

MOBILEYE GLOBAL INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER ADOPTED ON OCTOBER 26, 2022

I. Purpose, Authority and Funding

The nominating and corporate governance committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Mobileye Global Inc. (the “**Company**”) is appointed by the Board for the purpose of (1) assisting the Board in identifying nominees for election to the Board, consistent with the qualifications and criteria approved by the Board, (2) determining the composition of the Board and its committees, (3) recommending to the Board the director nominees for the annual meeting of stockholders, (4) establishing and monitoring a process of assessing the Board’s effectiveness, (5) developing and recommending to the Board and overseeing a set of rules and regulations applicable to the Board of Directors, (6) overseeing the evaluation of the Board and the management of the Company and (7) performing such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s certificate of incorporation or bylaws or the Board. All powers of the Committee are subject to applicable law.

The Committee shall have the authority to retain such independent legal, accounting or other advisers as it determines necessary to carry out its duties and, if necessary, to institute special investigations.

The Committee may request any officer or employee of the Company, or the Company’s outside counsel, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Further, the Committee may request any such officer, employee or outside counsel to provide any pertinent information to the Committee or to any other person or entity designated by the Committee.

The Company shall provide the Committee with appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payments of: (1) compensation to any independent advisers retained by the Committee in carrying out its duties; and (2) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

II. Committee Membership

The members of the Committee (the “**Members**” or, individually, each a “**Member**”) shall be appointed by the Board and shall serve at the discretion of the Board. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

The Committee shall consist of at least three Members. Subject to applicable exemptions and transition periods, including, for the avoidance of doubt, exemptions from such requirement in connection with being a “Controlled Company” under the listing rules of the Nasdaq Stock

Market (“**Nasdaq**”), each Member of the Committee must meet the independence requirements of the Nasdaq and any other applicable regulatory requirements.

III. Duties and Responsibilities

The Committee shall have the authority and responsibility for:

A. Identify and Evaluate Candidates for the Board

1. Identifying and recruiting candidates for the Board by:
 - a. compiling names of potentially eligible candidates;
 - b. authorizing background and reference checks;
 - c. conducting interviews with candidates and/or others;
 - d. meeting to consider and approve final candidates;
 - e. reviewing the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board; and
 - f. as appropriate, preparing and presenting to the full Board an analysis with regard to particular recommended candidates.

During the search process, the Committee shall endeavor to identify candidates who have the highest personal and professional integrity, have demonstrated exceptional ability and judgment, and, together with other candidates and members, shall effectively serve the long-term interests of the Company’s stockholders and contribute to the Company’s overall corporate goals. See Part IV. of this Charter for more specific criteria for Board membership.

2. Evaluating potential candidates for the Board based on experience, skills, areas of expertise, and other factors relative to the qualifications of candidates and to the overall composition of the Board, as set forth in Part IV. of this Charter.
3. Recommend to the Board the director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the Bylaws of the Company, which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.
4. Evaluating the qualifications and performance of the incumbent directors that desire to continue their service. In particular, as to each such incumbent director, the Committee shall (i) consider if the director continues to satisfy the minimum qualifications for director candidates as set forth in Part IV. of this Charter, (ii) review any assessments of the performance of the director during the preceding

term made by the Committee and (iii) determine whether there exist any special, countervailing considerations against re-nomination of the director.

B. Rules and Regulations of the Board

1. Developing and recommending to the Board and overseeing a set of rules and regulations of the Board that shall include, at a minimum, director responsibilities, responsibilities of key Board committees, director access to management and, as necessary and appropriate, independent advisors, annual Board performance evaluations, director orientation and continuing education.
2. Developing and recommending to the Board, and implementing and monitoring compliance with, a code of business conduct for directors, officers and employees. The code of business conduct shall include, at a minimum, rules addressing conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of the Company's assets, compliance with applicable laws, rules and regulations (including insider trading laws) and the reporting of illegal or unethical behavior.
3. Reviewing and reassessing the adequacy of the rules and regulations of the Board and code of business conduct on an annual basis; and recommending to the Board any changes the Committee deems appropriate.
4. Making recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the rules and regulations of the Board or code of business conduct, including consideration of possible conflicts of interest of Board members and executive officers.
5. Reviewing changes in legislation, regulations and other developments impacting corporate governance and making recommendations to the Board with respect to these matters.

