

KITOV PHARMACEUTICALS HOLDINGS LTD.

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER

I. General Statement of Purpose

The purpose of the Science and Technology Committee of the Board of Directors (the “Committee”) of Kitov Pharmaceuticals Holdings Ltd. (the “Company”) is to advise and assist the Board of Directors of the Company in the oversight of the Company's research and development and technology programs.

II. Duties and Responsibilities

The Committee has the following roles and responsibilities:

- To review and advise the Board on the overall strategy, direction and effectiveness of the Company's research and development programs and on the Company's progress in achieving its long-term strategic research and development goals and objectives.
- To identify and advise the Board and management on significant emerging trends and issues in science and technology which are relevant to the Company and in alignment with the Company's strategy and on areas that are important to the success of the Company's research and development activities.
- To review and make recommendations to the Board, its committees and management regarding scientific, medical and research and development aspects of Company transactions and projects (such as acquisitions, licenses, investments, divestments, grants and collaborations).
- To assist the Board in its oversight of the Company's risk management in areas affecting or relating to the Company's Intellectual Property and research and development.
- To regularly review and make recommendations to the Board and management with respect to the Company's pipeline and Intellectual Property portfolio;
- To set guidelines for management updates and reports to the Committee and/or Board with respect to science and technology issues (such as potential collaborations, new products and programs).
- To assist the Compensation Committee of the Company and the Board in setting research and development targets and assessing results in connection with the Company's incentive compensation plans.
- To review and advise the Board concerning specific transactions, projects and other ventures with respect to which the Committee was so tasked by the Board or otherwise brought before the Committee from time to time.
- To review and make recommendations on such other topics from time to time as determined by the Board.

III. Composition of the Committee

The Committee shall consist of at least two directors, and may include as members of the Committee additional directors, officers, employees and/or consultants of the Company. A majority of the members of the Committee shall be directors of the Company. The majority of the Committee members shall be determined by the Board to have scientific, medical or other related expertise. The Committee members may designate one director on the Committee as the Committee chairperson.

Resignation or removal of a director from the Board, for whatever reason, or

termination of the engagement with the Company of any non-director Committee member, shall automatically and without any further action constitute resignation or removal, as applicable, from the Committee. Any vacancy on the Committee, occurring for whatever reason, may be filled only by the Board.

All indemnification, exculpation, expense reimbursement and advancement provisions and rights available to members of the Committee in their capacities as directors or other officers of the Company shall be fully applicable with respect to their service on the Committee or any subcommittee thereof.

IV. Meetings of the Committee

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, but not less frequently than every six months. The Committee may invite to its meetings other directors, Company management and other such persons as the Committee deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings anyone with a personal interest in the matters to be discussed.

A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of the members present at such meeting, as long as the majority of the members present are directors of the Company.

Meetings may be held in person or by telephone. In lieu of a meeting, the Committee may act by unanimous written consent. The Chairman of the Committee, in consultation with the other committee members, may determine the frequency and length of the Committee meetings and may set meeting agendas consistent with this Charter.

The Committee's actions, conclusions or recommendations shall be reported to the Board on an ongoing basis. The matters concerning such actions, conclusions or recommendations which require the approval of the Board will be brought to the attention of the directors a reasonable period of time prior to the discussion of such matters at the Board.

V. Independent Experts and Advisors

The Committee shall have authority to obtain advice and assistance from internal and external scientific experts and consultants to advise the Committee and shall have free access to members of management. The Committee may engage external scientific experts, consultants, counsel, and such other advisors to advise the Committee as it deems necessary or advisable to carry out its responsibilities and powers, and if such counsel or other advisors are engaged, shall determine the remuneration and/or fees payable to such experts, consultants, counsel, and such other advisors. The provisions of Section 266(a) of the Companies Law, with respect to Board approval of professional advisory expenses for a director on account of the Company, shall apply, *mutatis mutandis*, to any such engagement of external scientific experts, consultants, counsel, and such other advisors to advise the Committee.

VI. Review of Charter

Any member of the Committee may submit proposed Charter amendments to the Board. The Board shall circulate any proposed Charter amendment to members of the Committee immediately upon receipt. By a majority vote, the Board may approve amendments to this Charter. The Committee will review the adequacy of this Charter as necessary and recommend to the Board any amendments or modifications to the Charter that the Committee deems appropriate.

As adopted by the Board of Directors on January 22, 2017