

MOBILEYE GLOBAL INC.

AUDIT COMMITTEE CHARTER ADOPTED ON OCTOBER 26, 2022

I. Purposes, Authority and Funding

The audit 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 overseeing the accounting and financial reporting processes of the Company and its subsidiaries and the audits of the financial statements of the Company and to perform 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.

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 or independent registered public accounting firm, 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, outside counsel or independent registered public accounting firm 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 registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (2) compensation to any independent advisers retained by the Committee in carrying out its duties; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will be the first point of contact for the Company’s external auditors in the event that they observe irregularities in the Company’s financial reporting.

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. The Committee shall consist of at least three Members.

The following membership requirements shall also apply:

1. subject to applicable exemptions and transition periods, each Member must be “independent” pursuant to the rules of the Nasdaq Stock Market (“**Nasdaq**”);

2. each Member must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
3. each Member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement; and
4. at least one member of the Committee must be designated by the Board to be an "audit committee financial expert," as defined by Item 407(d) of Regulation S-K of the U.S. Securities and Exchange Commission (the "SEC").

III. Duties and Responsibilities

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. The following duties and responsibilities are within the authority of the Committee, and the Committee shall perform such duties consistent with and subject to applicable law and rules and regulations promulgated by the SEC, Nasdaq, or any other applicable regulatory authority:

A. Financial Statement, Annual Audit and Disclosure Matters

1. Review the policies and procedures adopted by the Company to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with United States generally accepted accounting principles ("GAAP") and applicable rules and regulations of the SEC and Nasdaq;
2. Review and discuss with the Company's independent registered public accounting firm its annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;
3. Review any analyses prepared by management and/or the Company's independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
4. Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies;
5. Discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company, including the internal auditor, if implemented, assess and manage the Company's

exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

6. Review with the Company's independent registered public accounting firm, management and internal auditors, if appointed, any information regarding "second" opinions sought by management from any other accounting firm with respect to the accounting treatment of a particular event or transaction;
7. Review and discuss with management and the Company's independent registered public accounting firm the effect of regulatory and accounting initiatives, as well as off-balance sheet arrangements and aggregate contractual obligations, on the Company's financial statements;
8. Review with management, the Company's independent registered public accounting firm and the Company's internal auditor, if implemented: (a) all critical accounting policies and practices to be used by the Company; (b) any critical audit matters arising from the current period audit; (c) all alternative treatments of financial information within GAAP that the Company's independent registered public accounting firm has discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm; (d) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences; and (e) any material financial arrangements of the Company which do not appear on the financial statements of the Company;
9. Review periodically with the Chief Executive Officer, Chief Financial Officer and the Company's independent registered public accounting firm:
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
10. Meet to review and discuss the Company's annual audited financial statements and interim financial statements with management and the Company's independent registered public accounting firm, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
11. Review and discuss the Company's earnings press releases (including type and presentation of information, paying particular attention to any use of "pro forma," or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided by the Company to analysts and ratings agencies

(which review may be done generally (e.g., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance);

12. Review and discuss with the Company's independent registered public accounting firm the results of the year-end audit of the Company, including any comments or recommendations of the independent registered public accounting firm and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 10-K;
13. Meet separately, periodically, with management, with the Company's internal auditors, if appointed (or other personnel responsible for the internal audit function), and with the Company's independent registered public accounting firm. The Committee will in any event meet at least once a year with the Company's external auditor without any member of the Company's management being present;

B. Matters Regarding Selection, Evaluation and Oversight of the Company's Independent Registered Public Accounting Firm

1. Be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight (including resolution of disagreements between management and such firm regarding financial reporting) of the work of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; *provided* also that each such registered public accounting firm shall report directly to the Committee;
2. Review and, in its sole discretion, approve in advance the independent registered public accounting firm's annual engagement letter, including the proposed fees contained therein, as well as all audit and permitted non-audit engagements and relationships between the Company and the independent registered public accounting firm (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee/chairperson of the Committee and the person(s) granting such approval shall report such approval to the Committee at the next scheduled meeting;
3. Review the performance of the independent registered public accounting firm, including the lead partner of the independent registered public accounting firm, and, in its sole discretion, make decisions regarding the replacement or termination of the independent registered public accounting firm when circumstances warrant;

4. Evaluate the Company's independent registered public accounting firm's independence by, among other things:
 - (a) obtaining and reviewing from the independent registered public accounting firm all written statements and communications relating to relationships between the independent registered public accounting firm and the Company required by applicable auditing standards of the Public Company Accounting Oversight Board and SEC rules;
 - (b) engaging in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact its objectivity and independence;
 - (c) taking, or recommending that the Board take, appropriate actions to oversee and ensure the independence of the independent registered public accounting firm;
 - (d) monitoring the independent registered public accounting firm's compliance with the audit partner rotation requirements contained in applicable SEC rules;
 - (e) monitoring compliance by the Company of the employee conflict of interest requirements contained in the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations promulgated by the SEC thereunder; and
 - (f) engaging in a dialogue with the independent registered public accounting firm to confirm that audit partner compensation is consistent with applicable SEC rules.
5. Obtain and review, at least annually, a report by the Company's independent registered public accounting firm describing: (a) the independent registered public accounting firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more audits carried out by the independent registered public accounting firm, and any steps taken to deal with any such issues. At least every four years the Committee and the Board will together make a thorough evaluation of the performance by the external auditor of audit and non-audit-related activities. The most important conclusions from the evaluation will be communicated to the general meeting of stockholders in connection with any proposal to have stockholders reappoint the external auditor for another year;
6. Review and discuss with the Company's independent registered public accounting firm judgments as to the quality, not just the acceptability, of the Company's accounting principles and such further matters as the independent auditors present the Committee under generally accepted auditing standards;

