

INTEC PHARMA LTD.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

As adopted on May 14, 2018

The board of directors (the “**Board**”) of Intec Pharma Ltd. (the “**Company**”) has constituted and established a nominating and governance committee (the “**Committee**”) with the authority, responsibility and specific duties as described in this Nominating and Governance Committee Charter (this “**Charter**”).

Purpose

The purpose of the Committee is to identify individuals qualified to serve as members of the Board consisting with previously approved criteria set by the Board and recommend to the Board nominees for election as directors of the Company by the general meeting of the Company’s shareholders or the Board and to develop and recommend to the Board corporate governance guidelines and to provide oversight with respect to corporate governance and ethical conduct.

Membership & Organization

The number of individuals serving on the Committee shall be fixed by the Board from time to time but shall comprised of at least three (3) members of the Board. The Board shall appoint the Committee members and each member of the Committee shall serve at the pleasure of the Board and may be replaced or removed by the Board, 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. 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**”).

At any time during which the Company is subject to the periodic reporting requirements of the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), each of the members of the Committee shall meet the independence requirements under the rules of the Nasdaq Stock Market (except as otherwise permitted under such rules).

Authority & Responsibilities

The authority delegated to the Committee is set forth below. This description of authority is 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. The Committee is hereby charged by the Board with the authority and responsibility to:

1. Recommend to the Board for approval a criteria for board and committee membership, which shall include a description of any specific and minimum qualifications that the Committee believes must be met by a Committee-recommended nominee and a description of any specific qualities or skills that the Committee believes are necessary for one or more of the Company’s directors to possess, annually reassess the adequacy of such criteria, and submit any proposed changes to the Board for approval (the “**Criteria**”).

2. Identify and evaluate individuals, including individuals proposed by the Company's shareholders, qualified to serve as members of the Board consistent with the Criteria and the qualification requirements set forth under the Israeli Companies Law 5759-1999.
3. Establish procedures for annual performance evaluations of the members of the Board on an individual basis.
4. Review with the Board on an annual basis, the performance, independence, skills and characteristics of Board members on an individual basis and the skills and characteristics of the Board as a whole, in determining whether to recommend incumbent directors for re-election.
5. Assess the effectiveness of any diversity policy the Board may determine to implement.
6. Recommend to the Board nominees for election as directors of the Company at the next annual or special meeting of the Company's shareholders at which directors are to be elected.
7. Identify, evaluate and recommend to the Board individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's shareholders at which directors are to be elected.
8. Identify, evaluate and annually recommend to the Board the chairmanship and membership of each committee of the Board.
9. Develop and recommend to the Board corporate governance guidelines for the Company satisfying the requirements of applicable law and any other applicable requirements.
10. Review developments relating to corporate governance issues and annually review and recommend to the Board changes in the Company's corporate governance guidelines.
11. Cause to be prepared and recommend to the Board the adoption of a code of ethics, and from time to time review and assess the code of ethics, and recommend changes for approval by the Board.
12. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
13. Engage and terminate search firms, independent counsel, financial advisors and such other advisers as the Committee determines necessary to carry out its responsibilities.
14. Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any legal counsel or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
15. Perform such other activities and functions as are required by law, applicable 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, 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 to render advice to the Committee, attend a meeting of the Committee or meet with any members of or advisors to the Committee. The Committee shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its responsibilities and shall have sole authority to approve any such advisor's fees and other retention terms, at the expense of the Company.

Subject to applicable law, the Board simultaneously reserved all authority delegated to the Committee under this Charter. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter. Notwithstanding the foregoing, the Board has reserved the right at any time to revoke or change any authority delegated to the Committee under this Charter.

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 and shall report to the Committee.

Meetings

The Committee shall meet as often as it determines necessary by person or by teleconference (using telephone or other communications equipment) by means of which all persons participating in the meeting can hear each other, but no 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 majority of the total number of then-serving members of the Committee shall constitute a quorum for the transaction of business at the Committee meetings. The approval of 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. No member of the Committee shall participate in any discussions or deliberations in which such person has a material interest.

Minutes & Reports

The Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board.

Periodic Review

The Committee will periodically 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.
