

STEADYMED LTD.

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

APPROVED BY THE BOARD OF DIRECTORS

DECEMBER 15, 2014

PURPOSE AND POLICY

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of SteadyMed Ltd. (the “*Company*”) shall be to (i) oversee the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify and evaluate candidates to serve as directors of the Company consistent with the criteria approved by the Board and review and evaluate the performance of the Board; (iv) serve as a focal point for communication between director candidates, non-committee directors and the Company’s management; (v) select or recommend to the Board for selection candidates to the Board, or, to the extent required below, to serve as nominees for director for the annual meeting of shareholders or special meeting of shareholders (including for External Directors, as defined below); and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

The “*Public Effective Date*” shall mean the date on which the Company has become a public reporting company subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and applicable rules and regulations of the Securities and Exchange Commission (the “*SEC*”).

COMPOSITION

The Committee shall consist of at least two (2) members of the Board, including at least one (1) External Director (as defined under the Israeli Companies Law 5759-1999 (the “*Companies Law*”). Following the Public Effective Date, the members of the Committee shall satisfy the independence requirements imposed by any stock exchange on which any of the Company’s capital stock is listed, including any exceptions permitted by such requirements, as determined by the Board. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board, pursuant to the provisions of the Articles of Association of the Company. The Committee’s chairperson shall be appointed by the Board.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate. Minutes of each meeting of the Committee shall be prepared and distributed to each director of the Company and the Secretary of the Company after each meeting. The Chairperson of the Committee shall report to the Board from time to time, or whenever so requested by the Board. Unless otherwise directed by the Committee, each regularly scheduled meeting will conclude with an executive session of the Committee absent members of management.

AUTHORITY

The Committee shall have access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable. For the purpose of performing his functions, a director may, in special cases, receive professional advice at the Company's expense, if coverage of the expense is approved by the Board or by the court. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

Subject to the approval of the Board, the Committee may form one or more subcommittees as appropriate which may recommend to the Committee but may not assume the authorities of the Committee as delegated by the Board.. The operation of the Committee shall be subject to the Company's Articles of Association and the Companies Law. The approval of this Nominating and Corporate Governance Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

To implement the Committee's purpose, the Committee shall have the following responsibilities. The Committee may supplement and, except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's capital stock is then listed, deviate from these activities as appropriate under the circumstances:

1. *Director Nominations.* The Committee shall identify and evaluate candidates to serve on the Company's Board consistent with the criteria approved by the Board, including consideration of the potential conflicts of interest as well as applicable independence and other requirements. The Committee shall also have responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board or, following the Public Effective Date, to serve as nominees for director for the annual meeting of shareholders or special meeting of shareholders (including for External Directors). The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's shareholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate shareholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. *Board and Management Assessment.* Following the Public Effective Date, the Committee shall periodically review the performance of the Board, including Board committees, and management, and shall make recommendations to the Board and management, as applicable, for areas of improvement as it deems appropriate. The Committee shall also consider and assess the independence of directors, including consideration of any independence requirements imposed by the Companies Law and any stock exchange on which any of the Company's capital stock is then listed.

3. *Board Committee Nominations.* The Committee shall oversee the Board's committees structure and operations, including authority to delegate to subcommittees (provided however that such subcommittees are only authorized to recommend to the Board Committees but may not assume the

authorities of the Committee as delegated by the Board) and committee reporting to the Board. Following the Public Effective Date, the Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of any stock exchange on which any of the Company's capital stock is then listed, the rules and regulations of the SEC, the rules and regulations of the Companies Law and other applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.

4. Continuing Education/Orientation. The Committee shall institute such plans or programs as it may deem appropriate for the continuing education of directors and orientation of new directors.

5. Corporate Governance Principles. The Committee shall develop a set of corporate governance principles to be applicable to the Company and shall periodically review and assess the Company's corporate governance, and shall recommend any changes deemed appropriate to the Board for its consideration.

6. Procedures for Information Dissemination. The Committee shall 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.

7. Committee Self-Assessment; Charter. Following the Public Effective Date, the Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically assess the adequacy of this charter and shall recommend any proposed changes to the Board for its consideration.

8. General Authority. The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of the foregoing.