UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934

For the month of November 2026

Commission file number: 001-41334

RAIL VISION LTD.
(Translation of registrant's name into English)

7 HaPnina St.
Ra'anana, 4321547 Israel
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

On November 20, 2026, Rail Vision Ltd. (the "**Company**") announced that it will hold an Annual and Extraordinary General Meeting of Shareholders on December 30, 2026 at 3:00 p.m. (Israel time) at the offices of the Company at 7 Ha'Pnina St. Ra'anana, Israel. In connection with the meeting, the Company furnishes the following documents:

1. A copy of the Notice and Proxy Statement with respect to the Company's Annual and Extraordinary General Meeting of Shareholders describing the proposals to be voted upon at the meeting, the procedure for voting in person or by proxy at the meeting and various other details related to the meeting, attached hereto as Exhibit 99.1; and

2. A form of Proxy Card whereby holders of ordinary shares of the Company may vote at the meeting without attending in person, attached hereto as Exhibit 99.2.

This Report is incorporated by reference into the Registrant's Registration Statements on Form F-3 (File Nos. 333-271068, 333-272933, 333-277963 and 333-278645) and Form S-8 (File Nos. 333-265968, 333-281329, 333-286652, 333-298923 and 333-300037), filed with the Securities and Exchange Commission, to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

Exhibit Index

Exhibit No.	Description
99.1	Notice and Proxy Statement with respect to the Company's Annual and Extraordinary General Meeting of Shareholders
99.2	Proxy Card for holders of ordinary shares with respect to the Company's Annual and Extraordinary General Meeting of Shareholders

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RAIL VISION LTD.

Date: November 20, 2026

By: */s/ David BenDavid*
David BenDavid
Chief Executive Officer

Exhibit 99.1

NOTICE OF
ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 30, 2026

To the shareholders of Rail Vision Ltd.:

Notice is hereby given that an Annual and Extraordinary General Meeting (the "**Meeting**") of the shareholders of Rail Vision Ltd. (the "**Company**") will be held on December 30 2026 at 3:00 p.m. (Israel Time), at the offices of the Company, at 7 Ha'Pnina St. Ra'anana, Israel.

The agenda of the Meeting will be as follows:

1. To approve the re-appointment of Brightman Almagor Zohar & Co., a Firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the year ending December 31, 2026, and until the next annual general meeting of shareholders, and to authorize the board of directors (the "**Board**") to fix such accounting firm's annual compensation.

2. To approve a reverse share split of the Company's ordinary shares of up to 8:1, to be effected at the discretion of, and at such ratio, by such number of increments and on such dates as shall be determined by, the Board.

3-4. To re-elect each of Mr. Oz Adler and Mr. Shahar Hania to the Board for an additional term as Class II Board members.

5. To approve the annual bonus framework of Mr. David BenDavid the Company's Chief Executive Officer.

6. To approve the grant of 45,000 restricted stock awards ("**RSAs**"), to Mr. David BenDavid, the Company's Chief Executive Officer.

7. To approve the grant of 28,000 RSAs to Mr. Eli Yoresh, the Chairman of the Board.

8. To approve the grant of 6,500 RSAs to each of Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah, members of the Board.

9. To discuss the auditor's report of the Company's independent registered public accounting firm and audited financial statements for the year ended December 31, 2025.

We are currently unaware of any other matters that may be raised at the Meeting. Should any other matters be properly raised at the Meeting, the persons designated as proxies shall vote according to their own judgment on those matters.

Only shareholders of record at the close of business on December 2, 2026, and beneficial owners of ordinary shares held through a bank, broker or other nominee that is a shareholder of record at such time, are entitled to notice of, and to vote at, the Meeting and any adjournment or postponement thereof. You are cordially invited to attend the Meeting in person.

If you are unable to attend the Meeting in person, you are requested to complete, date and sign the enclosed proxy and to return it promptly in the pre-addressed envelope provided. Shareholders of record who attend the Meeting may revoke their proxies and vote their shares in person. Beneficial owners holding shares through a bank, broker or other nominee should follow the voting instructions provided by such nominee, and must obtain a legal proxy from such nominee in order to vote in person at the Meeting.

By Order of the Board

/s/ David BenDavid
David BenDavid
Chief Executive Officer
November 20, 2026

7 Ha'Pnina St.
Ra'anana, Israel 4321547

PROXY STATEMENT

FOR ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 30, 2026

This Proxy Statement is furnished to holders of our ordinary shares in connection with Annual and Extraordinary General Meeting of Shareholders, to be held on December 30, 2026, at 3:00 p.m. Israel time at the offices of the Company at 7 Ha'Pnina St. Ra'anana, Israel (the "**Meeting**"), or at any adjournments or postponements thereof.

Throughout this Proxy Statement, we use terms such as "Rail Vision" "RV," "we", "us", "our" and the "Company" to refer to Rail Vision Ltd. and terms such as "you" and "your" to refer to our shareholders.

Agenda Items

The agenda of the Meeting will be as follows:

1. To approve the re-appointment of Brightman Almagor Zohar & Co., a Firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the year ending December 31, 2026, and until the next annual general meeting of shareholders, and to authorize the board of directors (the "**Board**") to fix such accounting firm's annual compensation.

2. To approve a reverse share split of the Company's ordinary shares of up to 8:1, to be effected at the discretion of, and at such ratio, by such number of increments and on such dates as shall be determined by, the Board.

3-4. To re-elect each of Mr. Oz Adler and Mr. Shahar Hania to the Board for an additional term as Class II Board members.

5. To approve the annual bonus framework of Mr. David BenDavid, the Company's Chief Executive Officer.

6. To approve the grant of 45,000 restricted stock awards ("**RSAs**"), to Mr. David BenDavid, the Company's Chief Executive Officer.

7. To approve the grant of 28,000 RSAs to Mr. Eli Yoresh, the Chairman of the Board.

8. To approve the grant of 6,500 RSAs, to each of Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah, members of the Board.

9. To discuss the auditor's report of our independent registered public accounting firm and audited financial statements for the year ended December 31, 2025.

We are currently unaware of any other matters that may be raised at the Meeting. Should any other matters be properly raised at the Meeting, the persons designated as proxies shall vote according to their own judgment on those matters.

Board Recommendation

Our Board unanimously recommends that you vote "FOR" all items.

Record Date, Share Ownership and Quorum

Only the holders of record of ordinary shares of the Company as of the close of business on December 2, 2026 (the "**Record Date**"), and beneficial owners of ordinary shares held through a bank, broker or other nominee that is a holder of record as of the Record Date, are entitled to receive notice of, and to vote at, the Meeting and any adjournment or postponement thereof. Beneficial owners may vote only through their bank, broker or other nominee, or in person at the Meeting upon presentation of a legal proxy from such nominee, as described below.

As of the close of business on November 19, 2026, 2,333,019 ordinary shares were issued and outstanding. A quorum shall be the presence of at least two (2) shareholders who hold at least twenty-five percent (25%) of the voting rights (including through a proxy or voting instrument) within one half hour from the time the meeting was designated to start.

