

## **COLLPLANT BIOTECHNOLOGIES LTD.**

### **AUDIT COMMITTEE CHARTER**

The board of directors (the “Board”) of CollPlant Biotechnologies Ltd. (the “Company”) has constituted and established an audit committee (the “Committee”) with the authority, responsibility and duties as described in this Audit Committee Charter (this “Charter”).

#### **I. Purpose**

The purposes of the Committee are to:

- provide oversight of the accounting and financial reporting process of the Company and the audits of the financial statements of the Company;
- assist the Board in its oversight of (i) the quality and integrity of the Company’s financial statements and other published financial information, (ii) the Company’s compliance with applicable financial and accounting related standards, rules and regulations, (iii) the selection, retention and termination, subject to shareholder approval, of the Company’s independent auditor, (iv) the pre-approval of all audit, audit-related and all permitted non-audit services, if any, by the Company’s independent auditor, and the compensation therefor and (v) the Company’s internal controls over financial reporting;
- determine whether there are delinquencies in the business management practices of the Company, including in consultation with the Company’s internal auditor or independent auditor, and make recommendations to the Board to improve such practices;
- determine whether to approve certain related party transactions or transactions in which a Board member or other Office Holder (as defined in the Israeli Companies Law, 5759-1999 (the “Companies Law”) has a personal interest and whether such transaction is material to the Company;
- prepare any report that the rules of the U.S. Securities and Exchange Commission (the “SEC”) require (if the Company is then subject to the U.S. proxy rules) to be included, or that the Company otherwise elects to include, in the Company’s annual proxy statement;
- provide the Board with the results of its monitoring and recommendations derived from the foregoing; and
- fulfill any other duties of the Committee as shall be required under the Companies Law.

The purposes and provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional

procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, 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.

The Committee relies on the expertise and knowledge of the management and the Company's independent auditor in carrying out its oversight responsibilities. The management of the Company is responsible for determining that the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing the Company's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's standards of business conduct, codes of ethics, internal policies, procedures and controls.

## **II. Membership and Composition**

### **Membership**

The Committee's membership shall satisfy the requirements set forth below:

- The Committee shall be comprised of three (3) or more members of the Board.
- The members of the Committee shall be "independent" (or be subject to an applicable exception) as determined in accordance with applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC promulgated thereunder, and the Listing Rules of the Nasdaq Stock Market (the "Nasdaq Rules" and "Nasdaq", respectively), must not accept any consulting, advisory, or other compensatory fee from the Company other than for board service, and must not be an affiliated person of the Company.
- The members of the Committee must meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Act"), subject to the exemptions provided in Rule 10A-3(c) under the Act:
- No member of the Committee may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries during the preceding three (3) years.
- Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his/her appointment to the Committee.

- At least one member of the Committee shall be a “financial expert” consistent with the SEC’s rules and regulations. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or by an outside consultant.

Subject to applicable law, (i) the Committee’s members shall be appointed by and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

All indemnification, exculpation, expense reimbursement and advancement provisions and 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.

#### Chairperson

The Committee’s chairperson (the “Chairperson”) shall be elected by the Committee. 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.

### **III. Meetings, Procedures and Authority**

#### Meetings

The Committee shall meet at least once every fiscal quarter, or more frequently as circumstances require. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company’s Articles of Association, as in effect from time to time (the “Articles of Association”). The presence (in person or via telephone or other means of remote 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. Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically or by electronic means. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

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, internal 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 the Committee.

The Committee shall maintain written minutes, which minutes shall be maintained with the books and records of the Company.

#### Power and Authority

The Committee shall have full access to all Company books, records, facilities and personnel, including the Board, the internal auditor and the independent auditor. In addition, the Committee shall, at such times as it deems appropriate, meet separately with the management, the internal auditor, representatives of the internal auditing department, if any, and the independent auditor to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. In addition, the Committee should meet with the independent auditor and the management quarterly to review the Company's financial statements. It is the responsibility of the Committee to maintain free and open communication among the Committee members, the independent auditor, the internal auditor and the management of the Company.

