



CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of Axilion Smart Mobility Ltd. (the “**Company**”) has adopted the following Corporate Governance Guidelines (the “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s Amended and Restated Articles of Association (as may be amended from time to time, the “**Articles**”), and other corporate governance documents and in the event of any conflict between all applicable laws, the Articles or other corporate governance documents and these Guidelines, the applicable laws, the Articles and other corporate governance documents shall supersede these Guidelines. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company or as required by applicable laws and regulations.

I. THE BOARD

A. Director Qualification Standards and Additional Selection Criteria

The Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition the Board may also consider the additional selection criteria listed in Attachment A.

B. Selection of New Directors

Each year, at the annual meeting of shareholders, the Board will recommend a slate of director nominees for election by the shareholders.

C. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management may provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

D. Service on Other Boards

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, The Board may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current directors should notify The Board or the Chairperson of the Board. The Board shall review the proposed board membership to ensure compliance with any applicable laws, policies and guidelines.

Service on other boards and/or committees should be consistent with these Guidelines and any other policy of the Company.

E. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should notify The Board of such circumstances. The Board will consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board, if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

F. Term Limits

As each director is periodically subject to election by shareholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time (unless required by law). Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

G. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of the Company and its shareholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and

- ensuring that the business of the Company is conducted so as to further the long-term interests of its shareholders.

H. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board. For additional information, see the Company's "Code of Ethics and Conduct."

I. Board Access to Senior Management

The Board will have sufficient access to Company management in order to ensure that directors can ask any questions and receive all information reasonably necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chairperson of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer.

J. Board Access to Independent Advisors

The Board committees may hire independent advisers as set forth in their respective charters. The Board as a whole shall have access to any independent advisor retained by the Company, and the Board may hire any independent advisor it considers necessary to discharge its responsibilities.

II. **BOARD MEETINGS**

A. Frequency of Meetings

The Board will meet at least 8 times annually. In addition, special meetings may be called from time to time as determined by the needs of the business, and in accordance with the Articles and applicable law. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairperson of the Board or the Chairperson of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting. If such director is the Chairperson (or the Chairperson of the Board) he/she will notify the other members of the Board or committee, as applicable.

C. Attendance of Non-Directors

The Board encourages the Chairperson of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has 3 standing committees: (i) the Audit Committee, (ii) the Compensation Committee, (iii) The Financial Committee. From time to time and depending upon the circumstances, the Board may form a new committee or disband a current committee. Each committee will perform its duties as assigned by the Board in compliance with the Articles and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

V. RISK MANAGEMENT

The Board and the Board committees shall have an active role in overseeing management of the Company's risks. The Board shall regularly review information regarding the Company's credit, liquidity and operations, as well as the risks associated with each.

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Attachment A

Director Qualification Standards and Additional Selection Criteria

Nominees for director of the Company should possess the following minimum criteria:

- ability to read and understand basic financial statements;
- over 21 years of age; and
- the highest personal integrity and ethics.

The Board and The Board also intend to consider the following additional criteria for nominees for director of the Company:

- Diversity in the areas of knowledge, background and experience of the members of the board of directors in a way that matches the company's needs and challenges:
- Integration of directors from the fields of regulation and background in the field of the work of regulators - government authorities, authorities, state and legal authorities - the company's activity is characterized by many regulatory interfaces and therefore there is value in combining board members with background and experience in this field.
- Integration of directors with experience, understanding and background in the company's field of activity in Israel and around the world.
- Integration of directors with accounting and financial expertise.
- Integration of directors with a background in business entrepreneurship, financing, complex project management, etc.
- Accompanying principles: business diversification and business experience in senior positions, in-depth familiarity with the work of the board of directors, corporate governance, etc.
- relevant expertise upon which to be able to offer advice and guidance to management;
- sufficient time to devote to the affairs of the Company;
- demonstrated excellence in his or her field;
- the ability to exercise sound business judgment;
- the commitment to rigorously represent the long-term interests of the Company's shareholders.

- Integration in decision-making.
- Business diversification and business experience in senior positions.
- In-depth familiarity with the work of the board of directors and board committees.
- Knowledge in the fields of corporate governance and experience in the field.

Prevention of appointment standards:

Conflicts of interest/tenure in a competing body or other competitive/opposing potential.

Criminal/investigative history, or enforcement decisions that constitute, according to the law, motivations for appointment.

Multiple occupations (more than 6 public boards and other substantial full-time occupations).
Substantial enforcement fines or multiple legal proceedings.

Negative recommendations from public committees/appointment committees.

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.