

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input checked="" type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Pursuant to §240.14a-12

BIOMX INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than The Registrant)

Payment of Filing Fee (Check the appropriate box):

<input checked="" type="checkbox"/>	No fee required.
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	(1) Title of each class of securities to which transaction applies:

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	(4) Date Filed:

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS OF BIOMX INC.



Proxy Statement dated April 21, 2020
and first mailed to stockholders on or about April 21, 2020

Dear Stockholders:

You are cordially invited to attend the 2020 Annual Meeting of Stockholders ("Annual Meeting") of BiomX Inc. (the "Company") at 9:00 a.m., Eastern Time, on Wednesday, June 3, 2020. This year's Annual Meeting will be held entirely online to allow for greater participation in light of the public health impact of the coronavirus (COVID-19) pandemic. Stockholders may participate in this year's annual meeting by visiting the following website www.virtualshareholdermeeting.com/PHGE2020.

Your vote is very important! Whether or not you plan to attend the Annual Meeting, we urge you to read the enclosed proxy statement and vote as soon as possible via the Internet, by telephone or, if you receive a paper proxy card or voting instruction form in the mail, by mailing the completed proxy card or voting instruction form.

A record of our business activities for the 2019 fiscal year is contained in our 2019 Annual Report on Form 10 K. Thank you for your confidence and continued support.

Sincerely,

Jonathan Solomon
Chief Executive Officer



NOTICE OF 2020 ANNUAL MEETING OF STOCKHOLDERS

Time	9:00 a.m., Eastern Time
Date	Wednesday, June 3, 2020
Place	The Annual Meeting will be held entirely online at www.virtualshareholdermeeting.com/PHGE2020 .
Purpose	<ol style="list-style-type: none">1. To elect two Class I directors to serve until the 2021 annual meeting of stockholders two Class II directors to serve until the 2022 annual meeting of stockholders, and three Class III directors to serve until the 2023 annual meeting of stockholders, and in each case, until their successors are duly elected and qualified;2. To ratify the appointment of Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020; and3. To transact any other business that may properly come before the meeting or any adjournment or postponement thereof. <p>These items of business are more fully described in the proxy statement accompanying this notice.</p>
Record Date	The Board of Directors has fixed the close of business on April 17, 2020 as the record date for determining stockholders entitled to notice of and to vote at the meeting.
Meeting Admission	All stockholders as of the record date, or their duly appointed proxies, may attend the meeting. You will not be able to attend the Annual Meeting physically. To be admitted to the Annual Meeting at www.virtualshareholdermeeting.com/PHGE2020 , you must enter the control number found on your proxy card, voting instruction form or Notice card.
Voting by Proxy	<p>YOUR VOTE IS VERY IMPORTANT. You may vote during the Annual Meeting by following the instructions available on the meeting website during the meeting, but if you are not able to attend virtually, please submit your vote as soon as possible as instructed in the Notice, proxy card or voting instruction form.</p> <p>Beginning on or about April 21, 2020, a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") will be mailed to our stockholders of record on April 17, 2020. In addition, the proxy statement, the accompanying proxy card or voting instruction form, and our 2019 Annual Report on Form 10-K are available at www.proxyvote.com. As more fully described in the Notice of Internet Availability, all stockholders may choose to access these materials online or may request printed or emailed copies.</p> <p>We encourage you to vote your shares as soon as possible. Specific instructions for voting over the internet or mail are included in the Notice. If you attend the Annual Meeting online and vote electronically during the meeting, your vote will replace any earlier vote.</p> <p>A list of stockholders entitled to vote at the Annual Meeting will be available for inspection by any stockholder at our executive offices for a period of 10 days prior to the Annual Meeting until the close of such meeting.</p>

By order of the Board of Directors,

/s/ Phyllis G. Korff

Phyllis G. Korff, Acting Secretary

April 21, 2020

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 3, 2020: The proxy statement and our 2019 Annual Report on Form 10K are available at <https://materials.proxyvote.com/>

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**PROXY STATEMENT
FOR THE 2020 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JUNE 3, 2020
AT 9:00 A.M. EST**

GENERAL INFORMATION

As used in this proxy statement, “we,” “us” and “our” refer to BiomX Inc. The term “Annual Meeting,” as used in this proxy statement, refers to the 2020 Annual Meeting of Stockholders and includes any adjournment or postponement of such meeting.

When are this proxy statement and the accompanying materials scheduled to be sent to stockholders?

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about April 21, 2020, we sent you a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”).

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

Pursuant to rules adopted by the SEC, the proxy materials, including the Notice of 2020 Annual Meeting of Stockholders (the “Notice of Annual Meeting”), this proxy statement and proxy card or, for shares held in street name (held for your account by a broker or other nominee), voting instruction form, and our 2019 Annual Report on Form 10-K (collectively, the “Proxy Materials”), are available to stockholders on the Internet. We believe electronic delivery will expedite the receipt of materials and will help lower our costs and reduce the environmental impact of our annual meeting materials. Accordingly, we have sent a Notice of Internet Availability to stockholders of record and beneficial owners of our common stock, par value \$0.0001 per share (“Common Stock”) on or about April 21, 2020.

The Notice of Internet Availability will provide instructions as to how stockholders may access and review the Proxy Materials on the website referred to in the Notice of Internet Availability or, alternatively, how to request that a printed set of the Proxy Materials, including a proxy card, be sent to them by mail. The Notice of Internet Availability will also provide voting instructions. In addition, stockholders of record may request to receive the Proxy Materials in printed form by mail or electronically by e-mail on an ongoing basis for future stockholder meetings. Please note that while our Proxy Materials are available at the website referenced in the Notice of Internet Availability, and our Notice of Annual Meeting, proxy statement and 2019 Annual Report on Form 10 - K are available on our website, no other information contained on either website is incorporated by reference in or considered to be a part of this proxy statement.

How do I attend the Annual Meeting?

The meeting will be held entirely online on Wednesday, June 3, 2020 at 9:00 a.m. EST at www.virtualannualmeeting.com/PHGE2020. Directions to the annual meeting may be found at www.biomx.com. Information on how to vote in person at the Annual Meeting is discussed below.

When is the record date for the Annual Meeting?

The Board of Directors (the “Board”) has fixed the record date for the Annual Meeting as of the close of business on April 17, 2020 (the “Record Date”).

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date will be entitled to vote at the Annual Meeting. On the Record Date, a total of 22,925,860 shares of our Common Stock outstanding and entitled to vote. Each share of Common Stock is entitled to one vote on each matter.

What is the difference between a stockholder of record and a “street name” holder?

If your shares are registered directly in your name with Continental Stock Transfer & Trust Company, Inc., the Company’s transfer agent, you are considered the stockholder of record, or a registered holder, with respect to those shares.

If your shares are held in a brokerage account or by a bank or other nominee (in “street name”), you are considered the beneficial owner of those shares.

How do I vote by proxy before the Annual Meeting?

If your shares are held directly in your own name, and you received a Notice of Internet Availability, you may vote your shares over the internet at www.proxyvote.com. You may also vote your shares by mail or telephone by requesting a paper copy of the proxy materials, which will include a proxy card. The proxy card will contain instructions for voting by mail and telephone.

If your shares are held directly in your own name, and you received printed copies of the proxy materials, you may vote your shares by mail by completing, signing and dating the proxy card. To vote over the internet or by telephone, you should refer to your proxy card for instructions.

If your shares are held in street name, meaning registered in the name of your broker, bank or other nominee, you should vote your shares by following the instructions from your broker, bank or other nominee.

What shares are included on a proxy card or voting instruction form?

Each proxy card or voting instruction form represents the shares registered to you as of the close of business on the Record Date. You may receive more than one proxy card or voting instruction form if you hold your shares in multiple accounts, some of your shares are registered directly in your name with the Company’s transfer agent, or some of your shares are held in street name through a broker, bank, or other nominee. Please vote the shares on each proxy card or voting instruction form to ensure that all of your shares are counted at the Annual Meeting.

What if I have shares registered in my name and don’t vote on a particular matter when returning a proxy card?