The Company's internal auditor shall be provided with notices of all meetings of the Committee, and the Company's independent auditor shall be provided with notice of meetings in which a matter related to the audit of the financial statements or a discussion of the quarterly results of operation of the Company is to be discussed, and shall be entitled to attend such meetings, subject to a determination by the Committee to exclude it from all or any part of the meeting to the extent permitted under applicable law. The internal auditor may request that the Committee's Chairperson call a meeting in order to discuss a matter detailed in its or her request for a meeting, and the Chairperson shall call the meeting within a reasonable time, if the Chairperson deems fit, at his or her discretion.

The Committee shall have the power to retain, at the Company's expense, and terminate the services of, as it deems appropriate, outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

#### **IV. 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:

##### Independent Auditor

- Retain and terminate the retention of the independent auditor, subject to approval of the Board and the shareholders. In making its determination regarding the retention or termination of retention of the independent auditor and otherwise as it deems necessary from time to time, the Committee shall:
  - at least annually, obtain and review a written report by the independent auditor describing any material issues raised by the most recent Public Company Accounting Oversight Board (PCAOB) inspection, by an internal quality control review of the firm, or by any inquiry or

investigation by governmental or professional authorities within the past five years, concerning an independent audit or audits carried out by the firm, and any steps taken to deal with any such issues;

- review the independent auditor's work throughout the year, including obtaining the opinions of the management;
  - receive written statements from the independent auditor delineating all relationships between the independent auditor and the Company, discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and recommend any appropriate actions to be taken;
  - review the independent auditor's written submission to the Company of annual fees billed;
  - meet periodically (not less than annually) in separate executive sessions with the Company's independent auditor; and
  - oversee the qualifications, performance and scope of work of the Company's independent auditor.
- Review and evaluate the senior members of the independent auditor's team, in particular, the lead audit partner and the reviewing partner, and discuss with the management the timing and process for the rotation of the lead audit partner and the reviewing partner as required by applicable law and rules.
  - Pre-approve all audit, audit-related and all permitted non-audit services, and related fees and terms, to be provided to the Company by the independent auditor under applicable law and regulations. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants. The pre-approval of auditing and non-auditing services can be carried out with input from, but no delegation of authority to, the management.
  - Establish clear hiring policies for employees or former employees of the independent auditor in accordance with applicable law and regulations.

#### Internal Control over Financial Reporting

- Review periodically with the management the internal auditor, the independent auditor and the adequacy and effectiveness of the Company's system of internal control over financial reporting.
- Evaluate whether the management is effectively communicating to employees and other persons retained by the Company the importance of internal accounting and financial control effectiveness.

- Determine whether internal control over financial reporting improvement recommendations made by the internal auditor and the independent auditor have been appropriately implemented in a timely manner by the management.
- Review with the management, the internal auditor and the independent auditor each of (i) the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures and (ii) the processes followed for assessment of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002.

### Financial Reporting

- Review with management and the independent auditor the annual report and each quarterly financial results of the Company prior to filing (or submission, as the case may be) with the SEC (whether filed as part of a Form 20-F or furnished under cover of Form 6-K).
- Review and discuss with the management and the independent auditor the Company's annual audited financial statements and when relevant, quarterly financial statements, including the Company's specific disclosures under "Operating and Financial Review and Prospects," prior to public dissemination thereof.
- Discuss with the management responses to SEC comments regarding the Company's financial statements or financial reporting.
- Receive periodic reports from the independent auditor regarding: (i) critical accounting policies and practices; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of alternative disclosures and accounting treatments and the accounting treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and the management, including any management letter or schedule of adjusted differences.
- Review with the Company's general counsel and/or external counsel legal and regulatory matters that could have a material impact on the financial statements.
- Review with the independent auditor: (i) the scope and results of the audit; (ii) any problems or difficulties that the auditor encountered in the course of the audit work, and the management's response; and (iii) any questions, comments or suggestions the auditor may have relating to the internal controls and accounting practices and procedures of the Company.

