

**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 recommended to the Board by the Committee, and 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 and the regulations promulgated thereunder (the “**Companies Law**”). If any term of this Charter contradicts the requirements under the Companies Law relating to the Compensation Policy or the Compensation Policy itself, then the terms of the Companies Law and the Compensation Policy will prevail.

**I. Purpose**

The purposes of the Committee are to:

1. 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 Companies Law);
2. recommend the Company’s compensation policy (and any amendments thereto) to the Board for its approval (and subsequent approval by the Company’s shareholders);
3. fulfill duties related to the ongoing administration of the Company’s compensation policy and the compensation of the Company’s office holders;
4. assist the Board in administering the Company’s equity incentive plans;
5. 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;
6. make such other determinations in respect of compensation, compensation practices and related matters as may be required by a compensation committee under the rules of Nasdaq Stock Exchange (the “**Nasdaq**”) or the Companies Law; and
7. identify, review and evaluate candidates to serve as members of the Board, recommend to the Board nominees for election as directors of the Company, and review and evaluate incumbent members of the Board.

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's membership shall satisfy the membership requirements of Nasdaq Rules (the "**NASDAQ Rules**") and the Companies Law, including that the Committee shall have at least three members.

all members of the Committee shall be independent in accordance with Rule 10C-1 of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the Nasdaq 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. Any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board. 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.

## **III. Meetings and Authority**

The Committee shall meet as circumstances require, but no less than once every fiscal year. 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 by means of which all persons participating in the meeting can hear each other)) 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 shall be the act of the Committee, subject in each case to any other requirements of the Companies Law. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

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

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. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association, the Companies Law and applicable NASDAQ Rules.

## **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 select, retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants as it deems necessary and advisable 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 for that purpose, provided that, the Committee must first take into consideration all the applicable factors under Nasdaq rules, relevant to such advisor's independence from management.

## **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. Recommending to the Board for its approval a Compensation Policy in accordance with the requirements of the Companies Law as well as other compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable and subsequently reviewing such 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.
2. Recommending to the Board periodic updates to the Compensation Policy.
3. 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.
4. Assisting the Board in administering the Company's incentive compensation plans, including without limitation to approve the adoption of such plans, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards.
5. 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.
6. 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.
7. Oversee compliance with the compensation reporting requirements of the SEC and the Tel Aviv Stock Exchange, to the extent applicable.

8. Review, periodically evaluating and making recommendations to the Board regarding the compensation and benefits for the Company's non-employee directors, taking into account the Compensation Policy.
9. 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 and committee members.
2. Conducting the appropriate and necessary inquiries into the background and qualifications of possible candidates for director positions.
3. Identify, evaluating 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.
9. 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.

#### **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 and recommend any proposed changes to the Board for approval.

**VIII. Minutes**

The Committee will maintain written minutes of its meetings. 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.

**IX. 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, 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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Adopted: September 2022