

**AMERICAN REBEL HOLDINGS, INC.  
CHARTER OF THE M&A COMMITTEE**

[As adopted on August 15, 2022]

**Purpose**

The purpose of the M&A Committee (“Committee”) of the Board of Directors (“Board”) of American Rebel Holdings, Inc. (“Company”) is to (1) review the Company’s strategy regarding mergers, acquisitions, investments and dispositions with management periodically, but not less often than annually, (2) review proposed mergers, acquisitions, investments or dispositions of material assets or a material portion of any business involving a total estimated purchase price or investment (with such threshold of “material” as determined by the Board from time to time) (“Transactions”), (3) approve and/or make recommendations to the Board to approve Transactions, as appropriate, and (4) oversee the post-closing analysis of Transactions.

The members of the M&A Committee, as directors fulfilling their responsibilities hereunder, shall be fully covered by the exculpation and indemnification provisions applicable to the Company’s directors set forth in the Company’s Articles of Incorporation and Bylaws. In addition to the powers and responsibilities expressly delegated to the M&A Committee by the Board through this Charter, the M&A Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time.

**Membership and Structure**

The Committee shall be comprised of at least three Directors as determined by the Board. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made on an annual basis by the full Board, acting on the recommendation of the Corporate Governance and Nominating Committee. A majority of the members of the committee shall meet the independence standards of the Nasdaq Stock Market LLC and shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. The Chair of the Committee shall report on activities of the Committee to the full Board.

Any member of the M&A Committee may abstain from voting on any investment, acquisition or divestiture transaction in which he or she has, or may have, a conflict of interest. In such event, the Board may appoint an interim member of the M&A Committee for purposes of considering and/or approving such transaction, such interim member to serve only for such purpose.

**Meetings**

The M&A Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The agenda will be established by the chair, with input from management, other members of the M&A Committee and the Board, as appropriate. The M&A Committee shall invite such members of management to its meetings, and have full access to the

Company's management and employees, as it deems appropriate to assist it in carrying out its duties and responsibilities. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the Company.

The M&A Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The M&A Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next regular meeting of the Board. M&A Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

### **Authority and Responsibilities**

The M&A Committee shall have the authority and responsibility to:

1. Review and provide guidance to management and the Board on the Company's M&A and investment strategies as they relate to Transactions. The Committee may adopt guidelines, policies and procedures, as recommended by management, for the review and evaluation of the Company's M&A and investment strategies and any related Transactions. If adopted, at least annually, the Committee will review with management such guidelines, policies and procedures and make changes, as necessary.
2. Review with management the material details of any proposed Transaction, including how such transaction fits with the Company's strategic plans and transaction strategy, transaction timing, important transaction milestones, financing, key risks and opportunities, and the integration plan.
3. Reviews, assesses and makes recommendations to the Board, with management, with respect to Transactions requiring full Board approval.
4. Provide the Board such additional information and materials as appropriate to assist the Board in its evaluation, understanding or oversight of any Transaction and related matters.
5. After the consummation of any Transaction, evaluate the execution, the financial performance and integration of such Transaction, including relative to information presented by management in connection with the approval of such transaction and the Company's strategic objectives.
6. Participates annually in a review and evaluation of the Committee's performance.
7. Reviews annually the Committee's charter and recommends any changes to the Board for approval.

Notwithstanding the foregoing, nothing in this charter or in any Board-adopted resolution or policy regarding criteria for determining Transactions shall modify any duty expressly reserved

for the Board under the Company's Articles of Incorporation or under applicable law and the M&A Committee shall not have the authority to approve or adopt, or recommend to the stockholders of the Company, any action or matter expressly required by law to be submitted to the stockholders of the Company for approval.

### **Delegation of Duties**

The M&A Committee may delegate its authority to the chair when it deems such delegation appropriate and in the best interests of the Company. In fulfilling its responsibilities, the M&A Committee shall also be entitled to delegate any or all of its responsibilities to a subcommittee of the M&A Committee, to the extent consistent with the Company's governing documents and applicable law.

In fulfilling its responsibilities, the Committee has the authority to retain or obtain the advice of any consultants, outside legal counsel, or other advisers as the Committee determines appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such advisers that it retains, and the Company shall provide appropriate funding and other resources for such advisers.

+ + + + +