

COMPUGEN LTD.

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

ADOPTED JANUARY 6, 2019

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

I. Purpose

The purposes of the Committee are to:

- A. oversee the Company’s corporate governance functions and provide recommendations to the Board regarding corporate governance issues;
- B. identify, evaluate and recommend to the Board candidates to serve as directors of the Company consistent with the criteria approved by the Board;
- C. serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; and
- D. The purposes and further provisions specified in this Charter are meant to serve as guidelines, are subject to applicable US and Israeli 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. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal securities law for directors of a corporation.

II. Membership

- A. The Committee’s membership shall satisfy the following requirements:
 1. The Committee shall be comprised of two (2) or more members of the Board; and
 2. The members of the Committee shall be independent (an “**Independent Director**”) as determined in accordance with applicable law, including the Nasdaq Rules, or be subject to an applicable exception.

Subject to any available exemptions under Israeli law, to the extent that external directors within the meaning of the Israeli Companies Law (an “**External Director**”) serve on the Board, and the Committee was empowered to execute Board’s authority, at least one such External Director shall be a member of the Committee.

III. Meetings and Authority

- A. The Committee shall meet as circumstances require and in accordance with applicable law. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes.
- B. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary.
- C. 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 (1) 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, to retain, oversee and subsequently terminate, as it deems appropriate, the work of independent outside counsel 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' reasonable compensation and other retention terms.

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 Israeli Companies Law and the Articles of Association of the Company, as each may be in effect from time to time, pursuant to which approval of the Board, any other committee 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.

A. Review and discuss with management, if appropriate, any conflicts of interest raised by the work of a consultant or advisor retained by the Committee or management and how such conflict is being addressed and prepare or review any disclosure in the Company's filings required in accordance with applicable SEC rules and regulations.

B. Review policy statements of the Company included in the Company's Corporate Governance Program, bring to the attention of the Board current and emerging corporate governance trends that may affect the business operations, performance, governance functions or public image of the Company and develop with management a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company and enhance the effectiveness of the Committee.

C. Periodically review the performance of the Board, consistent with its duties under the Articles of Association of the Company, corporate policies and applicable laws and regulations, including Board committees, and management, consistent with Board charters and applicable laws and regulations, and make recommendations to the Board and management, as applicable, for areas of improvement as it deems appropriate.

D. Periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

E. Review and make recommendations to the Board regarding Board member qualifications and the composition and structure of the Board, including, without limitations, the qualification and expertise of the Board members, and recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and the size of the Board.

F. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates to serve as directors. Among the qualifications considered in the selection of candidates, the Committee shall consider the following attributes and criteria of candidates: experience, skills, expertise, personal and professional integrity, time availability in light of other commitments, dedication, conflict of interests and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

G. Review and Recommend to the Board nominees for election as directors of the Company, including nominees recommended by the Company's shareholders.

H. Review, evaluate and consider the recommendations for nomination of incumbent directors for re-election to the Board, as well as monitor the size of the Board.

I. Evaluate and recommend to the Board the termination of membership of individual directors for appropriate reasons.

J. Consider and assess the independence of directors, including consideration of any independence requirements imposed by any stock exchange on which any of the Company's shares are then listed.

K. Periodically review with the CEO the plans for succession for the Company's directors and executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

L. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions of 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 annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

VIII. Minutes

The Committee will maintain written minutes of its meetings in accordance with applicable law.

IX. Interpretation; Definitions

A. 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.

B. 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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