

BRENMILLER ENERGY LTD.

EMPLOYEE COMPLAINT PROCEDURES FOR ACCOUNTING AND AUDITING MATTERS

Adopted: May 23, 2022

Any employee of Brenmiller Energy Ltd. or any of its subsidiaries, if applicable, (the “Company”) may submit a good faith complaint regarding accounting or auditing matters to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. The Company’s Audit Committee of the Board of Directors (the “Audit Committee”) will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Company’s Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters (“Accounting Matters”) and (2) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Receipt of Employee Complaints

- Employees with concerns regarding Accounting Matters may report their concerns to the Chairperson of the Audit Committee of the Company (the “Chairperson”) or to any other member of the Company’s Board of Directors.
- Employees may forward complaints on a confidential or anonymous basis to the Chairperson or to any other member of the Company’s Board of Directors through an E-mail or regular mail at: nir@bren-energy.com.
- Employees may forward complaints on a confidential or anonymous basis to the Chief Financial Officer of the Company at: ofirz@bren-energy.com.
- Upon receipt of an employee complaint, the Chief Financial of the Company or a Board member who is not the Chairperson will forward such complaint to the Chairperson, promptly.

Scope of Matters Covered by These Procedures

These procedures relate to employee complaints relating to any questionable accounting or auditing matters, including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;

- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Fraud or deliberate error in any form wire fraud, bank fraud or securities fraud;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition.

Treatment of Complaints

- Upon receipt of a complaint, the Chairperson will (i) determine whether the complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the complaint to the sender.
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel (if applicable), outside counsel, Internal Auditor or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Reporting and Retention of Complaints and Investigations

The Chairperson will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee.

Copies of complaints and such log will be maintained in accordance with the Company's document retention policy, once such policy is adopted.

* * *