

**NOMINATING COMMITTEE CHARTER**  
**OF**  
**PROTALIX BIOTHERAPEUTICS, INC.**

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**Authority and Purpose**

The Nominating Committee (the “Committee”) of Protalix BioTherapeutics, Inc. (the “Company”) is appointed by the Company’s Board of Directors (the “Board”) to assist the Board in: (i) identifying individuals qualified for election to the Board; (ii) recommending that the Board selects the director nominees for each annual meeting of stockholders or to fill a vacancy in director positions; (iii) the selection and composition of committees of the Board at the Board’s request; and (iv) monitoring the composition of the Board. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe.

The purpose of the Committee shall be to assess the performance of the Board and to make recommendations to the Board from time to time, or whenever it shall be called upon to do so, regarding nominees to serve as members of the Board and its committees. All powers of the Committee are subject to the restrictions designated in the Company’s Bylaws and by applicable law.

**Committee Composition and Membership**

Committee members (the “Members”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least three (3) members of the Board. The Committee shall be composed of members of the Company’s Board who are independent directors of the Board as defined in the rules of the American Stock Exchange and shall not include any beneficial owners, directly or indirectly, of more than 50% of the voting power of the Company. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board. Any Member may be removed, with or without cause, at any time by a majority vote of the Board. Any vacancy in the Committee occurring for any cause whatsoever may be filled by a majority vote of the Board then in office.

**Duties and Responsibilities**

The duties of the Committee shall include, without limitation, the following:

- (1) Monitoring the size and composition of the Board and its committees.
- (2) Considering and making recommendations to the Board with respect to the nominations or elections of directors of the Company.

In considering potential new directors and officers, the Committee will review individuals from various disciplines and backgrounds. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with national and international business matters; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what bring most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees.

A review is also to be made of the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest or other consideration that might hinder or prevent service on the Board. In making its selection, the Committee will bear in mind that the foremost responsibility of a director of the Company is to represent the interests of the stockholders as a whole.

The Committee shall have the authority, without seeking the approval of the Board or management, to engage and compensate legal and other advisors, as it determines necessary to carry out its duties.

### **Conduct of Business**

The Committee shall conduct its business in accordance with this Charter, the Company's Bylaws and any direction by the whole Board. The Committee shall report, at least annually, to the Board. Prior to the annual meeting of stockholders, the Committee will recommend to the Board the persons who will be the nominees of the Board for the election of whom the Board will solicit proxies. As part of this process, the Committee will consider individuals recommended by stockholders of the Company.

### **Meetings**

The Committee shall meet as often as it determines, but not less frequently than once a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of the Members of the Committee will constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum will be the act of the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting.

The Committee may also request any director, officer or employee of the Company, or the Company's outside counsel, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Further, the Committee may request any such director, officer, employee or outside counsel to provide any pertinent information to the committee or to any other person or entity designated by the Committee.

### **Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

### **Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. Copies of the minutes of each meeting and any action taken by unanimous consent will be furnished to the Board.