Properly signed proxy cards received before the close of voting at the Annual Meeting will be voted according to the directions provided. If a signed proxy card is returned without stockholder direction on a matter, the shares will be voted as recommended by the Board.

Will my shares held in street name be voted if I don’t provide instructions?

Current NYSE American LLC (“NYSE American”) rules allow brokers to vote shares on certain “routine” matters for which their customers do not provide voting instructions. If you own shares in street name through a broker, bank, or other nominee, the ratification of the appointment of Brightman Almagor Zohar & Co. as our independent registered public accounting firm for the fiscal year ended December 31, 2020 (“fiscal 2020”) is considered a “routine” matter on which your broker may use its discretion to vote your shares without your instructions. The election of the Class I, Class II and Class III directors is not a “routine” proposal; therefore, your broker will be unable to vote your shares if you do not instruct your broker how to vote, which is referred to as a “broker non-vote.” Broker non-votes will have no effect on the outcome of the votes on the election of the Class I, Class II and Class III directors.

How can I vote at the virtual Annual Meeting?

Stockholders of record may vote their shares electronically at the Annual Meeting by following the instructions at www.virtualshareholdermeeting.com/PHGE2020.

If you hold your shares in street name, you may not vote your shares at the online Annual Meeting unless you request and obtain a valid proxy card from your broker, bank or other nominee.

I have shares registered in my name and also have shares in a brokerage account. How do I vote these shares?

Shares that you hold in street name are not included in the total number of shares set forth on your proxy card. Your broker, bank or other nominee will send you instructions on how to vote those shares.

What are the Board's recommendations on how to vote my shares?

The Board recommends a vote:

Proposal 1: **FOR** election of each of the Class I, Class II and Class III director nominees (page 5), and

Proposal 2: **FOR** ratification of the selection of Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for fiscal 2020 (page 14).

Who pays the cost for soliciting proxies?

We will pay the entire cost of soliciting proxies. In addition to these Proxy Materials, our directors and employees may also solicit proxies in person, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We will also reimburse brokers, banks, custodians, other nominees and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

Can I change my vote?

Stockholder of Record: Shares Registered in Your Name

If your shares are registered directly in your name, you may change your vote or revoke your proxy by:

- delivering written notice to the Company at any time before the close of voting at the Annual Meeting;
- submitting a later dated proxy over the internet or by telephone in accordance with the instructions in the Notice of Internet Availability or the proxy card; or
- voting your shares electronically during the Annual Meeting.

If your shares are held in street name, you should contact your broker, bank or other nominee to change your vote or revoke your proxy.

How is a quorum reached?

Business may not be conducted at the Annual Meeting unless a quorum is present. Under our Bylaws, the holders of one-third (1/3) of the stock issued and outstanding and entitled to vote, present in person or represented by proxy, constitute a quorum for the transaction of business at the Annual Meeting.

If there are not sufficient shares present or represented by proxy at the Annual Meeting to constitute a quorum for approval of any matter to be voted upon, the Annual Meeting may be adjourned to permit further solicitation of proxies in order to achieve a quorum. Abstentions or withheld votes and broker non-votes are counted as shares present and entitled to vote for the purpose of determining whether a quorum is present.

What vote is required to approve each item and how are votes counted?

Votes cast by proxy or in person at the Annual Meeting will be counted by the persons appointed by the Company to act as tabulators for the meeting. The tabulators will count all votes FOR, AGAINST and to WITHHOLD, abstentions and broker non-votes, as applicable, for each matter to be voted on at the Annual Meeting. Abstentions and broker non-votes are not counted as votes cast and, therefore, do not have the effect of votes in opposition to such proposals.

Proposal 1 — To elect two Class I directors to serve until the 2021 annual meeting of stockholders, two Class II directors to serve until the 2022 annual meeting of stockholders, and three Class III directors to serve until the 2023 annual meeting of stockholders

Director nominees will be elected by a plurality of votes cast, which means that the director nominees receiving the highest number of votes will be elected. Only FOR and WITHHOLD votes will affect the outcome. Abstentions and broker non-votes will have no effect on Proposal 1.

Proposal 2 — Ratification of selection of Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, as our independent registered public accounting firm for the fiscal year ended December 31, 2020

The ratification of the selection of Brightman Almagor Zohar & Co. as our independent registered public accounting firm for the fiscal year ending December 31, 2020, requires the vote of the holders of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote. Abstentions will have no effect on the voting of Proposal 2.

Could other matters be decided at the Annual Meeting?

We do not know of any other matters that may be presented for action at the Annual Meeting. Should any other business come before the meeting, the persons named on the proxy will have discretionary authority to vote the shares represented by such proxies in accordance with their best judgment. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

What happens if the meeting is postponed or adjourned?

Your proxy may be voted at the postponed or adjourned meeting. You will still be able to change your proxy until it is voted.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K (“Form 8-K”) that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

When are stockholder proposals due for the 2021 Annual Meeting of Stockholders?

If you wish to submit proposals for inclusion in our proxy statement for the 2021 Annual Meeting, we must receive them on or before December 22, 2020, pursuant to the proxy soliciting regulations of the SEC. Nothing in this paragraph shall require us to include in our proxy statement and proxy card for the Annual Meeting any stockholder proposal that does not meet the requirements of the SEC in effect at the time. Any such proposal will be subject to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

If you wish to nominate a director or submit a proposal for presentation at the 2021 Annual Meeting, without including such proposal in next year’s proxy statement, you must be a stockholder of record and provide timely notice in writing to our Secretary at c/o BiomX Inc., 7 Pinhas Sapir St., Floor 2, Ness Ziona 7414002, Israel. To be timely, we must receive the notice not less than 90 days nor more than 120 days prior to the first anniversary of the Annual Meeting, that is, between February 3, 2021 and March 5, 2021. Your written notice must contain specific information required in Section 2 of our amended and restated bylaws (“Bylaws”). For additional information about our director nomination requirements, please see our Bylaws.

Who should I contact if I have any additional questions?

If you are the stockholder of record for your shares, please contact Marina Wolfson, at marinaw@biomx.com. If your shares are held in street name, please contact the telephone number provided on your voting instruction form or contact your bank, broker or other nominee holder directly.

PROPOSAL 1: ELECTION OF DIRECTORS

Our Board currently consists of seven directors. Our restated certificate of incorporation, as amended, provides for a classified Board consisting of three classes of directors. Currently, Classes I and II each consist of two directors and Class III consists of three directors.

Our Restated Certificate of Incorporation, as amended, provides that at the Annual Meeting, all of the directors shall be elected by our stockholders, with the Class I directors then serving until the 2021 Annual Meeting of Stockholders, the Class II directors then serving until the 2022 Annual Meeting of Stockholders, and the Class III directors then serving until the 2023 Annual Meeting of Stockholders, and each case until their successors have been duly elected and qualified or until their earlier death, resignation or removal. Following the Annual Meeting and at each successive annual meeting of stockholders, each class will be elected to serve a staggered three-year term. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. There are currently no vacancies on the Board. All nominees are currently serving on our Board and have consented to being named in this proxy statement and to serve if elected.

Effective May 5, 2020, Dr. Robbie Woodman will resign from the Board and will be appointed to serve, at the Board's discretion as a non-voting observer of the Board. As an observer, Dr. Woodman will not have any voting rights or other decision making authority but will have the right to attend and participate in meetings of the Board and the committees thereof, subject to confidentiality requirements, and to receive reimbursement for reasonable out-of-pocket expenses incurred in his capacity as a Board observer.

If any nominee is unable or does not qualify to serve, you or your proxy may vote for another nominee proposed by the Board. If, for any reason, these nominees prove unable or unwilling to stand for election or cease to qualify to serve as directors, the Board will nominate alternates or reduce the size of the Board to eliminate the vacancies. The Board has no reason to believe that any of the nominees would prove unable to serve if elected.

