

HOLDCO NUVO GROUP G.D. LTD.

AUDIT COMMITTEE CHARTER

The board of directors (the “*Board*”) of **Holdco Nuvo Group D.G.** Ltd. (the “*Company*”) has constituted and established an audit committee (the “*Committee*”) with the authority, responsibility and duties as described in this Audit Committee Charter (this “*Charter*”).

I. Purpose

The purpose of the Committee is to (i) oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company; (ii) approve certain acts and transactions requiring the approval of the Committee under the Israeli Companies Law 5759-1999, and the regulations promulgated thereunder, as may be amended from time to time (the “*Companies Law*”); and (iii) oversee certain matters and make certain determinations, as prescribed under the Companies Law.

The Committee’s responsibilities are limited to oversight. The Company’s management is responsible for establishing and maintaining accounting policies and procedures in accordance with U.S. generally accepted accounting principles (“*GAAP*”) and other applicable reporting and disclosure standards and for preparing the Company’s financial statements. The Company’s independent auditors are responsible for auditing and reviewing those financial statements.

II. Composition

The Committee must consist of at least three directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (“*Nasdaq*”) and the more rigorous independence rules for members of the Audit Committee issued by the Securities and Exchange Commission (the “*SEC*”), subject to any available exception and meet all other eligibility requirements of applicable laws, including the requirements of the Companies Law with respect to “external directors” (as defined under the Companies Law), as applicable. Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee must be an “audit committee financial expert” as defined under SEC rules. Committee members must be appointed and may be removed from the Committee, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership and meet all other eligibility requirements of applicable laws.

III. Meetings, Procedures and Authority

The Committee will meet as often as necessary to carry out its responsibilities, but no less than once each fiscal quarter. The Committee must meet separately, periodically, with management, with the internal auditor and with the independent auditor.

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 may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Company must provide for appropriate funding, as reasonably determined by the Committee, for payment of compensation to the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee has the discretion to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the discretion to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee. The Committee will report the results of any investigation to the Board, which will decide on any remedies or other appropriate steps to be taken as a result.

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.

IV. Duties and Responsibilities

Interaction with the Independent Auditor

1. *Appointment and Oversight.* Subject to approval of the Board and, in the case of retention, the shareholders as well, the Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of any disagreements between Company management and the independent auditor regarding financial reporting) and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor and each such other registered public accounting firm must report directly to the Committee. The Committee, or the Chair of the Committee, must pre-approve any audit and non-audit service provided to the Company by the independent auditor, unless the engagement is entered into pursuant to appropriate preapproval policies established by the Committee or if such service falls within available exceptions under SEC rules.

2. *Annual Report on Independence.* The Committee will ensure that the independent auditor prepares and delivers, at least annually, a written statement delineating all relationships between the independent auditor and the Company, will actively engage in a dialogue with the

independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor, and, if the Committee determines that further inquiry is advisable, will take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

Annual Financial Statements and Annual Audit

3. *Audit Problems.* The Committee will discuss with the independent auditor any audit problems or difficulties and management's response.

4. *Form 20-F Review.* The Committee will review and discuss the annual audited financial statements with management and the independent auditor, including the Company's disclosures under "Operating and Financial Review and Prospects" in its Annual Report on Form 20-F.

Other Duties and Responsibilities

5. *Related Party Transactions.* The Committee will review and approve transactions (other than transactions related to the compensation or terms of services) that require the Committee's approval under the Companies Law and the rules of Nasdaq. The Committee will review and discuss with the Company's independent auditor any matters required to be discussed with the Committee by applicable auditing standards, including with respect to related party transactions.

6. *Materiality and Ordinarity of Certain Actions and Transactions.* The Committee will review and establish whether actions constituting a breach of fiduciary duties toward the Company are to be classified as material or immaterial and whether or not transactions with related parties are to be classified as an extraordinary transaction, as such term is defined in the Companies Law – in each case for purposes of determining whether or not such actions or transactions may be approved and, where permissible, the manner by which they are required to be approved, pursuant to Section 255 and Sections 268 through 275 of the Companies Law.

7. *Non-Extraordinary Transactions with Controlling Shareholders.* The Committee will further review and establish, with respect to non-extraordinary transactions with a controlling shareholder which do not require approval pursuant to Section 270(4) of the Companies Law, (a) whether the Company should nevertheless be required to carry out a competitive bidding process (or other process to ascertain that the proposed transaction is on market terms or at fair market value, as applicable) before entering into each such transaction, in which case the Committee will further oversee the implementation of such process, (b) the manner by which the Company will approve certain types of such non-extraordinary transactions with a controlling shareholder, where the Committee had not classified such transactions as negligible, and (c) the types of such non-negligible transactions that will require such approval, per criteria that may be determined by the Committee in advance once a year.

8. *Internal Auditor.* The Committee will (i) recommend to the Board the retention and termination of the internal auditor, and the internal auditor's engagement fees and terms, in accordance with the Companies Law; (ii) approve the yearly or periodic work plan proposed by

the internal auditor; and (iii) review and discuss the results of internal auditor activities, including significant findings and management's responses to significant findings.

9. *Quarterly Financial Statements.* The Committee will review and discuss the quarterly financial statements with management and the independent auditor.

10. *Review of Earnings Releases.* The Committee will discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

11. *Risk Assessment and Risk Management.* The Committee will discuss the Company's policies with respect to risk assessment and risk management, including guidelines and policies to govern the process by which the Company's exposure to risk is handled, and oversee management of the Company's enterprise risk, including financial and cybersecurity risks.

12. *Hiring of Independent Auditor Employees.* The Committee will set clear hiring policies for employees or former employees of the Company's independent auditor.

13. *Complaint Procedures.* The Committee will 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.

14. *Code of Ethics.* The Committee will, at least annually, consider and discuss with management and the independent auditors the Company's Code of Ethics and the procedures in place to enforce the Code of Ethics. The Committee will also consider and discuss, and, as appropriate, grant requested waivers from the Code of Ethics brought to the attention of the Committee, though the Committee may defer the decision with respect to any waiver to the full Board.

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

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

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

18. *Overseeing Compliance With Regulatory Matters.* The Committee will evaluate Company's compliance with applicable regulatory and legal requirements and will oversee management's measures and actions to mitigate any potential non compliance with such requirements.

19. *Other Duties and Responsibilities.* The Committee will perform such other activities and functions as are required by applicable law, Nasdaq rules or provisions in the Articles of Association, or as are otherwise necessary and advisable, in its or the Board's discretion, for the efficient discharge of its duties.

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.