- Review and discuss with the independent auditor the independent auditor's judgments as to the quality, not just the acceptability, of the Company's accounting principles.
- Discuss with the independent auditor the matters required by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit effort, restrictions on the scope of procedures or access to requested information and any significant disagreements with the management.
- Periodically review and discuss with the management and the independent auditor significant accounting and reporting issues, including financial reporting pronouncements and proposals, and understand their impact on the Company's financial statements.
- Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and review any complaints or concerns received pursuant to such procedures.
- Review with the management and the independent auditor risks of material misstatements due to fraud, along with the guidelines and policies with respect to risk assessment and risk management.
- Meet periodically (not less than annually) in separate executive sessions with the Company's Chief Financial Officer and Chief Executive Officer, and periodically (not less than annually) in separate non-executive sessions without the presence of the members of the management.

#### Internal Auditor

- Recommend to the Board the retention and termination of retention of the internal auditor and the internal auditor's engagement fees and terms, in accordance with the Companies Law.
- Examine and approve the yearly or periodic work plan proposed by the internal auditor, and review and discuss the work of the internal auditor on a regular basis, as the Committee deems appropriate.
- Evaluate the Company's internal audit function (including the responsibilities, budget and staffing of such function) and the performance of the internal auditor, and confirm that the internal auditor has sufficient tools and resources at its disposal, taking into account, among other, the special requirements of the Company and its size.

#### Legal Compliance

- Review and monitor, as appropriate, (i) litigation or other legal matters that could have a significant impact on the Company's financial results, (ii) significant findings of any examination by regulatory authorities or agencies, in the areas of securities, accounting or tax and (iii) the Company's disclosure controls and procedures. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.
- Oversee the Company's policies and procedures regarding compliance with applicable financial and accounting related standards, rules and regulations.
- Establish procedures for the handling of employees' complaints as to deficiencies in the management of Company's business and the protection to be provided to such employees.
- Receive reports of questionable accounting or auditing matters or possible violations of applicable securities laws through periodic and, when appropriate, immediate reporting by the Company's management, legal counsel, the independent or internal auditor or pursuant to Company's "whistleblower policy" adopted by the Committee and the Board. In the event that the Committee is informed of questionable accounting or auditing matters or possible violations of applicable securities laws, it may instruct the opening of formal investigation, and suggest to the Board remedial courses of action. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.

#### Other Responsibilities

- Review and consider the approval of related party transactions and transactions involving an Office Holder of the Company that may present a conflict of interest between the duties of such Office Holder to the Company and his or her personal interests, in each case in accordance with the Nasdaq Rules, the Companies Law or as referred by the Board (each, a "Related Party Transaction"). In order to assist it in carrying out such role, the Committee may apply criteria for classification of transactions and actions as extraordinary transactions and material actions and shall classify certain transactions or actions accordingly, and, if involving conflicts of interests or Related Party Transactions, shall review and consider their approval, in accordance with the Companies Law.
- Determine whether to classify certain engagements or transactions as material or extraordinary as applicable, and therefore requiring special approval under the Companies Law. The Committee may make such determination according to principles and guidelines predetermined on an annual basis.



- Determine procedures for a competitive process, or other procedures, before approving Related Party Transactions with controlling shareholders, even if such transactions are deemed by the Committee not to be extraordinary transaction, where such process will be supervised by the Committee or anyone authorized by the Committee, or by any other means determined by the Committee.
- Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
- Any other responsibility set forth in the Companies Law, as may be amended from time to time.
- Perform such other duties consistent with this Charter, the Company's governing documents and governing law that may be requested by the Board.

#### **V. Scope of Authority**

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee shall fulfill such other duties and responsibilities as shall be required under the Companies Law and applicable Nasdaq Rules. The Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's articles of association, the Companies Law and applicable Nasdaq Rules.

#### **VI. Review**

The Committee shall annually review and assess the performance of the Committee and its members, including by reviewing the adequacy of this Charter (including the structure, process and membership requirements of the Committee). The Committee shall recommend any proposed changes to this Charter to the Board for approval.

#### **VII. Interpretation; Definitions**

To the extent 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, 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. 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 a conflict, inconsistency or contradiction arises.