Nominees	Age	Term Expires	Position(s) Held	Director Since
Class I		2021		
Erez Chimovits	55		Director	2019
Yaron Breski	42		Director	2019
Class II		2022		
Gbola Amusa			Director	2018
Jonas Grossman	46		Director	2018
Class III		2023		
Russell Greig	67		Chairman	2019
Jonathan Solomon	43		Chief Executive Officer and Director	2019
Lynne Sullivan	54		Director	2019

Voting Agreement

On October 28, 2019, in connection with the merger of CHAC Merger Sub Ltd. with and into BiomX Israel ("BiomX Israel"), whereby BiomX Israel became a wholly-owned subsidiary of the Company (the "business combination"), we entered into a voting agreement (the "Voting Agreement") with certain founders of the Company and BiomX Israel security holders which provides that for a period of two years following the Closing, the parties agree to vote:

- in favor of two members of the Board to be selected by Chardan Investments, LLC (Dr. Gbola Amusa and Mr. Jonas Grossman);
- in favor of five members of the Board to be selected by Shareholder Representative Services LLC, in its capacity as the shareholders' representative in connection with the business combination (Ms. Lynne Sullivan, Dr. Russell Greig, Mr. Jonathan Solomon, Mr. Erez Chimovits and Mr. Yaron Breski); and
- in favor of maintaining the size of the Board at seven.

On November 4, 2019, pursuant to Section 10 of the Voting Agreement, the Company signed a waiver letter (the “Waiver Letter to the Voting Agreement”) with SRS and the majority of the holders of the Company’s voting securities, waiving the requirement that the size of the Board be maintained at seven persons. The waiver expires on May 4, 2020. Effective May 5, 2020, Dr. Robbie Woodman will resign from the Board and be appointed as an observer. Accordingly, Dr. Woodman will not stand for re-election at the Annual Meeting.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR
EACH OF THE CLASS I, CLASS II AND CLASS III DIRECTOR NOMINEES IN PROPOSAL 1**

Information About Our Board

The principal occupation, business experience and education of each nominee for election as director are set forth below. Unless otherwise indicated, principal occupations shown for each director have extended for five or more years.

Nominees for Election

Class I Director Nominees

Erez Chimovits has served as a director of the Company since October 2019, and served as a director of BiomX Israel from January 2016 to October 2019. Mr. Chimovits has served as Senior Managing Director at healthcare investment firm OrbiMed Advisors LLC since 2010. Prior to joining OrbiMed, Mr. Chimovits was the Chief Executive Officer of pharmaceutical company NasVax Ltd. (now Therapix Biosciences Ltd.) and spent more than seven years with predictive drug discovery and development company Compugen Ltd., serving as President of Compugen USA Inc. and as Executive Vice President of Commercial Operations. Mr. Chimovits earned his M.B.A., M.Sc. in Microbiology, and B.Sc. from Tel Aviv University.

Yaron Breski has served as a director of the Company since October 2019, and served as a director of BiomX Israel from November 2018 to October 2019. Mr. Breski is a Partner at RMGP Bio-Pharma Investment Fund, L.P., which he co-founded in May 2017, and has served as Managing Director at RM Global Partners LLC since October 2014. Previously, Mr. Breski served as Executive Director of Business Development at biotechnology company Rosetta Genomics. Mr. Breski holds a B.Sc. in Biology, Magna Cum Laude, research track for honors students from the Tel Aviv University; and an M.B.A. from The Wharton School, University of Pennsylvania.

Class II Director Nominees

Dr. Gbola Amusa has served as a director of the Company since March 2018, and served as the Executive Chairman of the Company from March 2018 to October 2019. Dr. Amusa has served as Partner, Director of Research, and Head of Healthcare Equity Research at Chardan Capital Markets LLC since December 2014. At Chardan, he has established the healthcare vision by focusing on disruptive healthcare segments, such as gene therapy/genetic medicines, that have the highest potential for significant investment returns. Dr. Amusa was previously Managing Director, Head of European Pharma Research, and Global Pharma& Biotech Coordinator at UBS (from 2007 to 2013), where he oversaw 25 analysts. Prior to UBS, Dr. Amusa was a Senior Research Analyst and Head of European Pharma research at Sanford Bernstein. He started his career in finance at Goldman Sachs as an Associate in the Healthcare Investment Banking Group, where he worked on large transactions including the Amgen/ImmuneX merger. Additionally, Dr. Amusa was previously a Healthcare Finance & Strategy Consultant working with governments, companies, leading foundations and think tanks. He holds an M.D. from Washington University Medical School, an M.B.A. with High Honors from the University of Chicago Booth School of Business, and a B.S.E. with Honors from Duke University.

Jonas Grossman has served as a director of the Company from its formation in November 2017 to Closing Date and remains to serve as a director of the Company to date. Mr. Grossman has served as Partner and Head of Capital Markets for Chardan Capital Markets LLC, a New York headquartered broker/dealer, since December 2003. Mr. Grossman has served as President of Chardan Capital Markets LLC since September 2015. Since 2003, Mr. Grossman has overseen the firm's deal origination, syndication, secondary market sales and trading and corporate access initiatives. He has extensive transactional experience having led or managed over 400 transactions during his tenure at Chardan. Since December 2006, Mr. Grossman has served as a founding partner for Cornix Advisors, LLC, a New York based hedge fund. From 2001 until 2003, Mr. Grossman worked at Ramius Capital Group, LLC, a global multi-strategy hedge fund where he served as Vice President and Head Trader. Mr. Grossman has served as a director for China Broadband (NASDAQ: SSC) from January 2008 until November 2010. He holds a B.A. in Economics from Cornell University and an M.B.A. from NYU's Stern School of Business.

Class III Director Nominees

Dr. Russell Greig has served as a director and chairman of the Board of the Company since October 2019. Dr. Greig has more than 35 years' experience in the pharmaceutical industry, with knowledge and expertise in research and development, business development and commercial operations. He spent the majority of his career at GlaxoSmithKline ("GSK"), where he held a number of positions including GSK's President of Pharmaceuticals International from 2003 to 2008 and Senior Vice President Worldwide Business Development. From 2008 to 2010, Dr. Greig was also

President of SR One, GSK's corporate venture group. He is currently Chairman of Mint Solutions (The Netherlands), Merus N.V. (NYSE: MRUS), eTheRNA immunotherapies NV (Belgium), and Sanifit (Spain). In addition, Dr. Greig previously served on the boards of Tigenix N.V. (acquired by Takeda Pharmaceutical Company Limited), and Ablynx N.V. (acquired by Sanofi, France). He was previously Chairman of Syntaxin Ltd (UK) (sold to Ipsen), Novagali Pharma S.A. (France) (acquired by Santen Pharmaceutical Co., Ltd.), and Isconova AB (Sweden) (acquired by Novavax, Inc. (Nasdaq: NVAX)). He served as acting Chief Executive Officer at Genocea Biosciences (Nasdaq: GNCA) and Isconova AB for an interim period. He was also a member of the Scottish Scientific Advisory Committee, reporting to the First Minister of Scotland.

Jonathan Solomon has served as the Chief Executive Officer and as a director of the Company since October 2019. Mr. Solomon served as Chief Executive Officer of BiomX Israel from May 2017 to October 2019. From July 2007 to December 2015, Mr. Solomon was a co-founder, President, and Chief Executive Officer of ProClara Biosciences Inc. (formerly NeuroPhage Pharmaceuticals Inc.), a biotechnology company pioneering an approach to treating neurodegenerative diseases. Prior to joining ProClara, he served for ten years in a classified military unit of the Israeli Defense Forces. Mr. Solomon holds a B.Sc. magna cum laude in Physics and Mathematics from the Hebrew University, an M.Sc. summa cum laude in Electrical Engineering from Tel Aviv University, and an M.B.A. with honors from the Harvard Business School.

