

# ENTERA BIO LTD.

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

**Effective Date: December 21, 2021**

The board of directors (the “Board”) of Entera Bio Ltd. (the “Company”) has constituted and established a nominating and governance committee (the “Committee”) with the authority, responsibility and duties as described in this Nominating and Governance Committee Charter (this “Charter”).

### **I. Purpose**

The purpose of the Committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual general meeting of shareholders and to develop and recommend to the Board a set of Corporate Governance Guidelines.

### **II. Composition**

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Capital Market (“Nasdaq”), subject to any available exception. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a chair of the Committee (“Chair”) is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership. In the event the Company is subject to the external director rules of the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “Companies Law”), at least one of the members of the Committee shall be an external director.

### **III. Meetings, Procedures and Authority**

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “Articles of Association”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

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 and applicable Nasdaq rules.

#### **IV. Duties and Responsibilities**

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual general meeting of shareholders.

2. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

3. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Company's Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

4. *Board and Management Evaluations.* The Committee will oversee periodic self-evaluations of the Board and management.

5. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Articles of Association and the charters of the Company's other committees.

6. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

7. *Committee Self-Evaluation.* The Committee shall periodically perform an evaluation of the performance of the Committee.

8. *Review of this Charter.* The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

#### **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

#### **VI. Charter Amendment**

The Committee shall periodically review this Charter and recommend any proposed changes to the Board for approval. Any member of the Committee may submit proposed amendments to this Charter to the Board. The Board shall circulate any proposed amendment of

this Charter to members of the Committee promptly upon receipt. By a majority vote, the Board may approve amendments to this Charter.