

**UROGEN PHARMA LTD.
AUDIT COMMITTEE CHARTER**

ADOPTED BY THE BOARD OF DIRECTORS ON MARCH 29, 2017

The Board of Directors (the “**Board**”) of UroGen Pharma Ltd. (the “**Company**”) has constituted and established an Audit Committee (the “**Committee**”) with the authority, responsibility and specific duties described in this Audit Committee Charter (this “**Charter**”).

I. Purpose

The purposes of the Committee are to:

- (a) provide oversight of the accounting and financial reporting process of the Company and the audits of the financial statements of the Company;
- (b) assist the Board in its oversight of (i) the integrity of the Company’s financial statements and other published financial information, (ii) the Company’s compliance with applicable financial and accounting related standards, rules and regulations, (iii) the selection, retention and termination, subject to shareholder approval, of the Company’s independent auditor, (iv) the pre-approval of all audit, audit-related and all permitted non-audit services, if any, by the Company’s independent auditor, and the compensation therefor, and (v) the Company’s internal controls over financial reporting;
- (c) determine whether there are delinquencies in the business management practices of the Company, including in consultation with the Company’s internal auditor, if any, or independent auditor, and make recommendations to the Board to improve such practices;
- (d) determine whether to approve certain related party transactions or transactions in which a Board member or other Office Holder (as defined in the Israeli Companies Law, 5759-1999 (the “**Companies Law**”)) has a personal interest and whether such transaction is material to the Company;
- (e) prepare any report by the audit committee that the rules of the U.S. Securities and Exchange Commission (“**SEC**”) require to be included, or that the Company otherwise elects to include, in the Company’s proxy statement for the annual meeting of the Company’s shareholders;
- (f) provide the Board with the results of its monitoring and recommendations derived from the foregoing; and
- (g) fulfill any other duties of the Committee as shall be required under the Companies Law and/or the applicable rules of the rules and regulations of the SEC promulgated thereunder, as amended from time to time, and the NASDAQ Listing Rules, as amended from time to time (“**NASDAQ Rules**”).

The purposes, responsibilities and other provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional

procedures and standards as it deems necessary from time to time to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee with any necessary changes. Nothing herein is intended to expand applicable standards of liability under Israeli or U.S. federal law for directors of a corporation.

The Committee relies on the expertise and knowledge of management and the Company's independent auditor in carrying out its oversight responsibilities. Management of the Company is responsible for determining that the Company's financial statements are complete, accurate and in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing the Company's financial statements. It is not the duty of the Committee to plan or conduct audits, to determine that the financial statements are complete and accurate and in accordance with generally accepted accounting principles, to conduct investigations, or to assure compliance with laws and regulations or the Company's standards of business conduct, codes of ethics, internal policies, procedures and controls.

II. Membership

The Committee's membership shall satisfy the following requirements:

- (a) The Committee shall have three (3) or more members.
- (b) The members of the Committee shall be "independent" (an "**Independent Director**") (or be subject to an applicable exception) as determined in accordance with applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC promulgated thereunder, and the NASDAQ Rules.
- (c) To the extent Article VIII below shall not apply, each "external director" appointed under the Companies Law (an "**External Director**") shall be a member of the Committee and at least one (1) of such External Directors shall possess "accounting and financial expertise" consistent with the Companies Law (and to the extent required by it).
- (d) To the extent Article VIII below shall not apply, a majority of the members of the Committee shall be "unaffiliated directors" as defined in the Companies Law ("**Unaffiliated Directors**").
- (e) No member of the Committee may have participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries during the preceding three (3) years.
- (f) Each member of the Committee must be able to read and understand fundamental financial statements (including a company's balance sheet, statement of operation and comprehensive income and statement of cash flows).
- (g) At least one (1) member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that results in the member's financial sophistication, in each case,

consistent with the NASDAQ Rules. That individual shall also be an “audit committee financial expert” consistent with the SEC’s rules and regulations.

Notwithstanding the foregoing, to the extent Article VIII below shall not apply, the following persons shall not serve as members of the Committee: (i) the Chairman of the Board then in office; (ii) any member of the Board who is employed by the Company, by any Controlling Shareholder (as such term is defined under the Companies Law) of the Company or by a corporation under the Control (as such term is defined under the Companies Law) of any such Controlling Shareholder; (iii) any member of the Board who provides services to the Company (other than as a Board member), to any Controlling Shareholder thereof, or to a corporation under the Control of a Controlling Shareholder; (iv) any director whose livelihood is dependent upon any Controlling Shareholder; and (v) any Controlling Shareholder of the Company or any of his, her or its Relatives (as such term is defined under the Companies Law).

