

NEURODERM LTD. (THE “COMPANY”)
COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of the Company has constituted and established a Compensation Committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Compensation 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 Compensation Policy (the “**Compensation Policy**”) to be recommended to the Board by the Committee, and adopted by the Board and the Company’s shareholders in accordance with the requirements set forth in the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder (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 will prevail.

I. Purpose

The purposes of the Committee are to:

- (a) assist the Board in fulfilling its responsibilities relating to compensation of the Company’s directors, Chief Executive Officer and other “Office Holders” (as defined under the Companies Law);
- (b) assist the Board in administering the Company’s equity incentive plans; and
- (c) produce appropriate reports on executive compensation for public disclosure, to the extent required under applicable securities laws and the rules and regulations promulgated by the U.S. Securities and Exchange Commission (the “**SEC**”) or as otherwise deemed advisable by the Board.

The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable law, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the Articles of Association of the Company or applicable law, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

II. Membership

The Committee’s membership shall satisfy the following requirements:

- The Committee shall have three or more members.

- The members of the Committee shall be independent (an “**Independent Director**”) (or be subject to an applicable exception) as determined in accordance with applicable law, including Rule 10C-1 of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the NASDAQ Stock Market Rules (the “**NASDAQ Rules**”).
- Each “external director” appointed under the Companies Law (an “**External Director**”) shall be a member of the Committee.
- A majority of the members of the Committee shall be External Directors, or, if so permitted pursuant to the Companies Law, “unaffiliated directors” as defined in the Companies Law (“**Unaffiliated Directors**”).

Notwithstanding the foregoing, the Chairman of the Board or any director employed by or otherwise providing services to the Company or to a Controlling Shareholder (as such term is defined under the Companies Law) or any entity controlled by a Controlling Shareholder of the Company may not serve on the Committee. Each member of the Committee who is not an External Director must be a director whose compensation does not exceed the amounts being paid to the External Directors.

Subject to applicable law (i) the Committee’s members shall be appointed by and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

The Committee’s Chairperson shall be designated by the Board, and shall be an External Director. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee, *provided, however*, that at least one of those present shall be an External Director.

III. Meetings and Authority

The Committee shall meet as circumstances require. The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee then present, shall determine the length of such meeting and the agenda of items to be addressed at such meeting. The presence (in person or via telephone or other means of communication) of a majority of the members of the Committee shall constitute a quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee.

The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. Notwithstanding the foregoing, (1) any person who is, pursuant to the Companies Law, forbidden from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making),

unless the Committee's chairperson has determined that such person is required during the presentation of a certain topic to the Committee, *provided, however*, that an employee of the Company, who is not a Controlling Shareholder or Relative thereof (as such term is defined under the Companies Law), is permitted to be present for the discussions, but not the decision making, that take place at a meeting, and *provided, further*, that the Company's legal counsel and the Company's secretary, who are not Controlling Shareholders or Relatives thereof, are permitted, if the Committee so requests, to be present at a meeting (during discussions and/or decision making), and (2) the Chief Executive Officer ("CEO") shall also not be present during voting or deliberations on his or her compensation.

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 or the Board and shall report to the Committee.

IV. Retention of Outside Advisers

The Committee shall have the power, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole and direct authority to approve such advisers' compensation and other retention terms.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from the Company's management, including the following:

- (A) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (B) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (C) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (D) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (E) Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (F) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

None of the above independence criteria shall: (a) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser to the Committee; or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

Furthermore, none of the above criteria need be considered by the Committee in retaining an adviser who only provides (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 of the Company; or (ii) information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant.

V. Duties and Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below. The Committee's approval of any matter below shall not derogate from the requirements of the Companies Law pursuant to which approval of the Board and, in certain cases, the Company's shareholders is required for certain acts or transactions, and under such circumstances the Committee's approval shall constitute only a recommendation to any such body.

1. Recommending to the Board the initial Compensation Policy of the Company and subsequently reviewing from time to time and recommending to the Board for determination the overall compensation policies of the Company with respect to the CEO and other Office Holders, with a view to rewarding management appropriately for its contributions to the Company's growth and profitability and aligning the Company's compensation policies with its objectives and shareholders' interests in each case taking into account the Compensation Policy.
2. Recommending whether the Company's then-current Compensation Policy should continue in effect, if the then-current policy has a term of greater than three years (approval of either a new Compensation Policy or the continuation of an existing Compensation Policy must in any case occur every three years).
3. Recommending to the Board periodic updates to the Compensation Policy.
4. Assessing implementation of the Compensation Policy.
5. Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and other officers, consistent with the then-effective Compensation Policy, evaluating the performance of the CEO and other officers in light of such goals and objectives, and determining the compensation of the CEO and other officers based on such evaluation.
6. Reviewing and, subject to applicable law, recommending for Board approval, the grant of options, restricted shares, share appreciation rights and other equity-based grants (each, an "**Award**") consistent with the Company's incentive compensation plans (collectively, the "**Plans**") and compensation strategy, and, subject to applicable law, administering the Plans.

The Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance thereunder.

7. Determining whether to approve transactions with Office Holders that include employment or retention terms that require approval under Sections 272, 273 or 275 of the Companies Law.
8. Determining whether to exempt from the requirement of shareholder approval the terms of employment and compensation of a prospective CEO of the Company if the required conditions therefor are met under Section 272(c1)(3) of the Companies Law.
9. Oversee compliance with the compensation reporting requirements of the SEC to the extent applicable or to the extent the Committee determines that disclosures are desirable even if not required.
10. Review, periodically evaluate and make recommendations to the Board regarding the compensation and benefits for the Company's non-employee directors, taking into account the Compensation Policy.
11. Determine whether to recommend that the board adopt a share ownership policy for directors and executive officers.
12. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

VI. Reporting

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.

VII. Review

The Committee shall from time to time review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review its own performance.

VIII. Minutes

The Committee will maintain written minutes of its meetings.

IX. 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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