If within half an hour from the time appointed for the Meeting a quorum is not present, then without any further notice the Meeting shall be adjourned to the same day in the next week, at the same time and place. No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the Meeting as originally called. At such adjourned meeting any shareholder present in person or by proxy, shall constitute a quorum.

Abstentions and "broker non-votes" are counted as present and entitled to vote for purposes of determining a quorum. A "broker non-vote" occurs when a bank, broker, or other holder of record holding ordinary shares for a beneficial owner attends the Meeting but does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Brokers that hold ordinary shares in "street name" for clients (as described below) typically have authority to vote on "routine" proposals even when they have not received instructions from beneficial owners. The only items on the Meeting agenda that may be considered routine are Proposal 1 relating to the reappointment of the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026; however, we cannot be certain whether this will be treated as a routine matter since our proxy statement is prepared in compliance with the Israeli Companies Law 5759-1999 (the "**Companies Law**"), rather than the rules applicable to domestic U.S. reporting companies. Therefore, it is important for a shareholder that holds ordinary shares through a bank or broker to instruct its bank or broker how to vote its ordinary shares if the shareholder wants its ordinary shares to count for the proposals.

Position Statement

To the extent you would like to submit a position statement with respect to any of proposals described in this proxy statement pursuant to the Companies Law you may do so by delivery of appropriate notice to the offices of our attorneys, Shibolet & Co. (Attention: Ron Soulema, Adv) located at 4 Itshak Sad'eh St., Tel-Aviv, Israel, not later than ten days before the convening of the Meeting (i.e. December 20, 2026). The response of the Board to the position statement may be submitted not later than five days after the deadline for sending the position statement (i.e. December 25, 2026).

Cost of Soliciting Votes for the Meeting

We will bear the cost of soliciting proxies from our shareholders. Proxies will be solicited by mail and may also be solicited in person, by telephone or electronic communication, by our directors, officers and employees. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their expenses in accordance with the applicable rules of the U.S. Securities and Exchange Commission concerning the sending of proxies and proxy material to the beneficial owners of our shares.

Voting

Each ordinary share issued and outstanding as of the close of business on the Record Date is entitled to one vote at the Meeting.

Ordinary shares that are properly voted, for which proxy cards are properly executed and returned within the deadline set forth below, will be voted at the Meeting in accordance with the directions given. If no specific instructions are given in such proxy cards, the proxy holder will vote in favor of the item(s) set forth in the proxy card, except that, with respect to each of Proposals 5 and 6, any shareholder who is a controlling shareholder or has a personal interest in such proposal, had notified the Company of his status, as described below. The proxy holder will also vote in the discretion of such proxy holder on any other matters that may properly come before the Meeting, or at any adjournment thereof. Where any holder of ordinary shares affirmatively abstains from voting on any particular resolution, the votes attaching to such ordinary shares will not be included or counted in the determination of the number of ordinary shares present and voting for the purposes of determining whether such resolution has been passed (but they will be counted for the purposes of determining the quorum, as described above).

Proxies submitted by registered shareholders (by returning the proxy card) must be received by us no later than 8:00 a.m., Eastern Time, on December 28, 2026, to ensure your representation at our Meeting. Street shareholders should submit their voting instructions in accordance with the instructions, and by the deadline, provided by their bank, broker or other nominee, which may be earlier than the deadline above.

The manner in which your shares may be voted depends on how your shares are held. If you own shares of record, meaning that your shares are represented by book entry in your name so that you appear as a shareholder on the records of VStock Transfer, LLC ("**VStock**") (i.e., you are a registered shareholder), our stock transfer agent, this Proxy Statement, the notice of Meeting and the proxy card will be mailed to you by VStock. You may provide voting instructions by returning a proxy card. You also may attend the Meeting and vote in person. If you own ordinary shares of record and you do not vote by proxy or in person at the Meeting, your shares will not be voted.

If you own shares in street name (i.e., you are a street shareholder), meaning that your shares are held by a bank, brokerage firm, or other nominee, you are then considered the "beneficial owner" of shares held in "street name," and as a result, this Proxy Statement, the notice of Meeting and a voting instruction form will be provided to you by your bank, brokerage firm, or other nominee holding the shares. You may provide voting instructions to them directly by returning a voting instruction form received from that institution. If you own ordinary shares in street name and wish to vote your shares in person at the Meeting, you must obtain a "legal proxy" from the bank, brokerage firm, or other nominee that holds your shares and present such legal proxy, together with proof of identity, at the Meeting.

Revocability of Proxies

Registered shareholders may revoke their proxy or change voting instructions before shares are voted at the Meeting by submitting a written notice of revocation to our Chief Financial Officer at ofer@railvision.io or Rail Vision Ltd., 7 Ha'Pnina St. Ra'anana, Israel, 4321547, or a duly executed proxy bearing a later date (which must be received by us no later than the date set forth below) or by attending the Meeting and voting in person. A beneficial owner owning ordinary shares in street name may revoke or change voting instructions by contacting the bank, brokerage firm, or other nominee holding the shares or by obtaining a legal proxy from such institution and voting in person at the Meeting.

If you are not planning to attend in person, to ensure your representation at our Meeting, revocation of proxies submitted by registered shareholders (by returning a proxy card) must be received by us no later than 8:00 a.m., Eastern Time on December 28, 2026. Street shareholders should follow the revocation procedures and deadlines of their bank, broker or other nominee.

Availability of Proxy Materials

Copies of the proxy card and voting instruction card, the notice of Meeting and this Proxy Statement are available at the "Investor Relations" portion of our website, http://www.railvision.io. The contents of that website are not a part of this Proxy Statement.

Reporting Requirements

We are subject to the information reporting requirements of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), applicable to foreign private issuers. We fulfill these requirements by filing reports with the Securities and Exchange Commission (the "**Commission**"). Our filings are available to the public on the Commission's website at http://www.sec.gov.

As a foreign private issuer, we are exempt from the rules under the Exchange Act related to the furnishing and content of proxy statements. The circulation of this notice and Proxy Statement should not be taken as an admission that we are subject to the proxy rules under the Exchange Act.

Vote Required for Each Proposal

The affirmative vote of the holders of a majority of the voting power present at the Meeting in person or by proxy and voting thereon is necessary for the approval of each of Proposals 1-4 and 7-8.

The approval of each of Proposals 5 and 6 requires the affirmative vote of a majority of the voting power present at the Meeting in person or by proxy and voting thereon, provided that one of the following conditions is met:

a. The majority of shares that voted for the approval of the respective resolution includes at least majority of the shares held by non-controlling and non-interested shareholders voted at the Meeting (excluding abstaining votes); or

b. The total number of shares of non-controlling and non-interested shareholders that voted against the approval of the respective resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.