7. Review with the Company's independent registered public accounting firm any audit problems or difficulties and management's response, including any restrictions on the scope of such firm's activities or access to requested information, any significant disagreements with management, any accounting adjustments that were noted or proposed by such firm but were "passed" (as immaterial or otherwise), any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, any "management" or "internal control" letter issued, or proposed to be issued, by the firm to the Company, and a discussion of the responsibilities, budget and staffing of the Company's internal audit function, if implemented;
8. Review the use of auditors other than the Company's independent registered public accounting firm in cases such as management's request for second opinions;

C. Matters Regarding Oversight of the Company's Internal Audit Function

1. Review at least annually the need for and desirability of implementing an internal auditor within the Company. The independent directors will on the basis of the Committee's review make a recommendation to the Board as to whether an internal auditor should be implemented; this recommendation will be included in the annual report of the Board. If an internal auditor is implemented, the Committee will have the primary authority to define the structure, staffing, activities and reporting relationships of such internal audit function and will obtain and review ongoing assessments of the Company's risk management processes and system of internal control from the Company's internal audit function;
2. Review the yearly report prepared by management, and attested to by the Company's independent registered public accounting firm, assessing the effectiveness of the Company's internal control over financial reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 10-K;
3. Review the Company's annual audited financial statements with management, including any major issues regarding accounting and auditing principles and practices, and review management's evaluation of the adequacy and effectiveness of internal controls that could significantly affect the Company's financial statements, as well as the adequacy and effectiveness of the Company's disclosure controls and procedures and management's reports thereon;
4. Review with management the progress and results of all internal audit projects, if any, and, when deemed necessary or appropriate by the Committee, assign additional internal audit projects to the Company's internal auditor, if implemented;

5. Review major changes to the Company's auditing and accounting principles and practices as suggested by the Company's independent registered public accounting firm, internal auditors, if appointed, or management;
6. Review the appointment of, and any replacement of, the Company's senior internal auditing executive;
7. Review the significant reports to management prepared by the Company's internal auditor, if implemented, and management's responses;

D. Matters Regarding Oversight of Compliance Responsibilities

1. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations;
2. Obtain reports from the Company's management, senior internal auditing executive, if applicable, and independent registered public accounting firm that the Company's subsidiaries and foreign affiliated entities are in compliance with applicable legal requirements, including the Foreign Corrupt Practices Act;
3. Establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
4. Review all related party transactions for potential conflict of interest situations on an ongoing basis and approve all such transactions (if such transactions are not approved by another independent body of the Board, or by the Board itself);
5. Review and approve in advance any services provided by the external auditor to the Company's executive officers or members of their immediate family;
6. Review and address any concerns regarding potentially illegal actions raised by the Company's independent registered public accounting firm pursuant to Section 10A(b) of the U.S. Securities and Exchange Act of 1934, as amended (the "**Act**"); and cause the Company to inform the SEC of any report issued by the Company's independent registered public accounting firm to the Board regarding such conduct pursuant to Rule 10A-1 under the Act;
7. Obtain from the Company's independent registered public accounting firm assurance that such firm has complied with Section 10A of the Act;

E. Additional Duties and Responsibilities

1. Report regularly to the Board, and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance

and independence of the Company's independent registered public accounting firm, or the performance of the Company's internal audit function, if implemented;

2. Meet periodically with the Company's internal legal counsel, and outside counsel when appropriate, to review any legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company;
3. Prepare the audit committee report required by Item 407(d) of Regulation S-K to be included in the Company's annual proxy statement;
4. Provide oversight and review of the Company's asset management policies, including an annual review of the Company's investment policies and performance for cash and short-term investments;
5. Review with management and the Company's independent registered public accounting firm any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
6. Exercise general supervision and control over the Company's policies in regard to tax planning and corporate finance;
7. Review and discuss with management the Company's major financial, product security and cybersecurity risk exposures and the steps management has taken to monitor and control such exposures, and management's annual enterprise risk management assessment. The Committee shall provide regular reports to the Board, as necessary;
8. Review annually with management the financial aspects of the Company's insurance and self-insurance programs;
9. Review annually with management the financial aspects of the Company's defined benefit retirement plans, including the assets and liabilities of the plans. The Committee is not a "fiduciary" within the meaning of the Employee Retirement Income Security Act of 1974, and the committee's role explicitly does not include selecting, evaluating, changing, or monitoring plan investments, selecting, replacing, or monitoring retirement plan committee members, or any other duty that might be considered "fiduciary" in nature;
10. Periodically review with management the Company's investor relations activities; and
11. Take any other actions that the Committee deems necessary or proper to fulfill the purposes and intent of this Charter.

IV. 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, which shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

V. Conflicts of Interest

The Committee shall review all related party transactions for potential conflict of interest situations on an ongoing basis and approve all such transactions (if such transactions are not approved by another independent body of the Board, or by the Board itself). However, any member of the Committee who has a conflict of interest with respect to the matter as to which approval is being sought must refrain from participating in the decision-making process concerning, or casting any vote with respect to, any resolution relating to that matter. Where all of the Company's directors, or all of the members of the Committee, are conflicted with respect to any matter, the Board as a whole will decide the relevant matter by a majority vote of all directors present at the meeting at which the matter is being considered.

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 once every quarter at a time and place determined by the Committee chairperson, with further 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 appointed 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. The Committee should meet separately on a periodic basis with (i) management, (ii) the Company's internal auditor, if implemented, or other person responsible for the internal audit function, and (iii) the independent registered public accounting firm, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

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.

The Committee may meet with any person or entity in executive session as desired by the Committee.

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. Publications

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

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While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the Company's financial statements, for planning or conducting the audit, or for determining whether such financial statements are complete and accurate and are in accordance with GAAP.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.

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