

**EVOGENE LTD. (THE “COMPANY”)**  
**AUDIT COMMITTEE CHARTER**

The Board of Directors (the “**Board**”) of the Company has constituted and established an Audit Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Audit Committee Charter (this “**Charter**”).

**I. Purpose**

The purposes of the Committee are to:

- a) oversee the accounting and financial reporting processes of the Company, the audit of its financial statements, the effectiveness of the Company’s internal control over financial reporting, systems of disclosure controls and procedures, the quality and integrity of the Company’s financial statements and reports, and prepare such reports as may be required of an audit committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the pre-approval of all audit, audit-related and all permitted non-audit services, if any, by the Company’s independent auditor, and the compensation therefor;
- b) assist the Board in its oversight of (i) the integrity of the Company’s financial statements and other published financial information, (ii) the Company’s compliance with applicable financial and accounting related legal and regulatory requirements and corporate policies, (iii) the selection and retention, subject to shareholder approval, and the compensation, of the Company’s independent auditor, (iv) the Company’s internal accounting and financial controls, and (v) assist with risk assessment and risk management;
- c) determine whether there are delinquencies in the business management practices of the Company, including in consultation with the Company’s internal auditor or independent auditor, and make recommendations to the Board to improve such practices;
- d) make such determinations as to the approval of certain engagements or transactions to the extent required under the Israeli Companies Law, 5759-1999 (the “**Companies Law**”);
- e) determine, as required under the Companies Law, how to approve certain engagements or transactions with a Controlling Shareholder (as defined in the Companies Law) that the Committee deems as insignificant; the Committee may make such determination according to principles and guidelines predetermined on an annual basis;
- f) prepare any report that the rules of the U.S. Securities and Exchange Commission (“**SEC**”) require to be included, or that the Company otherwise elects to include, in the Company’s proxy statement for the annual meeting of the Company’s shareholders;
- g) provide the Board with the results of its monitoring and recommendations derived from the foregoing; and

- h) fulfill any other duties of the Committee as shall be required under the Companies Law, the SEC Rules (as defined below) or the rules of the Nasdaq Stock Market (“**Nasdaq**”). The Committee is not responsible, however, for planning or conducting audits, or determining whether the Company’s financial statements are complete and accurate or in accordance with the generally accepted accounting principles

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.

The Committee relies on the expertise and knowledge of management and the Company’s independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining that the Company’s financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing the Company’s financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company’s standards of business conduct, codes of ethics, internal policies, procedures and controls.

## II. Membership

The Committee’s composition and governance is subject to the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC thereunder (the “**SEC Rules**”), the Nasdaq Listing Rules (the “**Nasdaq Rules**”) and the Companies Law.

The Committee’s membership shall satisfy the following requirements:

- The Committee shall be comprised of at least three (3) members of the Board. The Board shall appoint the Committee members and each member of the Committee shall serve at the pleasure of the Board and may be removed or replaced by the Board at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from this Committee. The Board may fill vacancies occurring, for whatever reason.
- The members of the Committee shall be “independent” as determined in accordance with applicable law. A majority of the Committee shall also be “independent” as defined under the Companies Law.
- Each member of the Committee must be able to read and understand fundamental financial statements (including a company’s balance sheet, income statement and cash flow statement), and at least one member must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background, such as a current or past position as a chief

executive officer or chief financial officer or other senior officer with financial oversight responsibilities, that results in the member's financial sophistication, in each case, consistent with the Nasdaq Rules. That individual shall also be an "audit committee financial expert" consistent with the SEC's Rules.

The operations of the Committee shall be in accordance with the Company's Articles of Association.

One of the Audit Committee's members shall be designated by the Board as the Committee's Chairperson (the "**Chairperson**"). 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, subject in each case to any other requirements of the Companies Law.