Lynne Sullivan has served as a director of the Company since November 2019. Ms. Sullivan was most recently the Chief Financial Officer of Compass Therapeutics, LLC, a biotechnology company ("Compass"), where she has worked from December 2018 to August 2019. Prior to Compass, Ms. Sullivan served as Biogen Inc.'s Senior Vice President of Finance from 2016 to December 2018, where she also served as Vice President of Tax and Corporate Finance from February 2015 to March 2016 and Vice President of Tax from April 2008 to February 2015. Prior to that, Ms. Sullivan was the Vice President Tax at EMD Serono and the Vice President of Tax North America at Merck KGaA. Ms. Sullivan is currently a member of the board of directors of resTORbio, Inc., a public biopharmaceutical company (Nasdaq: TORC), Solid Biosciences Inc., a public life sciences company (Nasdaq: SLDB), and Inheris Pharma. Ms. Sullivan was a Certified Public Account for over 20 years and was also a Tax Partner at Arthur Anderson, where she led the North East Region's Tax Consulting Practice for the firm. She received an M.S. in Taxation from Bentley University and a B.S.B.A. from Suffolk University.

THE BOARD AND ITS COMMITTEES

Board Composition and Leadership Structure

On October 28, 2019, our Board was comprised of eight members. Effective May 5, 2020, Dr. Robbie Woodman will resign from the Board, and the number of directors will be reduced to seven. The Board has a flexible policy with respect to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer. Currently, Dr. Russell Greig serves as our independent Chairman, and Mr. Jonathan Solomon serves as our Chief Executive Officer. The Board believes that by having separate roles, the Chief Executive Officer is able to focus on the day-to-day business and affairs of the company and the Chairman is able to focus on key strategic issues, board leadership and communication. While our Board believes this leadership structure is currently in the best interests of the Company and its stockholders, the Board also recognizes that future circumstances could lead it to combine these roles.

Director Independence

The NYSE American requires that a majority of our Board be composed of “independent directors,” which is defined generally as a person other than an officer or employee of the company or its subsidiaries or any other individual having a relationship that, as determined by the Board, would interfere with the exercise of his or her objective judgment and will meet the required standards for independence, as established by the applicable rules and regulations of the NYSE American and the SEC.

Dr. Gbola Amusa, Mr. Yaron Breski, Mr. Erez Chimovits, Dr. Russell Greig, Mr. Jonas Grossman, Ms. Lynne Sullivan and Dr. Robbie Woodman are our independent directors. Our independent directors have regularly scheduled meetings at which only independent directors are present.

At least annually, our Board will evaluate all relationships between us and each director considering relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such director’s ability to satisfy his or her responsibilities as an independent director. Based on this evaluation, our Board will make an annual determination of whether each director is independent within the meaning of NYSE American and the SEC independence standards.

Board Meetings and Attendance

Our Board, as constituted following the merger of the Company with BiomX Israel on October 28, 2019, held one meeting during the fiscal year ended December 31, 2019. Each of the incumbent directors attended 100% of the total meetings of the Board and at least 75% the meetings of the committees of the Board on which he or she served during the fiscal year ended December 31, 2019 (in each case, which were held during the period for which he or she was a director and/or a member of the applicable committee). It is our policy to encourage our directors to attend the Annual Meeting.

Board Committees

Our Board has established three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee, each of which is composed solely of independent directors, and is described more fully below. Each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee operates pursuant to a written charter and each committee reviews and assesses the adequacy of its charter and submits its charter to the Board for approval. The charters for the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are all available on our website, www.biomx.com. The inclusion of our website address here and elsewhere in this proxy statement does not include or incorporate by reference the information on our website into this proxy statement.

The following table provides membership and meeting information for the year ended December 31, 2019 for each committee:

Name	Audit Committee	Compensation Committee	Nominating Committee
Dr. Russell Greig	X	X	Chair
Jonathan Solomon			
Dr. Gbola Amusa	X		
Yaron Breski			
Erez Chimovits*		Chair	
Jonas Grossman		X	X
Lynne Sullivan**	Chair		
Dr. Robbie Woodman***			X
Total committee meetings in 2019	4	1	1

* Mr. Erez Chimovits served as a member of our Audit Committee from October 28, 2019 until November 11, 2019 at which time Dr. Russell Greig joined the Audit Committee.

** Financial Expert

*** Effective May 5, 2020, Dr. Woodman will resign from the Board and will then be appointed to serve, at the Board's discretion, as an observer, at which time he will no longer serve as a voting member of the Board or any Board committee.

Below is a description of each committee of the Board.

Audit Committee

The Audit Committee, which is established in accordance with Section 3(a)(58)(A) of the Exchange Act, engages the Company's independent accountants, reviewing their independence and performance; reviews the Company's accounting and financial reporting processes and the integrity of its financial statements; the audits of the Company's financial statements and the appointment, compensation, qualifications, independence and performance of the Company's independent auditors; the Company's compliance with legal and regulatory requirements; and the performance of the Company's internal audit function and internal control over financial reporting. The Audit Committee has held four meetings during 2019.

The members of the Audit Committee are Ms. Lynne Sullivan, Dr. Gbola Amusa and Dr. Russell Greig, each of whom is an independent director under NYSE American's listing standards and satisfies the additional independence requirements of Rule 10A-3 of the Exchange Act. Ms. Lynne Sullivan is the Chairperson of the Audit Committee. The Board has determined that Lynne Sullivan qualifies as an "audit committee financial expert," as defined under the rules and regulations of the SEC.

Compensation Committee

The Compensation Committee reviews annually the Company's corporate goals and objectives relevant to the officers' compensation, evaluates the officers' performance in light of such goals and objectives, determines and approves the officers' compensation level based on this evaluation; makes recommendations to the Board regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans, makes recommendations to the Board with respect to the compensation of our executive officers, other than the Chief Executive Officer, and administers the Company's incentive-compensation plans and equity-based plans. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The Chief Executive Officer of the Company may not be present during voting or deliberations of the Compensation Committee with respect to his compensation. The Company's executive officers do not play a role in suggesting their own salaries. Neither the Company nor the Compensation Committee has engaged any compensation consultant who has a role in determining or recommending the amount or form of executive or director compensation. The Compensation Committee has held one meeting during 2019.

The members of the Compensation Committee are Mr. Erez Chimovits, Mr. Jonas Grossman and Dr. Russell Greig, each of whom is an independent director under NYSE American's listing standards. Mr. Erez Chimovits is the Chairperson of the Compensation Committee.

Nominating and Corporate Governance Committee

Subject to the Voting Agreement, the Nominating and Corporate Governance Committee is responsible for overseeing the selection of persons to be nominated to serve on our Board. Specifically, the Nominating and Corporate Governance Committee makes recommendations to the Board regarding the size and composition of the Board, establishes procedures for the director nomination process and screens and recommends candidates for election to the Board. On an annual basis, the Nominating and Corporate Governance Committee recommends for approval by the Board certain desired qualifications and characteristics for Board membership. Additionally, subject to the Voting Agreement, the Nominating and Corporate Governance Committee establishes and oversees the annual assessment of the performance of the Board as a whole and its individual members. The Nominating and Corporate Governance Committee will consider a number of qualifications relating to management and leadership experience, background and integrity and professionalism in evaluating a person's candidacy for membership on the Board. The Nominating and Corporate Governance Committee may require certain skills or attributes, such as financial or accounting experience, to meet specific needs of the Board that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of Board members. The Nominating and Corporate Governance Committee does not distinguish among nominees recommended by stockholders and other persons. The Nominating and Corporate Governance Committee has held one meeting during 2019.

The members of the Nominating and Corporate Governance Committee are Dr. Russell Greig, Mr. Jonas Grossman and Dr. Robbie Woodman, each of whom is an independent director under NYSE American's listing standards. Dr. Russell Greig is the Chairperson of the Nominating and Corporate Governance Committee. Effective May 5, 2020, Dr. Robbie Woodman will resign from the Board and the Board will appoint an independent director to fill the vacancy on the Nominating and Corporate Governance Committee.

Non-Management Director Meetings

In addition to the meetings of the committees of the Board described above, in connection with the Board meetings, the independent directors met one time in an executive session during the fiscal year ended December 31, 2019. The Chairman of the Board presides at these executive sessions.

The Board's Role in Risk Oversight

Although our management is primarily responsible for managing our risk exposure on a daily basis, the Board oversees the risk management processes. The Board, as a whole, determines the appropriate level of risk for our Company, assesses the specific risks that we face, and reviews management's strategies for adequately mitigating and managing the identified risks. Although the Board of Director administers this risk management oversight function, our Audit Committee supports our Board in discharging its oversight duties and addresses risks inherent in its area of oversight.

