

VASCULAR BIOGENICS LTD.

Nominating and Corporate Governance Committee Charter

The Board of Directors (the "**Board**") of Vascular Biogenics Ltd. (the "**Company**") has constituted and established a Nominating and Corporate Governance Committee (the "**Committee**") with the authority, responsibility and specific duties as described in this Nominating and Corporate Governance Committee Charter (this "**Charter**"). This Charter shall not derogate from nor supersede, the requirements set forth in the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder (the "**Companies Law**"). If any term of this Charter contradicts the applicable requirements under the Companies Law, then the terms and provisions of the Companies Law shall prevail.

I. Purpose

The purposes of the Committee are to:

- a. support and advise the Board in selecting individuals who are best able to fulfill the responsibilities of a director of the Company; and
- b. develop and recommend to the Board a set of corporate governance principles applicable to the Company, including requirements applicable to all members of the Board of Directors and criteria for the selection of new members of the Board

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.

II. Membership

The Committee's membership shall satisfy the following requirements:

- The Committee shall have three or more members.
- The members of the Committee shall be "independent" (an "**Independent Director**") (or be subject to an applicable exception) as determined in accordance with the NASDAQ Stock Market Rules (the "**NASDAQ Rules**").

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.

The Committee's Chairperson shall be designated by the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

III. Meetings and Authority

The Committee shall meet as circumstances require. The chairperson of the Committee 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. The presence (in person or via telephone or other means of 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.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary.

The Committee shall have the power, without Board approval and at the Company's expense, to retain and subsequently terminate 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.

Subject to applicable law, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee or the Board and shall report to the Committee.

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. The Committee's approval of any matter below shall not derogate from the requirements of the Israeli Companies Law 5759-1999 pursuant to which approval of the Board, the Company's audit committee or shareholders is required for certain acts or transactions, and under such circumstances the Committee's approval shall constitute only a recommendation to any such body.

Nominating Matters

1. Develop and make recommendations to the Board regarding criteria for selecting new directors.
2. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates for director.

3. Review and recommend to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for reelection.
4. Identify, evaluate and recommend to the Board nominees to fill any vacancies or newly created directorships that may occur between meetings of the Company's shareholders at which directors are to be elected.
5. Recommend to the Board nominees who shall be appointed to serve on the committees of the Board subject to applicable law.
6. Establish procedures for, and administer annual performance evaluations of the Board, and its Committees by their members, which will also include an annual performance review of this Committee by its members.
7. Evaluate and recommend to the Board the termination of membership of individual directors for appropriate reasons (including, without limitation, as a result of changes in directors' employment or employment status).
8. Plan for succession to the position of the Chief Executive Officer and other key executive officer positions.

Corporate Governance

9. Develop and recommend to the Board corporate governance guidelines for the Company satisfying the requirements of applicable law and any other applicable requirements.
10. Review and make recommendations to the Board regarding:
 - a. board member qualifications, composition and structure, including without limitation: the term of office for directors; retirement policies for non-employee directors; the ratio of employee and non-employee directors; the size of the Board; and the format and frequency of Board meetings;
 - b. the nature and duties of Board committees and qualifications of committee members, including without limitation: evaluating the charters, duties and powers of Board committees; and the size and composition of the Board Committees; and
 - c. other corporate governance matters as the Committee shall see fit.

General

11. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

V. Reporting

The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

VI. Review

The Committee shall from time to time review and assess the adequacy of this Charter (including the structure, processes and membership requirements of the Committee) and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review its own performance.

VII. Minutes

The Committee will maintain written minutes of its meetings.