

Anchiano Therapeutics Ltd.

Corporate Governance and Nominating Committee Charter

Adopted by the Board of Directors on November 14, 2019

PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Anchiano Therapeutics Ltd. (the “**Company**”) is to provide assistance to the Board in fulfilling its responsibility to manage Board nominations and composition and other responsibilities for the Board and Board committees in accordance with the Company’s Corporate Governance Guidelines attached as Exhibit A.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board who are free from any relationship that, as determined by the Board, would interfere with the exercise of their objective judgment and who meet the required standards for independence, as established by applicable rules and regulations of The Nasdaq Capital Market (“**Nasdaq**”) and the U.S. Securities and Exchange Commission (the “**SEC**”). The members of the Committee shall be appointed by, and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board as set forth in Exhibit A below. The Committee’s chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

MEETINGS AND MINUTES

The Committee may determine its own rules of procedure with respect to the call, place, time and frequency of its meetings. In the absence of such rules, the Committee will meet at the call of its Chairperson as appropriate to accomplish the purposes of the Committee, but it is anticipated that the Committee will hold at least two (2) meetings each calendar year.

Notice of meetings of the Committee shall be given as provided in the Israeli Companies Law, 1999 (the “**Companies Law**”) and the Articles of Association of the Company.

A quorum for the Committee shall be a majority of its members.

The Committee shall maintain written minutes or other records of its meetings and activities. Minutes of each meeting of the Committee shall be made available to each member of the Committee and other members of the Board and will be filed with the corporate records of the Company.

RESPONSIBILITIES

1. *Matters Relating to the Board of Directors.*
 - A. In consultation with Company senior management, the Committee will review the qualifications of director candidates for the Board from all sources received. In fulfilling that responsibility, the Committee may review biographical data from potential candidates, request information from candidates, request Company management to solicit recommendations from other directors, or any other source

- provided, and, if the Committee deems it appropriate, interview candidates who are not currently directors or members of the Board or senior management.
- B. The Committee, in consultation with Company senior management, may develop guidelines for the composition of the Board. It may include in those guidelines recommendations concerning:
1. Ideal size;
 2. The mix of inside/outside directors;
 3. Appropriate consideration of diversity;
 4. Industry experience and other skills;
 5. Avoidance of actual or potential conflicts of interest;
 6. Independence, as defined by the SEC; and
 7. The scope of geographic representation.
- C. The Committee periodically will review with the Board the skills and characteristics required of the members in the context of the then current membership of the Board.
- D. When vacancies on the Board occur between the Company's Annual Meetings of Shareholders, the Committee will consult with Company senior management and consider the size of the Board to determine if a replacement is then appropriate and make a recommendation to the Board.
- E. The Committee may develop and maintain a pool of qualified candidates for the Board, especially for unplanned vacancies. Nominations will be sought from the entire Board and the Company's senior management. The Committee may, at the Company's expense, select and retain a consultant or search firm to identify director candidates and to approve the consultant or search firm's fees.
- F. The Committee will review and assess the Board's performance annually and review its findings with the Board.
- G. The Committee will recommend to the Board for nomination the slate of director candidates to be proposed for election by the shareholders at the Company's Annual Meeting of Shareholders.
- H. The Committee will consult annually with each incumbent director whose term expires at the next Annual Meeting of Shareholders to determine if the director desires to seek reelection and to determine if incumbents are to be considered to be nominated for reelection.
- I. From time to time as deemed appropriate, the Committee will review the Company's Corporate Governance Guidelines in Exhibit A and may from time to time recommend amendments thereto to the Board.

2. *Succession Planning.*

In consultation with the Company's Chief Executive Officer, the Committee will review, at an appropriate frequency, succession planning relating to the Company's Chief Executive Officer as well as other key members of Company senior management. The Committee may, in its discretion, require the Chief Executive Officer to prepare and update regularly his or her recommendations of the individuals to succeed him or her as well as other members of senior management.

3. *Committees.*

On an annual basis, the Committee will review the performance of each committee of the Board, taking into consideration the committee's structure, size and composition rules, as well as mandate. The Committee will consider the composition of each committee and recommend changes as appropriate. The Committee will further consider and recommend to the Board the establishment of new committees or combine or disband existing committees, consistent with legal and other obligations, and the evolution of the Company.

4. *Shareholder Matters.*

The Committee will periodically review the Company's Articles of Association and make recommendations to the Board with the objective of promoting ongoing good corporate governance. The Committee will also review the procedures and communication plans for shareholder meetings to ensure that the rights of shareholders in the Company are protected and that required information concerning the Company is being adequately presented.

