

**COLLPLANT HOLDINGS LTD.**

**NOMINATING COMMITTEE CHARTER**

(as adopted by the Company's Board of Directors on January 16, 2018)

**1. General Statement of Purpose**

The Nominating and Corporate Governance Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Collplant Holdings Ltd. (the "**Company**") is responsible for identifying individuals qualified to be appointed as board members, consistent with criteria previously approved by the Board attached hereto as Exhibit A, and recommending to the Board of appropriate director nominees for election at the general meeting of shareholders. The Committee is also responsible for developing and recommending to the Board business conduct and ethics guidelines, applicable to the Company, periodically reviewing such guidelines and recommending any changes thereto, and overseeing the evaluation of the Board and management.

**2. Committee Composition**

The number of individuals serving on the Committee shall be fixed by the Board from time to time, but shall consist of no fewer than three members including at least one of the External Directors of the Company, each of whom shall satisfy the independence standards established pursuant to Listing Rule 5605(a)(2) of The NASDAQ Stock Market Rules.

The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this committee. Vacancies occurring, for whatever reason, may be filled by the Board. The Board shall designate one member of the Committee to serve as Chairman of the Committee. All rights available to members of the Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Committee or any subcommittee thereof.

**3. Meetings**

The Committee shall meet not less than once per year in person or by teleconference (using telephone or other communications equipment) by means of which all persons participating in the meeting can hear each other, with any additional meetings as deemed necessary or appropriate by the Committee or the Board. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. The Committee may act by unanimous written consent in lieu of a meeting. The Committee shall maintain written minutes, which minutes shall be maintained with the books and records of the Company.

Committee's conclusions or recommendations which are subject to the approval of the Board will be brought to the attention of the directors a reasonable period of time prior to the discussion of such conclusions at the meeting of the Board.

#### **4. Committee Activities**

The Committee's purposes and responsibilities shall be to:

##### **4.1.1. Review of Nominating and Corporate Governance Committee Charter**

Periodically review and reassess the adequacy of this Charter and submit any proposed changes to the Board for approval.

##### **4.1.2. Selection of New Directors Nominees**

Recommend to the Board criteria for board and committee membership, which shall include a description of any specific and minimum qualifications that the Committee believes must be met by a Committee-recommended nominee, and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and annually reassess the adequacy of such criteria and submit any proposed changes to the Board for approval.

4.1.3. Consider director candidates recommended by shareholders.

4.1.4. Establish a process for identifying and evaluating nominees for Board membership, including nominees recommended by shareholders.

4.1.5. Upon identifying individuals qualified to become members of the Board, consistent with the minimum qualifications and other criteria approved by the Board from time to time, and the Israeli Companies Law, 1999, recommend the director nominees for election at each annual meeting of shareholders; provided that, if the Company is legally required to provide third parties with the ability to nominate individuals for election as a member of the Board, the selection and nomination of such director nominees shall be governed by such legal requirement and shall not be the responsibility of the Committee.

##### **4.1.6. Code of Business Conduct and Ethics**

- i. Develop and recommend to the Board a set of Business Conduct and Ethics applicable to the Company.
- ii. Review and reassess the adequacy of the Code of Business Conduct and Ethics as necessary and recommend any proposed changes to the Board for approval.

#### **5. General**

5.1.1. In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with

management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms.

- 5.1.2. The Committee may perform such other functions as may be requested by the Board from time to time.

Exhibit A

**Board Composition and Structure Guidelines**

1. **Board size**

The number of directors in the Company shall be not less than three (3) nor more than twelve (12) including the external directors, unless the general meeting otherwise resolves.

2. **Board members' independency**

The number of directors who are not considered independent directors according to the Nasdaq rules will not exceed 3 directors and in any case at least majority of the directors will be independent according to Nasdaq rules.

3. **Female representation**

The Company shall aspire to have at least one female Board member.

4. **Financial expert identified**

The Board of Directors will consist of at least one member with financial/accounting expertise and of at least one additional member with financial literacy.

5. **Term**

Until the next annual general meeting which the Company intends to hold yearly.

6. **Length of service**

The Board does not limit the length of directors' service and it will be determined on a case by case basis.

External directors' length of service shall be limited subject to the provisions of the Israeli Companies Law.

7. **Number of industry experts**

At least 1 of the Board members will have industry expertise.

\* \* \*