



Binah Capital Group, Inc.

Corporate Governance Guidelines

The Board of Directors (the “Board”) of Binah Capital Group, Inc. (the “Company”) has adopted these policies as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company.

Role of the Board

The Board has oversight responsibility for the business and affairs of the Company. It is the decision-making body of the Company except with respect to those matters reserved for the stockholders. The directors are to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. The Board is charged with selecting and overseeing the senior executives of the Company, acting as an advisor and counselor to the senior executives and ensuring that the interests of the stockholders are served. In discharging their obligations, the directors are entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors.

Board Composition and Selection

The Board will be composed of a majority of directors who meet the criteria for independence required by any applicable laws, rules and regulations. The Nominating and Corporate Governance Committee will recommend director candidates to the Board, which will then review the candidates before nominating them for election by the stockholders at the annual stockholders meeting.

The Company’s stockholders may also recommend board candidates, in accordance with the Company’s Bylaws. The election procedure for nominated Board members will be as described by the Company’s Bylaws.

No director may serve on more than three other public company boards. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board.

Directors shall resign from the Board effective as of the annual meeting of stockholders following the date on which they reach the age of 72.

The Board will annually conduct a self-evaluation to ensure that it and its committees are functioning effectively.

Board Meetings, Operations and Responsibilities

Board Meetings

As provided in the Company’s Bylaws, the Board will hold an annual meeting and such other regular and special meetings as the Board determines to be necessary. Directors are expected to attend Board and stockholder meetings and meetings of committees on which they serve to the extent they are reasonably able and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

The independent directors will meet in executive sessions without non-independent directors or management present on a regularly scheduled basis.

In addition to an agenda, information and data that are important to the directors' understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors on a schedule to be determined before the meeting (whenever practicable).

All Board meetings will be conducted in a manner consistent with the quorum and other requirements outlined in the Company's Bylaws.

Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All of the members of these committees will be independent directors under the criteria established by applicable laws, rules and regulations.

Each committee will have its own charter. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations, and committee reporting procedures to the Board. The charters will also provide that each committee will annually evaluate its performance.

Director Access to Officers, Employees and Independent Advisors

Directors will have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer (the "CEO") or the Secretary. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent appropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.

In carrying out its responsibilities, the Board shall also have authority to retain independent advisors, at the Company's expense, as it deems necessary and appropriate.

Performance Evaluation and Succession Planning

The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long and short term.

In addition to this annual performance review by the Compensation Committee, the Board shall regularly provide guidance to the CEO at board meetings, and following each executive session of the independent directors, the chairman shall provide guidance to the CEO.

The Board will receive recommendations from the Compensation Committee regarding succession planning relating to the CEO and consult with the CEO on succession planning for other members of senior management. As part of this effort, the Compensation Committee and Board will establish policies and principles for CEO selection, as well as succession in the event of an emergency or retirement of the CEO.

Director Compensation

The form and amount of director compensation will be recommended by the Compensation Committee and ratified by the Board, in accordance with the policies and principles set forth in the Compensation Committee's charter. Such policies and principles shall be reviewed by the Compensation Committee as appropriate. A review of director compensation will be conducted annually by the Compensation Committee.

Directors' and Officers' Liability Insurance

The directors shall be entitled to directors' and officers' liability insurance purchased by the Company on their behalf, the benefits of indemnification to the fullest extent permitted by law and the Company's Charter, Bylaws and any indemnification agreements, and to exculpation as provided by state law and the Company's Charter.