



## **Risk Committee Charter**

This charter (the “**Charter**”) sets forth the composition, authority, and responsibility of the Risk Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Andersen Group Inc. (the “**Company**”).

### **A. Purpose**

The purpose of the Committee is to assist the Board in (i) evaluating the risks and opportunities presented by the Company’s business operations, long-term strategic plans, and acquisition strategies, and (ii) fulfilling the Board’s oversight responsibilities regarding the Company’s risk management. For the avoidance of doubt, risks under the purview and oversight of the Audit Committee of the Board shall be excluded from the foregoing list.

### **B. Organization and Composition**

#### **1. Membership and Appointment**

The Committee shall consist of two or more members of the Board, designated from time to time by the Board, with the exact number determined by the Board. Each member of the Committee shall be appointed by the Board and shall serve until his or her successor is duly appointed by the Board or until his or her resignation, retirement, or removal. The Board retains the sole authority to appoint and remove each member of the Committee and the Board may remove any member of the Committee at any time with or without cause.

#### **2. Qualifications**

Each member of the Committee shall be an “independent director” as defined under the listing standards of the New York Stock Exchange (the “**Exchange**” and, as such listing standards may be amended from time to time, the “**Rules**”).

### **3. Chairperson**

The Board may designate a chairperson of the Committee (the “**Chairperson**”). In the absence of that designation by the Board, the Committee may designate a Chairperson by majority vote of the Committee’s members.

### **C. Responsibilities and Duties**

The responsibilities and duties of the Committee include evaluating: (i) risks associated with the Company’s business operations and operating environment, including the Company’s internal risk management capabilities; and (ii) risks (including legal, compliance, regulatory, operational and reputational) associated with strategic acquisitions.

In addition to the responsibilities and duties expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company’s bylaws, and applicable Rules. The Board or Committee may supplement the Committee’s responsibilities and duties as appropriate, and the Committee may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

### **D. Committee Charter Review**

The Committee shall review and reassess the adequacy of this Charter annually and submit any recommended changes to the Charter to the Board for approval.

### **E. Performance Review**

The Committee shall review and evaluate the performance of the Committee on an annual basis and present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

### **F. Meetings and Procedures**

#### **1. Meetings**

The Committee shall meet at such times and places as the Committee determines. The Chairperson shall preside at each meeting and approve the meeting’s agenda, and any other member present may suggest items for consideration. If the Chairperson is not designated or

present, an acting chair may be designated by the Committee members present. The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

## **2. Attendees**

The Committee may invite to its meetings any director, officer, or employee of the Company and such other persons as it deems appropriate to carry out its responsibilities. The Committee may exclude from its meetings any person it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Committee.

## **3. Written Consent**

The Committee may act by written consent (which includes electronic consent) in lieu of a meeting in accordance with the Company's bylaws, which shall constitute a valid action of the Committee if it has been executed by each member of the Committee and shows the date of execution. Any written consent shall be effective on the date of the last signature and shall be filed with the minutes of the meetings of the Board.

## **4. Reporting to the Board**

The Committee shall report regularly to the Board with respect to the Committee's activities and recommendations. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

## **5. Authority to Retain Advisors**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice and assistance of independent legal counsel or other advisors as it deems necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation, retention, termination, and oversight of the work of such advisors. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable fees to any such advisor retained by the Committee. The Company will also provide for the payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

## **6. Access to Information**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities, and personnel of the Company.

## **7. Subcommittees**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate power and authority to such subcommittees as the Committee deems appropriate. Each designated subcommittee shall establish its own schedule and maintain written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation, or the Rules to be exercised by the Committee as a whole.

## **8. Compensation**

Members of the Committee shall receive such fees, if any, for their service as Committee members, as determined by the Board in its sole discretion. Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

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The Board has formed the Committee to assist the Board in directing the Company's affairs, and this Charter has been adopted in furtherance of this purpose. Although this Charter should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company's certificate of incorporation and bylaws, it is not intended to establish by its own force any legally binding obligations.