



**VBI VACCINES INC.
(THE “COMPANY”)**

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

April 19, 2018

PURPOSE

The main purpose of the Nominating and Governance Committee (the “Committee”) is to provide a focus on governance that will enhance the Company’s performance, establish procedures for assessing the Company’s performance and make recommendations to the Board of Directors (the “Board”) regarding the Company’s overall effectiveness and to establish and supervise the process for identifying, recruiting, appointing, re-appointing, and providing ongoing development for, directors.

COMPOSITION AND OPERATIONS

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Committee shall consist of not less than two members of the Board, all of whom shall be independent. For the purposes of this charter, the definition of “independent” shall be the definition set out in National Instrument 52-110 *Audit Committees*, namely that a director is independent if they have no direct or indirect relationship with the Company that could, in the view of the other members of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. In addition, Committee members shall meet the definition of Independent Director established by Rule 5605(a)(2) of the Rules of NASDAQ, specifically that each such director is a person other than an Executive Officer or employee of the Company or any other individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. By requiring that all members of the Committee meet the definition of Independent Director as established by Rule 5605(a)(2), the Company complies with Rule 5605(e) of the NASDAQ Rules regarding Independent Director Oversight of Director Nominations.

A majority of members shall constitute a quorum for meetings, present in person or via telephone.

The Committee shall meet at least once each fiscal year on a date determined by the chairman of the Committee, and shall conduct such additional meetings as required from time to time.

The chairman of the Committee shall be an independent director and the chairman is appointed by the Committee members. If the Committee chairman is not present at a meeting, one of the other Committee members shall be authorized to preside at the meeting.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

1. Oversee the effective functioning of the Board.
2. To annually review, and make recommendations to the Board, with respect to:
 - (a) the independence of each director;
 - (b) the competencies and skills that the Board should, as a whole, possess;
 - (c) the competencies, skills and experience that each existing director should possess and which each member of the Board does possess;

- (d) the appropriate size of the Board, with a view to facilitating effective decision-making;
 - (e) the appropriateness of the committees of the Board, their mandates and responsibilities and the allocation of directors to the committees;
 - (f) the appropriateness of the terms of the mandate and responsibilities of the Board;
 - (g) the directorships, if any, held by the Company's directors and officers in other corporations; and
 - (h) the compensation of the directors in light of time commitments, comparative fees, risks and responsibilities.
3. Oversee the relationship between management and the Board to ensure the Board is able to, and does, function, independently of management, and to recommend, without limitation, any of the following:
- (a) the appointment of a committee of directors independent of management;
 - (b) the appointment of a lead director who is not a member of management; and
 - (c) the implementation of mechanisms to allow directors who are independent of management to meet and discuss issues in the absence of management.
4. Review and assess the qualifications of, and recommend to the Board, possible nominees to become new Board members, taking into consideration, among other things:
- (a) the competencies and skills necessary for the Board as a whole and to possess;
 - (b) the experience and skill each new nominee will bring to the boardroom;
 - (c) the diversity of the Board as a whole and whether new nominees would enhance such diversity; and
 - (d) whether the nominee can devote sufficient time and resources to his or her duties as a Board member.
5. Identify and review the qualifications of and recommend to the Board possible candidates to fill vacancies on the Board between annual general meetings;
6. Review the Board's need for formal Board, committee and individual director evaluation processes, and develop and implement appropriate processes;
7. In conjunction with the Chairman of the Board and the CEO, ensure that new directors are provided with an orientation and education program, which may include:
- (a) written information about the duties and obligations of directors;
 - (b) the business and operations of the Company;
 - (c) documents from recent Board meetings; and
 - (d) opportunities for meetings and discussion with senior management and other directors;
8. Establish and maintain an ongoing director education program by:
- (a) periodically canvassing the directors to determine their training and education needs and interests;
 - (b) arranging the funding for the attendance of directors at seminars or conferences that are of interest and of relevance to their position as a director;
 - (c) encouraging and facilitating presentations by outside experts to the Board or committees on matters of particular import or emerging significance; and

- (d) ensuring that the General Counsel of the Company circulates to the Board members, on a periodic and as needed basis, materials on new and evolving issues regarding legal matters applicable to directors of public companies with respect to their conduct, duties and responsibilities;
9. Review and make recommendations to the Board with respect to the disclosure required concerning corporate governance to be contained in public disclosure documents of the Company, with a particular focus on the Company's annual disclosure documents;
10. With regards to the Company's Code of Business Conducts and Ethics, including other policies of the Company referenced therein (the "Code"):
- (a) periodic review and update the Code as necessary and ensure that management has established a system to enforce the Code;
 - (b) receive and review reports, including those from the Compliance Officer and Audit Committee, with respect to all complaints and concerns of any nature under the Code;
 - (c) with the assistance of the Compliance Officer, General Counsel, external counsel and other advisors, as deemed necessary, consider and investigate all complaints and concerns under the Code;
 - (d) report to the Board with respect to all investigations and, if applicable, resolutions, of complaints and concerns under the Code;
 - (e) review any actions taken with respect to compliance with the Code and any violations of the Code;
 - (f) ensure the Code, any revisions to the Code and any waivers to the Code are disclosed in a manner that meets regulatory guidelines; and
 - (g) ensure that any departures from the Code by a director or senior officer that constitute a "material change" within the meaning of National Instrument 51-201 Disclosure Standards, are reported in a manner that fully meets regulatory requirements.
11. At the request of the Board, undertake any other initiatives that may be necessary or desirable in providing efficient and effective corporate governance of the Company.

ACCOUNTABILITY

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate or as requested by the Board, on governance related matters.

The Committee shall annually assess its performance and review this charter and a calendar of activities and to submit any recommended changes thereto for approval by the Board of Directors.

AUTHORITY

The Committee shall have the authority to obtain advice and assistance from outside legal, accounting or financial advisors in its sole discretion. The Committee, upon approval by a majority of the members of the Committee, may delegate certain of its duties and responsibilities to subcommittees of the Committee which must report back to the full Committee.

In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Company.

At the invitation of the Chair, one or more officers or employees of the Company may, and if required by the Committee, shall attend a meeting of the Committee.