



HUB CYBER SECURITY LTD.

NOMINATING GOVERNANCE COMPLIANCE AND SUSTAINABILITY COMMITTEE CHARTER

The board of directors (the “Board”) of Hub Cyber Security Ltd. (the “Company”) has constituted and established a nominating, governance, compliance and sustainability committee with the authority, responsibility and duties as described in this Nominating Governance Compliance and Sustainability Committee Charter (this “Charter”).

1 Purpose

The purpose of the Nominating Governance Compliance 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 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**”), compliance programs and other matters.

2 Composition

The Committee must consist of 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. 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.

3 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 Israeli Companies Law, 5759-1999 (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 by other virtual means. 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.

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.

4 Duties and Responsibilities

- 4.1 **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.
- 4.2 **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.
- 4.3 ***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.
- 4.4 ***Board Leadership Structure.*** The Committee shall periodically review the Board leadership structure and recommend to the Board for its approval changes to its leadership structure.
- 4.5 ***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.
- 4.6 ***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.
- 4.7 ***ESG Matters.*** The Committee will oversee the Company’s ESG policies, programs and strategies (with the Compensation Committee having primary responsibility for matters relating to human capital management).
- 4.8 ***Review of Code of Ethic and Conduct.*** The Committee must, at least annually, discuss with the Chief Legal, Compliance and Data Protection Officer and the independent auditor the Company’s Code of Ethics and Conduct and the procedures in place to enforce the Code of Ethics and Conduct.
- 4.9 ***Compliance Program.*** The Committee will oversee the Company’s compliance programs and will set up procedures to adopt, implement and enforce the Company’s policies including allocating budget and approving external advisors and consultants for this purpose. The Committee will periodically review the progress of compliance programs and existing policies and assess the need for updating them together with the Company’s Chief Legal, Compliance and Data Protection Officer.
- 4.10 ***Succession Planning.*** The Committee will be responsible for overseeing the Company’s succession plans for the Chief Executive Officer and other executive officer roles.
- 4.11 ***Reports to the Board of Directors.*** The Committee will report regularly to the Board regarding the activities of the Committee.
- 4.12 ***Board and Committee Evaluation.*** The Committee will oversee a periodic assessment of the Board and its committees.



- 4.13 *Committee Self-Evaluation.* The Committee will periodically perform an evaluation of the performance of the Committee.
- 4.14 *Review of this Charter.* The Committee will annually review and reassess this Charter and submit any recommended changes or approval of the existing Charter to the Board for its consideration, during the last meeting of each calendar year.

5 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.

The Company reserves the right to amend, modify, waive or terminate the provisions of this Charter at any time for any reason.