Under the Companies Law, (1) the term "Controlling Shareholder" means a shareholder having the ability to direct the activities of a company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its chief executive officer; and (2) a "personal interest" of a shareholder (i) includes a personal interest of any members of the shareholder's family (or spouses thereof) or a personal interest of a company with respect to which the shareholder (or such family member) serves as a director or the CEO, owns at least 5% of the shares or has the right to appoint a director or the CEO but (ii) excludes an interest arising solely from the ownership of our ordinary shares. As of the date hereof, we have no Controlling Shareholder within the above meaning of the Companies Law. However, according to the Companies Law, if there is no shareholder who holds 50% or more of the voting rights in a company, any shareholder who holds 25% or more of the voting rights in a company will be considered a "Controlling Shareholder" with respect to approval of related party transactions. Therefore, to the Company's knowledge, as of the date hereof, no shareholder is regarded as a Controlling Shareholder.

The Companies Law and its applicable regulations require any shareholder, who is either a controlling shareholder or has a personal interest in the proposed resolutions 5 and 6 to inform the Company of his status. Otherwise, such shareholder is not eligible to vote on such proposal. I**f you are a controlling shareholder or have a personal interest with respect to Proposals 5 and 6 please notify Mr. Ofer Naveh, the Company's Chief Financial Officer, at 7 Ha'Pnina St., Ra'anana, Israel, 4321547, Telephone: +972-9-9577706, or Email ofer@railvision.io**.

If you provide specific instructions (mark boxes) with regard to certain proposals, your shares will be voted as you instruct. If you sign and return your proxy card or voting instruction form without giving specific instructions, your shares will be voted in accordance with the recommendations of our Board. The proxy holders will vote in their discretion on any other matters that properly come before the Meeting.

PROPOSAL 1:
APPROVAL OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS AND AUTHORIZATION OF THE BOARD AND/OR AUDIT COMMITTEE TO FIX THEIR COMPENSATION

Background

At the Meeting, you will be asked to approve the reappointment of Brightman Almagor Zohar & Co., a Firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026 and until our next annual general meeting of shareholders and to authorize our Board (upon recommendation of the audit committee) and/or the audit committee (subject to ratification by our Board) to fix their compensation.

The following table sets forth, for each of the years indicated, the fees billed by our independent registered public accounting firm for the years ended December 31, 2025, and 2024.

	Year Ended December 31,	
	2024	**2025**
(USD in thousands)		
Audit fees (1)	125	158
Audit-related fees	-	-
Tax fees	-	-
All other fees	-	-
Total	125	158

(1) Audit fees consist of professional services provided in connection with the audit of our annual financial statements, consents and comfort letters.

For the fiscal years ended December 31, 2024, and 2025 all of our audit fees were pre-approved by our Board or the Audit Committee.

Proposed Resolution

It is proposed that at the Meeting the following resolution be adopted:

Proposal No. 1 - "**RESOLVED, that the appointment of Brightman Almagor Zohar & Co., a Firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026 and until our next annual general meeting of shareholders, is hereby approved and the Audit Committee or the Board be, and hereby is, authorized to fix the compensation of such independent auditors.**"

Required Vote

The affirmative vote of the holders of a majority of the voting power represented and voting on this proposal in person or by proxy is necessary to approve the resolution to approve the appointment of our independent auditors and authorize the audit committee to fix the independent auditors' compensation.

Board Recommendation

Our Board recommends a vote FOR the foregoing resolution approving the reappointment of our independent auditors and authorization of our Audit Committee or Board to fix the independent auditors' compensation.

PROPOSAL 2
REVERSE SHARE SPLIT OF THE COMPANY'S ORDINARY SHARES IN THE RANGE OF UP TO 8:1

Background

As of the date of this Proxy Statement, we are in compliance with the minimum bid price requirement for continued listing set forth in Nasdaq Listing Rule 5550(a)(2), which requires listed securities to maintain a minimum bid price of $1.00 per share (the "**Nasdaq Minimum Bid Price Rule**"). However, in the past, we have fallen out of compliance with the Nasdaq Minimum Bid Price Rule and have effected reverse share splits in order to regain compliance with the Nasdaq Minimum Bid Price Rule, including a 30:1 reverse share split that we effected on February 4, 2026. There can be no assurance that we will be able to maintain compliance with the Minimum Bid Price Requirement in the future. Due to potential volatility in the trading price of our ordinary shares, we believe that a reverse share split of our ordinary shares may be advisable in order to regain compliance with the Minimum Bid Price Requirement in the event that we again fall out of compliance. We believe that the continued listing of our ordinary shares on the Nasdaq Capital Market will enable us to have better access to the public capital markets while providing for greater liquidity for our shareholders. In addition, we believe that the Reverse Split (as defined below) may be advisable in order to make our ordinary shares more attractive to a broader range of investors, including professional investors, institutional investors and the general investing public. Maintaining compliance with Nasdaq Rules will enable us to maintain our continued listing for trade on the Nasdaq Capital Market.

We are therefore seeking approval of the shareholders to approve a reverse share split of the Company's ordinary shares of up to 8:1, to be effected, in one or more increments, at the discretion of, and at such ratio and at such date as shall be determined by the Board (the "**Reverse Split**"). If the Reverse Split is approved by our shareholders, then the Board will have the authority to decide whether and when to implement the Reverse Split and to determine the exact ratio for the Reverse Split within the range, the number of increments and the effective date of each increment, such that the maximum range of the Reverse Split shall remain 8:1. Following such determination, if any, by our Board, we will issue a press release or file a Report on Form 6-K with the Commission announcing the effective date of such Reverse Split. The Company is required to give notice to Nasdaq at least ten calendar days prior to the proposed market effective date of a Reverse Split.

If the Reverse Split is implemented, the number of issued and outstanding ordinary shares would be reduced in accordance with the Reverse Split ratio selected by the Board while the number of ordinary shares in the Company's authorized share capital shall remain unchanged. Furthermore, upon completion of the Reverse Split, the number of ordinary shares issuable pursuant to our Amended Share Option Plan (the "**Plan**"), the number of shares and the exercise prices subject to outstanding awards under the Plan (including unvested awards) and the Company's outstanding warrants and options entitling the holders to purchase ordinary shares shall be appropriately adjusted, as applicable.

Accordingly, the Board recommends that the shareholders vote to approve the Reverse Split as described above, on a date and at such ratio to be determined by our Board, which will be announced by the Company and to authorize the Company to amend the Articles of Association (the "**Articles**") accordingly.

Implementation of Reverse Split

If our shareholders approve the Reverse Split and our Board decides to effectuate the Reverse Split, each block of up to 8 ordinary shares issued and outstanding (depending on the Reverse Split ratio) will be reclassified and changed into one fully paid and non-assessable ordinary share of the Company. Notwithstanding the above, the number of authorized ordinary shares that the Company may issue will not change and will remain at 100,000,000 ordinary shares despite the decrease in the Company's outstanding share capital following the implementation of the Reverse Split.

Upon the implementation of the Reverse Split, we intend to treat shares held by shareholders through a bank, broker, custodian or other nominee in the same manner as registered shareholders whose shares are registered in their names. Banks, brokers, custodians or other nominees will be instructed to effect the Reverse Split for their beneficial holders holding our ordinary shares in street name. However, these banks, brokers, custodians or other nominees may have different procedures than registered shareholders for processing the Reverse Split. Shareholders who hold our ordinary shares with a bank, broker, custodian or other nominee and who have any questions in this regard are encouraged to contact their banks, brokers, custodians or other nominees.

