

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF MEDIWOUND LTD.

June 15, 2021

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NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at - <http://ir.mediwound.com/financial-information/annual-reports>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE PROPOSALS. PLEASE SEE THE INSTRUCTIONS BELOW REGARDING ITEMS 4A, 7A, 8A AND 9A RELATING TO PROPOSALS 4, 7, 8 AND 9.

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

<p>1. Re-election of the following six incumbent directors:</p> <p>(a) Mr. Stephen T. Wills <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>(b) Mr. Ofer Gonen <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>(c) Mr. Assaf Segal <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>(d) Mr. David Fox <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>(e) Mr. Sam Moed <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>(f) Dr. Vickie R. Driver <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>2. Approval of the appointment of Somekh Chaikin, a member firm of KPMG, as the Company's independent registered public accounting firm, and authorization of the Board of Directors to fix their remuneration <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p>	<p>3. Approval of an amendment to the form of indemnification letter to which the Company is party with its current and future directors and executive officers <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>4. Approval of renewed director and officer (D&O) insurance policy <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>4A The undersigned hereby confirms that he, she or it is <u>not</u> a controlling shareholder and does <u>not</u> have a conflict of interest in the approval of Proposal 4 [MUST COMPLETE] YES <input type="checkbox"/> NO <input type="checkbox"/></p> <p>5. Approval of an amendment to the Company's Articles of Association (the "Articles") that sets the forum for adjudication of disputes under the Articles <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>6. Approval of grants of options to purchase 22,500 ordinary shares and 3,750 RSU's for the Executive Chairman of the Board, and options to purchase 11,250 ordinary shares and 1,875 RSUs for each of the other directors <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>7. Approval of renewal of the Registration Rights Agreement to which the Company is party with certain of its affiliated shareholders <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>7A The undersigned hereby confirms that he, she or it is <u>not</u> a controlling shareholder and does <u>not</u> have a conflict of interest in the approval of Proposal 7 [MUST COMPLETE] YES <input type="checkbox"/> NO <input type="checkbox"/></p> <p>8. Approval of annual cash bonus to CEO (Sharon Malka) for his performance in 2020 <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>8A The undersigned hereby confirms that he, she or it is <u>not</u> a controlling shareholder and does <u>not</u> have a conflict of interest in the approval of Proposal 8 [MUST COMPLETE] YES <input type="checkbox"/> NO <input type="checkbox"/></p> <p>9. Approval of equity grant to CEO (Sharon Malka) <input type="checkbox"/> FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN</p> <p>9A The undersigned hereby confirms that he, she or it is <u>not</u> a controlling shareholder and does <u>not</u> have a conflict of interest in the approval of Proposal 9 [MUST COMPLETE] YES <input type="checkbox"/> NO <input type="checkbox"/></p>
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To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder Date: Signature of Shareholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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MEDIWOUND LTD.
PROXY FOR THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 15, 2021
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby constitutes and appoints Yaron Meyer and/or Boaz Gur-Lavie and each of them, the true and lawful attorneys, agents and proxies of the undersigned, with full power of substitution to each of them, to represent and to vote, on behalf of the undersigned, all of the ordinary shares of MediWound Ltd. (the "**Company**"), held of record in the name of the undersigned at the close of business on Friday, May 7, 2021, at the 2021 Annual General Meeting of Shareholders of the Company (the "**Meeting**") to be held at the Company's offices, 42 Hayarkon St., Yavne 8122745, Israel, at 5:00 p.m. (Israel time) on Tuesday, June 15, 2021, and at any and all adjournments or postponements thereof on the matters listed on the reverse side, which matters are more fully described in the Notice of 2021 Annual General Meeting of Shareholders and Proxy Statement relating to the Meeting.

The undersigned acknowledges receipt of the Notice of 2021 Annual General Meeting of Shareholders and Proxy Statement of the Company relating to the Meeting.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to Proposals 1, 2, 3, 5 and 6, this Proxy will be voted "FOR" each such proposal. If no direction is made with respect to Proposals 4, 7, 8 or 9, the undersigned will be deemed to have abstained from voting on any such proposal(s), unless the undersigned confirms on the reverse side whether the undersigned possesses a conflict of interest (referred to as a "personal interest" under the Israeli Companies Law) in the approval of those proposals—in which case this proxy will be voted "YES" those proposals as well. This proxy will furthermore be voted in such manner as the holder of the proxy may determine with respect to any other business as may properly come before the Meeting or any and all adjournments or postponements thereof. Any and all proxies heretofore given by the undersigned are hereby revoked.

Directions (Items 4A, 7A, 8A and 9A)

PLEASE BE CERTAIN TO FILL IN THE BOXES "YES" EACH OF ITEMS 4A, 7A, 8A AND 9A OPPOSITE TO CONFIRM THAT YOU ARE NOT A CONTROLLING SHAREHOLDER AND DO NOT HAVE A CONFLICT OF INTEREST (REFERRED TO AS A "PERSONAL INTEREST" UNDER THE ISRAELI COMPANIES LAW) IN THE APPROVAL OF PROPOSALS 4, 7, 8 AND 9, RESPECTIVELY.

If you believe that you, or a related party of yours, has such a conflict of interest, or if you are a controlling shareholder, and you wish to participate in the vote on Proposals 4, 7, 8 and/or 9, you should check the box "NO" Items 4A, 7A, 8A and/or 9A (as applicable). In that case, your vote will count towards or against the ordinary majority required for the approval of Proposals 4, 7, 8 and/or 9 (as applicable) but will not count towards or against the special majority required for the approval of those proposals.

IF YOU DO NOT INDICATE WHETHER OR NOT YOU ARE A CONTROLLING SHAREHOLDER AND/OR HAVE A CONFLICT OF INTEREST IN ITEMS 4A, 7A, 8A OR 9A, YOUR VOTE WILL NOT BE COUNTED AT ALL FOR PROPOSALS 4, 7, 8 AND/OR 9 (AS APPLICABLE).

(Continued and to be signed on the reverse side)