



**MEDIWOUND LTD.**

42 Hayarkon Street, Yavne 8122745, Israel

April 20, 2023

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**NOTICE OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 31, 2023**

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Dear MediWound Ltd. Shareholders:

We cordially invite you to attend the 2023 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 Wednesday, May 31, 2023, 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, Stephen T. Wills, David Fox and Assaf Segal, and Dr. Vickie R. Driver, to the Company's board of directors, or Board, to serve until the next annual general meeting of shareholders of the Company, until each of their successors is duly appointed and qualified, or until any of 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, 2023 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 amendment to Article 6 of the Company's Amended and Restated Articles of Association, as amended, that increases the Company's authorized share capital from (i) 900,000 New Israeli Shekels, or NIS, consisting of 12,857,143 ordinary shares, par value NIS 0.07 per share, or ordinary shares, to (ii) NIS 1,400,000, consisting of 20,000,000 ordinary shares, par value NIS 0.07 per share;
- (4) Approval of an increase by 1,000,000 in the number of ordinary shares available for issuance under the Company's 2014 Equity Incentive Plan;
- (5) Approval of grants of options to purchase 11,800 ordinary shares for the Company's Chairman of the Board, and options to purchase 5,900 ordinary shares for each of the Company's other directors, subject in each case to the approval of Proposals 3 and 4;
- (6) Approval of an extension to the exercise period of options to purchase ordinary shares that had been granted to certain directors;
- (7) Approval of the payment of an annual cash bonus to Mr. Ofer Gonen, the Company's Chief Executive Officer, in respect of his performance in 2022; and
- (8) Approval of an equity grant, comprised of options to purchase 86,000 ordinary shares, to Mr. Ofer Gonen, the Company's Chief Executive Officer, subject to the approval of Proposals 3 and 4.

At the Meeting, we will also present and discuss our audited annual consolidated financial statements for the year ended December 31, 2022, as previously made available to our shareholders as part of our Annual Report on Form 20-F for the year ended December 31, 2022, filed with the Securities and Exchange Commission, or SEC, on March 16, 2023, 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 Friday, April 21, 2023.

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 7 and 8 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.

For purposes of the foregoing, a “controlling shareholder” is any shareholder that has the ability to direct the Company’s activities (other than by means of being a director or other office holder of the Company). A person is presumed to be a controlling shareholder if he, she or it holds 50% or more of the voting rights in the Company or has the right to appoint the majority of the directors or chief executive officer of the Company, but excludes a shareholder whose power derives solely from his or her position as a director of the Company or from any other position with the Company. For purposes of each of Proposals 7 and 8, a “controlling shareholder” furthermore includes any shareholder holding 25% or more of the voting rights in the Company if no other shareholder holds more than 50% of the voting rights.

The Company is not aware of any shareholder that would qualify as a controlling shareholder for purposes of the vote on either of Proposals 7 or 8.

A conflict of interest (referred to under the Companies Law as a “personal interest”) (i) includes an interest of any member of a shareholder’s immediate family (i.e., spouse, sibling, parent, parent’s parent, descendent, the spouse’s descendent, sibling or parent, and the spouse of each of these) or an interest of an entity with respect to which the shareholder (or such a family member thereof) serves as a director or the chief executive officer, owns at least 5% of the shares or its voting rights or has the right to appoint a director or the chief executive officer; and (ii) excludes an interest arising solely from the ownership of shares of the Company. In determining whether a vote cast by proxy is disinterested, the conflict of interest/ “personal interest” of the holder of a proxy is also considered, and will cause a vote to be treated as, the vote of an interested shareholder, even if the shareholder granting the proxy does not have a conflict of interest/ personal interest in the matter being voted upon.

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 Wednesday, May 30, 2023 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 Thursday, April 27, 2023. To the extent that there are any additional agenda items that the Board determines to add as a result of any such submission, the Company will publish an updated notice and proxy card with respect to the Meeting, no later than Thursday, May 4, 2023, 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 at the Company’s website, [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, April 30, 2023 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