Our registered holders of ordinary shares hold their shares electronically in book-entry form with the transfer agent. These shareholders do not have share certificates evidencing their ownership of their ordinary shares. They are, however, provided with a statement reflecting the number of shares registered in their accounts. Registered holders who hold shares electronically in book-entry form with the transfer agent will not need to take action (the exchange will be automatic) to receive whole shares of post-Reverse Split ordinary shares. No fractional shares will be issued as a result of the Reverse Split. In accordance with our Articles, all fractional shares will be rounded to the nearest whole ordinary share, such that only shareholders holding fractional consolidated shares of more than half of the number of shares which consolidation constitutes one whole share, shall be entitled to receive one consolidated share.

Certain Risks Associated with the Reverse Split

There are numerous factors and contingencies that could affect our price following the proposed Reverse Split, including the status of the market for our ordinary shares at the time, our reported results of operations in future periods, and general economic, market and industry conditions. Accordingly, the market price of our ordinary shares may not be sustainable at the direct arithmetic result of the Reverse Split. If the market price of our ordinary shares declines after the Reverse Split, our total market capitalization (the aggregate value of all of our outstanding ordinary shares at the then existing market price) after the Reverse Split will be lower than before the Reverse Split.

The Reverse Split may result in some shareholders owning "odd lots" of less than 100 ordinary shares on a post-split basis. Odd lots may be more difficult to sell, or require greater transaction costs per share to sell, than shares in "round lots" of even multiples of 100 shares.

There can be no assurance that the Reverse Split, if implemented, will result in the closing bid price of our ordinary shares remaining at or above $1.00 for the period required to regain compliance with the Nasdaq Minimum Bid Price Rule, or that we will otherwise maintain compliance with Nasdaq's other continued listing requirements. In addition, under Nasdaq rules, if a reverse share split causes a company to become non-compliant with another Nasdaq listing requirement, such as the minimum number of publicly held shares or round lot holders, the company will not be considered to have regained compliance with the bid price requirement and will not be afforded a compliance period to cure the other deficiency.

Because the number of authorized ordinary shares will not be reduced in proportion to the Reverse Split ratio, the Reverse Split will increase the number of authorized but unissued ordinary shares available for future issuance relative to the number of issued and outstanding shares. The Board may authorize the issuance of such shares without further shareholder approval, subject to applicable law and Nasdaq rules, which could result in significant dilution to existing shareholders. The increased proportion of authorized but unissued shares could also, under certain circumstances, have an anti-takeover effect.

Material U.S. Federal Income Tax Consequences

The following is a summary of the material U.S. federal income tax consequences of the Reverse Split to U.S. Holders (as defined below) of our ordinary shares. This summary does not purport to be a complete discussion of all of the possible U.S. federal income tax consequences. Further, it does not address the impact of the Medicare surtax on certain net investment income or the alternative minimum tax, U.S. federal estate or gift tax laws, any state, local or foreign income or other tax consequences or any tax treaties. Also, it does not address the tax consequences to holders that are subject to special tax rules, such as (i) persons who are not U.S. Holders; (ii) banks, insurance companies, or other financial institutions; (iii) regulated investment companies; (iv) tax-qualified retirement plans; (v) dealers in securities and foreign currencies; (vi) persons whose functional currency is not the U.S. dollar; (vii) traders in securities that use the mark-to-market method of accounting for U.S. federal income tax purposes; (viii) persons deemed to sell our ordinary shares under the constructive sale provisions of the Code; (ix) persons that acquired our ordinary shares through the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan; (x) persons that hold our ordinary shares as part of a straddle, appreciated financial position, synthetic security, hedge, conversion transaction or other integrated investment or risk reduction transaction; (xi) persons that own, directly, indirectly or constructively, at any time, ordinary shares representing 5% or more of our voting power or value; (xii) certain former citizens or long-term residents of the United States; and (xiii) tax-exempt entities or governmental organizations.

As used herein, the term "U.S. Holder" means a beneficial owner of our ordinary shares that is (i) an individual citizen or resident of the United States, (ii) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) that is created or organized (or treated as created or organized) in or under the laws of the United States, any state thereof or the District of Columbia, (iii) an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source, or (iv) a trust if (x) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorized to control all substantial decisions of the trust, or (y) it has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

The discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), U.S. Treasury regulations, administrative rulings and judicial authority as of the date hereof, all of which are subject to change or differing interpretations, possibly with retroactive effect. This summary also assumes that the ordinary shares prior to the Reverse Split (the "Old Shares") were, and the ordinary shares after the Reverse Split (the "New Shares") will be, held as a "capital asset," as defined within the meaning of Section 1221 of the Code (i.e., generally, property held for investment). The tax treatment of a U.S. Holder may vary depending upon the particular facts and circumstances of such U.S. Holder. Each shareholder is urged to consult with such shareholder's own tax advisor with respect to the tax consequences of the Reverse Split.

If a partnership (or other entity or arrangement classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our ordinary shares, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Partnerships that hold our ordinary shares, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of the Reverse Split.

We have not sought and will not seek any ruling from the Internal Revenue Service (the "IRS") or an opinion from counsel, with respect to the U.S. federal income tax consequences of the Reverse Split. Our view regarding the tax consequences of the Reverse Split is not binding on the IRS or the courts. Moreover, there can be no assurance that the IRS or a court will agree with such statements and conclusions.

The Reverse Split is intended to constitute a "recapitalization" for U.S. federal income tax purposes. Therefore, subject to the discussion regarding passive foreign investment company ("PFIC"), status below, no gain or loss should be recognized by a U.S. Holder upon such U.S. Holder's exchange (or deemed exchange) of Old Shares for New Shares pursuant to the Reverse Split. The aggregate tax basis of the New Shares received (or deemed received) in the Reverse Split should be the same as the U.S. Holder's aggregate tax basis in the Old Shares exchanged (or deemed exchanged) therefor. The U.S. Holder's holding period for the New Shares should include the period during which the U.S. Holder held the Old Shares surrendered (or deemed surrendered) in the Reverse Split. U.S. holders that hold ordinary shares acquired on different dates and at different prices should consult their tax advisors regarding identifying the bases and holding periods of the particular ordinary shares they hold after the Reverse Split.

Pursuant to Section 1291(f) of the Code, to the extent provided in U.S. Treasury regulations, if a U.S. person transfers stock in a PFIC in a transaction that does not result in full recognition of gain, then any unrecognized gain is required to be recognized notwithstanding any non-recognition provision in the Code. The U.S. Treasury has issued proposed regulations under Section 1291(f) of the Code, but they have not been finalized. The IRS could take the position that Section 1291(f) of the Code is effective even in the absence of finalized regulations, or the regulations could be finalized with retroactive effect. Accordingly, no assurances can be provided as to the potential applicability of Section 1291(f) of the Code to the Reverse Split.