Subject to applicable law (i) the Committee’s members shall be appointed by and serve at the discretion of the Board, (ii) members shall serve until their successors are duly designated and qualified, (iii) any member of the Committee may be removed at any time, with or without cause, by a resolution of the Board, and (iv) any vacancy on the Committee occurring for any cause whatsoever may be filled by a resolution of the Board.

The Chairperson shall be designated by the Board, and to the extent Article VIII below shall not apply, shall be an External Director (“**Chairperson**”). A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee, provided, however, to the extent Article VIII below shall not apply, that the majority of those members present shall qualify as Unaffiliated Directors and that at least one of those Unaffiliated Directors present shall be an External Director.

III. Meetings and Authority

The Committee shall meet at least once every fiscal quarter, or more frequently as circumstances require. The Committee may ask members of management or others to attend meetings and provide pertinent information, as necessary. In addition, the Committee shall, at such times as it deems appropriate, meet separately with management, the internal auditor, if any, representatives of the internal auditing department, if any, and the independent auditor to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. It is the responsibility of the Committee to maintain free and open communication among the Committee, the independent auditor, the internal auditor, if any, and management of the Company. Notwithstanding the foregoing, if Article VIII below shall not apply, any person who is, pursuant to the Companies Law, forbidden from serving as a member of the Committee, shall not be present at any meeting of the Committee (during its discussions or its decision making), unless the Chairperson has determined that such person is required during the presentation of a certain topic to the Committee; *provided, however*, that an employee of the Company, who is not a Controlling Shareholder or Relative thereof, is permitted, if the Committee so requests, to be present for the discussions, but not the decision making, that take place at a meeting; and *provided, furthermore*, that the Company’s legal counsel and the Company’s secretary, who are not Controlling Shareholders or Relatives thereof, are permitted,

if the Committee so requests, to be present at a meeting (during discussions and/or decision making).

The Company's internal auditor, if any, shall be provided with notices of all meetings of the Committee, and the Company's independent auditor shall be provided with notice of meetings at which a matter related to the audit of the financial statements or a discussion of the quarterly results of operations of the Company is to be discussed, and shall be entitled to attend such meetings, subject to a determination by the Committee to exclude it from all or any part of the meeting to the extent permitted under applicable law. The internal auditor may request that the Chairperson call a meeting in order to discuss a matter detailed in his or her request for a meeting, and the Chairperson shall call the meeting within a reasonable time, if the Chairperson deems fit, at his or her discretion.

The Committee shall have the power to retain, without Board approval and at the Company's expense, and terminate the services of, as it deems appropriate, outside counsel and other experts and consultants to assist the Committee in connection with its responsibilities, and shall have the sole authority to approve such firms' fees and other retention terms.

Subject to applicable law and stock exchange rules, the Committee may delegate its authority to subcommittees established from time to time by the Committee. Such subcommittees shall consist of one or more members of the Committee and shall report to the Committee.

IV. Responsibilities

The Committee shall have the power and authority of the Board to perform the duties and to fulfill the responsibilities detailed below:

A. Independent Auditor:

1. Retain and terminate the independent auditor subject to approval of the Board and, to the extent required under applicable law, the shareholders as well. In making its determination regarding the retention or termination of the independent auditor and otherwise as it deems necessary from time to time, the Committee shall:
 - a. (i) at least annually, obtain and review a written report by the independent auditor describing any material issues raised by the most recent Public Company Accounting Oversight Board inspection, by an internal quality control review of the firm, or by any inquiry or investigation by governmental or professional authorities within the past five (5) years, concerning an independent audit or audits carried out by the firm, and any steps taken to deal with any such issues; and (ii) review the independent auditor's work throughout the year, including obtaining the opinions of management;
 - b. receive written statements from the independent auditor delineating all relationships between the independent auditor and the Company, discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and recommend any appropriate actions to be taken;

- c. review the independent auditor's written submission to the Company of annual fees billed; and
 - d. meet periodically (not less than annually) in separate executive sessions with the Company's independent auditor.
2. Review and evaluate the senior members of the independent auditor's team, in particular, the lead audit partner and the reviewing partner. Discuss with management the timing and process for the rotation of the lead audit partner and the reviewing partner as required by applicable law and rules.
 3. Pre-approve all audit, audit-related and all permitted non-audit services, and related fees and terms, to be provided to the Company by the independent auditor under applicable law and regulations. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company, including a delegation of authority to its Chairperson. The pre-approval of auditing and non-auditing services can be carried out with input from, but no delegation of authority to, management.
 4. Establish policies for hiring employees or former employees of the independent auditor in accordance with applicable law and regulations.

