



**MEDIWOUND LTD.**

42 Hayarkon Street, Yavne 8122745, Israel

May 29, 2024

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**NOTICE OF 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 9, 2024**

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Dear MediWound Ltd. Shareholders:

We cordially invite you to attend the 2024 annual general meeting of shareholders, or the Meeting, of MediWound Ltd., or the Company, to be held at 10:00 a.m. Eastern Daylight Time (EDT) on Tuesday, July 9, 2024, at the offices of Latham & Watkins LLP, Conference Center, 1271 Avenue of the Americas, New York, New York 10020-1300.

The Meeting is being called for the following purposes:

- (1) Re-election of each of Messrs. Nachum (Homi) Shamir, Dr. Vickie R. Driver, David Fox, Shmuel (Milky) Rubinstein, and Stephen T. Wills to the Company's board of directors, or Board, to serve until the next annual general meeting of shareholders of the Company and until their respective successors are duly appointed and qualified, or until their earlier resignation or removal;
- (2) Reappointment of Somekh Chaikin, a member firm of KPMG, as the Company's independent registered public accounting firm for the year ending December 31, 2024 and for the additional period until the next annual general meeting of shareholders of the Company, and authorization of the Board (with power of delegation to its audit committee) to fix the independent registered public accounting firm's remuneration in accordance with the volume and nature of its services;
- (3) Approval of an updated package of annual equity grants to current and future Board members, valued at \$100,000 for the Chairman of the Board and \$60,000 for every other Board member, comprised in each case of 80% options to purchase ordinary shares and 20% restricted share units, or RSUs;
- (4) Approval of updated cash fees for current and future Board members;
- (5) Approval of an increase to the annual base salary (cash) compensation of the Company's Chief Executive Officer, Mr. Ofer Gonen;
- (6) Approval of annual equity grants valued at \$750,000, comprised in each case of 80% options to purchase ordinary shares and 20% RSUs, which in respect of 2024 will consist of options to purchase 94,273 ordinary shares and 11,784 RSUs, for the Company's Chief Executive Officer, Mr. Ofer Gonen; and
- (7) Approval of the payment of an annual cash bonus to the Company's Chief Executive Officer, Mr. Ofer Gonen, in respect of his performance in 2023.

At the Meeting, we will also present and discuss our audited annual consolidated financial statements for the year ended December 31, 2023, as previously made available to our shareholders as part of our Annual Report on Form 20-F for the year ended December 31, 2023, filed with the Securities and Exchange Commission, or SEC, on March 21, 2024, which may be accessed at [www.sec.gov](http://www.sec.gov) and at the "Investor Relations" section of our Company's website, [www.mediwound.com](http://www.mediwound.com). We will also transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date of shareholders entitled to vote at the Meeting has been set as the close of business on May 29, 2024.

The affirmative vote of the holders of a majority of the voting power represented at the Meeting in person or by proxy and voting thereon (which excludes abstentions and broker non-votes) is necessary for the approval of each of the proposals.

In addition, under the Israeli Companies Law, 5759-1999, or the Companies Law, the approval of each of Proposals 5, 6 and 7 requires that one of the following two voting requirements be met as part of the approval by an ordinary majority of shares present and voting thereon:

- the majority voted in favor of the proposal includes a majority of the shares held by shareholders who are neither controlling shareholders nor in possession of a conflict of interest (referred to under the Companies Law as a “personal interest”) in the approval of the proposal that are voted at the Meeting, excluding abstentions; or

- the total number of shares held by non-controlling, non-conflicted shareholders (as described in the previous bullet-point) voted against the proposal does not exceed 2% of the aggregate voting power in the Company.

Descriptions of what constitutes a “controlling” shareholder and a conflict of interest (referred to under the Companies Law as a “personal interest”) are contained in the accompanying proxy statement.

Shareholders are requested to complete, date and sign all enclosed proxy cards and/or voting instruction forms, and to return them promptly in the pre-addressed envelopes. No postage will be required if they are mailed in the United States.

If you are a registered shareholder and will submit your completed, executed proxy card in the enclosed envelope, it must be received by our transfer agent not later than 11:59 p.m., Eastern Daylight Time on July 8, 2024 in order to be validly included in the tally of shares voted at the Meeting. Alternatively, you may send your completed, executed proxy card to our registered Israeli offices so that it is received no later than 1:00 p.m. Israel time (6:00 a.m. Eastern Daylight Time) on the date of the Meeting. Your proxy card, if properly executed, will be voted in the manner directed by you. Detailed proxy voting instructions are provided in both the enclosed proxy statement and enclosed proxy card.

If your ordinary shares are held in “street name”, that is, in a brokerage account or by a trustee or nominee, please follow the enclosed instructions on your voting instruction form in order to submit it to your broker, trustee or nominee. As an alternative to physically mailing your voting instruction form, you may use it for purposes of submitting your voting instructions online, at [www.proxyvote.com](http://www.proxyvote.com).

In accordance with the Companies Law and regulations promulgated thereunder, any shareholder of the Company holding at least 1% of the outstanding voting rights of the Company as of the record date for the Meeting may submit to the Company a proposed additional agenda item for the Meeting, to the Company’s Israeli offices, 42 Hayarkon St., Yavne 8122745, Israel, Attention: Mr. Yaron Meyer, Executive Vice President, General Counsel and Corporate Secretary, email: [aronm@mediwound.com](mailto:aronm@mediwound.com), no later than June 5, 2024. Pursuant to Section 66(b) of the Companies Law and the Companies Regulations - Relief for Companies whose Securities are Listed for Trading on a Foreign Exchange 2000-5760, a shareholder’s proposed additional agenda item related to: (i) the election of a new nominee to our Board or (ii) the removal of a currently serving member of our Board, may only be submitted by a shareholder holding at least 5% of the voting power of our outstanding ordinary shares. To the extent that there are any additional agenda items that the Board determines to add as a result of any such shareholder submission, the Company will publish an updated notice and proxy card with respect to the Meeting, no later than June 12, 2024, to be furnished to the SEC under cover of a Report of Foreign Private Issuer on Form 6-K, or Form 6-K.

This notice, and the enclosed proxy statement, as well as the form of proxy card for the Meeting, are also being furnished to the SEC as exhibits to a Form 6-K, which may be obtained for free from the SEC’s

website at [www.sec.gov](http://www.sec.gov) or the “Investor Relations” portion of the Company’s website, at [www.mediwound.com](http://www.mediwound.com). The full text of the proposed resolutions, together with the form of proxy card for the Meeting, may also be viewed beginning on Sunday, June 9, 2024 at the registered office of the Company, 42 Hayarkon Street, Yavne 8122745, Israel, during normal business hours, Sunday to Thursday, upon prior coordination with the Company. Our telephone number at our registered office is +972-77-971-4100.

Sincerely,

/s/ Nachum Shamir  
Nachum (Homi) Shamir  
Chairman of the Board of Directors