

SILEXION THERAPEUTICS CORP COMPENSATION COMMITTEE CHARTER

The board of directors (the “**Board**”) of Biomotion Sciences (the “**Company**”) has constituted and established a compensation committee (the “**Committee**”) for the purposes, and with the required composition, authorities, duties and responsibilities, described in this Compensation Committee Charter (this “**Charter**”).

I. Purposes

The purposes of the Committee are to:

- (i) oversee the discharge of the responsibilities of the Board relating to compensation of the Company’s:
 - (a) Board members;
 - (b) Chief Executive Officer; and
 - (c) all other “officers”, as defined under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and “executive officers”, as defined by the rules of the Nasdaq Stock Market LLC or other securities exchange on which the Company’s securities are listed (referred to as “**Nasdaq**”) (hereafter, “**executive officers**”);
- (ii) oversee the administration of the Company’s equity incentive plans, and evaluate and recommend the executive officer compensation plans, policies and programs of the Company;
- (iii) make such other determinations in respect of compensation, compensation practices and related matters as may be required by a compensation committee under the rules of Nasdaq, or under the Companies Act (As Revised) of the Cayman Islands (the “**Companies Act**”); and
- (iv) prepare reports of the Committee and assist with preparation of compensation reports of the Company, each to the extent required by the rules and regulations of the Securities and Exchange Commission (the “**SEC**”).

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of Nasdaq, including the enhanced requirements for members of the Compensation Committee, except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities, but no less than once every fiscal year. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “**Articles of Association**”) or the Companies Act. The presence (in person or via telephone or other means of virtual or other remote communication) of a majority of the members of the Committee shall constitute a

quorum for the transaction of business at a meeting of the Committee, and the act of a majority of those present at any meeting at which there is a quorum and who are entitled to vote on the matter shall be the act of the Committee. The Committee may also act in a unanimous written consent in lieu of a meeting of the then-serving members of the Committee, in accordance with applicable law and the Company's Articles of Association.

The Committee shall have the authority, in its sole discretion, without Board approval and at the Company's expense (which shall be funded appropriately by the Company), to retain, oversee the work of, and subsequently terminate independent, outside legal counsel, compensation consultants and other experts and consultants to assist the Committee in connection with its responsibilities, and to approve such advisers' compensation and other retention terms. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association, the Companies Act, and applicable Nasdaq rules.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all reasonable factors relevant to that person's independence from the Company's management, including the following factors under the rules of Nasdaq:

- 3.1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- 3.2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- 3.3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- 3.4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- 3.5. Any ordinary shares of the Company owned by the compensation consultant, legal counsel or other adviser; and
- 3.6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

However, none of the above criteria need be considered by the Committee in retaining an adviser which only (i) consults on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees of the Company; or (ii) provides information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

For the avoidance of doubt, although the Committee must consider the foregoing factors before selecting, or receiving advice from a compensation consultant, legal counsel or other adviser, such advisor is not required to be independent. The Committee may select, or receive advice from, any adviser it prefers, including ones that are not independent, after considering the foregoing.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee. Notwithstanding the foregoing, unless otherwise permitted under the Companies Act and applicable Nasdaq rules, the Chief Executive Officer and each of the other executive officers shall not be present during voting or deliberations on his or her compensation.

IV. Duties and Responsibilities

1. *Compensation Plans and Policies.* The Committee shall approve and recommend to the Board for its approval compensation policies, incentive-based compensation plans and equity-based compensation plans, as applicable (collectively, the “**Compensation Plans and Policies**”) and oversee the development and implementation of the Compensation Plans and Policies in light of all relevant circumstances and recommend to the Board any amendments or modifications to the Compensation Plans and Policies that the Committee deems appropriate, including to the extent required under the Companies Act.

2. *Chief Executive Officer and Other Executive Officer Compensation.* The Committee will establish annual goals and objectives for the Company’s Chief Executive Officer and the other executive officers, which shall be reviewed annually or otherwise as necessary, and assist the Board in discharging its responsibilities relating to (i) the approval of the compensation of the Company’s Chief Executive Officer and other executive officers and (ii) the Company’s overall compensation programs.

3. *Director Compensation.* The Committee will periodically review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will administer the Compensation Plans and Policies, including, without limitation, to approve the adoption of such plans, amend and interpret such plans and the awards and agreements issued pursuant thereto, and make awards to eligible persons under the plans and determine the terms of such awards.

5. *Compensation Disclosure.* In consultation with management, the Committee shall assist with regulatory compliance with respect to compensation matters affecting the Company. The Committee shall (i) review and discuss with management the Company’s Compensation Discussion and Analysis (“**CD&A**”) and related executive compensation information, and recommend that the CD&A and related compensation information be included in the Company’s annual report on Form 10-K and/or in the proxy statement for the Company’s annual general meeting, and (ii) prepare the annual compensation committee report on executive officer compensation included in the proxy statement for the Company’s annual general meeting and/or the Company’s annual report on Form 10-K, each to the extent required of the Company.

6. *Interaction with Shareholders on Compensation Matters.* As applicable, the Committee shall advise the Board on management proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and proposals received from shareholders on executive compensation matters. The Committee shall review the results of such votes and consider any implications in connection with the Committee’s ongoing determinations and recommendations regarding the Company’s executive compensation policies and practices.

7. *Reporting Requirements.* The Committee will assist the Board and management with compliance with all other compensation reporting requirements of the SEC, Nasdaq, and the Companies Act to the extent applicable.

8. *Other Responsibilities.* The Committee will perform such activities and functions as are required by applicable law, stock exchange rules or provisions in the Company's Amended and Restated Articles of Association, Compensation Plans and Policies, and this Charter, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has all powers and authority that are necessary or appropriate to fulfill its duties and obligations hereunder and may delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. Reporting The Committee will apprise the Board regularly of its decisions and recommendations and of significant developments in the course of performing the above responsibilities and duties.

VII. Review

The Committee shall review and assess the adequacy of this Charter on an annual basis, or otherwise as necessary, and recommend any proposed changes to the Board for approval. In addition, the Committee shall periodically review its own performance.

VIII. Minutes

The Committee shall maintain written minutes of its meetings.

IX. Interpretation; Definitions

To the extent any of the provisions included herein is a description or summary of any applicable law or is intended to recite the provisions of any applicable law, then in the event of any inconsistency, contradiction or any other conflict between the provisions herein and the provisions of such applicable law, the provisions of such applicable law shall prevail. In the event that any such provision of applicable law is amended to include any relief or exclusion, then such relief and exclusion shall be deemed to constitute an integral part of this charter, whether or not a conflict, inconsistency or contradiction arises.

Adopted effective as of: August 15, 2024