

DUKE Robotics Corp.

Nomination and Corporate Governance Committee Charter

Purpose

The Committee is appointed by the Board of Directors of DUKE Robotics Corp. (the “Company”) to (1) identify individuals qualified to become Board members, (2) recommend director nominees to the Board of Directors, (3) perform such other responsibilities and duties enumerated in and consistent with this Charter, and (4) take a leadership role in establishing and overseeing the governance policies of the Company and develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company.

Membership

The Committee shall consist of at least two members of the Board of Directors, or as many members as may be required by the rules of The Nasdaq Stock Market. Each Committee member shall satisfy the independence requirements of The Nasdaq Stock Market and other applicable laws, rules and regulations governing independence, as determined by the Board of Directors.

Members of the Committee shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors.

The Board of Directors shall designate a Chairperson for the Committee. In the absence of the Chairperson at any meeting of the Committee, the members of the Committee may designate a Chairperson by majority vote.

Authority, Responsibilities and Duties

The Committee will:

- Identify and review individuals believed to be qualified to become directors for recommendation to the Board of Directors. In recommending candidates to the Board of Directors, the Committee shall consider and assess candidates consistent with criteria set forth in the corporate governance principles approved by the Board of Directors upon recommendation of the Committee. The Committee shall consider all pertinent issues and factors bearing on the qualifications of candidates in light of such criteria.
- Recommend to the Board of Directors the director nominees for the next annual general meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board of Directors), the Committee shall recommend to the Board of Directors an individual to fill such vacancy (and, if applicable, the class of directors in which the individual should serve).
- Recommend the appropriateness of the size of the Board of Directors relative to its various responsibilities. Review the overall composition of the Board of Directors, taking into consideration the experience and expertise of the directors, and make recommendations to the Board of Directors as necessary.
- Assist the Board of Directors in its evaluation of the independence of the Company’s directors in accordance with applicable legal and regulatory requirements.
- Consider nominations and recommendations of candidates for the Board of Directors made by shareholders.

- Recommend corporate governance guidelines to the Board of Directors.
- Review periodically the Corporate Governance Guidelines and recommend such modifications to the Board of Directors as the Committee deems appropriate.
- Oversee the Company's corporate governance practices, including reviewing and recommending to the Board of Directors for approval of any changes to the other documents and policies in the Company's corporate governance framework, including its charter documents.
- Make regular reports to the Board concerning the activities of the Committee.
- Perform an annual performance evaluation of the Committee and report the results to the Board of Directors.
- Review and assess the adequacy of this Charter on a periodic basis and, if appropriate, recommend changes to this Charter to the Board of Directors.
- Perform any other activities consistent with this Charter, the Company's Articles of Association, and other governing law as the Committee or the Board of Directors deems appropriate.

Meetings, Structure, Operations

The Committee shall hold regular meetings based on a schedule determined by the Chairperson of the Committee.

The Committee may form and delegate to one or more subcommittees all or a portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate for its business.