

MOBILEYE GLOBAL INC.
CORPORATE GOVERNANCE GUIDELINES

Adopted on October 26, 2022

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Mobileye Global Inc. (the “**Company**”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines are not intended to change or interpret any federal or state law or regulation, or the Company’s certificate of incorporation or bylaws.

I. THE BOARD’S ROLE AND RESPONSIBILITIES

The Board is elected by stockholders to provide oversight of, and strategic guidance to, the Chief Executive Officer and other senior management of the Company. The core responsibility of a Board member is to fulfill his or her duties of care and loyalty and otherwise to exercise his or her business judgment in the best interests of the Company and its stockholders. The day-to-day business of the Company is conducted under the direction of the Chief Executive Officer and the oversight of the Board, to enhance the long-term value of the Company for its stockholders. The Board and senior management recognize the long-term interests of stockholders are advanced by responsibly considering the concerns of other stakeholders, including employees, customers, suppliers and the communities in which the Company operates.

II. BOARD LEADERSHIP

1. **Chair of the Board.** The Board does not require the separation of the offices of the Chair of the Board (the “**Chair**”) and the Chief Executive Officer. The Board shall be free to choose its Chair in any way that it deems best for the Company at any given point in time.

2. **Lead Independent Director.** If the Chair is not an Independent Director (as defined below), the Company’s Independent Directors will designate one of the Independent Directors on the Board to serve as a lead Independent Director (the “**Lead Independent Director**”). If the Chair is an Independent Director, then the duties of the Lead Independent Director described herein shall be a part of the duties of the Chair. The Lead Independent Director’s duties and responsibilities shall be as delegated by the Independent Directors. In performing the duties delegated by the Independent Directors, the Lead Independent Director is expected to consult with the chairpersons of the appropriate Board committees and solicit their participation.

III. BOARD COMPOSITION

1. **Size of the Board.** The size of the Board shall not exceed a number that can function efficiently as a body. The Nominating and Corporate Governance Committee considers and makes recommendations to the Board concerning the appropriate size and needs of the

Board and recommends director candidates to the Board. The Board nominates director candidates for election by stockholders at the annual meeting and elects directors to fill vacancies arising between annual meetings.

2. **Independence of the Board.** The Board shall be composed of a majority of directors who qualify as independent directors (“*Independent Directors*”) under the listing standards of The Nasdaq Stock Market (“*Nasdaq*”) if the listing rules of Nasdaq so require; provided, that the Board may at its discretion choose to have less Independent Directors to the extent permissible under any applicable exemption or transition period offered by the listing rules of Nasdaq, including without limitation the “Controlled Company” exemptions. The Board may at its discretion impose any additional Board composition requirements that it deems appropriate. The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors whom the Board affirmatively determines have no such relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director will be considered Independent Directors, subject to additional qualifications prescribed under Nasdaq listing standards or other applicable requirements.

3. **Selection of New Directors.** The Board shall be responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the Board for Board membership. When formulating its Board membership recommendations, the Nominating and Corporate Governance Committee shall also consider recommendations from stockholders and others as it deems appropriate.

4. **Board Membership Criteria.** The Nominating and Corporate Governance Committee shall periodically review and recommend for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. Among the qualifications considered in the selection of director candidates, the Nominating and Corporate Governance Committee shall consider, among others, experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, potential conflicts of interest and such other relevant factors that the Nominating and Corporate Governance Committee consider appropriate in the context of the needs of the Board.

5. **Board Diversity.** The Board believes that having members with a diverse mix of viewpoints, insights and perspectives can promote board effectiveness and serve the long-term interests of stockholders. To that end, the Board seeks to have directors that collectively reflect a wide range of backgrounds, which may include factors such as experience, expertise, gender and race or ethnicity.

6. **Director Nominations.** In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the overall mix of tenures on the Board and each director’s performance and suitability. The Board does not believe that term limits or a mandatory retirement age are appropriate at this time.

7. **Outside Board Memberships.** The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee or a director is a member. Directors shall provide prior written notice to the chairperson of the Nominating and Corporate Governance Committee of any proposed service on the board of directors of a public or private company.

Although the Company does not impose a limit on outside directorships, it does recognize the substantial time commitments attendant to Board membership and expects that the members of its Board be fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at, meetings.

8. **Changes in Primary Job Responsibility.** Unless otherwise determined by the Board on a case-by-case basis, directors who are also employees of the Company or its controlling stockholder are expected to resign from the Board at the same time they leave employment with the Company or its controlling stockholder, respectively. Non-employee directors shall notify the chairperson of the Nominating and Corporate Governance Committee in the event of any significant change in their primary employment or job responsibilities. Such committee shall consider and recommend to the Board whether the director should continue to serve on the Board in light of the circumstances.

