

# ORAMED PHARMACEUTICALS INC.

## AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

Adopted by the Board of Directors on January 11, 2017

### A. PURPOSE AND SCOPE

The primary function of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Oramed Pharmaceuticals Inc. (the "Corporation") is to exercise the responsibilities and duties set forth below, including but not limited to: (a) overseeing the accounting and financial reporting processes of the Corporation and the audits of the financial statements of the Corporation; (b) appointing, compensating and retaining the Corporation's independent registered public accounting firm; (c) overseeing the work performed by any independent registered public accounting firm; (d) assisting the Board in fulfilling its responsibilities by reviewing: (i) the financial reports provided by the Corporation to the Securities and Exchange Commission ("SEC"), the Corporation's stockholders or to the general public, and (ii) the Corporation's internal financial and accounting controls; and (e) recommending, establishing and monitoring procedures designed to improve the quality and reliability of the disclosure of the Corporation's financial condition and results of operations.

### B. COMPOSITION

The Committee shall be comprised of at least three directors as appointed by the Board, each of whom satisfies the independence standards and audit committee composition requirements pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"), by the Public Company Accounting Oversight Board (the "PCAOB") and by the Nasdaq Stock Market or any other exchange or national quotation system upon which securities of the Corporation may in the future be listed (the "Exchange"), as in effect from time to time (in each case, the "Applicable Rules"), and each shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee.

All members of the Committee shall be able to read and understand fundamental financial statements, including a balance sheet, cash flow statement and income statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including but not limited to being or having been a chief executive officer, chief financial officer, other senior officer with financial oversight responsibilities, or an active participant on one or more public company audit committees.

Each member of the Committee must not have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the three years prior to appointment as a member of the Committee.

The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

### **C. RESPONSIBILITIES AND DUTIES**

The Committee is vested with all responsibilities and authority required by Rule 10A-3 under the Exchange Act and the other duties and responsibilities enumerated herein. To fulfill its responsibilities and duties, the Committee shall:

#### Document Review

1. Review and assess the adequacy of this Charter periodically as conditions dictate, but at least annually (and recommend changes to the Board for approval).
2. Review with representatives of management and representatives of the Corporation's independent registered public accounting firm the Corporation's audited annual financial statements prior to their filing as part of the Corporation's Annual Report on Form 10-K. After such review and discussion, the Committee shall recommend to the Board whether such audited financial statements should be included in the Corporation's Annual Report on Form 10-K.
3. Review with financial management and representatives of the Corporation's independent registered public accounting firm the Corporation's quarterly financial statements and the Corporation's Quarterly Reports on Form 10-Q prior to filing.
4. Take steps designed to insure that the independent registered public accounting firm reviews the Corporation's interim financial statements prior to their inclusion in the Corporation's Quarterly Reports on Form 10-Q.
5. Review and discuss with management (i) all evaluations or reports, if any, regarding internal control over financial reporting (or summaries thereof); and (ii) other material reports on financial information (excluding tax returns and reports) submitted by the Corporation to any government body, or the public, including management certifications as required by the Applicable Rules, press releases regarding financial information and relevant reports rendered by the independent registered public accounting firm (or summaries thereof).

#### Independent Registered Public Accounting Firm

6. Be directly responsible for the appointment, compensation, retention and oversight of the work of any independent registered public accounting firm engaged (including resolution of disagreements between management and the

independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, and each such independent registered public accounting firm must report directly to the Committee. The authority of the Committee shall include ultimate authority to hire and terminate the independent registered public accounting firm and to set and pay all audit engagement fees and terms.

