

**VASCULAR BIOGENICS LTD.**

**PROXY FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 7, 2022  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby constitutes and appoints Amos Ron as the true and lawful attorney, agent and proxy of the undersigned, with full power of substitution, to represent and to vote, on behalf of the undersigned, all of the ordinary shares of Vascular Biogenics Ltd. (the "Company"), held of record in the name of the undersigned at the close of business on June 2, 2022, at the Annual General Meeting of Shareholders of the Company (the "Meeting") to be held at the offices of the Company at 8 HaSatat St. Modi'in, Israel at 4:00 p.m. (local time), and at any and all adjournments or postponements thereof on the following matter, which is more fully described in the Notice of the Annual General Meeting of Shareholders and Proxy Statement relating to the Meeting.

The undersigned acknowledges receipt of the Notice of the Annual General Meeting of Shareholders and Proxy Statement of the Company relating to the Meeting.

**This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any proposal described below, this Proxy will be voted FOR such proposal and in such manner as the holder of the proxy may determine with respect to any other business as may properly come before the Meeting or all and any adjournments or postponements thereof. Any and all proxies heretofore given by the undersigned are hereby revoked.**

(Continued and to be signed on the reverse side)

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**ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
VASCULAR BIOGENICS LTD.**

**June 2, 2022**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, proxy statement and proxy card  
are available at - <http://www.vblrx.com>

**Please date, sign and mail  
your proxy card as soon  
as possible.**

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL NOMINEES TO  
DIRECTORS LISTED IN PROPOSAL 1 AND "FOR" PROPOSALS 2, 3, 4, 5, 6 AND 7.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK  
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]**

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1. To approve the nomination of each of the following nine directors to our Board of Directors to serve until the next annual general meeting of shareholders of the Company, under the existing terms of appointment as previously approved, aside from the resolutions herein, until each of their successors is duly appointed and qualified, or until any of their earlier resignation or removal.

	FOR	AGAINST	ABSTAIN
(a) Ms. Ruth Alon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Dr. Shmuel (Muli) Ben Zvi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Dr. Ron Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Ms. Alison Finger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Prof. Dror Harats	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. David Hastings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) Mr. Marc Kozin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr. Michael Rice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) Dr. Bennett M. Shapiro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. To approve the grant of option to purchase 400,000 of the Company's ordinary shares to Prof. Dror Harats, the Chief Executive Officer and member of our Board of Directors, under the Company's 2014 Employee Share Ownership and Option Plan according to the Company's standard option agreements and at the terms referred to in the Proxy Statement.

	FOR	AGAINST	ABSTAIN
Are you a "controlling shareholder" or do you have a "personal interest" (as defined in the Proxy Statement) with respect to the subject matter of Proposal 2? *	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	YES		NO
	<input type="checkbox"/>		<input type="checkbox"/>

**\* Kindly note that failure to mark the appropriate indication shall be deemed as if you have a personal interest in Proposal 2.**

3. To approve the amendment of Prof. Dror Harats's compensation terms and consulting and employment agreements as fully described in Proposal 3.

	FOR	AGAINST	ABSTAIN
Are you a "controlling shareholder" or do you have a "personal interest" (as defined in the Proxy Statement) with respect to the subject matter of Proposal 3? *	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	YES		NO
	<input type="checkbox"/>		<input type="checkbox"/>

**\* Kindly note that failure to mark the appropriate indication shall be deemed as if you have a personal interest in Proposal 3.**

4. To approve the reappointment of Kesselman & Kesselman, a member firm of PricewaterhouseCoopers International Limited, as the Company's independent registered public accounting firm for the year ending December 31, 2022, and until the next annual general meeting of shareholders of the Company and authorize the Board with power of delegation to its audit committee) to set said independent registered public accounting firm's remuneration in accordance with the volume and nature of its services.

	FOR	AGAINST	ABSTAIN
Are you a "controlling shareholder" or do you have a "personal interest" (as defined in the Proxy Statement) with respect to the subject matter of Proposal 5? *	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	YES		NO
	<input type="checkbox"/>		<input type="checkbox"/>

	YES		NO
	<input type="checkbox"/>		<input type="checkbox"/>

**\* Kindly note that failure to mark the appropriate indication shall be deemed as if you have a personal interest in Proposal 5.**

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|----|---|------------|----------------|----------------|
| 6. | To increase of the Company's registered share capital by NIS 500,000 and to create 50,000,000 ordinary shares, nominal value NIS 0.01 each, having the rights and entitlements ascribed to them in the Amended and Restated Articles of Association of the Company (the "Articles"). Following the increase, the registered share capital of the Company shall be NIS 2,000,000 divided into 200,000,000 ordinary shares. | FOR<br>[ ] | AGAINST<br>[ ] | ABSTAIN<br>[ ] |
| 7. | To approve the amendment of Article 6 of the Articles and of Article 4 of the Company's Memorandum of Association.  | FOR<br>[ ] | AGAINST<br>[ ] | ABSTAIN<br>[ ] |

Article 6 of the Articles shall be replaced in its entirety to read as follows:

*"6. The share capital of the Company shall consist of NIS 2,000,000 divided into 200,000,000 Ordinary Shares, of a nominal value of NIS 0.01 each (the "Ordinary Shares")."*

Article 4 of the Company's Memorandum of Association shall be replaced in its entirety to read as follows:

*"4. The Company's share capital shall be NIS 2,000,000 consisting of 200,000,000 Ordinary Shares of the Company of nominal value NIS 0.01 each."*

Number of shares voted

Signature of  
shareholder

Date

Signature of  
shareholder

Date

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each owner should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by a duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.