

VASCULAR BIOGENICS LTD.

**PROXY FOR THE ANNUAL GENERAL MEETING OF
SHAREHOLDERS
TO BE HELD ON OCTOBER 19, 2021
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 September 20, 2021, 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)

ANNUAL GENERAL MEETING OF SHAREHOLDERS OF

VASCULAR BIOGENICS LTD.

September 2, 2021

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.**

**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
AND 6.**

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

1. Election of the following eight directors:	FOR	AGAINST	ABSTAIN
(a) Dr. Bennett M. Shapiro	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Prof. Dror Harats	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Ms. Ruth Alon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Dr. Shmuel (Muli) Ben Zvi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Dr. Ron Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Mr. David Hastings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) Mr. Marc Kozin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect the following two directors, and approve the terms of their compensation and equity grant as fully described in Proposal 2:	FOR	AGAINST	ABSTAIN
(a) Ms. Alison Finger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Mr. Michael Rice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the grant of options under the 2014 Plan according to the standard agreements and at the terms referred to in the Proxy statement as follow:	FOR	AGAINST	ABSTAIN
(a) Grant of options to purchase 100,000 of our ordinary shares to Dr. Bennett M. Shapiro, a member of our Board of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Grant of options purchase 45,000 of our ordinary shares to Ms. Ruth Alon, a member of our Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Grant of options purchase 45,000 of our ordinary shares to Dr. Shmuel (Muli) Ben Zvi, a member of our Board of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Grant of options purchase 45,000 of our ordinary shares to Dr. Ron Cohen, a member of our Board of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) Grant of options purchase 45,000 of our ordinary shares to Mr. David Hastings, a member of our Board of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) Grant of options purchase 45,000 of our ordinary shares to Mr. Marc Kozin, a member of our Board of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To approve the increase of Prof. Dror Harats' monthly base compensation under the Consulting and Employment agreements, taken as a whole, to NIS 94,000, and to extend the notice period for termination under Prof Harats' Employment Agreement a period of nine months.	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 4? *	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 said Proposal.**

5.	To ratify 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, 2021, 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 fix the said independent registered public accounting firm's remuneration in accordance with the volume and nature of its services.	FOR []	AGAINST []	ABSTAIN []
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6.	To approve the Company's New Compensation Scheme for the Company's Non-Executive Directors as fully described in Proposal 6.	FOR []	AGAINST []	ABSTAIN []
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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 6? *	YES []	NO []
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**** Kindly note that failure to mark the appropriate indication shall be deemed as if you have a personal interest in said Proposal***

Number of shares voted		Signature of share holder	
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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.