7. Approve in advance any and all audit and non-audit services to be performed by the independent registered public accounting firm or approve such services pursuant to detailed pre-approval policies and procedures established by the Committee (provided that the Committee is informed on a timely basis of each service so approved). The Committee may delegate its pre-approval authority to one or more Committee members. However, decisions by such member(s) must be presented to the full Committee.
8. Determine funding appropriate for compensation of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation and notify the Corporation of anticipated funding needs of the Committee. The Corporation shall provide such appropriate funding, as determined by the Committee.
9. On an annual basis, receive from the independent registered public accounting firm the written disclosures and letter required by applicable requirements of the PCAOB, requiring the independent registered public accounting firm's communications with the Committee concerning independence, and discuss with such firm such firm's independence. The Committee shall actively engage in a dialogue with the independent registered public accounting firm as to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm. The Committee shall take appropriate action to oversee the independence of the independent registered public accounting firm.
10. On an annual basis, discuss with representatives of the independent registered public accounting firm the matters required to be discussed by PCAOB rules and auditing standards, including Auditing Standard No. 16, as it may be modified or supplemented.
11. Meet with the independent registered public accounting firm prior to the audit to review the planning and staffing of the audit.
12. Periodically, review and discuss with the independent registered public accounting firm (outside of the presence of management) any problems or difficulties that the independent registered public accounting firm may have encountered with management or others.

13. Evaluate the performance of the independent registered public accounting firm and consider the discharge or determination not to retain the independent registered public accounting firm when circumstances warrant.

#### Financial Reporting Processes

14. In consultation with the independent registered public accounting firm and management, review annually the adequacy and integrity of the Corporation's internal financial and accounting processes and internal control over financial reporting. In addition, in consultation with the independent registered public accounting firm and management, the Committee shall monitor the review and evaluation by management of the Corporation's disclosure controls and procedures.
15. Review disclosures made to the Committee by the Corporation's principal executive officer and principal financial officer in connection with their certifications of the Corporation's Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q, prior to the filing thereof, such disclosures to include, based on each such officer's evaluation of the Corporation's internal control over financial reporting, (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting. The Committee shall direct the actions to be taken to the extent such disclosure indicates the finding of any significant deficiencies or material weaknesses in internal control over financial reporting or fraud.
16. Review and discuss with management and the independent registered public accounting firm, and approve, if appropriate, major changes in and other questions regarding the Corporation's accounting and auditing principles and procedures.
17. Review and discuss with the independent registered public accounting firm (in connection with the audit and prior to the filing of the audit report) such firm's report covering (i) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of these alternatives, and the treatment preferred by the independent registered public accounting firm; and (ii) material written communications between the independent registered public accounting firm and management. In addition, the Committee shall review and discuss with management the development, selection and disclosure of critical accounting policies and accounting estimates resulting from the application of these policies.

18. Inquire at least annually of the independent registered public accounting firm as to whether it has any concerns relative to the quality or appropriateness of management's accounting policies as applied in its financial reporting.
19. Periodically, meet with management to review the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, and to discuss the guidelines and policies to govern the process by which risk assessment and management is undertaken.
20. Periodically, but at least annually, meet separately with management and the independent registered public accounting firm.

### Compliance

21. Meet at least once in each fiscal quarter, or more frequently as circumstances dictate.
22. To the extent deemed necessary by the Committee to carry out its duties, it shall have the authority to engage and compensate independent counsel and other advisers to review any matter under its responsibility.
23. Establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
24. Investigate any allegations that any officer or director of the Corporation, or any other person acting under the direction of any such person, took any action, directly or indirectly, to fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant engaged in the performance of an audit of the financial statements of the Corporation and, if such allegations prove to be correct, take or recommend to the Board appropriate disciplinary action.
25. Review, oversee and approve all related party or related person transactions (as defined under the Applicable Rules).
26. Determine funding appropriate for compensation of any advisers employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties, and notify the Corporation of anticipated funding needs of the Committee. The Corporation shall provide such appropriate funding, as determined by the Committee.

### Reporting

27. Prepare, in accordance with the Applicable Rules, a written report of the Committee to be included in the Corporation's annual meeting proxy statement for each annual meeting of stockholders.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

**D. SAVINGS CLAUSE**

This Charter is intended to comply with the Applicable Rules, which are incorporated herein, and this Charter shall be interpreted in accordance therewith. To the extent this Charter is inconsistent with the Applicable Rules, the Applicable Rules shall apply.

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