MOBILITY GLOBAL INC.

Corporate Governance Guidelines

1. Size and Composition of the Board and Board Membership Criteria; Director Qualifications

The Nominating and Compensation Committee of Mobility Global Inc. (the "Company") shall recommend to the Board of Directors (the "Board") criteria for Board membership, which shall include the criteria set forth in these Corporate Governance Guidelines, and shall recommend individuals for membership on the Company's Board of Directors and directors for appointment to the committees of our Board. In making its recommendations, the Nominating and Compensation Committee shall:

- review candidates' qualifications for membership on the Board (including making a specific determination as to the independence of the candidate) based on the criteria approved by the Board (and taking into account the enhanced independence, financial literary and financial expertise standards that may be required under law or New York Stock Exchange rules for audit committee and compensation committee membership purposes);

- evaluate current directors for re-nomination to the Board; and

- periodically review the composition of the Board in light of the current challenges and needs of the Board and the Company, and determine whether it may be appropriate to add or remove individuals after considering issues of judgment, diversity, age, skills, background and experience.

The Nominating and Compensation Committee considers not only an individual's qualities, performance and professional responsibilities, but also the then composition of the Board and the challenges and needs of the Board at that time. The Nominating and Compensation Committee also considers the impact of any change in the circumstances of existing directors. The Committee reports to the full Board its conclusions and recommendations for nominations to the Board.

Board Size

The Board shall consist of not less than 3 nor more than 15 directors, consistent with the Company's by-laws. Although the Board considers its present size to be appropriate, it may consider expanding its size to accommodate its needs or reducing its size if the Board determines that a smaller Board would be more efficient. The Nominating and Compensation Committee shall periodically review the size of the Board and its committees and recommend any proposed changes to the Board and its committees.

Independence

A majority of the Board shall be comprised of directors meeting the independence requirements of the New York Stock Exchange at a minimum. The Board shall make an affirmative determination at least annually as to the independence of each director. The Board has established standards to assist it in making independence determinations.

Retirement Age

The current mandatory retirement age for directors is 75. No director who is or would be over such age at the expiration of his or her current term may be nominated to a new term, unless the Board waives the mandatory retirement age for a specific director in exceptional circumstances. Such waiver must be renewed annually.

Employee directors may no longer serve on the Board upon resignation, retirement or a change in position if such change results in the employee no longer being an executive.

Simultaneous Service on Other Public Company Boards

A director must notify the Chair of the Nominating and Compensation Committee prior to accepting any invitation to serve on another public company board, in order for the Company to confirm the absence of any actual or potential conflict of interest.

A non-employee director may not serve on more than five] public company boards, including the Company's Board, and a non-employee director who is also the chief executive officer of another public company may not serve on more than three public company boards, including the Company's Board.

Changes in Circumstances

It is the policy of the Board that individual directors who retire or change the position(s) held when they were initially elected to the Board will volunteer to resign from the Board as of the date of such retirement or change in position. It is not the sense of the Board that the directors who retire or change the position they held when they were initially elected to the Board should necessarily be required to leave the Board. There should, however, be an opportunity for the Nominating and Compensation Committee on behalf of the Board to review such circumstances and make recommendations to the Board regarding the continued appropriateness of Board membership under such changed circumstances.

Conflicts of Interest

If an actual or potential conflict of interest develops because of a change in the business of the Company, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the Chair of the Nominating and Compensation Committee for evaluation and appropriate resolution.

If a director has a personal interest in a matter before the Board, the director shall disclose the interest to the full Board, shall recuse himself or herself from participation in the discussion and shall not vote on the matter.

2. Director Responsibilities

The Board acts as the ultimate decision-making body of the Company and advises and oversees management, who are responsible for the day-to-day operations and management of the Company. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of the Company and must exercise his or her business judgment.

Participation at and Preparation for Board Meetings

The Company expects directors to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Directors are expected to attend all Board meetings and the meetings of the committees on which they serve and to prepare themselves for these meetings. Directors are also expected to attend the Company's annual meeting with shareholders.

In order for the Board to exercise fully its oversight functions, management provides the Board with access to information regarding the Company and the markets in which the Company operates. This information comes from a variety of sources, including management presentations and reports about the performance and operations of the business, security analysts' reports, competitive and peer companies' information, interaction with senior management at Board meetings and visits to Company facilities. Any written materials that assist directors in preparing for a Board or committee meeting shall be distributed to the directors in advance of the meeting, to the extent possible, and directors are expected to review such materials prior to the meeting.

