

GAMIDA CELL LTD.
COMPENSATION AND TALENT COMMITTEE CHARTER

The board of directors (the “**Board**”) of Gamida Cell Ltd. (the “**Company**”) has constituted and established a compensation and talent committee (the “**Committee**”) with the authority, responsibility and duties as described in this Compensation and Talent 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 Company’s Compensation Policy for Office Holders (the “**Compensation Policy**”), which was adopted by the Company’s shareholders on October 24, 2018, as amended, in accordance with the requirements set forth under the Israeli Companies Law, 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (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, as applicable, will prevail.

Purpose

The purpose of the Committee is to:

- (a) assist the Board in fulfilling its oversight responsibilities with respect to the Company’s compensation policies, plans and programs, and to review and recommend to the Board for approval the compensation to be paid to the Company’s executive officers (as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and Rule 16a-1 thereunder) and directors;
- (b) assist the Board in fulfilling its responsibilities to ensure processes and programs are in place to attract, motivate, reward and retain top talent to the Company's executive officer ranks;
- (c) review and discuss with management the Company’s disclosures contained under the caption “Compensation Discussion and Analysis” (“**CD&A**”), when and as required by applicable rules and regulations of the Securities and Exchange Commission (the “**SEC**”) in effect from time to time, for use in any of the Company’s annual reports on Form 10-K, registration statements, proxy statements or information statements filed with the SEC;
- (d) prepare and review the Committee report on executive compensation included in the Company’s annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time;
- (e) assist the Board in fulfilling its responsibilities related to the compensation of the Company’s Board members, Chief Executive Officer and other “office holders” (as defined under the Companies Law);
- (f) assist the Board in administering the Company’s equity incentive plans; and
- (g) 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 Market (“**Nasdaq**”) or the Companies Law.

The term “**compensation**” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

The policy of the Committee, in discharging these obligations, shall be to maintain an overall compensation structure designed to attract, retain and motivate management and other employees by providing appropriate levels of risk and reward in proportion to individual contribution and performance.

Membership

The Committee shall be comprised of at least two (2) members of the Board. All members of the Committee shall satisfy, as determined by the Board and in accordance with applicable Israeli laws and regulations, (i) the independence requirements imposed by Nasdaq applicable to compensation committee members, as in effect from time to time, when and as required, including any phase-in periods permitted by these requirements, (ii) any other qualifications determined by the Board or the Nominating and Corporate Governance Committee from time to time, (iii) the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Exchange Act and (iv) any other requirements imposed by applicable U.S. or Israeli law.

Any subsequent determination that any member of the Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Committee, except to the extent required by law or determined to be appropriate to satisfy regulatory standards.

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**”).

Authority & Responsibilities

The authority delegated to the Committee is set forth below. The purposes, responsibilities and other provisions specified in this Charter are intended as a guide 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 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 (collectively, the “**Compensation Plans and Policies**”).
2. Oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and ensure that such Compensation Plans and Policies are internally consistent and externally competitive in light of peer company compensation practices in order to attract and retain qualified executives and to provide incentives for the attainment of the Company’s

strategic goals and objectives, and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including as required under the Companies Law.