Compensation Committee Interlocks and Insider Participation

During 2019, our Compensation Committee consisted of Mr. Erez Chimovits, Mr. Jonas Grossman and Dr. Russell Greig. None of the members of our Compensation Committee has at any time during the last fiscal year been one of our officers or employees. None of our executive officers currently serves, or in the last fiscal year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or Compensation Committee.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all directors, officers and employees. The Code of Business Conduct and Ethics is available on our website at www.biomx.com. If we make any substantive amendments to the Code of Business Conduct and Ethics or grants any waiver from a provision of the Code to any director or executive officer, we will promptly disclose the nature of the amendment or waiver on our website.

Insider Trading, Prohibition Against Pledging, and Anti-Hedging Policies

Our insider trading policy limits the timing and types of transactions in our securities by our directors, officers, including our named executive officers, and other employees. These persons are prohibited from trading during blackout periods (during the period from and including the time the market closes on the twentieth (20th) calendar

day of the third month of any calendar quarter until the time the market opens on the date of the release of quarterly financial information) and, in the case of our directors and officers, without the clearance of our Chief Legal Officer or his/her designee. In addition, the policy provides that none of our directors, officers or other employees may engage in the following transactions:

- engaging in “short sales” and “selling against the box” (a variation of selling short) with respect to securities of the Company;
- trading in puts, calls, straddles and options for the Company’s securities;
- trading in securities of the Company on a short-term basis;
- holding Company securities in a margin account; and
- entering into hedging or similar transactions with respect to Company securities.

Stockholder Communications with Our Board

The Board has adopted a formal process by which stockholders may communicate with the Board or any individual director by sending correspondence to c/o BiomX Inc., 7 Pinhas Sapir St., Floor 2, Ness Ziona 7414002, Israel, Attn: Assaf Oron.

Each communication must set forth:

- the name and address of the stockholder on whose behalf the communication is sent;
- the number of shares of Common Stock that are owned beneficially by such stockholder as of the date of the communication; and
- the reason for the communication, any request being made and rationale supporting such request.

Each communication will be reviewed to determine whether it is appropriate for presentation to the Board or such individual director. Examples of inappropriate communications include advertisements, solicitations, hostile communications or communications that do not relate to appropriate company business.

Communications determined to be appropriate for presentation to the Board or such individual director will be submitted prior to the next meeting of the Board.

AUDIT COMMITTEE REPORT

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2019 with management of the Company. The audit committee has discussed with our independent registered public accounting firm, Brightman Almagor Zohar & Co., the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and the SEC. The audit committee has also received the written disclosures and the letter from Brightman Almagor Zohar & Co. required by applicable requirements of the PCAOB regarding its communications with the audit committee concerning independence, and has had discussions with Brightman Almagor Zohar & Co. regarding the firm’s independence. Based on the foregoing, the audit committee recommended to the Board that our audited financial statements be included in our 2019 Annual Report on Form 10-K for filing with the SEC.

Audit Committee

Lynne Sullivan, Chair

Dr. Gbola Amusa

Dr. Russell Greig

**PROPOSAL 2: RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR FISCAL 2020**

The firm of Brightman Almagor Zohar & Co., independent registered public accounting firm, has been selected by the Audit Committee as our auditors for fiscal 2020. Brightman Almagor Zohar & Co. acted as the independent registered public accounting firm for the Company since October 2019 and has acted as the independent registered public accounting firm for BiomX Israel since 2015. A representative of Brightman Almagor Zohar & Co. is expected to be present at the Annual Meeting with the opportunity to make a statement if he or she desires and to respond to appropriate questions.

Marcum LLP (“Marcum”) audited our financial statements for the fiscal year ended June30, 2019. Following the business combination, the Company changed its fiscal year end to December 31. There was no disagreement with Marcum that resulted in the Company deciding to select Brightman Almagor Zohar & Co. for the fiscal year ended December 31, 2019.

The Company’s organizational documents do not require that the stockholders ratify the selection of Brightman Almagor Zohar & Co. as the Company’s independent registered public accounting firm. The Company requests such ratification as a matter of good corporate practice. If the stockholders do not ratify the selection, the Audit Committee will reconsider whether to retain Brightman Almagor Zohar & Co., but still may retain the firm. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

Pre-Approval Policies and Procedures

Our Audit Committee approves all audit and pre-approves all non-audit services provided by Brightman Almagor Zohar & Co. before it is engaged by us to render non-audit services. These services may include audit-related services, tax services and other services.

The pre-approval requirement set forth above does not apply with respect to non-audit services if:

- all such services do not, in the aggregate, amount to more than 5% of the total fees paid by us to Brightman Almagor Zohar & Co. during the fiscal year in which the services are provided;
- such services were not recognized as non-audit services at the time of the relevant engagement; and
- such services are promptly brought to the attention of and approved by the Audit Committee (or its delegate) prior to the completion of the annual audit.

Independent Registered Public Accounting Firm Fees

The following is a summary and description of fees paid by the Company to Brightman Almagor Zohar & Co. for the period beginning October 28, 2019 and ended December 31, 2019 and paid by the Company to Marcum LLP for the fiscal year ended June 30, 2019 and the period beginning July 1, 2019 and ended October 28, 2019. The fees do not include fees paid by BiomX Israel to Brightman Almagor Zohar & Co. prior to October 28, 2019 or related to audits and reviews of consolidated financial statements and other historical information of BiomX Israel included in the Company's registration statements and proxy statement.

	Period beginning October 28, 2019 and ended December 31, 2019	Period beginning July 1, 2019 and ended October 28, 2019	Fiscal year ended June 30, 2019
Audit fees ⁽¹⁾	\$ 42,000	\$ 17,255	\$ 63,205
Audit-related fees ⁽²⁾	\$ —	\$ 34,866	\$ —
Tax fees ⁽³⁾	\$ —	\$ 8,240	\$ 8,250
All other fees	\$ —	\$ —	\$ —
Total fees	\$ 42,000	\$ 60,361	\$ 71,455

- (1) **Audit Fees** include fees for professional services rendered for the quarterly reviews and the annual audit of the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K.
- (2) **Audit-Related Fees** include fees for services that were reasonably related to performance of the audit of the annual consolidated financial statements for the fiscal year, other than Audit Fees, such as and the review of the proxy statement.
- (3) **Tax Fees** include fees for tax return preparation, tax compliance and tax advice.

**THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF
THE SELECTION OF BRIGHTMAN ALMAGOR ZOHAR & CO. AS THE COMPANY'S
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2020**

EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Executive Officer Compensation

Summary Compensation Table

The following table presents information regarding the total compensation awarded to, earned by, and paid to the named executive officers of the Company for services rendered to the Company in all capacities for the years indicated.

Name and Principal Position ⁽¹⁾	Year	Salary (\$)	Bonus (\$)	Option Awards ⁽²⁾ (\$)	All Other Compensation (\$)	Total (\$)
Jonathan Solomon	2019	286,230	252,329	321,166	76,840	936,565
Chief Executive Officer	2018	275,744	77,332	175,908	75,569	604,553
Dr. Sailaja Puttagunta	2019	394,500	101,300	230,685	—	726,485
Chief Medical Officer						
Assaf Oron	2019	150,094	161,806	108,857	34,935	455,692
Chief Business Officer	2018	144,269	38,726	105,964	33,841	322,799

(1) All payments were originally made in Israeli shekels.

