

GAMIDA CELL LTD.

CHARTER FOR THE COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS

(As adopted by the Board of Directors on August 19, 2021; Amended November 2022)

The Board of Directors (the “**Board**”) of Gamida Cell Ltd. (the “**Company**”) has constituted and established a Compliance Committee (the “**Committee**”) of the Board with the authority, responsibility and specific duties described in this Compliance Committee Charter (“**Charter**”).

I. PURPOSE

The purpose of the Committee shall be to advise and assist the Board in overseeing the Company’s development, operation and monitoring of a compliance program consistent with the Office of Inspector General’s compliance program guidance for pharmaceutical manufacturers (and any foreign equivalent guidance provided by relevant authorities outside the United States), which includes the identification and evaluation of the Company’s principal legal and regulatory compliance risks attendant to operating in the healthcare and life sciences industry (the “**Compliance Program**”). The Committee shall have the authority to undertake the specific responsibilities described below and the authority to undertake such other responsibilities as are assigned by law, the Company’s Articles of Association, or by the Board.

II. MEMBERSHIP

The Committee will be appointed by, and will serve at the discretion, of the Board. The Committee shall consist of no fewer than two non-employee members of the Board. The members of the Committee shall be elected by the Board to serve until their successors shall be duly elected and qualified or until their earlier resignation. The Committee’s chair (the “**Chair**”) shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Each of the members of the Committee shall be “independent” under the rules of the Nasdaq Stock Market.

III. RESPONSIBILITIES

The Committee shall oversee the Company’s Compliance Program, in light of the applicable legal and regulatory requirements, government and industry standards, as well as business trends and public policy considerations.

The Committee shall have the authority and responsibility to assess management’s implementation of the elements of an effective Compliance Program, including review of:

1. **Written Standards.** The Company’s Corporate Code of Ethics and Conduct and written compliance policies and procedures;
2. **Compliance Officer and Committee.** The designation/maintenance of a Compliance Officer with direct access to senior management and the Board and the allocation of sufficient funding, resources and staff to fully perform his or her responsibilities as well as an effective Compliance Committee;
3. **Training and Education.** The compliance training and education of all applicable Company personnel and agents;
4. **Effective Lines of Communication and Non-Retaliation.** Appropriate mechanisms for Company personnel to seek guidance and to report compliance concerns (including via a compliance hotline) without fear of retaliation, including relevant “whistleblower” reporting and non-retaliation policies;

5. **Internal Monitoring and Auditing.** Monitoring and auditing of the Company's systems, processes and transactions relating to compliance risks within the scope of the Committee's assigned responsibilities;
6. **Enforcing Standards through Disciplinary Guidelines.** The promotion and enforcement of well-publicized standards for compliance incentives and disciplinary actions, as applicable;
7. **Corrective Action.** Investigations of alleged compliance misconduct and the implementation of appropriate corrective and preventive actions relating thereto;
8. **Risk Assessments.** The systems and processes designed to identify and assess the Company's principal healthcare compliance risks, including but not limited to, review of applicable laws and regulations applicable to its science, medicine or commercial operations, data privacy, fraud and abuse, and sunshine/transparency; and
9. **Compliance Culture.** The steps taken to promote a culture of ethical compliance and integrity across the Company.

The Committee shall also have the power and authority to perform the following duties and to fulfill the following responsibilities:

1. Review and assess ongoing litigation and governmental enforcement actions relating to compliance and fraud and abuse matters including, for example, industry codes of conduct, fraud settlements and/or other guidance;
2. Review and assess significant internal and external compliance investigations;
3. Review and assess relevant FDA guidance such as warning letters and untitled letters;
4. As deemed appropriate by the Committee, oversee a review by counsel or other professionals of relevant Company policies for compliance with federal health care laws and regulations; and
5. Review and assess the autonomy and adequacy of resources and budget dedicated to the Company's compliance programs, policies and procedures.

The Chief Compliance Officer will report to the Committee any information suggesting significant non-compliance that could affect the Compliance Program or the Company. Any information suggesting significant non-compliance involving any of the Company's officers shall be reported to the Chair of the Compliance Committee immediately. The Committee may require management to conduct audits on compliance, regulatory and/or legal concerns and, where appropriate, direct management to provide the results of such audits to the Committee directly. The Committee may request and meet privately with any member of the Company's senior management team or any other Company employee. The Committee will also review the appointment, compensation, performance and replacement, as necessary, of the Company's Chief Compliance Officer. The Committee will perform such other functions and have such other powers as may be necessary or convenient for the efficient discharge of its duties. For the avoidance of doubt, the Committee will not undertake any efforts or actions that are duplicative of efforts or actions taken by the Audit Committee of the Board.

IV. MEETINGS

The Committee will meet from time to time as required, coincident with regularly scheduled Board meetings and more frequently as circumstances require. The Committee shall hold at least two regularly scheduled meetings each year. The Committee shall meet periodically with the Chief Compliance Officer in a separate executive session to discuss such matters which the Committee members believe should be considered privately.

In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate, select, retain and/or replace outside legal or other advisors to provide independent advice to the Committee and to determine appropriate funding for such advisors.

V. MINUTES

The Committee will maintain written minutes of its meetings. Minutes of each meeting of the Committee shall be distributed to each member of the Committee.

VI. REPORTING

The Chair of the Committee will make regular reports to the Board on the adequacy and effectiveness of the Company's Compliance Program, as well as on the Committee's decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties. Such reports shall also include a summary of actions taken at the Committee's regular and/or special meetings and other information requested by the Chairman of the Board. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution that is subject to Board approval a reasonable time prior to the contemplated Board meeting.

VII. ANNUAL REVIEW

The Committee shall annually review its own Charter and recommend any proposed changes to the Charter the Nominating and Governance Committee for recommendation to the Board for approval. The Committee shall also annually review and evaluate its performance and effectiveness.

VIII. CONFLICTS OF INTEREST

In the event of a conflict of interest relevant to a matter that is being reviewed by the Committee, appropriate disclosure and/or recusal consistent with Company policy is required.

IX. CONFIDENTIALITY/PRIVILEGE

Committee members and any other attendees at any Committee meeting must treat all agendas, minutes, meeting materials and oral comments at such meetings as confidential, except to the extent required by applicable law or Company policy.

Any materials created and/or communications performed under privilege (e.g., attorney-client privilege) by Company's internal or outside legal counsel shall be treated by the Committee members and any other attendees at any Committee meeting, as applicable, as directed by the attorney involved in a particular matter.

X. DELEGATION FROM BOARD AND POWERS

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Committee will have such powers as may be necessary or appropriate in the efficient and lawful discharge of its duties.

XI. DELEGATION OF AUTHORITY

The Committee may delegate its authority in connection to matters that fall within its purview to member(s) of the Committee or subcommittees formed by the Committee.

XII. 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.