

BRAND ENGAGEMENT NETWORK INC.
NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS CHARTER

(Adopted as of [●], 2024)

This Nominating Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Brand Engagement Network Inc., a Delaware corporation (the “*Company*”), and establishes the authority and responsibilities delegated to it by the Board.

Purpose

The primary purpose of the Committee shall be to determine the qualifications, qualities and skills required to be a director of the Company and evaluate, select and approve nominees to serve as directors.

Membership

Composition

The Committee shall consist of at least three members, each of whom shall be designated by the Board and shall serve until such member’s successor is duly elected and qualified, or until such member’s earlier resignation or removal. The Board may remove a Committee member with or without cause, at any time. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

Chair

The chairperson of the Committee (the “*Chair*”) shall (i) be appointed from among the Committee members by, and serve at the pleasure of, the Board, (ii) shall preside at meetings of the Committee, and (iii) shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by the Board or the Committee; provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

Independence

Each member of the Committee shall be an “independent” director in accordance with the applicable listing standards of the Nasdaq Capital Markets (“Nasdaq”), including standards specifically applicable to nominating and corporate governance committee members, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the

phase-in periods permitted under the rules of Nasdaq. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Meetings and Procedures

Meetings

The Committee shall meet as frequently as necessary to carry out its duties and responsibilities under this Charter. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice and waiver of notice as are applicable to the Board and set forth in the Company's Bylaws. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Company's Certificate of Incorporation or Bylaws, as each may be amended and/or restated from time to time, or (c) the laws of the State of Delaware.

Quorum

A majority of the number of Committee members shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance will be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation or the Company's Bylaws.

Minutes

The Committee shall maintain written minutes or other records of its meetings and activities. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company.

Board Reports

The Chair of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Board.

Responsibilities

The Committee's responsibilities shall include each of the following enumerated items and such other matters as from time to time may be delegated to the Committee by the Board:

Board and Committee Composition

1. Annual Review of Board; Director Selection. Annually assessing the size and composition of the Board in light of the operating requirements of the Company and other considerations the Committee deems appropriate, and presenting to the

Board a list of individuals recommended for nomination as candidates for election as directors by stockholders at the Company's annual meeting.

2. New Directors. Identifying and recruiting new directors, including considering stockholder nominees for election to the Board, and conducting inquiries into the backgrounds and qualifications of potential director candidates as appropriate.
3. Director Criteria. Determining the qualifications, qualities, skills and other expertise required to be a director and developing and recommending to the Board for its approval, criteria to be considered in selecting nominees for director.
4. Committee Assignments. Recommending to the Board the assignment of directors to committees of the Board, taking into account director skills and experience, committee needs, and compliance with the requirements of applicable laws, listing standards, and each committee's charter, and considering whether to make any recommendation to the Board regarding the periodic rotation of directors among committees of the Board.
5. Orientation and Education. Overseeing the orientation provided to new directors and continuing education for directors.
6. Independent Directors. Monitoring compliance with established independence standards by the Board's non-employee directors.
7. Leadership Structure of the Board. Reviewing the leadership structure of the Board and considering (i) separating the roles of Chief Executive Officer ("CEO") and chair of the Board, (ii) the independence of the chair of the Board, and (iii) the roles and responsibilities of the chair of each committee of the Board.

Development of a Director Nomination Policy

8. If the Committee deems the adoption of a Director Nomination Policy as necessary and appropriate, developing such a policy for approval by the Board and, if adopted, reviewing and recommending for Board approval any updates, as appropriate, to such documents.

Stock Ownership Guidelines

9. Administering and applying the stock ownership guidelines, if any, adopted by the Board that are applicable to all non-employee directors.

Other Responsibilities

10. Reviewing and proposing changes to the Company's Certificate of Incorporation and Bylaws and making recommendations for any changes to the Board.
11. Monitoring and periodically reporting to the Board any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general, periodically assessing the Company's corporate governance policies and making recommendations to the Board regarding changes to such policies, as appropriate.
12. Overseeing the annual self-evaluation of the Board and its committees.
13. Overseeing the CEO and senior management in the development of executive succession plans and reporting such plans to the Board at least annually.
14. Reviewing and discussing with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
15. Performing such other functions and having such other powers as may be necessary or convenient in the efficient discharge of the foregoing obligations and considering and acting on any matter delegated to it by the Board.

Delegation of Duties and Responsibilities

The Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee consisting of one or more members or to one or more designated members of the Committee.

Authority and Resources

The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding provided by the Company, as determined by the Committee, for payment of reasonable compensation to a consultant, legal counsel or other adviser retained by the Committee. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a consultant, legal counsel or other adviser and the sole authority to approve the fees and other retention terms of such consultants, legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel and other adviser retained by the Committee.

Annual Review

The Committee shall review and assess the adequacy of this Charter at least annually and

make recommendations for any proposed changes to this Charter to the Board for its approval. Each year, the Committee shall conduct an annual evaluation of the Committee's performance and report the results of such evaluation to the Board. The Committee may conduct this performance evaluation in such manner as the Committee deems appropriate.