

COLLPLANT BIOTECHNOLOGIES LTD.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

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

I. Purpose

The purposes of the Committee is to examine the qualification of director candidates in accordance with criteria approved by the Board, to recommend that the Board select the qualified director candidates for nomination at the next annual general meeting of shareholders or for nomination by the Board, exercising its authority to nominate directors. This includes recommendations for new nominees as well as for the re-nomination of existing directors. In addition to its role in director selection, the Committee shall review and reassess the adequacy of the Company’s approach to matters of governance and recommend the Board for amendments.

II. Membership and Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Listing Rules of the Nasdaq Stock Market (“Nasdaq” and the “Nasdaq Rules”, as applicable), subject to any available exception. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board.

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.

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.

III. Meetings, Procedures and Authority

Meetings

The Committee will 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 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 has authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve such search firm's fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will examine the qualifications, skills, and experiences of potential director candidates. This assessment ensures that the nominees possess the requisite expertise and attributes to contribute effectively to the strategic direction and oversight responsibilities of the Board. The examination is conducted in accordance with the criteria for selecting directors and the guidelines for the composition of the Board approved by the Board. The Committee shall recommend to the Board the suitable director nominees for election at the annual general meeting of shareholders. In situations where the Board holds the authority to nominate directors, the Committee will also provide recommendations for such nominations.

2. *Criteria for Selecting Directors and Board Structure.* The Committee will recommend to the Board for its approval the criteria for nominating Board members and guidelines for the structure of the Board (the "Board Criteria and Structure Guidelines"). The Board Criteria and Structure Guidelines will be used by the Committee in recommending directors and by the Board in nominating directors. The Board Criteria and Structure Guidelines shall be reviewed annually by the Committee, to align with the Company's long-term objectives and commitment to best governance practices, and any amendments will be recommended to the Board. The Board Criteria and Structure Guidelines, as approved by the Board, are attached hereto as Exhibit A.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and periodically recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Company's approach to corporate governance and any such corporate governance guidelines adopted by the Board, and recommend any proposed changes to the Board for approval.

5. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Articles of Association and the charters of the Company's other committees. In addition, the Board may refer to the Committee other matters and questions relating to corporate governance and nomination as the Board may from time to time see fit.

6. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

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 periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

VII. Interpretations; 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 August 15, 2024.

Exhibit A

Criteria for Selecting Board Members and Board Structure Guidelines

Criteria for Selecting Board Members

1. **Board members' independence:** Ensure that a majority of the directors are independent as per Nasdaq listing requirements.
2. **Financial expert identified:** The Board will consist of at least one (1) member with financial/accounting expertise and of at least one (1) additional member with financial literacy.
3. **Strategic vision:** Select individuals with a strategic mindset who can contribute to the Company's long-term vision and growth.
4. **Leadership experience:** Prioritize candidates with proven leadership experience, whether as executives, entrepreneurs, or in other leadership roles.
5. **Diversity:** Aim for diversity in terms of gender, ethnicity, skills, and background. The Company shall aspire to have at least one female Board member.
6. **Ethical conduct:** Prioritize candidates with a strong commitment to ethical conduct and integrity.
7. **Commitment and Availability:** Assess the time commitment and availability of potential director candidates. Ensure that they can dedicate sufficient time to fulfill their responsibilities effectively.
8. **Number of industry experts:** Seek individuals with significant experience and expertise in life science. At least one (1) of the Board members must have experience and expertise in the life science industry.

Structure Guidelines

1. **Board size:** The number of directors in the Company shall be not less than three (3) nor more than twelve (12), unless the general meeting otherwise resolves.
2. **Term:** Directors will be nominated until the next annual general meeting which the Company intends to hold yearly.
3. **Length of service:** The Board does not limit the length of directors' service and it will be determined on a case-by-case basis.

These Criteria for Selecting Board Members and Board Structure Guidelines were last approved by the Board on November 28, 2023.