B. Internal Control over Financial Reporting:

1. Review periodically with management, the internal auditor, if any, and the independent auditor, the adequacy and effectiveness of the Company's system of internal control over financial reporting.
2. Evaluate whether management is effectively communicating to employees and other persons retained by the Company the importance of internal accounting and financial control effectiveness.
3. Determine whether internal control over financial reporting improvement recommendations made by the internal auditor, if any, and the independent auditor have been appropriately implemented in a timely manner by management.
4. Review with management, the internal auditor, if any, and the independent auditor the processes followed for assessment of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, the disclosure regarding such assessment and any attestation by the independent auditor thereon, as and when applicable.

C. Financial Reporting:

1. Review with management and the independent auditor the annual, interim and/or quarterly financial statements of the Company prior to filing (or submission, as the case may be) with the SEC (whether filed as part of a Form 20-F or other form required pursuant to applicable law, or filed or furnished under cover of Form 6-K), including the Company's disclosures under "Operating and Financial Review and Prospects" or "Management's Discussion and

Analysis of Financial Condition and Results of Operations,” and any material changes in accounting principles or practices used in preparing the financial statements, the items required by AU Section 380, as in effect at that time in the case of the annual statements, and AU Section 722, as in effect at that time in the case of the quarterly statements.

2. Discuss with management, and review prior to submission, any responses to SEC comments regarding the Company’s financial statements or financial reporting.
3. Discuss with management generally the types of financial information (including earnings guidance) to be disclosed in earnings press releases and earnings calls, as well as to analysts and rating agencies.
4. Receive periodic reports from the independent auditor regarding:
 - a. critical accounting policies and practices;
 - b. all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of alternative disclosures and accounting treatments and the accounting treatment preferred by the independent auditor; and
 - c. other material written communications between the independent auditor and management, including any management letter or schedule of adjusted differences.
5. Review with the Company’s general counsel and/or external counsel legal and regulatory matters that could have a material impact on the financial statements.
6. Review with the independent auditor: (i) the scope and results of the audit; (ii) any problems or difficulties that the auditor encountered in the course of the audit work, and management’s response; and (iii) any questions, comments or suggestions the auditor may have relating to the internal controls and accounting practices and procedures of the Company.
7. Review and discuss with the independent auditor the independent auditor’s judgments as to the quality, not just the acceptability, of the Company’s accounting principles.
8. Discuss with the independent auditor the matters required by AU Section 380 relating to the conduct of the audit, including any difficulties encountered in the course of the audit effort, restrictions on the scope of procedures or access to requested information and any significant disagreements with management.
9. Periodically review and discuss with management and the independent auditor significant accounting and reporting issues, including financial reporting pronouncements and proposals, and understand their impact on the Company’s financial statements.
10. Prepare a “Report of the Audit Committee” to be included in the Company’s annual proxy statement, if the Company is then subject to the U.S. proxy rules.

11. Establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters, and review any complaints or concerns received pursuant to such procedures.
12. Review with management and the independent auditor risks of material misstatements due to fraud, and the process and controls implemented by the Company to manage the risks.
13. Meet periodically (not less than annually) in separate executive sessions with the Company's Chief Financial Officer and Chief Executive Officer.
14. While the Committee has the authority, powers, and responsibilities set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with applicable legal, accounting, and other requirements. These are the responsibilities of the Company's management and independent auditors.

D. Internal Auditor:

1. Recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law.
2. Approve the yearly or periodic work plan proposed by the internal auditor.
3. Review and discuss the work of the internal auditor on a quarterly basis.
4. Review whether the Company should implement an internal audit function consisting of employees of the Company and, if so, review the internal audit function, including its independence, effectiveness, proposed control review plans and resources for the coming year (determining whether the internal auditor has sufficient resources and tools to dispose of its responsibilities, taking into consideration the Company's special needs and size), and the coordination of such plans with the independent public accountant.