Based on our market capitalization and the composition of our income, assets and operations, there can be no assurance that we were not a PFIC for the year ended December 31, 2025, and although we have not determined whether we will be a PFIC for United States federal income tax purposes for the year ending December 31, 2026, or in any subsequent year, there can be no assurance that our market capitalization and the composition of our income, assets and operations for any such years will not cause us to be a PFIC. The tests for determining PFIC status are applied annually, and it is difficult to make accurate projections of future income and assets which are relevant to this determination. In addition, our PFIC status may depend in part on the market value of our ordinary shares. Accordingly, there can be no assurance that we currently are not or will not become a PFIC. If the Company is treated as a PFIC with respect to a U.S. Holder and Section 1291(f) applies to the U.S. Holder's exchange (or deemed exchange) of Old Shares for New Shares pursuant to the Reverse Split, the U.S. Holder may be required to recognize any gain realized on such transfer, in which case such gain generally would be subject to the "excess distribution" rules under Section 1291 of the Code. U.S. Holders should consult their own tax advisors regarding the U.S. federal income tax consequences of the Reverse Split if the Company were treated as a PFIC.

Each shareholder should consult with his, her or its own tax advisor with respect to all of the potential tax consequences to such shareholder of the Reverse Split, including the applicability and effect of any state, local, and non-U.S. tax laws, as well as U.S. federal tax laws and any applicable tax treaties.

THE U.S. CONSEQUENCES OF THE REVERSE SPLIT MAY DEPEND UPON THE PARTICULAR CIRCUMSTANCES OF EACH SHAREHOLDER. ACCORDINGLY, EACH SHAREHOLDER IS ADVISED TO CONSULT THE SHAREHOLDER'S TAX ADVISOR WITH RESPECT TO ALL OF THE POTENTIAL TAX CONSEQUENCES TO THE SHAREHOLDER OF THE REVERSE SPLIT.

Proposed Resolution

It is proposed that at the Meeting the following resolution be adopted:

"**RESOLVED, to approve a reverse share split of the Company's ordinary shares in the range of up to 8:1, to be effected at the discretion of, and at such ratio, by such number of increments and on such dates as shall be determined by, the Board.**"

Required Vote

The affirmative vote of the holders of a majority of the voting power present at the Meeting in person or by proxy and voting thereon is necessary for the approval of Proposal 2.

Board Recommendation

Our Board recommends a vote FOR the foregoing resolution approving the Reverse Split and authorizing the Board to determine the Reverse Split ratio, the number of increments and the effective date of each increment.

PROPOSALS 3-4
RE-ELECTION OF THE COMPANY'S BOARD MEMBERS

Background

Under the Companies Law and our Articles, the management of our business is vested in our Board. The Board may exercise all powers and may take all actions that are not specifically granted to our shareholders.

Our Board currently consists of six (6) directors. Under our Articles, our Board must consist of at least four (4) directors and not more than thirteen (13) directors, including at least two external directors, to the extent External Directors are required to be elected and to serve on the Board pursuant to the requirements of the Companies Law.

The Company's Board members shall be elected, under Article 39 of the Articles, as follows:

The Directors (excluding External Directors, to the extent External Directors are required to be elected and to serve on the Board pursuant to the requirements of the Companies Law), shall be classified, with respect to the term for which they each severally hold office, into three classes, as nearly equal in number as practicable, hereby designated as Class I, Class II and Class III (each, a "**Class**").

The term of office of our Class II directors, Mr. Oz Adler and Mr. Shahar Hania, expires at the Meeting and when their successors are elected and qualified. Commencing with the Annual General Meeting to be held in 2025, each of the successors elected to replace the Directors of a Class whose term shall have expired at such Annual General Meeting shall be elected to hold office until the third Annual General Meeting next succeeding his or her election and until his or her respective successor shall have been elected and qualified.

The Board resolved to recommend that the shareholders approve, in accordance with Article 39 of the Articles, the re-election of each of the Class II directors, Mr. Oz Adler and Mr. Shahar Hania, to the Board for a tenure according to their class.

Mr. Oz Adler has served on our board of directors since June 2022. Mr. Adler has served as the Chief Executive Officer of SciSparc Ltd. (Nasdaq: SPRC), a clinical-stage pharmaceutical company, since January 2022, and as its Chief Financial Officer since April 2018. From September 2017 to March 2018, Mr. Adler served as Vice President of Finance of SciSparc. Additionally, Mr. Adler has experience in a wide variety of managerial, financial, tax and accounting roles. Mr. Adler currently serves on the board of directors of several public and private companies, including Nexera Technologies Ltd. (Nasdaq: NEXR), Polyrizon Ltd. (Nasdaq: PLZR) ,Clearmind Medicine Inc. (Nasdaq: CMND), Fort Technology Inc. (Nasdaq: FRTT, TSXV: FORT), Wearable Devises Ltd. (Nasdaq: WLDS) and Evogene Ltd. (Nasdaq: EVGN) and previously served as the chief financial officer of Xylo Technologies Ltd. (formerly Medigus Ltd.) (Nasdaq: XYLO) from December 2020 to April 2021. From 2012 until 2017, Mr. Adler was employed as a certified public accountant at Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global. Mr. Adler is a certified public accountant in Israel and holds a B.A. degree in Accounting and Business Management from The College of Management, Israel.

Mr. Shahar Hania has served on our board of directors since April 2025. Previously, Mr. Hania served as our Chief Executive Officer from November 2020 until April 2025, as a member of our board of directors from November 2020 to March 2022, and as our Vice President of Research and Development from April 2016 to March 2021. Mr. Hania is an electro-optics expert with vast experience (since 1994) in the fields of combined electro-optics systems, detection, infrared systems and lasers. Mr. Hania held senior system engineering positions in Bird Aerosystems Ltd. from April 2012 to May 2016, and Elbit Systems Electro-Optics ELOP Ltd. from 2000 to 2012. Mr. Hania holds a B.Sc. in Physics and Electro-optics engineering from the Jerusalem College of Technology, Israel and a M.Sc. in electro-optics engineering from Ben-Gurion University, Israel.

Proposed Resolutions

It is proposed that at the Meeting the following resolutions be adopted:

Proposal No. 3 - "**RESOLVED, to re-elect Mr. Oz Adler to the Board for an additional term as Class II Board member.**"

Proposal No. 4 - "**RESOLVED, to re-elect Mr. Shahar Hania to the Board for an additional term as Class II Board member.**"

Required Vote

The affirmative vote of the holders of a majority of the voting power represented and voting on each of Proposals 3 and 4 in person or by proxy is necessary to approve the re-election of the applicable director.

Board Recommendation

Our Board recommends a vote FOR each of the foregoing resolutions approving the re-election of the directors in Class II for a tenure according to their class.

PROPOSAL 5
APPROVAL OF THE ANNUAL BONUS FRAMEWORK OF MR. DAVID BENDAVID AS CEO OF THE COMPANY

Background

Mr. David BenDavid has served as our Chief Executive Officer since April 2025. Previously, Mr. BenDavid served as our Chief Technology Officer from 2018 to 2019. Mr. BenDavid has over 25 years of global experience in driving innovation in artificial intelligence, cloud computing, and other transformative technologies. From 2019 to 2024, he served as CEO and co-founder of Tensorleap, as well as CEO and co-founder of Ogmint. Mr. BenDavid also held senior engineering and sales engineering roles in prominent technology companies in both Israel and the United States. Mr. BenDavid holds a B.Sc. in Mechanical Engineering and a Software Engineering Certification from the Technion – Israel Institute of Technology.

