



BINAH CAPITAL GROUP, INC.

AUDIT COMMITTEE CHARTER

(Effective as of March 26, 2024)

This Audit Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Binah Capital Group, Inc. (the “Company”). The Audit Committee (the “Committee”) shall have the duties and responsibilities set forth in this Charter.

I. Purpose

The Committee, through delegation from the Board, shall provide assistance to the Board in fulfilling its responsibility to oversee: (a) the accounting, auditing and financial reporting practices of the Company and the audits of the financial statements of the Company; (b) the qualifications, independence and performance of the independent auditors; (c) the Company’s system of internal controls including the internal audit function; (d) the quality and integrity of the Company’s consolidated financial statements; and (e) compliance by the Company with legal and regulatory requirements that could have a material impact on the Company’s financial statements.

The Committee’s role is one of oversight and it recognizes that the Company’s management is responsible for preparing its financial statements and that the independent auditor is responsible for auditing those financial statements. 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. In addition, it is not the Committee’s obligation to assure compliance by the Company, its affiliates and its employees with applicable laws and regulations or Company codes of conduct or policies (all of which are the responsibility of the Company’s management).

II. Membership

The Committee shall be composed of no fewer than three members, subject to any available exception, one of whom shall be appointed as the chairman of the Committee (the “Committee Chair”) by the majority vote of the full Committee unless otherwise designated by the Board. Each Committee member shall be a director and appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The members of the Committee shall meet the independence and experience requirements of Section 10A(m)(3), Rule 10A-3 or any successor provisions of the Securities Exchange Act of 1934 (the “Exchange Act”), the corporate governance standards or listing requirements of the NASDAQ Stock Market or any national securities exchange on which the Company’s securities are subsequently listed, the rules and regulations of the Securities and Exchange Commission (the “Commission”), and any other requirements imposed by applicable law, regulations, or rules, subject to any available exception. Committee members shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Committee members must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, at the time of their appointment. At least one member of the Committee shall be an “audit committee financial expert” as defined by the Commission and applicable listing standards. Committee members may be removed by the Board, with or without cause.

III. Meetings

The Committee shall meet as often as it determines, but not less frequently than once during each fiscal quarter. The Committee may, in its discretion, meet periodically with management, the internal auditors and the independent auditor in separate executive sessions. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

- The time and place of meetings of the Committee shall be determined by the Committee Chair in consultation with the other members of the Committee.
- Special meetings of the Committee can be called by the Committee Chair, a majority of the members of the Committee, the Board Chair, or a majority of the Board.
- A quorum for any meeting of the Committee shall be at least two members, present in person or by telephone. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company’s Bylaws.
- Notice of the time and place of every meeting shall be given in writing, including by facsimile or e-mail communication, to each member of the Committee.

- The Company's management, internal and independent auditors shall attend meetings of the Committee to the extent invited thereto by the Committee. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities.
- The Committee shall communicate to the Company's management, internal and independent auditors the Committee's agenda and expectations for each meeting, and the nature, extent and timing of its information requirements for such meeting, so that such persons can fulfill such information requirements and make appropriate presentations to the Committee.
- In connection with the completion of the annual audit (and at such other times as the Committee determines), the Committee shall meet in executive session with the independent auditor to review and discuss any required disclosures or other issues relating to the financial statements, the preparation by the Company's management of such financial statements, and other material issues affecting such financial statements as more particularly described below.
- As part of its oversight function, the Committee shall make itself available to meet with management and/or the independent auditor to address any matters that any of these persons believe should be considered by the Committee in the fulfillment of its responsibilities.

IV. Authority and Responsibilities

The following functions shall be the common, recurring activities of the Committee in carrying out its duties.

Independent Auditor

- Have sole authority to appoint, discharge, and replace the independent auditor.
- Approve the fees and other compensation to be paid to the independent auditor pursuant to a Committee-authorized engagement letter setting forth the scope of the services to be performed.
- The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) and 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. The independent auditor shall report directly to the Committee.

- Review the performance of the independent auditor.
- Establish a clear understanding with management and the independent auditor that the independent auditor is directly accountable to the Committee.
- Have the sole authority to approve, and shall approve in advance, all audit and non-audit engagements of the independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act. The Committee may delegate one or more of its members to grant approvals of audit and non-audit services, each of which shall be reported to the full Committee at its next meeting.
- Review and assess the auditor's independence.
- Monitor the periodic rotation of the independent auditor's lead partner, the audit partner responsible for reviewing the audit and the independent auditor's audit team.
- The independent auditor shall submit to the Committee annually a formal written statement delineating all relationships between the independent auditor and the Company, addressing each non-audit service provided to the Company and the matters required by Public Company Accounting Oversight Board ("PCAOB") Rule 3526.
- Review and discuss with management and the independent auditor the Company's annual financial statements.
- Meet and discuss with the independent auditor (a) the Company's critical accounting policies and practices to be used in the audit; (b) the details of all alternative treatments of financial information within applicable accounting principles discussed with management, including the ramifications of the use of such alternative treatments, and the treatment preferred by the independent auditor; (c) material written communications between the independent auditor and management; (d) any significant adjustments required to management's presentation of the Company's financial statements; and (e) any significant disagreements between the Company's management and the independent auditor.
- Obtain and review periodically a report by the independent auditor describing such auditor's internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues.

