

## **BRAND ENGAGEMENT NETWORK INC.**

### **COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS CHARTER**

**(Adopted as of [●], 2024)**

This Compensation Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Compensation 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 assist the Board in fulfilling its responsibilities with respect to the oversight of compensation and compensation-related matters, including compensation plans, policies and programs of the Company.

#### **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, (iii) and 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 compensation 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 shall be responsible for compensation and compensation-related matters, including, but not limited to:

### *General Compensation Matters*

1. Reviewing with the Chief Executive Officer ("**CEO**") or equivalent officer and

approving the compensation policies for executive officers, non-employee directors, and employees of the Company, including paid time off policies.

2. Periodically reviewing summary data on the Company's employee population (e.g., total compensation costs, compensation benchmark data, employee diversity, turnover levels, etc.).
3. Annually reviewing with management and approving all forms of compensation to be provided to each executive officer of the Company. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent required stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), if such Say on Pay Vote is required.
4. Reviewing and approving management's recommendations with regard to aggregate salary and bonus budgets for all Company employees, including periodic compensation adjustments.
5. Evaluating the need for, reviewing and approving any employment agreements or severance arrangements for executive officers, including change-in-control provisions, plans or arrangements.
6. Annually reviewing and approving the form and amount of compensation of the non-employee directors, including but not limited to Board and committee retainers, meeting fees, equity-based compensation and such other forms of compensation as the Committee may consider appropriate, to be paid or awarded to the non-employee directors.

#### *Chief Executive Officer Compensation*

7. Annually reviewing and approving corporate goals and objectives relevant to compensation of the CEO, evaluating the CEO's performance in light of those goals and objectives, and approving the CEO's compensation level based on this evaluation. In evaluating and determining the CEO's compensation, the Committee shall consider the results of the most recent required Say on Pay Vote.
8. Discussing with the Board the performance of the CEO (and such other executive officers as the Committee deems appropriate) in light of the Company's current business environment and the Company's strategic objectives. Pursuant to Nasdaq Listing Rule §5605(d)(1)(C), the CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.

#### *Incentive and Benefit Plans*

9. Acting as administrator of the incentive-compensation and equity-based plans utilized on behalf of the Company, including the New BEN 2023 Long-Term

Incentive Plan (the “*Company Plans*”). The Committee’s responsibilities as administrator shall include the grant of awards to executive officers, employees, and any other eligible individuals from aggregate award pools approved by the Committee and reviewing and approving aggregate awards to other eligible individuals, including the terms and conditions of such awards.

10. The Committee shall also make recommendations to the Board with respect to amendments to the Company Plans and changes in the number of shares reserved for issuance thereunder. In reviewing and making recommendations regarding the Company Plans, the Committee shall consider the results of the most recent required Say on Pay Vote.
11. In consultation with appropriate members of management, reviewing, approving and overseeing (or providing for the oversight of) all employee benefit plans, including medical, dental, vision, disability, savings, retirement, or insurance plans, executive perquisites, and other employee benefit plans and programs.

#### *Compliance and Risk*

12. As applicable, approving and overseeing stock ownership guidelines, share retention policy and clawback policy for the executive officers and non-employee directors.
13. Overseeing compliance with regulatory requirements and regulatory developments affecting compensation of Company’s executive officers and employees.
14. As required, reviewing and discussing with management the Compensation Discussion and Analysis, and, based on such review and discussion, making recommendations to the Board concerning the inclusion of such report in the Company’s proxy statement or annual report on Form 10-K.
15. As required, producing a Committee report on executive officer compensation to be included in the Company’s proxy statement or annual report on Form 10-K.
16. Reviewing and recommending to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent required Say on Pay Vote, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company’s proxy statement.
17. Periodically reviewing and discussing with management the risks arising from the Company’s compensation policies and practices for employees, including without limitation, whether such policies and practices could lead to unnecessary risk-taking behavior.

### *Other Responsibilities*

18. Reviewing and discussing with management the diversity and inclusion plan and goals of the organization.
19. Reviewing with management and approving the policies and practices regarding the use of titles by the Company's officers and employees and any changes to those titles.
20. 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 compensation 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 compensation consultant, legal counsel or other adviser and the sole authority to approve the fees and other retention terms of such compensation consultants, legal counsel and other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.

In selecting, retaining or receiving the advice of a compensation consultant, legal counsel or other adviser, the Committee shall first consider all factors relevant to that person's independence from management, including the following factors:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;

5. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

6. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Nothing in this section shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee, or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee. Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for in-house legal counsel or a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (ii) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

### **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.