

ORAMED PHARMACEUTICALS INC.

NOMINATING COMMITTEE CHARTER

Adopted by the Board of Directors on October 31, 2017

A. PURPOSE AND SCOPE

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Oramed Pharmaceuticals Inc. (the “Corporation”) is to exercise the responsibilities and duties set forth below, including but not limited to:

1. Discharge certain of the responsibilities of the Board relating to nominations of the Corporation’s directors.
2. Perform such other duties and responsibilities as are enumerated in and consistent with this Charter.

B. COMPOSITION

1. Number. The Committee shall consist of at least two members of the Board.
2. Independence. Except as otherwise permitted by the Applicable Rules (as defined below), each member of the Committee shall be an “independent director” as defined by the Nasdaq Stock Market or any other exchange or national quotation system upon which securities of the Corporation may in the future be listed, as in effect from time to time (in each case, the “Applicable Rules”), and each shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee.
3. Selection and Removal; Chair. The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

C. RESPONSIBILITIES AND DUTIES

1. The Committee shall oversee the composition and size of the Board, develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.

2. The Committee shall recommend the composition of the Board for each annual meeting of shareholders of the Corporation.
3. The Committee shall review periodically with the Chairman and the Chief Executive Officer the succession plans relating to positions held by directors, and make recommendations to the Board with respect to the selection and development of individuals to occupy those positions.
4. The Committee shall have such other duties as may be delegated from time to time by the Board.

D. PROCEDURES AND ADMINISTRATION

1. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. The Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances.
3. The Committee shall report regularly to the Board.
4. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. The Committee may, in its sole discretion, retain or obtain the advice of any consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to a consultant, legal counsel or other adviser retained by the Committee.
6. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or adviser of the Corporation to meet with the Committee or any advisers engaged by the Committee.
7. The Committee shall evaluate its own performance from time to time as appropriate.

E. MINUTES AND REPORTS

This Charter is intended to comply with the Applicable Rules, which are incorporated herein, and this Charter shall be interpreted in accordance therewith. To the extent this Charter is inconsistent with the Applicable Rules, the Applicable Rules shall apply.