

EVOGENE LTD. (THE “COMPANY”) COMPENSATION AND NOMINATING COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of the Company has constituted and established a Compensation and Nominating Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Compensation and Nominating Committee Charter (this “**Charter**”). This Charter does not derogate from nor supersede, and instead will be read in conjunction with, the terms set forth in the Compensation Policy (the “**Compensation Policy**”) to be adopted by the Committee, the Board and the Company’s shareholders in accordance with the requirements set forth in the Israeli Companies Law, 5759-1999 (the “**Companies Law**”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy, then the terms of the Companies Law and the Compensation Policy will prevail.

I. Purpose

The purposes of the Committee are to: (i) assist the Board in fulfilling its responsibilities relating to compensation of the Company’s directors, Chief Executive Officer (the “**CEO**”) and other “office holders” (as defined under the Israeli Companies Law, 5759-1999 (the “**Companies Law**”)); (ii) recommend the Company’s compensation policy (and any amendments thereto) to the Board for its approval (and subsequent approval by the Company’s shareholders); (iii) fulfill duties related to the ongoing administration of the Company’s compensation policy and the compensation of the Company’s office holders; (iv) produce an annual report on executive compensation for public disclosure in the proxy statement for the Company’s annual general meeting of shareholders or otherwise (pursuant to Item 407(e)(5) of Regulation S-K promulgated by the U.S. Securities and Exchange Commission (the “**SEC**”)), to the extent required under applicable securities laws and the rules and regulations promulgated thereunder; (v) assist the Board in administering the Company’s equity incentive plans; and (vi) support and advise the Board in selecting individuals who are best able to fulfill the responsibilities of a director or executive officer of the Company.

The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Articles of Association of the Company or applicable law, 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 shall consist of three or more members of the Board, including all “external directors” of the Company appointed under the Companies Law. A majority of the members of the Committee shall be “unaffiliated directors,” as defined under the Companies Law. The Chairman of the Board or any director employed by or otherwise providing services to the Company or to a controlling shareholder or any entity controlled by a controlling shareholder of the Company may not serve on the Committee. Each member of the Committee who is not an external director must be a director whose compensation does not exceed the amounts being paid to the Company’s external directors.

Initially, upon the listing of the Company’s ordinary shares on the New York Stock Exchange (the “**Listing Date**”), at least one member of the Committee shall qualify as “independent” under Rule 10C-1 of



the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and as an “independent director” under the rules of the New York Stock Exchange Listed Company Manual (the “**NYSE Rules**”). Ninety days following the Listing Date, a majority of the members of the Committee shall qualify as “independent” and as “independent directors” under the aforementioned provisions of the Exchange Act and the NYSE Rules, respectively. Within one year following the Listing Date, all members of the Committee shall qualify as “independent” and “independent directors,” respectively, under the foregoing rules.

Subject to applicable law, the Committee’s members shall be appointed by and serve at the discretion of the Board. Members shall serve until their successors are duly designated and qualified.

The Committee’s chairperson shall be an external director who is designated by the Board.

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. Notwithstanding the foregoing, any person who is, pursuant to the Companies Law, forbidden from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making), unless the Committee’s chairperson has determined that such person is required during the presentation of a certain topic to the Committee, *provided, however*, that an employee of the Company, who is not a “controlling shareholder” or “relative” thereof (as each such term is defined under the Companies Law), is permitted to be present for the discussions, but not the decision making, that take place at a meeting, and *provided, further*, that the Company’s legal counsel and the Company’s secretary, who are not controlling shareholders or relatives thereof, are permitted, if the Committee so requests, to be present at a meeting (during discussions or decision making).

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. Retention of Outside Advisers

The Committee shall have the power, without Board approval and at the Company’s expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole and direct authority to approve such advisers’ compensation and other retention terms.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from the Company’s management, including the following:



(A) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

(B) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(C) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(D) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

(E) Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser; and

(F) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

None of the above independence criteria shall: (A) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee; or (B) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

Furthermore, none of the above criteria need be considered by the Committee in retaining an adviser who only provides (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees of the Company; or (ii) information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant.

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's approval of any matter below shall not derogate from the requirements of the Companies Law pursuant to which approval of the Board and, in certain cases, the Company's 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.

Duties and Responsibilities Related to Compensation

1. Reviewing from time to time and recommending to the Board for determination the overall compensation policies of the Company with respect to the CEO and other officers, with a view to rewarding management appropriately for its contributions to the Company's growth and profitability and aligning the Company's compensation policies with its objectives and shareholders' interests.
2. Recommending whether the Company's then-current Compensation Policy should continue in effect, if the then-current policy has a term of greater than three (3) years (approval of either a new Compensation Policy or the continuation of an existing Compensation Policy must in any case occur every three years).
3. Recommending to the Board periodic updates to the Compensation Policy.



4. Assessing implementation of the Compensation Policy.
5. Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other officers, consistent with the then-effective Compensation Policy, evaluating the performance of the CEO and other officers in light of such goals and objectives, and determining the compensation of the CEO and other officers based on such evaluation.
6. Reviewing and, subject to applicable law, recommending for Board approval, the grant of options, restricted stock, stock appreciation rights and other equity-based grants (each, an “**Award**”) consistent with the Company’s incentive compensation plans (collectively, the “**Plans**”) and compensation strategy, and, subject to applicable law, administering the Plans. The Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance thereunder.
7. Determining whether to approve transactions with office holders that include employment or retention terms that require approval under Sections 272, 273 or 275 of the Companies Law.
8. Determining whether to exempt from the requirement of shareholder approval for the terms of employment and compensation of a prospective CEO of the Company if the required conditions therefor are met under Section 272(c1)(3) of the Companies Law.
9. Oversee compliance with the compensation reporting requirements of the SEC and the Tel Aviv Stock Exchange, to the extent applicable.
10. Review, periodically evaluate and make recommendations to the Board regarding the compensation and benefits for the Company’s non-employee directors.
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.

Duties and Responsibilities Related to Nominations

1. Developing and making recommendations to the Board regarding criteria for selecting new directors.
2. Conducting the appropriate and necessary inquiries into the background and qualifications of possible candidates for director positions.
3. Reviewing and recommending to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and considering the performance of incumbent directors whose terms are expiring to determine whether to nominate them to stand for reelection.
4. Identifying, evaluating and recommending 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. Recommending to the Board nominees who will be appointed to serve on the committees of the Board subject to applicable law.
6. Establishing procedures for, and administering, 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. Evaluating and recommending to the Board the termination of membership of individual directors for cause or other 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 CEO and other key executive officer positions.

VI. 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.

VII. 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.

VIII. Minutes

The Committee will maintain written minutes of its meetings.

IX. Reservation

The Board has reserved the right at any time to revoke or change the authority delegated under this Charter, except for those authorities and responsibilities mandated for the Committee under applicable law or stock exchange listing rules. To the extent that the Company then constitutes a "controlled company" or a "foreign private issuer" under the NYSE Rules and the Company elects not to comply with any provisions of this Charter that are generally mandated by the NYSE Rules, the Committee may forgo compliance with any such provisions.

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Adopted: June 2013