(2) Amounts in this column represent the grant date fair value of the option awards as computed in accordance with ASC 718, not including any estimates of forfeitures related to service-based vesting conditions. See Note 2 — M. “Stock compensation plans,” of *Notes to Consolidated Financial Statements* in our 2019 Annual Report on Form 10-K for a discussion of assumptions made by the Company in determining the grant date fair value of our Option awards for the fiscal year ended December 31, 2019. Note that the amounts reported in this column reflect the accounting cost for these stock options and do not reflect the actual economic value that may be realized by the non-employee directors upon the vesting of the stock options, the exercise of the stock options, or the sale of the Common Stock underlying such stock options.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information regarding equity awards held by the named executive officers that were outstanding as of December 31, 2019:

Name	Grant Date	Option Awards		Option Exercise Price (\$)	Option Expiration Date
		Number of Securities Underlying Unexercised Options Exercisable ⁽¹⁾ (#)	Number of Securities Underlying Unexercised Options Unexercisable ⁽¹⁾ (#)		
Jonathan Solomon	11/13/2016	159,062 ⁽²⁾	8,372 ⁽²⁾	0.5377	01/07/2027
Chief Executive Officer	03/26/2017	136,599	45,534	1.6914	03/26/2027
	05/21/2018	100,859	100,859	1.9735	05/21/2028
	03/29/2019	71,175	213,526	2.0305	03/29/2029
Assaf Oron	03/26/2017	116,522	3,884	1.6914	03/26/2027
Chief Business Officer	05/21/2018	41,335	41,332	1.9735	05/21/2028
	03/29/2019	11,742	35,224	2.0305	03/29/2029
Dr. Sailaja Puttagunta	12/05/2018	68,981	188,544 ⁽³⁾	2.0305	12/05/2028
Chief Medical Officer	03/29/2019	1,513	4,538	2.0305	03/29/2029

(1) Unless otherwise indicated, options vest and become exercisable as follows: 25% of the options on the first anniversary of the “vesting commencement date” (as defined in the applicable notice of option grant) and, thereafter, in 12 equal quarterly installments of 6.25% each.

- (2) 33,486 options vested and became exercisable upon Mr. Solomon's appointment as Chief Executive Officer of BiomX Israel. The remainder of the options vest and become exercisable as follows: 25% of the options on February 1, 2017 and, thereafter, in 12 equal quarterly installments of 6.25% each.
- (3) 73,579 of the options vest in two equal installments upon the achievement of certain product candidate clinical development milestones.

Option Awards

Prior to the Business Combination, option awards were granted to our named executive officers under the 2015 Employee Stock Option Plan for Key Employees of BiomX Israel (the "2015 Plan"). Option awards granted to our named executive officers after the closing of the Business Combination are granted pursuant to the BiomX Inc. 2019 Omnibus Long-Term Incentive Plan (the "2019 Plan"). In each case, one fourth of the options vest and become exercisable on the first anniversary of the grant date, and the remainder of the options vest and become exercisable in 12 equal quarterly installments, subject to the named executive officer's continued employment; provided that the options will vest and become exercisable in the event the named executive officer is terminated within the twelve (12) month period following the occurrence of a Change in Control (as defined in the applicable plan) as a result of an involuntary termination without Cause (as defined in the applicable plan) or a voluntary termination with Good Reason (as defined in the applicable plan). Subject to the terms of any employment agreement, the unexercised portion of these awards is generally forfeited by a participant on the date his or her employment is terminated other than due to death or disability. In the event of death or disability, the options become fully exercisable and remain exercisable for a period specified in the applicable award agreement.

Bonus Awards

We have an annual corporate and individual goal-setting and review process for our named executive officers that is the basis for the determination of potential annual bonuses. Each of our named executive officers is eligible for annual performance-based bonuses of up to a specific percentage of their salary, subject to approval by the Board or the Compensation Committee. The performance-based bonus is tied to a set of specified corporate and/or individual goals and objectives reviewed and approved by the Board, and we conduct an annual performance review to determine the attainment of such goals and objectives. Our management may propose bonus awards to the Board primarily based on such review process. The Compensation Committee makes the final determination of the achievement of both the specified corporate and strategic objectives and the eligibility requirements for and the amount of such bonus awards and recommends a bonus award payout to the Board for approval. For fiscal 2019, bonuses were paid out based on the satisfaction of certain product candidate development milestones and strategic objectives.

Employment Agreements

Below are descriptions of our employment agreements with our named executive officers.

Jonathan Solomon

Pursuant to an employment agreement dated February 1, 2016, by and between BiomX Israel and Mr. Solomon, as the Chief Executive Officer of BiomX Israel, Mr. Solomon is entitled to a base salary of NIS 64,000, or approximately \$18,020, per month, and an additional gross payment of NIS 16,000, or approximately \$4,500, per month for up to 40 hours per month worked outside of normal business hours and normal business days (together with the base salary, "Mr. Solomon's Salary"). Mr. Solomon's Salary was increased 3.00% for the 2019 fiscal year, to a base salary of NIS 65,920, or approximately \$18,540, per month, and an overtime payment of NIS 16,480, or approximately \$4,635, per month.

The employment agreement provides that Mr. Solomon received an initial award of options to purchase 69,257 ordinary shares of BiomX Israel, the terms and conditions of which are governed by an award agreement between Mr. Solomon and BiomX Israel. In addition, Mr. Solomon was also entitled to receive a second award of options to purchase additional ordinary shares of BiomX Israel equal to 5% of BiomX Israel's share capital on a fully diluted basis after the closing of a funding of up to \$10 million at a pre-money valuation of at least \$12 million which award was received on March 26, 2017.

BiomX Israel also makes customary contributions on Mr. Solomon's behalf to a pension fund or a managers insurance company, at Mr. Solomon's election, in an amount equal to 8.33% of his Salary, allocated to a fund for severance pay, and an additional amount equal to 5.00% of the Salary in case Mr. Solomon is insured through a managers insurance policy, or 6.50% of Mr. Solomon's Salary in case Mr. Solomon is insured through a pension fund, which shall be allocated to a provident fund or pension plan. In case Mr. Solomon chooses to allocate his pension payments to a managers insurance policy (and not a pension fund), the Company shall also insure him under a work disability insurance policy at the rate required to insure 100% of Mr. Solomon's Salary and for this purpose will contribute an amount of up to 2.50% of Mr. Solomon's Salary insured in such insurance policy for disability insurance in a policy and/or insurance company. These payments are intended to be in lieu of any severance pay that Mr. Solomon would otherwise be entitled to receive from BiomX Israel in accordance with Severance Pay Law 5723-1963 (the "Severance Pay Law"). BiomX Israel also contributes 7.50% of Mr. Solomon's monthly Salary to a recognized educational fund. The company reimburses Mr. Solomon for automobile maintenance and transportation expenses of NIS 2,000, or \$560, per month.

Assaf Oron

Pursuant to an employment agreement dated January 1, 2017, by and between BiomX Israel and Mr. Oron, as the Chief Business Officer of BiomX Israel, Mr. Oron is entitled to a base salary of NIS 31,500, or approximately \$8,870, per month, and an additional gross payment of NIS 8,500, or approximately \$2,390, per month for up to 40 hours per month worked outside of normal business hours and normal business days (together with the base salary, "Mr. Oron's Salary"). Mr. Oron's Salary was increased 3.00% for the 2019 fiscal year, to a base salary of NIS 32,445, or approximately \$9,125, per month, and an additional gross payment of NIS 8,755, or approximately \$2,460, per month.

BiomX Israel also makes customary contributions on Mr. Oron's behalf to a pension fund or a managers insurance company, at Mr. Oron's election, in an amount equal to 8.33% of Mr. Oron's Salary, allocated to a fund for severance pay, and an additional amount equal to 5.00% of Mr. Oron's Salary in case Mr. Oron is insured through a managers insurance policy, or 6.50% of Mr. Oron's Salary in case Mr. Oron is insured through a pension fund, which shall be allocated to a provident fund or pension plan. In case Mr. Oron chooses to allocate his pension payments to a managers insurance policy (and not a pension fund), the company shall also insure him under a work disability insurance policy at the rate required to insure 75% of Mr. Oron's Salary and for this purpose will contribute an amount of up to 2.50% of the Salary insured in such insurance policy for disability insurance in a policy and/or insurance company. These payments are in lieu of any severance pay that Mr. Oron would otherwise be entitled to receive from BiomX Israel in accordance with the Severance Law. BiomX Israel also contributes 7.50% of Mr. Oron's monthly Salary (not to exceed NIS 15,712, or approximately \$4,419) to a recognized educational fund. The company reimburses Mr. Oron for automobile maintenance and transportation expenses of NIS 2,500, or approximately \$700, per month.

