

XWELL

XWELL, Inc.

CHARTER OF THE STRATEGIC AFFAIRS COMMITTEE

PURPOSE

The purpose of the Strategic Affairs Committee (the “Committee”) is to review, analyze, consider and assess, and assist the Board of Directors (the “Board”) of XWELL, Inc. (the “Company”) in reviewing, analyzing, considering and assessing, potential acquisitions, joint ventures, strategic investments, divestitures and other strategic transactions, and to make a recommendation to the Board with respect to any binding action required in connection therewith. Except as expressly provided in this Charter, the Committee acting alone shall not have any power to act on behalf of or otherwise bind the Company in any way.

MEMBERSHIP

Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The Committee shall consist of two or more members, the exact number to be determined from time to time by the Board. Members of the Committee shall be free of any conflict of interest or other personal interest that, in the opinion of the majority of the Board, would interfere with the exercise of the independent judgment of such member as a Committee member. The Board will appoint Committee members and a Committee chair (the “Chair”) and the Board may fill vacancies on the Committee and may remove a Committee member at any time with or without cause.

DUTIES AND RESPONSIBILITIES

In furtherance of its purposes, the Committee shall have the following duties and responsibilities:

1. Assist management with the identification of potential acquisition, joint venture, strategic investment, divestiture and other strategic transaction opportunities and review transaction candidates with management, when and as appropriate;
2. Evaluate strategic transactions received by the Company or proposed by management;
3. Oversee and coordinate the process of reviewing, analyzing and responding to proposals received by the Company or proposed by management with respect to potential acquisition, joint venture, strategic investment, divestiture and other strategic transaction opportunities, and make a recommendation to the Board with respect to any binding action required in connection with any such strategic transaction opportunity;
4. Make reports of meetings of the Committee at the next regularly scheduled meeting of the Board following each Committee meeting, accompanied by any recommendations to the Board approved by the Committee; and
5. Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board or by law or the Company’s Certificate of Incorporation or Bylaws.

XWELL

OUTSIDE ADVISORS

The Committee will have the authority to retain and approve the fees and other retention terms of legal, financial and other advisors as it deems necessary for the fulfillment of its responsibilities. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

MEETINGS

The Chair will be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the full Board. If the Chair is not present at a meeting, the members of the Committee present may designate a Chair for such meeting. The Chair, in consultation with the appropriate members of management, will determine the frequency and length of Committee meetings, which will allow sufficient time for in-depth discussion of all items on the agenda. The Chair, in consultation with members of the Committee and appropriate members of management, will develop the agenda for each Committee meeting. The Committee will meet in person or telephonically or will take action without meeting by unanimous written consent as often as necessary to carry out its responsibilities. Meetings may be called by the Chair or at the request of a majority of Committee members, the Chairman of the Board or a majority of the Board. One-half of the members of the Committee, but no less than two, will constitute a quorum at any meeting. The act of a majority of the members present at a meeting at which a quorum is present will be the act of the Committee. The Committee may invite to its meetings any officer, employee or director of the Company and any other person that it deems appropriate in order to assist it in carrying out its responsibilities, as determined by the Chair. Each member of the Committee will be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by those persons believed competent in the subject or in their areas of expertise. The Committee may meet periodically, in its sole discretion, in executive session or in private sessions with such persons as the Committee deems advisable, to discuss any matters that the Committee believes should be discussed privately.

PROCEDURES

The Committee will be governed by the same rules regarding meetings as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with any provisions of this Charter, the Code of Business Conduct of the Company, the Certificate of Incorporation or Bylaws of the Company or the laws of the State of Delaware. The Committee shall review and reassess the adequacy of this Charter from time to time and recommend any proposed changes of this Charter to the Board for its approval. This Charter may be amended by the Board at any time upon recommendation of the Committee.

Revised October 24, 2022