3. Assist the Board in discharging its responsibilities relating to (i) the compensation of the Company's directors, chief executive officer and other executive officers, and (ii) the overall Company's compensation programs.
4. Approve and recommend to the Board for its approval: (i) the amount and form of compensation and equity-based plan awards to be granted to the Company's chief executive officer; and (ii) the amount and form of compensation and equity-based plan awards to be granted to other executive officers of the Company. The Company's chief executive officer shall not be present during the Committee's deliberations as to his or her compensation and equity-based plan awards.
5. Establish annual goals and performance objectives for the Company's chief executive officer and other executive officers, which shall be reviewed at least annually and which shall include, among other factors, a link between the compensation of such officers and the performance of the Company.
6. Evaluate the prior year's performance of the chief executive officer and other executive officers against the goals and performance objectives set the prior year, and determine the amount of annual bonus to be paid to the paid to the chief executive officer and other executive officers based on their prior year's performance.
7. Prepare and review the Committee report on executive compensation included in the Company's annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time.
8. When and as required by applicable rules and regulations of the SEC in effect from time to time, review and discuss with management the Company's disclosures contained under the caption "Compensation Discussion and Analysis" for use in any of the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements and determine whether to recommend to the Board that the CD&A be approved for inclusion in the Company's annual reports on Form 10-K, registration statements, proxy statements or information statements.
9. Approve transactions regarding office holders' compensation pursuant to Sections 272, 273, and 275 of the Companies Law.
10. Exempt a transaction with the Company's chief executive officer from the approval of the general meeting of the Company's shareholders pursuant to Section 272(C1)(3) of the Companies Law.
11. Administer the Company's equity-based compensation plans, including without limitation, approving the adoption of such plans, amending and interpreting such plans and the awards and agreements issued pursuant thereto, and making awards to eligible persons under the plans and determining the terms of such awards.
12. Review and evaluate the succession, leadership and talent development plans relating to officers, including the chief executive officer, and make recommendations to the Board with respect to the selection of individuals to occupy these positions taking into consideration, among other things, the strategic plan of the Company.

13. Conduct an annual review of workforce demographics and discussion of metrics related to hiring, promotions, employee turnover and diversity.
14. Conduct an annual review of employee benefits programs and benchmarking of such programs against “best practices” of peer organizations.
15. Review and discussion of high potential employees and development plans for their ongoing retention and progression.
16. Review of the Company’s organizational structure consistent with business plan and stated priorities of the Board.
17. Obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors, experts and consultants (collectively, “**Compensation Consultants**”) as the Committee deems necessary or appropriate for carrying out its duties under this Charter. The Committee shall have direct responsibility for the appointment, compensation and oversight of the work of Compensation Consultants. Such Compensation Consultants shall report directly, and be accountable, to the Committee. The Committee may retain, or receive advice from, Compensation Consultants only after assessing the independence of such person in accordance with Nasdaq Listing Rule 5605(d)(3) or the requirements of any stock exchange on which any of the Company’s securities are listed. However, nothing in this provision requires that any Compensation Consultants be independent. The Committee need not conduct this independence assessment with respect to: (a) the Company’s in-house legal counsel; or (b) any Compensation Consultant whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Consultant and about which the Compensation Consultant does not provide advice. The Committee shall have sole authority to approve the reasonable fees and the other terms and conditions of such engagement, including authority to terminate the engagement. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Compensation Consultant retained by the Committee; provided that the appointment of the relevant Compensation Consultant is necessary for the performance of its duties by the Committee and in the corporate interest. Nothing in this provision requires the Committee to implement or act consistently with the advice or recommendations of any Compensation Consultant or affects the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.
18. 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, render advice to the Committee, attend a meeting of the Committee or meet with any members of or advisors to the Committee.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder.

The Committee may form and delegate authority to subcommittees as appropriate (but only to the extent consistent with the Company's articles of association, rules of Nasdaq and other applicable law).

Meetings

The Committee shall hold such regular or special meetings as often as it determines necessary or appropriate and, in any event, shall meet prior to any Board meeting when the agenda for such meeting includes examination of an item that is within the Committee's purview, but in no event shall it meet less than annually. 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 meeting of the Committee may be convened by any means, including verbally (by mail, fax, email, etc.).

Meetings of the Committee can be held 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.

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. Notwithstanding the foregoing, the chief executive officer of the Company may not be present during voting or deliberations on his or her compensation.

Minutes & Reports

Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the General Counsel of the Company promptly after each meeting. The minutes of each meeting and any written consents of the Committee shall be placed in the Company's minute book. The Committee Chair shall report to the Board from time to time and whenever requested to do so by the Board. 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 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/last amended: November 17, 2021
Effective: January 1, 2022