#### **VIII. Effectiveness of this Charter**

This Charter was last approved by the Audit Committee on November 27, 2023 and by the Board on November 28, 2023.

## **Exhibit A**

### **POLICY FOR PRE-APPROVAL OF SERVICES BY AUDITORS**

The Company is committed to insuring the independence of its independent auditor. In order to maintain that independence, the Audit Committee is required to pre-approve any audit and non-audit services that the independent auditor performs for the Company. The following policy guidelines have been adopted by the Audit Committee and the Board of Directors to achieve that goal.

#### General

The independent auditor will only be engaged for Audit Services, Audit-Related Services and Non-Audit Services in accordance with this Policy.

#### Definitions

**Audit Services:** Work necessary for the independent auditor to render an opinion on the Company's consolidated financial statements.

**Audit-Related Services:** Work that is reasonably related to the Audit Services and that is traditionally performed by the independent auditor.

**Non-Audit Services:** All other work performed by the independent auditor that is not Audit Services or Audit-Related Services.

#### Policy

**Audit Services:** The independent auditor will present to the Audit Committee an annual work plan for the Audit Services. The independent auditor's work plan and fees will be subject to the specific pre-approval of the Audit Committee and the approval of the Company's general meeting which is authorized to delegate that authority to the Board of Directors in accordance with the terms of delegation. The Board of Directors shall report to the general meeting of any fees paid for Audit Services.

**Audit-Related Services:** The Audit Committee believes that the provision of Audit-Related Services does not impair the independence of the independent auditor, and that it is appropriate for the independent auditor to provide such services because:

1. The services are an extension of the work performed as part of the Audit Services, such that it would be more efficient for the independent auditor to perform such Audit-Related Services, rather than a third party, or
2. The Audit-Related Services enhance the ability of the independent auditor to perform the Audit.

Examples of Audit-Related Services that are permissible include:

1. Due diligence services pertaining to potential acquisitions;
2. Internal control reviews and consultation as to the internal control requirements;
3. Review of SEC filings;

Engagement of the independent auditor for Audit-Related Services, including the fees for such services, will require the specific pre-approval of the Audit Committee.

**Non-Audit Services:** The Audit Committee believes that the independent auditor can, in certain circumstances, provide Non-Audit Services without impairing the independent auditor's independence. The Non-Audit Service will also be subject to the approval by the Board of Directors. The Non-Audit services shall be approved on a case-by-case basis if, in the judgment of the Audit Committee, the provision of such services would not impair the independence of the independent auditor.

The Non-Audit services shall not include the following services, as to which the independent auditor is specifically prohibited by SEC rules, and any other services prohibited under applicable laws:

Bookkeeping or other services related to the accounting records or financial statements of the audit client; Financial information systems design and implementation; Appraisal or valuation services, fairness opinions or contribution-in-kind reports; Actuarial services; Internal audit outsourcing services; Management functions; Human resources; Broker-dealer, investment adviser or investment banking services; Legal services; Expert services unrelated to the audit.

**Tax Services:** Without derogating from the foregoing, the Audit Committee believes that the independent auditor may, from time to time, provide certain tax services to the Company such as relating tax compliance, tax planning and tax advice without impairing the independent auditor's independence. In evaluating a decision to procure tax services, the Audit Committee will not permit the retention of the independent auditor in connection with a transaction initially recommended by the independent auditor, the purpose of which may be tax avoidance and the tax treatment of which may not be supported in applicable law and related regulations. The independent auditor will present the Audit Committee with an annual work plan for tax services. The independent auditor's work plan for tax services, and the related fees, will be subject to the specific pre-approval of the Audit Committee.

The payment for any Non-Audit Service will be subject to pre-approval by the Audit Committee. The Board of Directors shall report to the general meeting of any fees paid for Non-Audit Services.

### Procedures

Requests or applications to provide services that require specific approval by the Audit Committee will be submitted to the Audit Committee by both the independent auditor and the Chief Financial Officer, and must include a statement as to whether, in the independent auditor's view, the request or application is consistent with the SEC's rules on auditor independence.

\*\*\*