

COLLPLANT BIOTECHNOLOGIES LTD.

COMPENSATION COMMITTEE CHARTER

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

I. Purpose

The purpose of Committee is to assist the Board in discharging its responsibilities relating (i) to the compensation of the Company’s directors, chief executive officer and other officers, and (ii) to the overall Company’s compensation programs.

II. Membership and Composition

Membership

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

- The Committee shall be comprised of at least three (3) members of the Board.
- The members of the Committee shall be “independent” as established pursuant to Rule 5605(a)(2) of The NASDAQ Stock Market (“NASDAQ”) Listing Rules (including the tests set forth in NASDAQ Listing Rule 5605(d)(2)(A)).

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 as often as necessary to carry out its responsibilities. 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 Israeli Companies Law, 5759-1999 (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 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’s actions shall be reported to the Board with such conclusions or recommendations on an ongoing basis. Such 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.

Advisers

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel (other than the Company’s in-house legal counsel, if any) and/or other advisers (collectively, “Advisers”), only after taking into consideration the following factors: (i) the provision of other services to the Company by the person that employs the Adviser; (ii) the amount of fees received from the Company by the person that employs the Adviser, as a percentage of the total revenue of the person that employs the Adviser; (iii) the policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Adviser with a member of the Committee; (v) any share capital of the Company owned by the Adviser; and (vi) any business or

personal relationship of the Adviser or the person employing the Adviser with officers, directors or executives of the Company. After considering the six independence factors outlined above, the Committee may select, or receive advice from, any Adviser, including ones that are not independent under the above factors.

The Committee shall be directly responsible for the appointment and oversight of any Adviser retained by it. The Committee shall determine the reasonable compensation due to any Adviser retained by it and the Company shall provide for such appropriate funding as required by the terms of engagement of said Adviser, as approved by the Committee.

Nothing in this Section shall be construed to require the Committee to implement or act consistently with the advice or recommendations of the Advisers, or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

In addition, notwithstanding the above, the Committee shall not be required to take into consideration the independence factors set forth above prior to retaining Advisers that act in a role limited to the following activities: (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of officers, executives or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the Adviser, and about which the Adviser does not provide advice.

V. 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:

- The Committee will review and set or make recommendations to the Board regarding the compensation of the chief executive officer and the other directors and officers. The chief executive officer may not be present during voting or deliberations on his or her compensation.
- The Committee will review the compensation disclosure included in Item 6 of the Company's annual report on Form 20-F.
- The Committee will recommend to the Board for its approval a compensation policy, in accordance with the requirements of the Companies Law and any other compensation policies, incentive-based compensation plans and equity-based plans as well as any claw-back recovery provisions (collectively, the "Compensation Plans and Policies").
- The Committee will oversee the development and implementation of the Compensation Plans and Policies that are appropriate for the Company in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that

the Committee deems appropriate, including the extension of Compensation Plans and Policies as required by the Companies Law.

- The Committee will determine whether to approve transactions concerning the terms of engagement and employment of the Company's chief executive officer, other officers and directors that require Committee approval under the Companies Law or the Compensation Plans and Policies.
- The Committee will take any further actions as the Committee is required or allowed to under the Companies Law or the Compensation Plans and Policies.
- The Committee will review and approve, or if required by law or the Compensation Plans and Policies, approve and recommend for approval by the Board, grants and awards under the Company's equity incentive plans.

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 Board on November 28, 2023 and by the Committee on April 1, 2024.