### **III. Meetings and Authority**

The Committee shall meet at least once every fiscal quarter, or more frequently as it determines necessary in person or by teleconference (using telephone or other communications equipment) by means of which all persons participating in the meeting can hear each other.. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary; provided that no person may attend meetings or any portion thereof to the extent prohibited by applicable law. In addition, the Committee shall, at such times as it deems appropriate, meet separately with management, the internal auditor, representatives of the internal auditing department, if any, and the independent auditor to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee shall endeavor to maintain free and open communication among the Committee, the independent auditor, the internal auditor and management of the Company.

The Committee shall have the power to retain, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), and terminate the services of, as it deems appropriate, 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 for that purpose.

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 and shall report to the Committee.

### **IV. Responsibilities**

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below:

#### Independent Auditor:

1. Retain and terminate the independent auditor subject to approval of the Board and, in the case of retention, the shareholders as well. In making its determination regarding the retention or

termination of the independent auditor and otherwise as it deems necessary from time to time, the Committee shall:

- a. (i) at least annually, obtain and review a written report by the independent auditor describing (a) the firm's internal quality-control procedures and (b) any material issues raised by the most recent Public Company Accounting Oversight Board inspection, by an internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting any independent audit carried out by the firm, and any steps taken to deal with any such issues; and (ii) review the independent auditor's work throughout the year, including obtaining the opinions of management;
  - b. at least annually, receive written statements from the independent auditor delineating all relationships between the independent auditor and the Company, discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and recommend any appropriate actions to be taken;
  - c. review the independent auditor's written submission to the Company of annual fees billed
  - d. oversee the hiring by the Company of any employees or former employees of the Company's auditors; and
  - e. meet periodically in separate executive sessions with the Company's independent auditor.
2. Review and evaluate the senior members of the independent auditor's team, in particular, the lead audit partner and the reviewing partner.
  3. Pre-approve all audit and all permitted non-audit services, and related fees and terms, to be provided to the Company by the independent auditor under applicable law and regulations. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company. The pre-approval of auditing and non-auditing services can be carried out with input from, but no delegation of authority to, management.
  4. Discuss with management the timing and process for the rotation of the lead audit partner and the reviewing partner as required by applicable law and rules.

Internal Accounting and Financial Controls:

1. Review on a continuing basis, and periodically with management, the internal auditor and the independent auditor, the adequacy and effectiveness of the Company's system of internal control over financial reporting.
2. Evaluate whether management is effectively communicating to employees and other persons retained by the Company the importance of internal accounting and financial control effectiveness.

3. Determine whether internal accounting and financial control improvement recommendations made by the internal auditor and the independent auditor have been appropriately implemented in a timely manner by management.
4. Review with management, the internal auditor and the independent auditor (i) the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, and (ii) the processes followed for assessment of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, the disclosure regarding such assessment and any attestation by the independent auditor thereon.
5. Review, at least annually, (i) the material reserves established for the contingent liabilities of the Company and its subsidiaries, (ii) the Company's major financial risk exposures and the Company's policies for managing such risks and (iii) any "off-balance sheet" transaction or off-balance sheet assets or liabilities.

#### Financial Reporting:

1. Review with management and the independent auditor the annual and quarterly financial statements of the Company prior to publication and/or filing (or submission, as the case may be) with the SEC.
2. Receive periodic reports from the independent auditor regarding:
  - a. critical accounting policies and practices;
  - b. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of alternative disclosures and accounting treatments and the accounting treatment preferred by the independent auditor; and
  - c. other material written communications between the independent auditor and management, including any management letter or schedule of adjusted differences.
3. Review with the Company's general counsel legal and regulatory matters that could have a material impact on the financial statements.
4. Review with the independent auditor: (i) the scope and results of the audit; (ii) any problems or difficulties that the auditor encountered in the course of the audit work, and management's response; and (iii) any questions, comments or suggestions the auditor may have relating to the internal controls and accounting practices and procedures of the Company.
5. Review and discuss with the independent auditor the independent auditor's judgments as to the quality, not just the acceptability, of the Company's accounting principles.
6. Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit effort, restrictions on the scope of procedures or access to requested information and any significant disagreements with management.