On December 1, 2025 our Shareholders meeting (the "**2025 SHM**") approved, following the approval of the Company's audit and compensation committee (the "**Audit and Compensation Committee**") and the Board, the employment terms of Mr. BenDavid in his capacity as the Company's Chief Executive Officer, which are as follows: (1) Mr. BenDavid shall be employed by the Company in a full time position of chief executive officer; (2) a monthly salary of NIS 65,000; (3) customary pension and severance pay, meals allowance and study fund; (4) reimbursement of business expenses in accordance with the Company's applicable policy as shall be in effect from time to time; (5) 90 days' notice period prior to departure from the Company; and (6) the grant of 27,000 RSUs and of 17,400 options to purchase ordinary shares of the Company, subject to the terms of the Plan, as amended from time to time. One-third (33.33%) of the RSUs and Options granted to Mr. BenDavid have vested on the first anniversary of June 30, 2025 (the "**Vesting Commencement Date**"). The remaining RSUs and Options shall vest in equal portions over the subsequent eight quarters (8.33%), such that by the end of the 36 months following the Vesting Commencement Date, all RSUs and Options shall be fully vested. The exercise price of each Option is US$ 15.318.

Mr. BenDavid is included in the Company's Directors and Officers insurance policy and has been granted letters of indemnification and exculpation by the Company.

On March 31, 2026 our Board approved, following the approval of the Audit and Compensation Committee and as authorized under the Company's remuneration policy, to award the Company's CEO a one-time discretionary bonus, not based on targets determined in advance, in the amount of US$ 41,074 (equal to two (2) monthly salaries) relating to the Company's 2025 results.

On March 31, 2026 our Board approved, following the approval of the Audit and Compensation Committee, subject to the approval of the Meeting, and as authorized under the Company's remuneration policy, that, effective as of 2026, the Company's CEO shall be entitled to an annual bonus of up to four (4) Base Salaries (as defined in the Company's remuneration policy), based on the achievement of certain measurable targets, as shall be determined in advance by the Company's Compensation Committee and the Board, at the beginning of each year.

On March 31, 2026 our Board approved, following the approval of the Audit and Compensation Committee, the following targets for the CEO's annual bonus for 2026, of up to four (4) monthly salaries in the aggregate:

a) Completion of fundraising (including by means of the exercise of currently outstanding warrants) of at least US$12.78 million in the aggregate (excluding US$893,775 raised by January 14, 2026) - 1 monthly salary;

b) The signing of new purchase orders and/or purchase agreements with an aggregate value of at least US$1.5 million - 1 monthly salary;

c) Complete the development of the **YardFlow™**, its new leading solution for industrial and freight railyards, ready for POCs and production - 1 monthly salary;

d) Closing of at least one strategic partnership opportunity with a potential technical or commercial partner - 1 monthly salary.

Proposed Resolution

It is proposed that at the Meeting the following resolution be adopted:

Proposal No. 5 - "**RESOLVED**, **to approve that effective as of 2026, Mr. David BenDavid, the Company's CEO, shall be entitled to an annual bonus of up to four (4) Base Salaries (as defined in the Company's remuneration policy), based on the achievement of certain measurable targets, as shall be determined in advance by the Company's Compensation Committee and Board, at the beginning of each year**."

Required Vote

Under the Companies Law and our Articles, the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting on the matter, is required to approve the annual bonus framework of the Company's CEO, provided that one of following conditions is met:

a. The majority of shares that voted for the approval of the respective resolution includes at least majority of the shares held by non-controlling and non-interested shareholders voted at the Meeting (excluding abstain votes); or

b. The total number of shares of non-controlling and non-interested shareholders that voted against the approval of the respective resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.

Under the Companies Law, (1) the term "**controlling shareholder**" means a shareholder having the ability to direct the activities of a company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its chief executive officer; and (2) a "**personal interest**" of a shareholder (i) includes a personal interest of any members of the shareholder's family (or spouses thereof) or a personal interest of a company with respect to which the shareholder (or such family member) serves as a director or the CEO, owns at least 5% of the shares or has the right to appoint a director or the CEO but (ii) excludes an interest arising solely from the ownership of our ordinary shares. According to the Companies Law, if there is no shareholder who holds 50% or more of the voting rights in a company, any shareholder who holds 25% or more of the voting rights in a company will be considered a "Controlling Shareholder" with respect to approval of related party transactions.

The Companies Law and its applicable regulations require any shareholder who is either a controlling shareholder or has a personal interest in the proposed resolution 5 to inform the Company of his statues. I**f you are a controlling shareholder or have a personal interest with respect to Proposal 5 please notify Mr. Ofer Naveh, the Company's Chief Financial Officer, at 7 Ha'pnina St., Ra'anana, Israel, 4321547, Telephone: +972-9-9577706, or Email ofer@railvision.io**.

Board Recommendation

Our Board recommends a vote FOR the approval of the annual bonus framework of Mr. David BenDavid as Chief Executive Officer of the Company effective as of 2026.

PROPOSALS 6-8:
APPROVAL OF RSAS GRANT TO THE CEO, THE CHAIRMAN AND OTHER BOARD MEMBERS

Approval of RSAs Grants to the Company's CEO, the Chairman of the Board and other Board members

Background

For background details relating to Mr. David BenDavid, the Company's CEO, see ***Background*** section of Proposal 5 above.

Mr. Eli Yoresh has served on our board of directors since August 2017 and was appointed as the Chairman in January 2024. Mr. Yoresh is a seasoned executive with over 15 years of executive and financial management experience, mainly with companies in the financial, technology and industrial sectors. Mr. Yoresh has served as Chief Financial Officer of Foresight Autonomous Holdings Ltd. (Nasdaq and TASE: FRSX) since March 2010, and served as a director from October 2010 until 2019. Mr. Yoresh has served as a director of Xylo Technologies Ltd. (formerly Medigus Ltd.) (Nasdaq: XYLO) since September 2018 and as Chairman of its board of directors since February 2020. He has also served as a director of Gix Internet Ltd. (TASE: GIX) since November 2020 and as Chairman of its board of directors since September 2022, as a director of Elbit Imaging Ltd. (TASE: EMITF) since August 2021, and as a director of Quantum X Labs Inc. (Nasdaq: QXL) since September 2022, currently serving as Chairman of its board of directors. From September 2021 until January 2025, Mr. Yoresh served as a director of Nexera Technologies Ltd. (formerly Jeffs' Brands Ltd.) (Nasdaq: NEXR).

Mr. Yoresh holds a B.A. in Business Administration from the College of Management, Israel and an M.A. in Law from Bar-Ilan University, Israel. Mr. Yoresh is a Certified Public Accountant in Israel.

Following the approval of our shareholders meeting on March 27, 2022, on May 11, 2022, the Company granted Mr. Yoresh options to purchase 166 ordinary shares with an exercise price of US $444 per share. These options vest in three equal annual tranches over a three-year period as of May 11, 2022.

