

CHECK-CAP LTD.
(THE “COMPANY”)
NOMINATING COMMITTEE CHARTER

The Board of Directors (the “**Board**”) of the Company has constituted and established a Nominating Committee (the “**Committee**”) with the authorities, responsibilities and specific duties as described in this Nominating Committee Charter (this “**Charter**”).

I. Purpose

The purposes of the Committee is to support and recommend to the Board with respect to selecting individuals who are best able to fulfill the responsibilities of a director of the Company, including concerning requirements applicable to all members of the Board of Directors and criteria for the selection of new members of the Board.

The provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. 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. 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: (i) the Committee shall be comprised of three or more members of the Board; (ii) subject to any available exemptions of The NASDAQ Stock Market LLC, the majority of the members of the Committee shall be “Independent Directors” as determined in accordance with the Nasdaq Stock Market Rules; and (iii) subject to any available exemptions under Israeli law, to the extent that external directors, within the meaning of the Israeli Companies Law, 5759-1999 (the “**Israeli Companies Law**”), serve on the Board, at least one such external director shall be a member of the Committee.

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, (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board, and (v) the Board may at any time, at its sole discretion, withdraw, suspend, cancel or revoke the responsibilities and authorities delegated to the Committee.

The Committee’s chairperson shall be designated by the Board.

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.

Quorum: 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.

The Committee shall have the power, without Board approval and at the Company's expense, to retain and subsequently terminate, as it deems appropriate, the services of an outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

IV. 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, the Company's audit committee or shareholders is required for certain acts or transactions, and under such circumstances the Committee's approval shall constitute only as a recommendation to any such body.

1. Review and make recommendations to the Board regarding board member qualifications and the composition and structure of the Board, including, without limitation, 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.

2. 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, conflicts of interest and such other relevant factors that the committee considers appropriate in the context of the needs of the Board.

3. Review and recommend to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and consider the performance of incumbent directors whose terms are expiring in determining whether to nominate them to stand for re-election.

4. Recommend to the Board nominees who shall be appointed to serve on the committees of the Board, subject to applicable law.

5. Evaluate and recommend to the Board the termination of membership of individual directors for appropriate reasons (including, without limitation, as a result of changes in directors' employment or employment status).

6. Review and make recommendations to the Board regarding the establishment of special committees as may be desirable or necessary from time to time in order to address ethical, legal, financial or other matters that may arise.

7. Perform such other activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's articles of association, 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, recommendations and any significant developments that arise during 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 (including the structure, processes and membership requirements of the Committee) and recommend any proposed changes to the Board for approval.

VIII. Minutes

The Committee will maintain written minutes of its meetings.

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