5. *Committee Recommendations.*

The Committee, through its Chairperson, will present the Committee's recommendations to the Board for the Board's consideration and periodically review with the Board the Committee's own activities and determinations pursuant to Section 7 of this charter below.

All Committee recommendations will be discussed and voted upon at Board meetings or adopted by unanimous written consent of the Board.

6. *Additional Authority.*

The Committee shall have the authority, at its discretion, to call upon the Chairperson of the Board to provide internal assistance from officers and other employees of the Company and its subsidiaries, as may be appropriate to fulfill the Committee's duties and responsibilities hereunder.

7. *Evaluation of Performance of Committee.*

The Committee shall evaluate its own performance on an annual basis, including its compliance with this charter, and provide any written material with respect to such evaluation to

the Board, including any recommendation for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

8. *Disclosure of Charter.*

This Charter shall be made available on the Company's website and to any shareholder who requests a copy.

Anchiano Therapeutics Ltd.
Corporate Governance Guidelines

I. Purpose.

The purpose of these guidelines is to provide assistance to the Board of Directors (the “**Board**”) of Anchiano Therapeutics Ltd. (the “**Company**”) in managing Board composition, representation, function and performance.

II. Board Membership and Leadership.

A. Chairman of the Board and Chief Executive Officer.

The Company’s Board has a flexible policy with respect to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer, subject to limitations imposed by the Companies Law on the ability of an individual to serve as both the Chairman of the Board and the Chief Executive Officer. Currently, the Chairman of the Board is not also the Chief Executive Officer but the Board recognizes that future circumstances could lead it to combine these offices. The Board believes separation or combination of the offices should be considered as part of succession planning. When directors meet without the presence of the Chairman of the Board, the directors should select the Chair of the meeting.

B. Number of Directors.

The size of the Board should reflect the requirements of the Board’s committees and the availability of qualified individuals, as well as the evolving needs and complexity of the Company. Accordingly, the size of the Board may be changed as necessary in accordance with the provisions of the Company’s Articles of Association.

C. Mix of Independent and Non-Independent Directors.

The Board shall be comprised of a majority of independent directors. The Board believes that, generally, there should be no more than one director on the Board who is also an officer of the Company, and that this should be the Chief Executive Officer. An independent director is a director who meets the required standards for independence, as established by applicable rules and regulations of The Nasdaq Capital Market (“**Nasdaq**”) and the U.S. Securities and Exchange Commission (the “**SEC**”). Compliance by the Board with the definition of independent director for those directors who are required to be independent shall be reviewed annually by the Committee.

D. Former Officers.

Board membership by former Company officers is a matter to be decided by the Board in each individual instance. When an officer who is also a director resigns as an officer of the Company, he or she should resign from the Board unless otherwise requested by the Board.

III. Selection of Directors.

The Committee will periodically review with the Board the appropriate skills and characteristics required of Board members in the context of the then-current membership of the Board.

The Committee will be responsible for recommending to the Board the nomination of directors for election, either by shareholders at an annual or special meeting or by the Board in the case of directors who are elected to fill vacancies in accordance with the Company's Articles of Association. The Committee, in consultation with the Chairman of the Board, should review director nominations and may engage consultants to assist it in identifying and screening potential candidates.

IV. Changes in Responsibilities.

Directors' other commitments must not preclude them being able to devote sufficient time and effort to the affairs of the Company. Directors whose circumstances change and are no longer able to fulfill this requirement, are expected to resign from the Board. Directors also should advise the Chairman of the Board and the Chair of the Committee prior to accepting any membership on any other boards of directors. Other changed circumstances that should suggest reconsideration of Board service include conflicts of interest and any criminal, civil or regulatory investigations relating to professional or ethical misconduct.

The Board does not believe that directors who retire or otherwise change employment should necessarily leave the Board. However, there should be an opportunity for the Board, through the Committee, to review the continued appropriateness of Board membership under changed circumstances.

V. Term Limits and Retirement.

Directors who reach the age of 75 or have served on the Board for ten (10) consecutive years are expected to notify the Board promptly in writing of that fact and offer not to stand for re-election at the end of their current term. A director's offer not to stand for re-election may be accepted or rejected by the Board or the Committee.

VI. Board Committee Structure and Function.

A. Committees.

The Board currently maintains Audit, Compensation, and Corporate Governance and Nominating Committees operating under charters approved by the Board. The Board has determined that this committee structure is currently appropriate, although, from time to time, the Board may find it desirable to form new committees or combine or disband existing committees, consistent with legal and other obligations, and the evolution of the Company.

B. Assignment and Rotation of Committee Members.

The Board shall elect the members of committees of the Board, taking into account the desires and expertise of individual directors and the suggestions of the Chairman of the Board. Directors may indicate their committee preference from time to time to the Chairman of the Board.