According to an option agreement between the Company and Mr. Eli Yoresh, on January 4, 2018, the Company granted Mr. Yoresh options to purchase 70 ordinary shares of the Company with exercise price of US $444 per share, which have fully vested and are currently exercisable.

On September 30, 2024, the Company's shareholders meeting approved the engagement of Mr. Eli Yoresh by the Company in a service agreement in his capacity as the Chairman of the Board in accordance with the following terms: (1) The service agreement shall be effective as of July 1, 2024; (2) Mr. Yoresh shall provide the services in a scope reflecting a 30% full-time position; (3) In consideration of his services, Mr. Yoresh shall be entitled to a monthly fee of NIS 24,000 (plus VAT) (the "**Monthly Fee**"); (4) The Monthly Fee shall be automatically increased to NIS 30,000 (plus VAT) upon the Company's raising capital investments of an aggregate amount of US$ 10 Million within a consecutive 12-month period; and (5) Effective as of 2025, Mr. Yoresh shall be entitled to an annual bonus of up to three (3) Monthly Fees, based on the achievement of certain measurable targets, as shall be determined in advance by the Company's Compensation Committee and Board, at the beginning of each Year.

Mr. Yoresh is included in the Company's Directors and Officers insurance policy and was issued letters of indemnification and exculpation by the Company.

On September 30, 2024, the Company's shareholders meeting approved the grant of 6,367 RSUs to Mr. Yoresh. The RSUs are subject to a quarterly vesting over a period of 3 years (so that by the end of each quarter, 1/12 of the RSUs shall vest), provided that Mr. Yoresh is engaged by the Company on the applicable vesting date.

On December 1, 2025, the Company's shareholders meeting approved, following the approval of our board and our audit and compensation committee, the grant of 10,833 RSUs to Mr. Yoresh. The RSUs shall be subject to a quarterly vesting over a period of 3 years (so that by the end of each quarter, 1/12 of the RSUs shall vest) provided that the grantee is engaged by the Company on the applicable vesting date.

On September 30, 2024, the Company's shareholders meeting approved that, effective as of July 1, 2024, all serving members of the Board, who are not otherwise engaged by the Company, shall be entitled to the payment of a fixed annual fee in the amount of NIS 48,000 (plus VAT), which shall be paid in four quarterly installments of NIS 12,000, each; and Board members who also serve as members of the Company's Audit and Compensation Committee shall be entitled to the payment of a fixed annual fee in the amount of NIS 56,000 (plus VAT), which shall be paid in four quarterly installments of NIS 14,000, each.

The Company's Board members are included in the Company's Directors and Officers insurance policy and were issued letters of indemnification and exculpation by the Company.

In addition, on September 30, 2024, the Company's shareholders meeting approved the grant of 1,667 RSUs to each of our Board members, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah, subject to a quarterly vesting over a period of 3 years (so that by the end of each quarter, 1/12 (8.33%) of the RSUs shall vest) provided that the grantee is continuing his/her office as Board member on the applicable vesting date.

Mr. Adler Oz and Mr. Daskal Yossi were each granted options to purchase 166 ordinary shares. The options are exercisable at an exercise price per share of US$444. The options vest in three equal tranches over a three-year period, conditioned upon continuous service with the Company.

Furthermore, on December 1, 2025, the Company's shareholders meeting approved, following the approval of our board and our audit and compensation committee, the grant of 1,833 RSUs to each of our Board members Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah, subject to a quarterly vesting over a period of 3 years (so that by the end of each quarter, 1/12 of the RSUs shall vest) provided that the grantee is continuing his/her office as Board member on the applicable vesting date.

On November 10, 2026, our Board approved, following the approval of the Company's Audit and Compensation Committee, and subject to the approval of the Meeting, the grant of 45,000 RSAs to the Company's CEO, the grant of 28,000 RSAs to Mr. Yoresh, the Company's Chairman of the Board, and the grant of 6,500 RSAs to each of our Board members, Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah.

The RSAs will consist of the Company's ordinary shares issued at the date of grant, subject to reverse vesting on a quarterly basis over a period of 36 months commencing on January 1, 2027, with the first quarterly vesting occurring on March 31, 2027 (so that by the end of each quarter, 1/12 (8.33%) of the RSAs shall vest), provided that the grantee continues to be engaged by, or to serve as a director of, the Company on the applicable vesting date. Upon termination of the grantee's engagement by the Company (either as an employee or a service provider) all unvested RSAs shall be forfeited and shall have no further effect, all in accordance with the Plan.

The grants will be made pursuant to applicable award agreements to be signed between the Company and each grantee and subject to the Plan.

Proposed Resolutions

It is proposed that at the Meeting the following resolution be adopted:

Proposal No. 6 - "**RESOLVED, to approve the grant of 45,000 RSAs to Mr. David BenDavid, the Company's CEO, as detailed in the Proxy Statement dated November 20, 2026.**"

Proposal No. 7 - "**RESOLVED, to approve the grant of 28,000 RSAs to Mr. Eli Yoresh, the Chairman of the Board, as detailed in the Proxy Statement dated November 20, 2026.**"

Proposal No. 8 - "**RESOLVED, to approve the grant of 6,500 RSAs to each of the Company's Board members, Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah, as detailed in the Proxy Statement dated November 20, 2026.**"

Required Vote

Under the Companies Law and our Articles, the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting on the matter, is required to approve the grant of RSAs to the Company's CEO (proposal no. 6), provided that one of following conditions is met:

a. The majority of shares that voted for the approval of the respective resolution include at least majority of the shares held by non-controlling and non-interested shareholders voted at the Meeting (excluding abstain votes); or

b. The total number of shares of non-controlling and non-interested shareholders that voted against the approval of the respective resolution does not exceed two percent (2%) of the aggregate voting rights in the Company.

Under the Companies Law, (1) the term "**controlling shareholder**" means a shareholder having the ability to direct the activities of a company, other than by virtue of being an office holder. A shareholder is presumed to be a controlling shareholder if the shareholder holds 50% or more of the voting rights in a company or has the right to appoint the majority of the directors of the company or its chief executive officer; and (2) a "**personal interest**" of a shareholder (i) includes a personal interest of any members of the shareholder's family (or spouses thereof) or a personal interest of a company with respect to which the shareholder (or such family member) serves as a director or the CEO, owns at least 5% of the shares or has the right to appoint a director or the CEO but (ii) excludes an interest arising solely from the ownership of our ordinary shares. According to the Companies Law, if there is no shareholder who holds 50% or more of the voting rights in a company, any shareholder who holds 25% or more of the voting rights in a company will be considered a "Controlling Shareholder" with respect to approval of related party transactions.

The Companies Law and its applicable regulations require any shareholder who is either a controlling shareholder or has a personal interest in the proposed resolution 6 to inform the Company of his statues. I**f you are a controlling shareholder or have a personal interest with respect to Proposal 6 please notify Mr. Ofer Naveh, the Company's Chief Financial Officer, at 7 Ha'pnina St., Ra'anana, Israel, Telephone: +972-9-9577706, or Email ofer@railvision.io**.