Company Performance and Corporate Strategy

The Board reviews the Company's financial performance on a regular basis at Board meetings and through periodic updates, with a particular focus on peer and competitive comparisons.

3. Board Agenda

The Chair of the Board, in conjunction with the CEO, establishes on an annual basis an agenda of topics for consideration and review by the Board to be addressed during the following year. This annual schedule of topics is then provided to the full Board for review and comment and is adjusted, as appropriate, during the year. The Chair of the Board, in conjunction with the CEO, shall determine the frequency and length of Board meetings.

4. Chair of the Board and CEO

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chair and CEO in any way that is in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chair of the Board and/or the CEO.

5. Meetings of Non-Management Directors

The Company's non-management directors shall regularly schedule executive sessions in which management does not participate. If this group includes directors who are not considered independent, the independent directors must also meet in executive session at least once a year.

6. Board Committees

The Board shall have at all times an Audit Committee and a Nominating and Compensation Committee. Subject to any changes that the Board may make from time to time:

- the Audit Committee shall generally be responsible for overseeing the integrity of the Company's financial statements, its independent auditor, its internal audit function and compliance by the Company with legal and regulatory requirements; and

- the Nominating and Compensation Committee shall generally be responsible for overseeing the Company's executive compensation and benefits policies, evaluating executive officer performance and compensation and reviewing the Company's management succession plan, identifying qualified Board candidates, recommending director nominees and appointments to Board committees, evaluating Board performance, overseeing director compensation and overseeing the Company's Corporate Governance Guidelines.

Each of the Audit Committee and Nominating and Compensation Committee shall operate pursuant to its own written charter. These charters shall, among other things, set forth the purpose, goals and responsibilities of the particular committee, the procedures for committee member appointment and removal and committee structure and operations, as well as reporting to the Board. The charters shall also provide for an annual evaluation of each committee's performance.

Only independent directors meeting the independence requirements of the New York Stock Exchange and, for audit committee members, Rule 10A-3 of the Securities Exchange Act of 1934 and any related rules promulgated by the Securities and Exchange Commission, may serve on these three committees. Committee members shall be appointed by the Board based upon the recommendation of the Nominating and Compensation Committee,

except for the Nominating and Compensation Committee, which is directly appointed by the Board. The Board may, from time to time, establish or maintain additional committees as it deems appropriate and in the best interests of the Company.

7. Board Member Access to Management and Independent Advisors

Board members shall have access to the management and employees of the Company and to its internal and outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary.

Executive officers and other members of senior management are expected to be present at Board meetings at the invitation of the Board. The Board encourages senior management to make presentations and to invite managers and other employees to Board meetings, who can provide additional insight into the items being discussed.

The Board is authorized to hire independent legal, financial or other advisors as they may consider necessary, without conferring with or obtaining the approval of management, for which the Company shall pay the fees and expenses.

8. Director Communications with Third Parties

Unless otherwise indicated in these Guidelines or the Company's policies, all requests for communications with individual directors or the Board by shareholders, analysts, or media outlets shall initially be made to the Corporate Secretary. Generally, management speaks for the Company, and the Chair speaks on behalf of the Board. Other communications between individual directors and interested parties may be held, at the request of the Board or the CEO and Chair.

9. Director Compensation

The Nominating and Compensation Committee shall review and approve compensation (including equity-based compensation) for the Company's directors.

10. Director Orientation and Continuing Education

All new members of the Board are required to participate in the Company's orientation program for directors.

All directors will be offered the opportunity, and are encouraged, to participate in continuing education programs.

11. Management Evaluation and CEO Succession

The Nominating and Compensation Committee shall evaluate the performance of the CEO of the Company, and make a recommendation to the Board regarding CEO

compensation for their approval. The CEO shall provide to the Nominating and Compensation Committee, on an ongoing basis, as well as to the full Board, on a periodic basis, his or her recommendation as to a successor.

12. Annual Performance Evaluation

The Board, led by the Nominating and Compensation Committee, shall establish and conduct an annual self-evaluation to determine whether it and its committees are functioning effectively.