Dr. Sailaja Puttagunta

Pursuant to a consulting agreement, dated December 2, 2018, by and between BiomX Israel and SPB Consulting, LLC, Dr. Sailaja Puttagunta serves as our Chief Medical Officer. Dr. Puttagunta is entitled to a base salary of US\$32,875 per month, an annual bonus of up to US\$105,000, determined by the Company in its sole discretion based upon the Company's overall performance and Dr. Puttagunta's achievement of her individual performance goals. In addition, Dr. Puttagunta received a one-time sign-on bonus of US\$108,500, all of which would have been required to be repaid to the Company in the event Dr. Puttagunta had been terminated prior to December 3, 2019, and 50% of which must be required to be repaid by the Company in the event that Dr. Puttagunta is terminated prior to December 3, 2020.

In addition, Dr. Puttagunta received a stock option award, one fourth of which vested on December 3, 2019, and the remainder of which vest in 12 equal quarterly installments over 3 years. Dr. Puttagunta received an additional stock option award payable upon the achievement of certain development milestones.

The Company also reimburses Dr. Puttagunta for her reasonably incurred direct expenses in connection with the performance of her duties.

Director Compensation

Until November 2019, BiomX Israel did not pay cash compensation to any non-employee director for service as a director. BiomX Israel reimburses its non-employee directors for reasonable travel and out-of-pocket expenses incurred in connection with attending board of director and committee meetings. In November 2019, the Board approved and began implementing a compensation program that consists of an annual retainer fee and long-term equity awards for our non-employee directors.

Cash and Equity Compensation

We maintain a non-employee director compensation policy, pursuant to which each non-employee director receives an annual retainer of \$35,000. In addition, our non-employee directors receive the following cash compensation for board services, as applicable:

- the chairman of the Board receives an annual retainer of \$100,000 (inclusive of annual committee chairmanship and membership);
- each member of our Audit, Compensation and Nominating and Corporate Governance Committees, other than the chairperson, receives an additional annual retainer of \$7,500, \$5,000 and \$4,000, respectively; and
- each chairperson of our Audit, Compensation and Nominating and Corporate Governance Committees receives an additional annual retainer of \$15,000, \$10,000 and \$8,000, respectively.

We pay all amounts in quarterly installments. We also reimburse each of our directors for their reasonable travel, lodging and other out-of-pocket expenses incurred relating to their attendance at Board and committee meetings.

Each non-employee director also receives an annual award of options to purchase our Common Stock. One fourth of each Annual Option Award vests on the first anniversary of the date of grant, and the remainder of the annual option award vests in 12 equal quarterly installments, subject to the director's continued service on the Board. Dr. Robbie Woodman has waived any right to receive any form of compensation, and as an observer, will not be compensated by the Company, but will continue to be reimbursed for reasonable travel, lodging and other out-of-pocket expenses incurred by him in connection with attending board of director and committee meetings.

The following table sets forth information concerning compensation accrued or paid to our independent, non-employee directors during the year ended December 31, 2019 for their service on our Board. Mr. Jonathan Solomon, a director who is also our employee, received no additional compensation for his service as director and is not set forth in the table below:

Name	Fees earned or paid in cash (\$)	Total (\$)
Dr. Russell Greig	17,534	17,534
Dr. Gbola Amusa	7,452	7,452
Yaron Breski	6,137	6,137
Erez Chimovits	7,890	7,890
Jonas Grossman	7,715	7,715
Lynne Sullivan	8,767	8,767
Dr. Robbie Woodman	—	—

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Policies and Procedures Regarding Transactions with Related Parties

Our Related-Person Transactions Policy requires us to avoid, wherever possible, all related party transactions that could result in actual or potential conflicts of interests, except under guidelines approved by the Board (or the Audit Committee). A related -person transactions is defined as a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we and any Related Person (as defined in the said policy) are, were or will be participants in which the amount involved exceeds \$120,000 and in which any Related Person had, has or will have a direct or indirect material interest. Transactions involving compensation for services provided to us as an employee, consultant or director are not considered related-person transactions. under this policy.

Our Audit Committee, pursuant to its written charter, is responsible for reviewing and approving related-party transactions to the extent we enter into such transactions. All ongoing and future transactions between us and any of our officers and directors or their respective affiliates will be on terms believed by us to be no less favorable to us than are available from unaffiliated third parties. Such transactions will require prior approval by our Audit Committee and a majority of our uninterested “independent” directors, or the members of our Board who do not have an interest in the transaction, in either case who had access, at our expense, to our attorneys or independent legal counsel. We will not enter into any such transaction unless our Audit Committee and a majority of our disinterested “independent” directors determine that the terms of such transaction are no less favorable to us than those that would be available to us with respect to such a transaction from unaffiliated third parties. Additionally, we require each of our directors and officers to complete a directors’ and officers’ questionnaire that elicits information about related party transactions.

These procedures are intended to determine whether any such related party transaction impairs the independence of a director or presents a conflict of interest on the part of a director, employee or officer.

Certain Related-Party Transactions

Below is our related party transactions since January 1, 2019, to which we have been a party, other than compensation, termination, change in control and other arrangements, which are described in the sections titled “Executive Officer and Director Compensation.”

Indemnification Agreement

On December 13, 2017, BiomX Israel entered into an indemnification agreement with FutuRx Ltd., a joint venture between Johnson & Johnson Innovation — JJDC, Takeda Pharmaceutical Company, OrbiMed Israel Partners and the Office of the Israeli Innovation Authority of the Ministry of Economy (the “IIA”). According to the agreement, the aggregate amount of the indemnification shall not exceed an aggregate of NIS 2,295,000, or approximately \$646,340. In addition, the indemnification is limited to liability in connection with BiomX Israel’s compliance with the IIA regulations, and such indemnification undertakings are in addition to any other indemnification obligations under which BiomX Israel is bound.

Stock Purchase Agreement

On October 28, 2019, the Company entered into a purchase agreement (the “Cornix Purchase Agreement”) with Cornix LLC (“Cornix”), an affiliate of Chardan Capital Markets LLC, wherein Cornix agreed to purchase \$300,000 shares of Common Stock within three months of the date of the Cornix Purchase Agreement, and until the earlier of six months from the date of the last purchase of such shares and the date that the closing price of the Common Stock has been in excess of \$15.00 per share for three consecutive trading days, Cornix agreed that it will not offer for sale, sell, pledge, grant any option to purchase or otherwise dispose of such shares.

Research Collaboration Agreement

On October 31, 2018, BiomX Israel entered into a research collaboration agreement with Janssen Research & Development, LLC (“Janssen”), an affiliate of shareholder Johnson & Johnson Development Corporation, for a collaboration on biomarker discovery for inflammatory bowel disease (“IBD”). Under the agreement, BiomX Israel is eligible to receive fees totaling \$167,000 in instalments of \$50,000 within 60 days of signing of the agreement, \$17,000 upon completion of data processing, and two instalments of \$50,000 each, upon delivery of Signature Phase I of the Final Study Report (both terms defined within the agreement). As of December 31, 2019, BiomX Israel received \$117,000 payable to it under the agreement, and BiomX Israel received the remaining \$50,000 in January 2020.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT
AND RELATED STOCKHOLDER MATTERS**

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth information regarding the beneficial ownership of our Common Stock as of December 31, 2019 based on information obtained from the persons named below, with respect to the beneficial ownership of our Common Stock, by (i) each person known by us to be the beneficial owner of more than 5% of our outstanding Common Stock; (ii) each of our executive officers and directors that beneficially owns our Common Stock; and (iii) all our executive officers and directors as a group. Information with respect to beneficial ownership is based on information furnished to us by each director, executive officer or stockholder who holds more than 5% of our outstanding Common Stock, and Schedules 13G or 13D filed with the SEC, as the case may be, and includes shares of our Common Stock which each beneficial owner has the right to acquire within 60 days of April 10, 2020. Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all Common Stock beneficially owned by them. We have based our calculation of beneficial ownership on 22,925,860 shares of our Common Stock outstanding as of April 10, 2020.

