities and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Articles of Association of the Company or applicable law, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

II. Membership

The Committee must consist of at least two directors. 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 and Authority

The Committee shall meet as circumstances require. The Chairperson will preside at each meeting of the Committee and, in consultation with the other members of the Committee then present, shall determine the length of such meeting and the agenda of items to be addressed at such meeting. The presence (in person or via telephone or other means of communication) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee.

The Committee may act by unanimous written consent in lieu of a meeting.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. Notwithstanding the foregoing, (i) any person who is, pursuant to the Companies Law, forbidden from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making), unless the Chairperson has determined that such person is required during the presentation of a certain topic to the Committee.



Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee or the Board and shall report to the Committee.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

IV. Retention of Outside Advisers

The Committee shall have the power to retain, without Board approval and at the Company's expense, and terminate, the services of, as it deems appropriate, any independent counsel, consultants, advisers and other experts to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such counsels', consultants', advisers' and experts' fees and other retention terms and any ordinary administrative expenses necessary or appropriate in carrying out the Committee's duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such counsel, consultants, advisers or experts retained by the Committee.

V. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. The Committee's approval of any matter below shall not derogate from the requirements of the Companies Law pursuant to which approval of the Board and, in certain cases, the Company's shareholders is required for certain acts or transactions, and under such circumstances the Committee's approval shall constitute only a recommendation to any such body.

(a) Review and assess the Company's research and development strategies, plans, and objectives, and make recommendations to the Board for approval.

(b) Evaluate the progress and performance of ongoing research and development projects, clinical trials, and preclinical studies.

(c) Provide oversight and guidance on the allocation of resources for research and development activities, including budgetary considerations.

(d) Monitor and assess emerging technologies, scientific advancements, and competitive landscape within the biopharmaceutical industry.

(e) Review and evaluate potential collaborations, partnerships, licensing agreements, and acquisitions related to research and development.

(f) Ensure compliance with applicable regulatory requirements, ethical standards, and industry best practices in research and development activities.

(g) Assess and mitigate risks associated with research and development initiatives, including intellectual property protection, regulatory compliance, and scientific uncertainties.



(h) Provide regular updates and reports to the Board on the status of research and development activities, key milestones, and strategic initiatives.

(i) Perform any other duties or responsibilities as assigned by the Board.

VI. Reporting

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

VII. Review

The Committee shall from time to time review and assess the adequacy of this Charter (including the structure, processes and membership requirements of the Committee) and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review its own performance.

VIII. Minutes

The Committee will maintain written minutes of its meetings.

IX. Interpretation

To the extent (a) any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, or (b) the Company becomes subject to any additional provisions of the Companies Law or any other applicable law that are applicable to the Committee (including if the Company becomes exempt from the requirement to appoint External Directors under the Companies Law), then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this charter (and the Company will take all action necessary to amend such provisions as necessary to comply with all such applicable laws). In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to “law” shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to “law” shall be read subject to the Company’s Articles of Association, as amended from time to time.

The purposes, responsibilities and other provisions specified in this Charter are intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the



responsibilities of the Committee hereunder. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

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Adopted: March 21, 2024