

SHEKEL BRAINWEIGH LTD.

CHARTER OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS

Updated as of 17 August 2018

PURPOSES

The purpose of the Remuneration Committee of the Board of Directors (the “**Board**”) of Shekel Brainweigh Ltd. (the “**Company**”) shall be to recommend to the Board the compensation of the Company’s executive officers. In addition, the Remuneration Committee shall review and evaluate the compensation plans, policies and programs of the Company, and make recommendations to the Board and shareholders of the Company relating to compensation to be provided to directors.

The Remuneration Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes, subject to the limitations of Section 112 of the Israeli Companies Law, 1999 (the “**Companies Law**”).

STATEMENT OF PHILOSOPHY

The policy of the Remuneration Committee is to maximize shareholder value over time. The primary goal of the Company’s Remuneration Committee and its executive compensation program is therefore to closely align the interests of the executive officers with those of the Company’s shareholders. To achieve this goal the Remuneration Committee attempts (i) to offer compensation opportunities that attract and retain executives whose abilities are critical to the long-term success of the Company, motivate individuals to perform at their highest level and reward outstanding achievement, (ii) to maintain a significant portion of the executive’s total compensation as a variable amount based on performance, tied to achievement of financial, organizational and management performance goals, and (iii) to encourage executives to manage from the perspective of owners with an equity stake in the Company.

MEMBERSHIP

The Remuneration Committee will be appointed by, and will serve at the discretion of, the Board. The Remuneration Committee shall consist of no fewer than three members, all of the external directors as defined under the Companies Law shall be members and other members shall be appointed in compliance with Section 244 of the Companies Law.

The Board shall annually appoint the members of the Remuneration Committee and elect the Chair of the Remuneration Committee, as soon as practical after the Company’s annual meeting of shareholders.

RESPONSIBILITIES

The responsibilities of the Remuneration Committee shall include the following:

1. Without derogating from any requirement for additional approvals provided in the Companies Law, the Remuneration Committee shall annually review and recommend to the Board, for the chief executive officer (“CEO”) and other executive officers of the Company (a) the annual base compensation as employee or other structure of engagement, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation, compensation policies or arrangements. In reviewing and recommending such matters, the Remuneration Committee shall consider such matters as it deems appropriate, including the Company’s financial and operating performance, the alignment of the interests of the executive officers and the Company’s shareholders, the performance of the Company’s ordinary shares and the Company’s ability to attract and retain qualified individuals. The CEO may not be present during voting or deliberations about his or her compensation.
2. The Remuneration Committee shall annually review and make recommendations to the Board regarding the compensation policy for such other officers of the Company as directed by the Board.
3. The Remuneration Committee shall act as Administrator (as defined therein) of the Company’s equity compensation plans (to the extent allowed by applicable law and the relevant plan) and any subsequent employee benefit plans adopted and approved by the Company’s Board and shareholders, if appropriate. In its administration of the plans, the Remuneration Committee may, pursuant to authority delegated by the Board (i) recommend to the Board the granting of share options, restricted shares or restricted share units or share purchase rights to individuals eligible for such grants, and (ii) amend such share options, restricted shares or restricted share units or share purchase rights. The Remuneration Committee shall also make recommendations to the Board with respect to amendments to the plans, including changes in the number of shares reserved for issuance thereunder.
4. The Remuneration Committee may review and make recommendations to the Board regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
5. The Remuneration Committee may recommend to the Board the authorization of the repurchase of shares or options from terminated employees subject to applicable law.

6. The Remuneration Committee shall review any issues concerning the legal compliance and maintenance of the Company's employee benefit plans.
7. The Remuneration Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

MEETINGS

It is anticipated that the Remuneration Committee will meet at least twice each year. However, the Remuneration Committee may establish its own schedule, which it will provide to the Board in advance.

At least once a year the Remuneration Committee will consider equity compensation plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package to the Company's Executive Officers.

A majority of the Remuneration Committee members shall constitute a quorum. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Remuneration Committee.

MINUTES

The Remuneration Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Remuneration Committee will provide reports to the Board of the Company regarding recommendations of the Remuneration Committee submitted to the Board for action. Also, as requested by the Board, the Remuneration Committee will make full reports of their activities to the Board in executive session.

AUTHORITY

The Remuneration Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Remuneration Committee. The Remuneration Committee shall have sole authority to approve the payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Remuneration Committee, and other retention terms.

The Remuneration Committee may form and delegate authority to subcommittees when appropriate and subject to the Companies Law.

COMPENSATION

Members of the Remuneration Committee may receive compensation for their service as Remuneration Committee members, subject to the Companies Law and the Corporations Act.