Name and Address of Beneficial Owner ⁽¹⁾	Amount and Nature of Beneficial Ownership	Percent of Class
Chardan Investments, LLC ⁽²⁾ c/o Chardan Healthcare Acquisition Corp. 17 State Street, 21 st Floor New York, NY 10004	4,607,500	17.8%
Takeda Pharmaceutical Company Limited Takeda Ventures, Inc. ⁽³⁾ Takeda Ventures, Inc. 435 Tasso Street, Suite 300 Palo Alto, CA 94301	2,470,935	10.8%
OrbiMed Advisors Israel Limited OrbiMed Israel GP Ltd. OrbiMed Israel Partners, Limited Partnership ⁽⁴⁾ 89 Medinat Hayehudim St. Building E Herzliya 4614001 Israel	2,313,489	10.0%
Johnson & Johnson Innovation – JJDC, Inc. ⁽⁵⁾ Johnson & Johnson Innovation – JJDC, Inc. 410 George Street New Brunswick, NJ 08901	2,133,402	9.22%
Directors and Named Executive Officers		
Jonathan Solomon ⁽⁶⁾	476,067	2.0%
Dr. Russell Greig	—	—
Dr. Gbola Amusa ⁽⁷⁾	—	—
Yaron Breski	—	—
Erez Chimovits	—	—
Jonas Grossman ⁽⁸⁾	4,607,500	17.8%
Lynne Sullivan	—	—
Dr. Robbie Woodman	—	—
Assaf Oron ⁽⁹⁾	169,599	*
D. Sailaja Puttagunta ⁽¹⁰⁾	70,494	*
All directors and executive officers as a group (13 persons)	5,323,660	23.2%

* Less than 1%.

(1) Unless otherwise indicated, the business address of each of the individuals is c/o BiomX Israel, 7 Pinhas Sapir St., Floor 2, Ness Ziona 7414002, Israel.

- (2) Represents 1,707,500 shares of Common Stock held by our Sponsor and warrants to purchase 2,900,000 shares of Common Stock held by Mountain Wood, LLC, which owns approximately 67.96% of our Sponsor. Jonas Grossman, a member of our Board is the managing member of each of our Sponsor and Mountain Wood, LLC, and thereby has sole voting and dispositive power over such shares.
- (3) Takeda Ventures is a wholly-owned direct subsidiary of Takeda Pharmaceuticals U.S.A., Inc. ("Takeda USA"). Takeda Pharmaceuticals International AG and Takeda Pharmaceutical Company Limited together own 100% of Takeda USA. Takeda Pharmaceuticals International AG is a wholly-owned direct subsidiary of Takeda Pharmaceutical Company Limited. As a result, Takeda Pharmaceutical Company Limited may be deemed to have voting and investment power over all of the shares of Common Stock held by Takeda Ventures, and Takeda Pharmaceutical Company Limited may be deemed to be the indirect beneficial owner of the shares held by Takeda Ventures.
- (4) Represents 1,672,150 shares of Common Stock held directly by OrbiMed Israel Partners, Limited Partnership ("OIP LP") and 641,339 shares of Common Stock held directly by OrbiMed Israel Incubator L.P. ("OII LP"). OrbiMed Israel BioFund GP Limited Partnership ("BioFund GP LP") is the general partner of each of OIP LP and OII LP, and OrbiMed Israel GP Ltd. ("Israel GP") is the general partner of BioFund GP LP. OrbiMed Advisors Israel Limited ("Advisors Israel Ltd") is the majority shareholder of Israel GP. As a result, Advisors Israel Ltd and Israel GP may be deemed to have shared voting and investment power over all of the shares of Common Stock held by each of OIP LP and OII LP, and both Advisors Israel Ltd and Israel GP may be deemed to directly or indirectly, including by reason of their mutual affiliation, to be the beneficial owners of the shares held by each of OIP LP and OII LP. Advisors Israel Ltd exercises this investment power through an investment committee comprised of Carl L. Gordon, Jonathan T. Silverstein, Nissim Darvish, Anat Naschitz, and Erez Chimovits, each of whom disclaims beneficial ownership of the shares held by OIP LP and OII LP.
- (5) Johnson & Johnson Innovation-JJDC, Inc. has voting and dispositive power over 2,133,402 shares of common stock.
- (6) Amount represents 463,459 options that are exercisable and 12,608 additional options that will become exercisable within 60 days of April 10, 2020.
- (7) Dr. Amusa's business address is c/o Chardan Healthcare Acquisition Corp., 17 State Street, 21st Floor, New York, NY 10004.
- (8) See note (2) above regarding shares beneficially owned by Jonas Grossman.
- (9) Amount represents 164,432 options that are exercisable and 5,167 additional options that will become exercisable within 60 days of April 10, 2020.
- (10) Amount represents 58,997 options that are exercisable and 11,497 additional options that will become exercisable within 60 days of April 10, 2020.

DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of our common stock to file with the SEC reports of initial ownership and any subsequent changes in ownership of our common stock. Such persons are required by regulations of the SEC to furnish us with copies of all such filings. The SEC has established specific due dates for these reports and we are required to disclose in this proxy statement any late filings or failures to file.

Based solely on our review of the reports furnished to us and written representations from reporting persons that no other reports were required during the fiscal year ended December 31, 2019, we believe that, during the 2019 fiscal year, all our directors, executive officers and persons who own more than 10% of our Common Stock complied with all Section 16(a) filing requirements applicable to them.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

This year, several brokers with account holders who are our stockholders will be "householding" our Proxy Materials. A single Notice of Internet Availability will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate Notice of Internet Availability, please notify your broker or the Company. Direct your written request to: BiomX Inc., 7 Pinhas Sapir St., Floor 2, Ness Ziona 7414002, Israel, Attention: Marina Wolfson.

Stockholders who currently receive multiple copies of the Notice of Internet Availability at their addresses and would like to request "householding" of their communications should contact their brokers.

OTHER MATTERS

The Board knows of no business to be brought before the Annual Meeting which is not referred to in the accompanying Notice of Annual Meeting. Should any such matters be presented, the persons named in the proxy shall have the authority to take such action regarding such matters as in their judgment seems advisable. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019 is available without charge upon written request to: BiomX Inc., 7 Pinhas Sapir St., Floor 2, Ness Ziona 7414002, Israel, Attention: Marina Wolfson.

BIOMX INC.
7 PNHAS SAPR ST., FLOOR 2
NESS ZIONA 7414002, ISRAEL

VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on June 2, 2020. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/PHGE2020

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed on your proxy card in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 2, 2020. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D12256-P39326

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

BIOMX INC. The Board of Directors recommends you vote FOR the following:	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
1. To elect two Class I directors to serve until the 2021 annual meeting, two Class II directors to serve until the 2022 annual meeting, and three Class III directors to serve until the 2023 annual meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	_____
Class I Nominees: 01) Yaron Breski 02) Erez Chimovits				
Class II Nominees: 03) Gbola Amusa 04) Jonas Grossman				
Class III Nominees: 05) Russell Greig 06) Jonathan Solomon 07) Lynne Sullivan				
The Board of Directors recommends you vote FOR the following proposal:				For Against Abstain
2. To ratify the appointment of Brightman Almagor Zohar & Co., a firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Note: To transact any other business that may properly come before the meeting or any adjournment or postponement thereof.				
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.				
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date	

BIOMX INC.
Annual Meeting of Stockholders
June 3, 2020 9:00 AM
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Jonathan Solomon, Sailaja Puttagunta and Marina Wolfson or any of them, as proxies, each with the power to appoint his or her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of BIOMX INC. that the stockholder(s) is/ are entitled to vote at the Annual Meeting of Stockholders to be held virtually at 9:00 AM, EDT on June 3, 2020, at www.virtualshareholdermeeting.com/PHGE2020, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted as directed herein. If no direction is given, this proxy will be voted FOR the election of each of the director nominees listed on the reverse side and FOR proposal 2 and, in the discretion of the proxies, upon such other business as may properly come before the Annual Meeting of Stockholders.

Continued and to be signed on reverse side.