

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KOZIN MARC D</u> _____ (Last) (First) (Middle) <u>C/O VASCULAR BIOGENICS LTD.</u> <u>8 HASATAT ST</u> _____ (Street) <u>MODIN, L3 7178106</u> _____ (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>01/01/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Vascular Biogenics Ltd. [VBLT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) _____ 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	39,000	I ⁽¹⁾	By Marc D. Kozin Irrevocable Trust

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	05/05/2036	Ordinary Shares	50,000	3.3	D	
Stock Option (Right to Buy)	(3)	11/24/2040	Ordinary Shares	125,000	1.17	D	
Stock Option (Right to Buy)	(4)	07/20/2041	Ordinary Shares	125,000	2.38	D	
Stock Option (Right to Buy)	(5)	12/07/2041	Ordinary Shares	79,406	2.31	D	
Stock Option (Right to Buy)	(6)	01/02/2042	Ordinary Shares	52,937	2.12	D	

Explanation of Responses:

- These shares are held by the Marc D. Kozin Irrevocable Trust, of which the Reporting Person's spouse is one of the beneficiaries. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, if any.
- These options were granted on 05/05/16 under the Issuer's Employee Share Ownership and Option Plan (2014) (the "2014 Plan") and are fully vested and exercisable.
- These options were granted on 11/24/20 under the 2014 Plan, with 25% of the shares underlying these options vesting on November 24, 2021 (the one year anniversary of the grant date), and the remainder vesting quarterly thereafter for three years such that they are vested in full on the four-year anniversary of the grant date.
- These options were granted on 07/20/21 under the 2014 Plan, with 25% of the shares underlying these options vesting on July 20, 2022 (the one year anniversary of the grant date), and the remainder vesting quarterly thereafter for three years such that they are vested in full on the four-year anniversary of the grant date.
- These options were granted on 12/07/21 under the 2014 Plan and vest over two years commencing on the grant date such that 50% vest on the first anniversary of the date of grant and the remainder vest quarterly thereafter for one year such that they are vested in full on the two-year anniversary of the grant date.
- These options were granted on 01/02/22 under the 2014 Plan and vest over two years commencing on the grant date such that 50% vest on the first anniversary of the date of grant and the remainder vest quarterly thereafter for one year such that they are vested in full on the two-year anniversary of the grant date.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Samuel Backenroth,
Attorney-in-Fact

01/03/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each of Marianne Sarrazin and Amanda Rae Schwarzenbart of Goodwin Procter LLP, and each of Dror Harats and Sam Backenroth of Vascular Biogenics Ltd. (the “Company”), signing singly, and with full power of substitution, the undersigned’s true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned’s capacity as officer and/or director of the Company, from time to time the following U.S. Securities and Exchange Commission (“SEC”) forms: (i) Form ID, including any attached documents (such as Update Passphrase Authentication), to effect the assignment of codes to the undersigned to be used in the transmission of information to the SEC using the EDGAR System; (ii) Form 3, Initial Statement of Beneficial Ownership of Securities, including any attached documents; (iii) Form 4, Statement of Changes in Beneficial Ownership of Securities, including any attached documents; (iv) Form 5, Annual Statement of Beneficial Ownership of Securities in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents; (v) Schedules 13D and 13G; and (vi) amendments of each thereof, in accordance with the Securities Exchange Act of 1934, as amended, and the rules thereunder, including any attached documents;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, Schedule 13D or 13G, or any amendment(s) thereto and timely file such form(s) with the SEC and any securities exchange, national association or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact’s discretion.

The undersigned hereby grants to each such attorney-in-fact, acting singly, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact’s substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned’s responsibilities to comply with Section 16 or Regulation 13D-G of the Securities Exchange Act of 1934, as amended. The undersigned hereby agrees to indemnify the attorneys-in-fact and the Company from and against any demand, damage, loss, cost or expense arising from any false or misleading information provided by the undersigned to the attorneys-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file such forms with respect to the undersigned’s holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney supersedes any prior power of attorney in connection with the undersigned’s capacity as an officer and/or director of the Company. This Power of Attorney shall expire as to any individual attorney-in-fact if such attorney-in-fact ceases to be an employee of the Company or Goodwin Procter LLP, as applicable.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of December 22, 2022.

/s/ Marc Kozin

Signature

Marc Kozin

Print Name