- Consult and discuss with the independent auditor the Company's system of internal controls, the completeness and accuracy of the Company's financial statements, and the matters required to be discussed by any applicable laws, regulations or rules.
- Obtain from the independent auditor assurance that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the audit firm that require disclosure to the Committee under Section 10A(b) of the Exchange Act (Required Response to Audit Discoveries).
- Establish clear policies with respect to the hiring of employees or former employees of the independent auditor who were engaged on the Company's account.

Financial Reporting and Risk Control

- In consultation with management and the independent auditor, review the integrity of the Company's financial reporting processes, both internal and external.
- Consider the independent auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- Discuss policies with respect to financial reporting, risk assessment and risk management with management and the independent auditor in order to govern the processes by which management assesses and manages the organization's exposure to risk.
- Establish regular and separate systems of reporting to the Committee by management and the independent auditor to review the annual financial statements and to discuss significant judgments made in preparation of the annual financial statements and the view of each as to the appropriateness of such judgments.
- The Committee shall review and discuss with management and the independent auditor the annual audited financial statements, the form of audit opinion to be issued by the independent auditor on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" (MD&A), and recommend to the Board whether the audited financial statements and MD&A should be included in the Company's Form 10-K. The Committee shall discuss with management and the independent auditor the Company's quarterly financial statements and the related MD&A prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
- Discuss with the Company's senior management and independent auditor any correspondence with regulators or governmental agencies or any employee complaint or published report that

raises material issues regarding the Company's financial statements or accounting policies or practices.

- Review and consider for approval all transactions, or series of transactions, between (1) the Company or any of its subsidiaries, on the one hand, and (2) any director, officer, or employee of the Company or any of its subsidiaries, either individually or indirectly through an entity in which the director, officer, or employee has an ownership or control interest, on the other hand.
- Review with management and the independent auditor the accounting treatment accorded significant transactions, any significant accounting issues, the development, selection, and disclosure of critical accounting estimates, regulatory and accounting initiatives, and off-balance sheet structures, footnote disclosure changes and the Company's use of reserves and accruals.
- Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any control deficiencies, significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- Discuss with the independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Consider and approve, if appropriate, significant changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor or management.
- Review with the independent auditor and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented by management.
- Prepare the report required by the rules of the Commission to be included in the Company's annual proxy statement.

- Review and approve decisions by the Company and its subsidiaries to enter into swaps and security-based swaps (together referred to as “Swaps”) that are entered into in reliance upon the “end-user exceptions” to the mandatory execution and clearing requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and related regulations. The Committee may approve such decisions on a general basis rather than on a Swap-by-Swap basis.
- Review and discuss with management, at least annually, applicable Company policies governing the Company’s use of Swaps subject to the end-user exception.

Ethical and Legal Compliance

- Obtain reports from management, the Company’s chief accounting officer and the independent auditor that the Company is in conformity with applicable legal requirements and the Company’s Code of Conduct. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company’s policies and procedures regarding compliance with applicable laws and regulations and with the Company’s Code of Conduct, and consider any request for a waiver of the Code of Conduct.
- Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
- Review legal and regulatory compliance matters and proposed regulatory enactments and changes that could have a significant impact on the Company’s financial statements or compliance policies.
- Review the adequacy of the Company’s insurance, indemnity and fidelity bond coverages, as applicable.
- Review any known contingent liabilities of the Company that could have a material impact on the financial and/or operating position of the Company.
- Review the Company’s tax position, the Company’s compliance with applicable tax requirements, the nature and extent of any non-compliance and the corrective plan relating thereto, and any significant tax filing positions taken by the Company that may have a significant risk of being subject to challenge.
- To the extent that the Company has outstanding long-term indebtedness, review the compliance of the Company with the terms of that indebtedness.

- Review and approve all related person transactions as defined by Item 404 of Regulation S-K on an ongoing basis.
- At least annually, consider and discuss with management and the independent auditor the Company's Code of Business Conduct and Ethics and the procedures in place to enforce the Code of Business Conduct and Ethics. The Committee must also consider and discuss and, as appropriate, grant requested waivers from the Code of Business Conduct and Ethics brought to the attention of the Committee, though the Committee may defer any decision with respect to any waiver to the Board.

General

- The Committee shall report regularly to the Board.
- The Committee shall approve minutes of the prior meeting and ensure that minutes of the Committee's meetings are kept and retained in the records of the Company.
- The Committee is empowered to investigate any matter brought to its attention with full access to all Company books, records, facilities, personnel, legal counsel and independent auditors.
- The Committee shall have the authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from independent legal, accounting or other advisors or experts at the Committee's discretion and have sole authority to approve fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and other audit, review or attest services, to any advisors employed by the Committee, and for the ordinary administrative expenses of the Committee in carrying out its duties.
- If necessary, the Committee shall institute special investigations into any accounting, auditing, legal, ethics, or disclosure matters.
- The Committee shall report to the Board on matters that the Committee deems to be material to the Company's financial reporting and related risk controls.
- The Committee shall review and reassess this Charter as conditions dictate, but no less frequently than annually, and request the Board to revise this Charter, as necessary.

- The Committee shall perform an annual assessment of the Committee.
- The Committee shall perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.