

BRAND ENGAGEMENT NETWORK INC.

WHISTLEBLOWER POLICY

General

Brand Engagement Network Inc. (the “**Company**”) Code of Business Conduct and Ethics (the “**Code**”) requires members of the Board of Directors (the “**Board**”), officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Company, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. This policy (the “**Whistleblower Policy**”) is designed to provide you with a safe, and if desired, confidential and anonymous, method for reporting concerns about the conduct of the Company or employees free from retaliation.

This Whistleblower Policy is subject to repeal and amendment at any time by the Board.

Reporting Responsibility

It is the responsibility of all members of the Board, officers and employees to comply with the Code and to report violations or suspected violations of the Code, including those violations relating to accounting, internal controls and auditing matters, in accordance with this Whistleblower Policy.

No Retaliation

No member of the Board, officer or employee who in good faith reports a violation or suspected violation of the Code shall suffer harassment, retaliation or adverse employment consequence. In addition, no member of the Board, officer, or employee who participates in an investigation into a violation or suspected violation of the Code shall suffer harassment, retaliation or adverse employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

If you have been subject to any conduct that you believe is retaliatory in nature for having complied with this Whistleblower Policy or having participated in any investigation related to such a complaint, please immediately report the conduct in question to the General Counsel. Your complaint should be detailed, including the names of all individuals involved and any witnesses as well as dates, times and locations.

Any employee, regardless of position, title or seniority, who engages in retaliatory conduct in violation of this Whistleblower Policy, will be subject to disciplinary action, up to and including termination of employment.

Additionally, any manager or supervisor who observes retaliatory conduct must report the conduct to the General Counsel or Chief Financial Officer so that an investigation can be made and corrective action taken, if appropriate.

Reporting Violations or Suspected Violations

The Code addresses the Company’s open-door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not

comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management whom you are comfortable in approaching.

Supervisors and managers are required to report violations and suspected violations of the Code to the Company's Chief Financial Officer, General Counsel or the Audit Committee, as applicable, who have specific and exclusive responsibility in consultation with the Legal Department to investigate all reported violations. For suspected fraud, or if you are not satisfied or are uncomfortable with following the Company's open-door policy, individuals should contact the Company's Chief Financial Officer, General Counsel or the Audit Committee directly, as applicable. Reports of violations or suspected violations of the Code by any employee of the Company other than an executive officer or by a member of the Board should be in writing, marked confidential and addressed to the General Counsel. Reports of violations or suspected violations of the Code by an executive officer or member of the Board should be in writing, marked confidential and addressed to the Audit Committee. The members of the Audit Committee are independent of the Company, and, in the event you are uncomfortable approaching any members of management, can serve as your point of contact.

You are also encouraged to contact our toll-free Whistleblower Hotline, which is administered through a third party. Use the following contact information, on a confidential, anonymous basis, to report any good faith questions, concerns, suggestions or complaints regarding violations or suspected violations of the Code:

Phone number: 800-381-3367

Website: <https://www.whistleblowerservices.com/BEN>

Role of Chief Financial Officer, General Counsel and Audit Committee

The Company's General Counsel and Audit Committee are empowered to enforce the Code and this Whistleblower Policy. The General Counsel and the Audit Committee shall review all reported violations or suspected violations of the Code, as applicable, and will also notify by email the Chief Financial Officer of any reported violation or suspected violation of the Code.

The General Counsel and the Audit Committee shall evaluate and record in the Company's ethics and compliance log each complaint. The General Counsel and the Audit Committee shall for all matters not otherwise provided for below (i) oversee the investigation into each such complaint pursuant to the determined work plan, (ii) ensure that steps taken to investigate and materials related to the investigation are recorded in the Company's ethics and compliance log and retained, and (iii) close each complaint after it has been investigated and resolved.

The General Counsel shall notify by email the Chief Financial Officer and the Chair of the Audit Committee regarding any reported violation or suspected violation of the Code that relates or potentially relates to accounting or internal controls within five days of the receipt of such complaint and shall include a copy of such complaint in the notification email.

The General Counsel, in consultation with the Chief Financial Officer, shall also identify, in the written notification to the Chair of the Audit Committee each complaint that he or she determines could potentially involve a material issue with the Company's accounting, financial reporting or internal controls or potentially pose a question about the integrity of the Company's executive officers or members of the Board and shall, collectively with the General Counsel, the Chief Financial Officer and the Chair of the Audit Committee, develop a work plan and timeline for investigating such complaints. The Chair of the Audit Committee, the Chief Financial Officer and the General Counsel, shall (i) oversee the investigation into

each such complaint pursuant to the determined work plan, (ii) ensure that steps taken to investigate and materials related to the investigation are recorded in the Company's ethics and compliance log and retained, and (iii) close each complaint after it has been investigated and resolved.

The General Counsel and the Chief Financial Officer will report to the Audit Committee at least once each year regarding the general effectiveness of the Code, the Company's controls and reporting procedures and the Company's business conduct. The Audit Committee, in turn, will report to the Board at least once each year regarding the general effectiveness of the Code, the Company's controls and reporting procedures and the Company's business conduct.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must act in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality and Anonymity

Violations or suspected violations of the Code may be submitted on a confidential or anonymous basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Also, legal or business requirements may not allow for complete anonymity. In some cases, it may not be possible to proceed with or properly conduct a complete investigation unless the complainant identifies himself or herself.

Handling of Reported Violations

The General Counsel and the Audit Committee will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.