

BRAND ENGAGEMENT NETWORK INC.

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

(Adopted as of [●], 2024)

This Audit Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Audit 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 purpose of the Committee shall be to oversee the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements. In that regard, the Committee shall assist the Board in monitoring (i) the quality and integrity of the financial statements of the Company, (ii) the independent accountants’ qualifications and independence, (iii) the performance of the Company’s internal audit function and independent accountants and (iv) compliance with legal and regulatory requirements.

Membership

Composition

The Committee shall consist of at least three members of the Board, 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 qualify as “independent” under Rule 10A-3 of the Securities Exchange Act of 1934, as amended, Nasdaq Listing Rule §5605(a)(2) and under any additional independence standards that may be adopted from time to time by the Board. No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Financial Literacy

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flows statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one member of the Committee must be an “audit committee financial expert,” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

Meetings and Procedures

Meetings

The Committee shall meet at least four times per year. 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 principal responsibility is one of oversight. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing and reviewing those financial statements. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures. Additionally, the Committee recognizes that financial management, as well as the internal and independent auditors, have more knowledge and detailed information about the Company than do the members of the Committee; consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the work of the independent auditors.

The Committee shall be entitled to rely on the integrity and skill of those persons and organizations within and outside the Company from which it receives information, and the accuracy of the financial and other information provided by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

The Committee shall be the party to whom the independent auditors report and to whom they are ultimately accountable in connection with their audit of the Company's annual financial statements and related services. In this regard, the Committee has sole and direct authority for the appointment, compensation, retention and oversight of the work of the independent auditors, and, where appropriate, for replacing the independent auditors. The Committee will review with the independent auditors any audit problems or disagreements between management and the independent auditors regarding accounting, financial reporting and related matters and management's responses to such matters.

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:

1. Fostering an environment conducive to open and frank discussion among management, the internal auditors, the independent auditors, and the Committee members.
2. Regularly reporting to the Board on the Committee's findings and recommendations, including on any significant issues with respect to the quality and integrity of the Company's financial statements, the Company's compliance with regulatory requirements, the performance and independence of the independent auditors or the performance of the internal auditors.
3. Appointing, retaining, reviewing and terminating the Company's independent auditors, including approving fee arrangements and permitted non-audit services, pre-approving all audit and permitted non-audit and tax services that may be

provided by the Company's independent auditors or other registered public accounting firms and establishing policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

4. Reviewing with the independent auditors their audit scope and plan with respect to their audit of the Company's annual financial statements and their reviews of the Company's unaudited quarterly financial statements, including any changes thereto.
5. Annually evaluating the qualifications, performance and independence of the independent auditors, including an evaluation of the lead audit partner, ensuring the regular rotation of the lead audit partner at the Company's independent auditors and considering regular rotation of the accounting firm serving as the Company's independent auditors. To assist in this undertaking, the Committee may require, as necessary, the independent auditors to submit a report (which report shall be reviewed by the Committee) describing (i) the independent auditors' internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm or by any inquiry or investigations by governmental or professional authorities (within the preceding five years) respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues and (iii) all relationships the independent auditors have with the Company and relevant third parties in order to determine the impact, if any, of such relationships on the independent auditors' independence. In making its determination, the Committee may consider not only auditing and other traditional accounting functions performed by the independent auditors, but also non-audit services performed or proposed to be performed. The Committee may also consider whether the provision of any of these non-audit services is compatible with the independence standards under the guidelines of the Securities and Exchange Commission (the "**SEC**") and other applicable authorities (including, possibly, the Public Company Accounting Oversight Board).
6. Reviewing with the independent auditors:
 - A. all critical accounting policies and practices used by the Company;
 - B. all alternative treatments within accounting principles generally accepted in the United States ("**GAAP**") for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and
 - C. other material written communications between the independent auditors and management.

7. Reviewing with the independent auditor any audit problems or difficulties and management's response.
8. Meeting periodically with management, including the Chief Financial Officer, the internal auditors and the independent auditors in separate executive sessions to discuss matters that the Committee members or these groups believe should be discussed privately.
9. At least annually, evaluating the performance, responsibilities, independence, budget and staffing of the internal auditors and providing feedback to the internal auditors on their performance.
10. Reviewing and discussing with the internal auditors their annual audit scope and plan, including any changes thereto.
11. Discussing, at least annually, with the internal auditors significant findings resulting from their audits.
12. Reviewing and discussing with management and the independent auditors the Company's annual audited financial statements and quarterly financial statements and the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed with the SEC.
13. Reviewing and discussing with management and the independent auditors Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly reports on Form 10-Q before the Form 10-Q is filed; and to review and discuss the quarterly reports on Form 10-Q for filing with the SEC.
14. Recommending to the Board whether the audited financial statements should be included in the Company's annual report on Form 10-K for filing with the SEC and producing the audit committee report required to be included in the Company's proxy statement.
15. Reviewing disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the annual report on Form 10-K and the quarterly reports on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
16. Reviewing and discussing with management and the independent auditors:

- A. major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any additional audit steps adopted in light of material control deficiencies;
 - B. analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and
 - C. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
17. Reviewing, at least annually, with management, the internal auditors and the independent auditors the adequacy and effectiveness of the Company's internal controls over financial reporting, the integrity of its financial reporting processes, and adequacy of its financial risk management programs and policies, including recommendations for any improvements in these areas.
 18. Reviewing and approving any material off-balance sheet arrangements or other material financial arrangements of the Company that do not appear on the financial statements of the Company.
 19. Periodically reviewing the status of the Company's significant tax matters, including tax assessments, reassessments, levies and other charges payable to any governmental authority.
 20. Periodically reviewing and discussing with management the terms, coverage, adequacy and effectiveness of the insurance policies carried by the Company for director and officer liability and general liability.
 21. Establishing and overseeing procedures for the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
 22. Periodically reviewing with management, including the General Counsel and Chief Financial Officer, and with the independent auditors, any correspondence with, or other action by, regulators or governmental agencies and any complaints or published reports that raise concerns regarding the Company's financial statements, accounting or auditing matters. The Committee shall also meet periodically and separately with Chief Financial Officer to review the Company's compliance with its Code of Business Conduct and Ethics. The Committee shall provide the Chief Financial Officer with access to communicate personally and

directly with the members of the Committee at any time on any matter of compliance and ethics.

23. Periodically and separately meeting with appropriate members of management to review material compliance matters related to regulatory requirements, including anti-money laundering and know your customer (KYC), and employee compliance.
24. Selecting, retaining, compensating, overseeing and terminating, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.
25. Such other duties as the Board may delegate from time to time.

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 carry out its responsibilities through its interactions and discussions with the Company's management, internal auditors and independent auditors, as outlined above. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors. The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding from the Company, as determined by the Committee, for payment of (i) compensation to the independent auditors for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any independent advisors employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have full authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company.

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.