

HOLDCO NUVO GROUP D.G. LTD.

NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

The board of directors (the “*Board*”) of Holdco Nuvo Group D.G. Ltd. (the “*Company*”) has constituted and established a nominating, governance and sustainability committee with the authority, responsibility and duties as described in this Nominating, Governance and Sustainability Committee Charter (this “*Charter*”).

I. Purpose

The purpose of the Nominating, Governance and Sustainability Committee (the “*Committee*”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual general meeting of shareholders, to assess the performance of Board members, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the Company’s policies, programs and strategies related to environmental, social and governance (“*ESG*”) matters.

II. Composition

The Committee must consist of (i) at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “*Nasdaq*”), subject to any available exception and (ii) to the extent an external director (as defined in the Israeli Companies Law 5759-1999 (the “*Companies Law*”)) has been appointed, at least one external director. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Companies Law and the Company’s Amended and Restated Articles of Association, as in effect from time to time (the “*Articles of Association*”). Unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, all meetings of the Committee may be held telephonically or through other communications equipment, in each case as long as all persons participating in the meeting can hear each other and participate in the discussion. In addition, unless otherwise restricted by any relevant provisions of the Companies Law or the Articles of Association, the Committee may act by unanimous written consent in lieu of a meeting.

The Committee has discretion to retain and terminate any search firm to be used to identify director candidates, including sole discretion to approve such search firm’s fees and other retention terms. The Committee has the discretion to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles of Association, the Companies Law and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also recommend to the Board the nominees for election to the Board at the next annual general meeting of shareholders and director candidates to fill vacancies occurring between annual meetings of shareholders (other than the vacancy of an office of an external director, if appointed).

2. *Criteria for Selecting Directors.* The Committee will recommend to the Board for its approval the criteria to be used by the Committee in recommending directors and by the Board in nominating directors (the “*Criteria*”). The initial Criteria are set forth in the Company’s Corporate Governance Guidelines.

3. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.

4. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Company’s Corporate Governance Guidelines. The Committee will, from time to time as it deems appropriate, review and reassess the adequacy of such corporate governance guidelines and recommend any proposed changes to the Board for approval.

5. *Other Corporate Governance Matters.* The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Articles of Association and the charters of the Company’s other committees.

6. *ESG Matters.* The Committee will oversee the Company’s ESG policies, programs and strategies.

7. *Reports to the Board of Directors.* The Committee will report regularly to the Board regarding the activities of the Committee.

8. *Board and Committee Evaluation.* The Committee will oversee a periodic assessment of the Board and its committees.

9. *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.

10. *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.