7. Periodically review and discuss with management and the independent auditor significant accounting and reporting issues, including financial reporting pronouncements and proposals, and understand their impact on the Company's financial statements.
8. Establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and review any complaints or concerns received pursuant to such procedures.
9. Review with management and the independent auditor risks of material misstatements due to fraud, and the process and controls implemented by the Company to manage the risks.
10. Meet periodically in separate executive sessions with the Company's Chief Financial Officer and Chief Executive Officer.

Internal Auditor:

1. Recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law.
2. Approve the yearly or periodic work plan proposed by the internal auditor.
3. Review and discuss the work of the internal auditor on a quarterly basis, including significant findings and management's responses to such findings.
4. Review whether the Company should implement an internal audit function consisting of employees of the Company and, if so, review the internal audit function, including its independence, effectiveness, proposed control review plans and resources for the coming year (determining whether the internal auditor has sufficient resources and tools to dispose of its responsibilities, taking into consideration the Company's special needs and size), and the coordination of such plans with the independent public accountant.

Legal Compliance:

1. Review with the Company's general counsel and/or external counsel legal and regulatory matters that could have a material impact on the financial statements.
2. Receive reports of suspected business irregularities and legal compliance issues through periodic and, when appropriate, immediate reporting by members of the Company's management, legal counsel, the independent or internal auditor or pursuant to any "whistleblower policy" adopted by the Committee. Establish procedures for handling complaints by the Company's employees with respect to deficiencies in its business operations, including the protection to be granted to such complaining employees. In the event that the Committee is informed of any irregularities, it will suggest to the Board remedial courses of action. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.

3. Oversee the Company's policies and procedures regarding compliance with applicable financial and accounting related standards, rules and regulations.

Other Responsibilities:

1. Review and consider the approval of related party transactions and transactions involving an "office holder" of the Company (as such term is defined in the Companies Law) as required under the Companies Law or that otherwise may present a conflict of interest between the duties of such office holder to the Company and his or her personal interests, in each case in accordance with the Nasdaq Rules, the Companies Law or as referred by the Board (each, a "**Related Party Transaction**"). In order to assist it in carrying out such role, the Committee shall apply criteria for classification of transactions and actions as extraordinary transactions and material actions and/or as transactions that are not insignificant and shall classify certain transactions or actions accordingly, and, if involving conflicts of interests or Related Party Transactions, shall review and consider their approval, in accordance with the Companies Law, including whether a competitive bidding process or other procedures are required with respect to certain Related Party Transactions (based on the type of transaction).
2. Determine standards and policies for determining whether a transaction with a Controlling Shareholder or a transaction in which a Controlling Shareholder (as such term is defined in the Companies Law) has a personal interest is deemed insignificant or not and the approval requirements (including, potentially, the approval of the Committee) for transactions that are not insignificant including the types of transactions that are not insignificant.
3. Discuss Company policies with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Company and relevant major legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks.
4. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
5. Review and approve any material change or waiver in the Company's Corporate Code of Ethics regarding directors or executive officers, and disclosures made in the Company's annual report in such regard.
6. Perform such other duties consistent with this charter, the Company's governing documents and governing law that may be requested by the Board.

**V. Reporting**

The Committee shall make regular reports to the Board with respect to significant actions, determinations and recommendations made by the Committee. In addition, 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. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution which is subject to Board approval a reasonable time prior to the contemplated Board meeting.

**VI. Review**

The Committee shall from time to time review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

**VII. Minutes**

The Committee will maintain written minutes of its meetings.

**VIII. 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, then the provisions of such applicable law shall prevail and supersede and shall be deemed to constitute an integral part of this charter. 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 such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to “law” shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to “law” shall be read subject to the Company’s Articles of Association, as amended from time to time.

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Last amended: September 2022