

# MOBILEYE GLOBAL INC.

## COMPENSATION COMMITTEE CHARTER

ADOPTED ON OCTOBER 26, 2022

### **I. Purpose, Authority and Funding**

The compensation 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 assisting the Board in discharging its responsibilities relating to compensation of the Company’s directors and executive officers and 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.

The Committee shall be empowered, without the approval of the Board or management, to engage and compensate such independent legal, accounting and other advisors and consultants as it deems necessary or desirable to carry out its duties. The Committee shall have the sole authority to retain and terminate any such advisors and consultants that it desires to use to assist in its evaluation of director, chief executive officer (“**CEO**”) or other executive officer compensation or performance of its other duties and shall have the sole authority to approve any such advisor’s or consultant’s fees and other retention terms. 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: (a) compensation to any advisor or consultant retained by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In retaining or seeking advice from legal, accounting and other advisors and consultants (other than the Company’s in-house counsel), the Committee must take into consideration the factors specified in Rule 10C-1 under the United States Securities and Exchange Act of 1934, as amended (the “**Exchange Act**”), and Nasdaq Listing Rule 5605(d)(3)(D). The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. However, the Committee will ensure that any outside advisors retained by it do not also provide advice to the Company’s executive directors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its independent legal, accounting and other advisors and consultants to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

As used herein, “executive director” includes the CEO.

## **II. Committee Membership**

Committee members shall be elected by the Board and shall serve until their respective successors are duly elected and qualified or until their earlier removal by the Board.

The Committee shall consist of three or more members. Subject to applicable exemptions and transition periods, each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Stock Market (“**Nasdaq**”) and any additional requirements that the Board deems appropriate. At least two members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act.

## **III. Duties and Responsibilities**

### **A. Executive Compensation**

The Committee shall have the following duties and responsibilities with respect to the Company’s executive compensation plans:

1. Review at least annually the goals and objectives of the Company’s executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
2. Review at least annually the Company’s executive compensation plans in light of the Company’s goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt, or recommend that the Board adopt, new, or amend existing, executive compensation plans.
3. Evaluate annually the performance of the CEO in light of the goals and objectives of the Company’s executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of the CEO’s compensation, the Committee shall consider factors as it determines relevant, which may include, for example, the Company’s performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO of the Company in past years. The Committee may discuss the CEO’s compensation with the Board if it chooses to do so.
4. Evaluate annually the performance of the other executive officers of the Company in light of the goals and objectives of the Company’s executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer’s compensation, the Committee shall

consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the CEO.

5. Review and approve any severance or termination arrangements to be made with any executive officer of the Company.
6. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.
7. Review perquisites or other personal benefits to the Company's executive officers and directors and recommend any changes to the Board.
8. Review and discuss with management, including the CEO and Chief Financial Officer, the Company's CD&A, and based on that review and discussion, to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K.
9. Review compensation arrangements for the Company's employees to evaluate whether incentive and other forms of pay encourage unnecessary or excessive risk taking, and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and the Company's compensation arrangements.
10. Prepare the compensation committee report in accordance with the rules and regulations of the SEC for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
11. Oversee the Company's submission to a stockholder vote of matters relating to compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans and amendments to such plans.
12. Review stockholder proposals and advisory stockholder votes relating to executive compensation matters and recommend to the Board the Company's response to such proposals and votes.
13. Endeavor to ensure that the Company's executive compensation programs are effective in attracting and retaining key employees, reinforcing business strategies and objectives for enhanced stockholder value, and are administered in a fair and equitable manner consistent with established policies and guidelines.
14. Review, and recommend for approval by the Board and the Company's general meeting of stockholders, the compensation of independent directors; review and recommend for approval by the Board the reimbursement policies for independent directors.
15. Oversee management of risks related to compensation of the Company's executive officers and the Company's overall compensation program, including

the Company's equity-based compensation plans, so that incentive compensation does not create material adverse risks for the company.

16. Periodically review the Company's strategies, initiatives and programs with respect to the Company's culture, talent recruitment, development, and retention, employee engagement and diversity and inclusion.
17. Provide oversight concerning expense accounts, indemnification and insurance matters, and separation packages.
18. Perform such other functions and have such other powers with respect to the compensation of independent directors, executive directors and executive officers of the Company consistent with this Charter, any provisions of the Company's Articles of Incorporation and applicable law as the Committee or the Board may deem appropriate.

B. General Compensation and Employee Benefit Plans

The Committee shall have the following duties and responsibilities with respect to the Company's general compensation and employee benefit plans, including incentive-compensation and equity-based plans:

1. Review at least annually the goals and objectives of the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.
2. Review at least annually the Company's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.
3. Review all equity-compensation plans to be submitted for stockholder approval under the Nasdaq listing standards, and review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.
4. Administer the Company's incentive-compensation and equity-based plans, including designation of the employees to whom awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant (or delegate such authority to a subcommittee for awards to persons other than executive officers and non-employee directors of the Company), subject to Section VII hereof and the provisions of each plan.
5. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive-compensation or equity-based plan.

#### **IV. Role of Chief Executive Officer**

The CEO may make, and the Committee may consider, recommendations to the Committee regarding the Company's compensation and employee benefit plans and practices, including its executive compensation plans, and its incentive-compensation and equity-based plans with respect to executive officers other than the CEO and the Company's director compensation arrangements.

#### **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, 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. The Committee shall also annually determine the executive directors' performance targets.

#### **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 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 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; *provided* that the CEO of the Company may not be present during any portion of a Committee meeting in which deliberation or any vote regarding his or her compensation occurs.

## **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 of Charter**

This Charter and the composition of the Committee shall be published on the Company's website at [www.mobileye.com](http://www.mobileye.com).

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