E. Legal Compliance:

1. Review and monitor, as appropriate: (i) litigation or other legal matters that could have a significant impact on the Company's financial results; (ii) significant findings of any examination by regulatory authorities or agencies, in the areas of securities, accounting or tax; and (iii) the Company's disclosure controls and procedures. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.
2. Receive reports of suspected business irregularities and legal compliance issues through periodic and, when appropriate, immediate reporting by members of the Company's management, legal counsel, the independent or, if applicable, internal auditor or pursuant to any "whistleblower policy" adopted by the Committee. Establish procedures for handling complaints by the Company's employees with respect to deficiencies in its business

operations, including the protection to be granted to such complaining employees. In the event that the Committee is informed of any irregularities, it will suggest to the Board remedial courses of action. The Committee shall be fully entitled to rely on reports that it receives and shall be under no obligation to conduct any independent investigation or verification.

3. Oversee the Company's policies and procedures regarding compliance with applicable financial and accounting related standards, rules and regulations.

F. Other Responsibilities:

1. Review and consider the approval of related party transactions and transactions involving an Office Holder of the Company (as defined in the Companies Law) that may present a conflict of interest between the duties of such Office Holder to the Company and his or her personal interests, in each case in accordance with the NASDAQ Rules, the Companies Law or as referred by the Board (each, a "**Related Party Transaction**"). In order to assist it in carrying out such role, the Committee shall apply criteria for classification of transactions and actions as extraordinary transactions and material actions and/or as transactions that are not insignificant and shall classify certain transactions or actions accordingly, and, if involving conflicts of interests or Related Party Transactions, shall review and consider their approval, in accordance with the Companies Law, including whether a competitive bidding process or other procedures are required with respect to certain Related Party Transactions (based on the type of transaction).
2. Monitor the implementation of and oversee a Corporate Code of Ethics and Conduct applicable to all Company employees concerning Related Party Transactions, conflicts of interest, ethical conduct, legal and regulatory compliance and other matters appropriate for the code including the status and implementation of a special section thereof designated for the Company's senior financial officers.
3. Determine standards and policies for determining whether a transaction with a Controlling Shareholder (as defined in the Companies Law) or a transaction in which a Controlling Shareholder has a personal interest is deemed insignificant or not and the approval requirements (including, potentially, the approval of the Committee) for transactions that are not insignificant including the types of transactions that are not insignificant.
4. Discuss Company policies with respect to risk assessment and risk management, and review contingent liabilities and risks that may be material to the Company and relevant major legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks.
5. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
6. Review and approve any material change to, or waiver of, the Company's Corporate Code of Ethics and Conduct regarding directors or executive officers, and disclosures made in the Company's annual report in such regard.

7. Any other responsibility for the Committee that may be set forth in the Companies Law from time to time.
8. Perform such other duties consistent with this Charter, the Company's governing documents and governing law or that may be requested by the Board.

V. 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. Without derogating from the aforesaid, the Committee shall submit any recommendation or resolution that is subject to Board approval a reasonable time prior to the contemplated Board meeting.

VI. Review

The Committee shall at least annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review its own performance.

VII. Minutes

The Committee will maintain written minutes of its meetings.

VIII. Companies Regulations (Alleviations for Companies that their Securities are Registered in a Stock Exchange outside of Israel), 5760-2000

To the extent (i) there is no Controlling Shareholder of the Company; and (ii) the Company elected to follows the rules and regulations of the SEC and the NASDAQ Rules in connection with appointment of Independent Directors and composition of the Committee as applicable to companies incorporated in any state of the United States of America, the provisions of Sections 115, 116, 219(c), 239(a), 243 and 249 of the Companies Law shall not apply.

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 and supersede and shall be deemed to constitute an integral part of this charter. In the event that any such provision of applicable law is amended to include any relief or exclusion, then, such relief and exclusions shall be deemed to constitute an integral part of this charter, whether or not such conflict, inconsistency or contradiction arises.

Any references to any law, statute or regulation are to it as amended, supplemented or restated, from time to time (and, in the case of any law, to any successor provisions or re-enactment or modification thereof being in force at the time); any reference to "law" shall include any supranational, national, federal, state, local, or foreign statute or law and all rules and

regulations promulgated thereunder (including, any rules, regulations or forms prescribed by any governmental authority or securities exchange commission or authority); and any reference to “law” shall be read subject to the Company’s Articles of Association, as amended from time to time.

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Adopted/last amended: March 29, 2017