

**GAMIDA CELL LTD.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**(As adopted by the Board of Directors on November 28, 2018)**

The board of directors (the “**Board**”) of Gamida Cell 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**”).

**Purpose**

The purpose of the Committee is to:

- (a) 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;
- (b) make recommendations to the Board regarding corporate governance guidelines and matters; and
- (c) oversee all aspects of the Company’s corporate governance functions and ethical conduct.

**Membership**

The Committee shall be comprised of at least three (3) members of the Board. The Board shall appoint the Committee members annually 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. All rights available to members of the Committee in their capacities as directors of the Company shall be fully applicable with respect to their service on the Committee or any subcommittee thereof. Unless the Board designates a chair, the members of the Committee may appoint a chair of the Committee (the “**Committee Chair**”).

Each of the members of the Committee shall meet the independence requirements under the rules of the Nasdaq Stock Market (except as otherwise permitted under such rules).

**Authority & Responsibilities**

The authority delegated to the Committee is set forth below. The purposes, responsibilities and other provisions specified in this Charter are intended to serve as guidelines and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

The Committee is hereby charged by the Board with the authority and responsibility to:

1. Recommend to the Board for its approval criteria for board and committee membership, which shall include a description of any specific and minimum qualifications that the Committee believes must be met by a Committee-recommended nominee and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company’s directors to possess, annually reassess the adequacy of such criteria, and submit any proposed changes to the Board for approval (the “**Criteria**”). The initial Criteria are set forth on Annex A hereto.
2. Identify and evaluate individuals, including individuals proposed by the Company’s

shareholders, qualified to serve as members of the Board consistent with the Criteria and the qualification requirements set forth under the Israeli Companies Law 5759-1999.

3. Establish procedures for annual performance evaluations of the members of the Board on an individual basis.
4. Review with the Board on an annual basis, the performance, independence, skills and characteristics of Board members on an individual basis and the skills and characteristics of the Board as a whole, in determining whether to recommend incumbent directors in the class subject to election for re- election.
5. Assess the effectiveness of any diversity policy the Board may determine to implement.
6. Recommend to the Board nominees for election as directors of the Company at the next annual or special meeting of the Company's shareholders at which directors are to be elected.
7. Identify, evaluate and recommend to the Board individuals 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.
8. Identify, evaluate and annually recommend to the Board the chairmanship and membership of each committee of the Board.
9. Develop and recommend to the Board corporate governance guidelines and policies for the Company satisfying the requirements of applicable law and any other applicable requirements.
10. Review developments relating to corporate governance issues and review and recommend to the Board changes in the Company's corporate governance guidelines and policies.
11. Cause to be prepared and recommend to the Board the adoption of a code of ethics, and from time to time review and assess the code of ethics, and recommend changes for approval by the Board.
12. Engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms, at the expense of the Company.
13. Perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's articles of association, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

In carrying out its responsibilities, the Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management and such experts, advisors and professionals with whom the Committee may consult. The Committee shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Committee, attend a meeting of the Committee or meet with any members of or advisors to the Committee.

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.

### **Meetings**

The Committee shall meet as often 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, but no less than once every fiscal year. The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee.

A majority of the total number of then-serving members of the Committee shall constitute a quorum. The approval by a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting. The Committee may also act by unanimous written consent of the then-serving members of the Committee.

### **Minutes & Reports**

The Committee shall 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.

### **Periodic Review**

The Committee will periodically and in any event at least annually review its own performance and report on its conclusions in this regard to the Board. In connection with the annual review, the Committee shall also recommend to the Board any modifications to this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.

### **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 reenactment 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/last amended: November 28, 2018

## **Annex A**

### **Initial Criteria**

Nominees for director of the Company should possess the following minimum criteria:

- being able to read and understand basic financial statements;
- being over 21 years of age; and
- having the highest personal integrity and ethics.

The Board and the Compensation, Nominating and Corporate Governance Committee also intend to consider the following additional criteria for nominees for director of the Company:

- possessing relevant expertise upon which to be able to offer advice and guidance to management;
- having sufficient time to devote to the affairs of the Company;
- demonstrated excellence in his or her field;
- having the ability to exercise sound business judgment;
- diversity, including any gender requirements imposed by Israeli law; and
- having the commitment to rigorously represent the long-term interests of the Company's shareholders.