

STRATEGY COMMITTEE CHARTER

PURPOSE:

The Strategy Committee will assist the Board of Directors of Weebit Nano Limited to fulfill its responsibilities and oversight duties with respect to the development and implementation of the Company's strategic plan and the opportunities and risks associated with such plan. In the case of Weebit Nano it will also include evaluation of the direction of Technology in the industry and Weebit's opportunities.

KEY RESPONSIBILITIES:

1. Review periodically and make recommendations to the Board regarding:
 - a. The Company's strategic plan and overall strategy
 - b. The Company's overall strategy with respect to potential mergers and acquisitions
 - c. Any strategic initiatives identified by the Board or management from time to time
 - d. Tuning or resetting technology and business direction
 - e. Reviewing joint ventures, partnerships, acquisitions, investments, and business expansions.
2. Assist management in the development of the Company's strategy, including reviewing and discussing with management the strategic direction and initiatives of the Company and the risks associated with the Company's strategy.
3. Review with management the process for development, approval and modification of the Company's strategy and strategic plan.
4. Assist management with identifying key issues, options and external developments impacting the Company's strategy.
5. Meet (over Zoom/Teams) with management periodically to monitor the Company's progress against its strategic goals.
6. Ensure the Board is regularly apprised of the Company's progress with respect to implementation of any approved strategy.
7. Review and assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Strategy Committee shall perform any other duties or responsibilities consistent with this Charter, the Company's By-Laws, Certificate of Incorporation and corporate governance principles and governing law as the Committee or the Board deems appropriate.

STRUCTURE AND MEETINGS:

The Chairperson of the Strategy Committee will preside at each meeting, set the frequency and length of each meeting and prepare and/or approve an agenda in advance of each meeting. The Committee will meet at least quarterly and more frequently as circumstances require. The Committee may invite



to any of its meetings other directors, members of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities. The CEO and Chairman will be requested to attend as appropriate as well as other key members of the company's management.