Under the Companies Law and our Articles, the affirmative vote of the holders of a majority of the ordinary shares represented at the Meeting, in person or by proxy, entitled to vote and voting on the matter, is required to approve the grant of RSAs to Mr. Eli Yoresh, the Chairman of the Board (Proposal No. 7), and the grant of RSAs to each of the Company's Board members Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah (Proposal No. 8).

Board Recommendation

Our Board recommends a vote FOR the approval of the grant of 45,000 RSAs to Mr. David BenDavid, the grant of 28,000 RSAs to Mr. Eli Yoresh and the grant of 6,500 RSAs to each of the Company's Board members Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah.

REVIEW AND DISCUSSION OF AUDITOR'S REPORT AND FINANCIAL STATEMENTS

At the Meeting, in accordance with the requirements of the Companies Law, our auditor's report and audited financial statements for the year ended December 31, 2025, will be presented. We will furthermore hold a discussion with respect to such financial statements at the Meeting. **This item will not involve a vote of the shareholders.**

The foregoing auditor's report and the audited financial statements for the year ended December 31, 2025, were included in our annual report on Form 20-F for the year ended December 31, 2025 filed with the Commission on March 31, 2026 and may be viewed at the "Investor Relations" portion of our website at http://www.railvision.io, or through the EDGAR website of the Commission at www.sec.gov. None of the auditor's report, audited financial statements or the contents of our website form part of the proxy solicitation material.

OTHER BUSINESS

Other than as set forth above, as of the mailing of this Proxy Statement, management knows of no business to be transacted at the Meeting, but, if any other matters are properly presented at the Meeting, the persons named in the attached form of proxy will vote upon such matters in accordance with their best judgment.

By Order of the Board

/s/ David BenDavid
David BenDavid
Chief Executive Officer
Dated: November 20, 2026

Exhibit 99.2

Rail Vision Ltd.

PROXY FOR THE ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 30, 2026

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

The undersigned hereby appoints David BenDavid, Chief Executive Officer of the Company, and Ofer Naveh, Chief Financial Officer of the Company, or any of them, as attorneys, agents and proxies of the undersigned, with full power of substitution, to represent and to vote on behalf of the undersigned all the ordinary shares in Rail Vision Ltd. (the "**Company**") which the undersigned is entitled to vote at the Annual and Extraordinary General Meeting of Shareholders (the "**Meeting**") to be held at the offices of the Company, at 7 Ha'Pnina St. Ra'anana, Israel, on December 30, 2026 at 3:00 p.m. (Israel time), and at any adjournments or postponements thereof, upon the following matters, which are more fully described in the Notice of Annual and Extraordinary General Meeting of Shareholders (the "**Notice**") and Proxy Statement relating to the Meeting ("**Proxy Statement**").

The undersigned acknowledges receipt of the Notice and the Proxy Statement of the Company relating to the Meeting. All terms that are not defined in this Proxy shall have the same meaning of such terms in the Notice and/or the Proxy Statement.

IMPORTANT NOTE: BY EXECUTING THIS PROXY CARD, THE UNDERSIGNED SHAREHOLDER IS CONFIRMING THAT HE, SHE OR IT IS NOT A "CONTROLLING SHAREHOLDER" AND DOES NOT HAVE A "PERSONAL INTEREST" (AS SUCH TERMS ARE REFERRED TO IN THE PROXY STATEMENT) IN THE APPROVAL OF PROPOSALS 5 AND 6, AND CAN THEREFORE BE COUNTED TOWARDS OR AGAINST THE MAJORITY REQUIRED FOR APPROVAL OF THESE PROPOSALS. IF YOU BELIEVE THAT YOU ARE A CONTROLLING SHAREHOLDER OR HAVE A PERSONAL INTEREST IN THE APPROVAL OF PROPOSALS NO. 5 AND 6, PLEASE NOTIFY OFER NAVEH, THE COMPANY'S CHIEF FINANCIAL OFFICER, AT 7 HAPNINA ST., RA'ANANA, ISRAEL, TELEPHONE: +972-9-9577706, OR EMAIL OFER@RAILVISION.IO.

Please see the company's proxy statement for a further explanation as to who is considered a "Controlling Shareholder" or has a "Personal Interest".

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is made with respect to any matter, this Proxy will be voted FOR such matter. Any and all proxies heretofore given by the undersigned are hereby revoked.

(Continued and to be signed on the reverse side)

ANNUAL AND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAIL VISION LTD.

December 30, 2026, 3:00 p.m. (Israel time)

Please date, sign and mail your proxy card in the envelope provided as soon as possible.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE PROPOSALS FOR THE MEETING

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

1. To approve the re-appointment of Brightman Almagor Zohar & Co., a Firm in the Deloitte Global Network, as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026 and until the next annual general meeting of shareholders, and to authorize the Board of Directors to fix the compensation of such independent auditors.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

2. To approve a reverse share split of the Company's ordinary shares in the range of up to 8:1, to be effected at the discretion of, and at such ratio, by such number of increments and on such dates as shall be determined by, the Board.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

3. To re-elect Mr. Oz Adler to the Board for an additional term as Class II Board member.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

4. To re-elect Mr. Shahar Hania to the Board for an additional term as Class II Board member.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

5. To approve that effective as of 2026, Mr. David BenDavid, the Company's CEO, shall be entitled to an annual bonus of up to four (4) Base Salaries (as defined in the Company's remuneration policy), based on the achievement of certain measurable targets, as shall be determined in advance by the Company's Compensation Committee and Board, at the beginning of each year.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

6. To approve the grant of 45,000 RSAs to Mr. David BenDavid, the Company's CEO, as detailed in the Proxy Statement dated November 20, 2026.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

7. To approve the grant of 28,000 RSAs to Mr. Eli Yoresh, the Chairman of the Board, as detailed in the Proxy Statement dated November 20, 2026.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

8. To approve the grant of 6,500 RSAs to each of the Company's Board members, Mr. Shahar Hania, Mr. Oz Adler, Mr. Yossi Daskal, Mr. Ariel Dor and Mrs. Hila Kiron Revah, as detailed in the Proxy Statement dated November 20, 2026.

☐ VOTE FOR ☐ VOTE AGAINST ☐ ABSTAIN

Please note: By voting, whether by means of the enclosed proxy card, via telephone or internet voting, you will be deemed to confirm to the Company that you are **NOT** a "controlling shareholder" and do not have a "personal interest" in Proposals 5 and 6. If you are a "controlling shareholder" or you do have a "personal interest" (both as such terms are referred to in the proxy statement) in Proposals 5 and 6, please notify the Company, as described in this proxy card (in which case your vote will only count for or against the ordinary majority, and not for or against the special tally, required for approval and adoption of Proposals No. 5 and 6).

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

_____ Date: _____, 2026 _____ Date_____, 2026

SIGNATURE SIGNATURE

Note: This proxy must be signed exactly as the name appears hereon. When shares are held jointly, each holder should sign. When signing as executor, administrator, trustee or guardian, please give full title as such. If the undersigned is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If undersigned is a partnership, please sign in partnership name by authorized person.