IV. BOARD MEETINGS

1. **Frequency of Meetings and Attendance.** The Board shall hold regularly scheduled meetings. All directors are expected to attend the annual meeting of stockholders, Board meetings and meetings of the Board committees on which they serve absent unusual circumstances that make such attendance impractical. Directors may attend the annual meeting of stockholders by means of remote communication.

2. **Selection of Agenda Items for Board Meetings.** The Chair and the Lead Independent Director (if not the same person), in consultation with the Chief Executive Officer, shall prepare the agenda for each Board meeting. Board members are encouraged to suggest inclusion of items on the agenda or raise at any Board meeting topics that are not specifically on the agenda for that meeting.

3. **Board Materials Distributed in Advance.** Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Board to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

4. **Separate Sessions of Independent Directors.** In general, the Independent Directors of the Company shall meet in executive session without management at each regularly

scheduled Board meeting. The Chair (or Lead Independent Director, if applicable) shall preside at such executive sessions, or in such director's absence, another Independent Director designated by the Independent Directors, shall preside at such executive sessions.

V. BOARD COMPENSATION

Unless otherwise determined by the Board on a case-by-case basis, a director who is also an officer of the Company or its controlling stockholder shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors should be competitive and should encourage increased ownership of the Company's stock through the payment of a portion of director compensation in Company stock, options to purchase Company stock or similar compensation. The Board will determine the form and amount of compensation for directors who are not employees of the Company or its controlling stockholder upon the recommendation of the Compensation Committee, which will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity.

VI. SELF-EVALUATION BY THE BOARD

The Nominating and Corporate Governance Committee will coordinate an annual self-evaluation of the Board's effectiveness, as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

VII. BOARD ACCESS

1. **Board Access to Management.** Board members shall have access to the Company's management and coordinate such access through the Chief Executive Officer or the Secretary. Directors will use judgment to ensure that this access is not distracting to the business operation of the Company.

2. **Management Attendance at Board Meetings.** The Board encourages invitations to management from time to time into Board and/or committee meetings to provide insight into items being discussed by the Board that involve management. Attendance of such management personnel at Board meetings is at the discretion of the Board.

VIII. OTHER BOARD TOPICS

1. **Board Orientation and Continuing Education.** Newly appointed Board members will receive orientation and education about the Company, its business and financial operations and the functioning of the Board. Directors are expected to participate in continuing

education opportunities to explore critical issues affecting the Company and its industry overall, and directors' roles and responsibilities.

2. **Interaction with Investors and Other Parties.** As a general matter, management speaks for the Company, and directors should refer all inquiries from investors, analysts, the press or others to the Chief Executive Officer or his or her designee. Nevertheless, upon the Company's explicit request, Independent Directors, including the Chair or the Lead Independent Director, as applicable, may from time to time meet or otherwise communicate with external constituencies, including stockholders. Such meetings or communications will be coordinated with and approved by the Company's Chief Executive Officer and Secretary.

IX. COMMITTEE MATTERS

1. **Standing Board Committees.** The Company shall have three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may want, from time to time, to form a new committee or disband a current committee depending on circumstances. In addition, the Board may determine to form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

2. **Independence of Board Committees.** Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall be composed entirely of Independent Directors if the listing rules of Nasdaq so require; provided, that the Board may at its discretion choose to have less Independent Directors on such committee to the extent permissible under any applicable exemption or transition period offered by the listing rules of Nasdaq, including without limitation the "Controlled Company" exemptions. In addition, each such committee shall have such number and proportion of Independent Directors necessary (if any) to satisfy any other applicable legal or regulatory requirements.

3. **Assignment and Rotation of Committee Members.** The Nominating and Corporate Governance Committee shall annually review the committee assignments and consider the rotation of the chairperson and members of each committee. The Nominating and Corporate Governance Committee shall be responsible, after consultation with the Chair and the Lead Independent Director, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board shall be responsible for appointing the chairpersons and members to the committees on an annual basis.

X. EXECUTIVE DEVELOPMENT

1. **Selection of the Chief Executive Officer.** The Board is responsible for identifying potential candidates for, and selecting, the Chief Executive Officer. The Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

2. **Evaluation of the Chief Executive Officer.** The formal evaluation of the Chief Executive Officer shall be made in the context of the annual compensation review of the Compensation Committee. The evaluation shall be based on such criteria as the Compensation Committee shall determine, including performance of the business and accomplishment of long-term strategic objectives.

3. **Succession Planning.** The Nominating and Corporate Governance Committee is responsible for planning for developing and recommending to the Board for approval succession plans for executive directors and executive officers of the Company. To assist the Nominating and Corporate Governance Committee, the Chief Executive Officer shall periodically provide the Nominating and Corporate Governance Committee with an assessment of persons considered potential successors to the Chief Executive Officer and other executive directors and executive officers of the Company.

XI. AMENDMENTS

These Corporate Governance Guidelines are subject to modification from time to time by the Board.