The Board believes that members of committees of the Board should be rotated periodically. The Board believes, however, that such rotation should not be mandatory since, from time to time, there may be compelling reasons to lengthen or shorten an individual director's committee membership or the need for a certain number of independent directors may need to be maintained.

C. Committee Meetings.

The chair of each committee of the Board, in consultation with the committee's members, should determine the frequency and length of the meetings of the committee.

The chair of each committee of the Board, in consultation with Company senior management, should develop the committee's agenda. Each member of a committee is free to suggest the inclusion of items on the agenda and to raise, at any meeting, subjects that are not on the agenda.

VII. Board Meetings.

A. Selection of Agenda Items.

The Chairman of the Board, together with the Company's Chief Executive Officer, should establish the agenda for each meeting of the Board. Each director generally is free to suggest the inclusion of items on the agenda and to raise at any meeting subjects that are not on the agenda.

B. Advance Distribution of Board Materials.

Information and data that are important to the understanding of the business to be conducted at a meeting of the Board should be distributed in writing to the Board in advance of the meeting. These materials should highlight significant developments not presented previously and be as brief as possible while providing the appropriate information.

C. Regular Attendance of Non-Directors.

The Chief Financial Officer and Corporate Secretary should regularly attend meetings of the Board. The Company's counsel and auditors are also expected to participate regularly in meetings of the Board. It is the responsibility of the Chief Executive Officer to make other officers available to present information at meetings of the Board to facilitate informed discussion and response to agenda items.

D. Executive Session of Independent Directors.

Regularly scheduled executive sessions of the independent members of the Board will be held to review matters concerning the relationship of the Board with the non-independent directors and other members of the Company's management and such other matters as the participating directors may deem appropriate.

VIII. Other Board Communications and Activities.

A. Strategic and Financial Planning.

At least once each year, the Board should review management's long-term strategic and financial plan(s) and management's expectations regarding the strategic and financial issues that the Company may face in the foreseeable future.

B. Board Access to Senior Management, Independent Auditors and Counsel.

Members of the Board shall have complete access to the Company's senior management and independent auditors, and direct access to other employees, which should normally be coordinated with senior management. The Board shall have complete access to external legal counsel of its choice with respect to any issue relating to the discharge of the duties of directors, although it is presumed the Board would consult with the Company's Chief Financial Officer in this regard to the extent appropriate. It is assumed that members of the Board will use judgment to be sure that contacts with management are not distracting to the Company's business operations. Furthermore, the Board encourages management to invite to Board meetings members of management who can provide additional

insight into the items to be discussed or who senior management believes to have sufficient executive potential that they should be given exposure to the Board.

C. Board Compensation Review.

The Compensation Committee of the Board shall periodically review with the Board the compensation of directors and officers in other comparable companies. Changes in director or officer compensation, if any, also shall be reviewed and presented by the Compensation Committee, but subject to discussion with and the concurrence of the Board (and, in the case of directors, the approval of the shareholders of the Company).

D. Compliance.

The Audit Committee of the Board shall, as appropriate, monitor and provide oversight of the Company with regard to the Company's compliance with applicable laws and Company policies, including, but not limited to, financial and accounting rules and disclosure requirements. The Board has the power to use any resources available to it to ensure and compel necessary compliance by the Company.

E. Assessment of Board Performance.

The Corporate Governance and Nominating Committee of the Board annually shall review and assess the Board's performance, assisted by outside consultants if the Committee so desires, including the Board's contribution as a whole and consideration of areas in which the Board or management believes the Board's performance can be improved. The purpose of the review is to increase the effectiveness of the Board, and it shall be reviewed with the Board. The Committee shall conduct a written survey to evaluate Board performance on an annual basis.

F. Evaluation of the Chief Executive Officer and Employee Directors.

The independent members of the Board shall formally evaluate the performance of the Chief Executive Officer annually. The Chief Executive Officer shall formally evaluate all officer annually. These evaluations shall be considered by the Compensation Committee in its deliberations with respect to the compensation of these officers. The evaluation should be based principally upon objective criteria, including business performance, accomplishment of strategic objectives, development of management, compliance with applicable laws and Company policies, and other matters relevant to the Company's short-term and long-term success and the creation of shareholder value.

IX. Administration.

A. Review and Amendments.

The Corporate Governance and Nominating Committee of the Board should assume general responsibility for developing the Company's approach to corporate governance issues and periodically review compliance with these guidelines. It also shall periodically review these guidelines and, subject to the approval of the Board, may amend them from time to time.

B. Availability to Shareholders

The Corporate Governance Guidelines shall be made available on the Company's website and to any shareholder who requests a copy.