C. Executive Officers

1. Advising the Board on candidates for the position of Chairman of the Company and Chief Executive Officer, and conducting investigation of such candidates as the Committee and the Board may deem appropriate.
2. Advising the Board on possible candidates to fill other executive offices of the Company and conducting investigation of such candidates as the Committee and the Board may deem appropriate.
3. Reviewing periodically with the Chairman of the Company and Chief Executive Officer the succession plans relating to positions held by executive directors and executive officers and making recommendations to the Board with respect to the selection of individuals to occupy these positions.

D. Review of Board Composition and Performance

1. Overseeing the evaluation of the Board and management and evaluating and reporting to the Board on the performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.
2. Conducting annual reviews of each director's independence and making recommendations to the Board based on its findings.
3. Assessing the Board's composition on an annual basis, including size of the Board, diversity, age, skills and experience in the context of the needs of the Board, and recommending, if necessary, measures to be taken.
4. Advising the Board on member qualifications for each Board committee, committee member appointments and removals, committee structure and operations (including authority to delegate to subcommittees), and committee reporting to the Board.
5. Monitoring the functioning of the Board committees and making recommendations for any changes, including the creation and elimination of committees.
6. Reviewing annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and reporting any recommendations to the Board.
7. Recommending that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other Board committee, or any individual director, to make such a recommendation at any time.
8. Making recommendations on the frequency and structure of Board meetings.
9. Developing and ensuring a performance evaluation period for the executive directors and evaluating at least annually the performance and effectiveness of the executive directors, including conducting surveys of director observations, suggestions and performance, and reporting the results of that evaluation to the Board as a whole.
10. Exercising general supervision over the implementation of the Board's policies covering the criteria for election, and the appointment of, upper management personnel.
11. Performing periodic evaluations of the performance of independent directors and reporting the results of that evaluation to the Board.

12. Making recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including, but not limited to, procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

E. Additional Duties and Responsibilities

1. Reviewing and reporting to the Board on a periodic basis with regards to matters of corporate governance, including the review of, and recommendations with regards to, stockholder proposals and the annual stockholders' meeting. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
2. Periodically reviewing and assessing the effectiveness of the Company's Corporate Governance Guidelines and recommending to the Board proposed revisions thereto.
3. Annually reviewing a report on the Company's political activities and expenditures, as well as the Company's guidelines and policies for political activities and expenditures, to ensure consistency with the Company's business objectives and public policy priorities.
4. Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.

IV. Board Membership Criteria

The Committee is responsible for reviewing with the Board from time to time the appropriate skills and guidelines required of Board members in the context of the current make-up of the Board. These guidelines and skills of the Board, as a whole, may include (i) various and relevant career experience, (ii) relevant skills, such as an understanding of the Company's business, (iii) financial expertise, (iv) diversity and (v) local and community ties. The minimum qualifications and skills that each director should possess include (i) the highest professional and personal ethics and values, (ii) broad experience at the policy-making level in business, government, education, technology or public interest, (iii) a commitment to enhancing stockholder value and (iv) sufficient time to carry out a director's duties and to provide insight and practical wisdom based on experience. The Committee evaluates the foregoing factors, among others, and does not assign any weighting or priority to any of these factors.

The Committee is responsible for regularly assessing the appropriate size of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Committee is responsible for considering various potential candidates for director. The Committee should consider bona fide candidates from all relevant sources, including current Board members, professional search firms, stockholders and other persons. The Committee is responsible for evaluating director candidates in light of the Board membership criteria described above, based on all relevant information and materials available in accordance with the provisions of this Charter.

V. Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in an appropriate manner.

VI. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, any requirements of the Company's Articles of Incorporation and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

The Committee shall meet as often as it determines to be necessary and appropriate, but no less frequently than twice annually at a time and place determined by the Committee chairperson, with meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. A majority of the Members present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum for the transaction of business.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing or via electronic transmission and the same are filed with the minutes of the proceedings of the Committee.

The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes.

As necessary or desirable, the chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee (or portion thereof) and to provide pertinent information as necessary.

VII. Subcommittees; Delegation of Authority

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VIII. Minutes

The Committee shall maintain written minutes of its meetings in paper or electronic form, which minutes shall be filed with the minutes of the meetings of the Board.

IX. Publication

This charter and the composition of the Committee will be published on the Company's website: www.mobileye.com.

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