

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

OF

DIGITAL BRANDS GROUP, INC.

May 18, 2021

I. PURPOSE

The board of directors (the “Board”) of Digital Brands Group, Inc. (the “Company”) has established a Governance and Nominating Committee (the “Committee”) whose purpose is overseeing and, as appropriate, making recommendations to the Board of Directors (the “Board”) regarding membership and composition of the Board and its role in overseeing the affairs of the Company to assure that it is in compliance with all applicable corporate governance requirements.

II. MEMBERSHIP

The Committee will consist of at least two Independent Directors in accordance with the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) and Nasdaq Stock Market (“Nasdaq”). The members of the Committee will be appointed by and serve at the discretion of the Board.

III. NOMINATION/APPOINTMENT POLICY

The Committee believes that it is in the best interest of the Company and its stockholders to obtain highly qualified candidates to serve as members of the Board. The Committee will review with the Board the appropriate skills and attributes required of new and existing members of the Board in the context of the strategic direction of the Company and seek and recommend candidates for election and appointment with excellent decision-making ability, business experience, personal integrity and reputation.

IV. RESPONSIBILITY

The Committee on an annual basis, or otherwise as necessary, will:

- A.** Screen and recommend to the Board qualified candidates for election or appointment to the Company's Board.
- B.** Recommend the number of members that shall serve on the Board.
- C.** Review the independence standards under the rules and regulations of the SEC and Nasdaq, evaluate the application of such rules and regulations to each member of or nominee to the Board, and recommend the nominees for election to the Board for approval.
- D.** Establish and review corporate governance guidelines as directed by the Board.

E. Assure that the process for the selection of directors and the process for stockholder nomination is fully disclosed to stockholders in the annual proxy statement, and ensure that a policy is in place for general communication between stockholders and the Board as required by SEC rules.

F. Review and report on corporate governance matters as directed by the Board.

G. Review corporate governance practices and policies, including the Committee's performance and its charter on an annual basis, and recommend to the Board any changes.

V. MEETINGS AND REPORTS

Meetings of the Committee shall be held in accordance with the bylaws of the Company. Notwithstanding the foregoing, the Committee will meet at least once annually to evaluate and make recommendations of qualified candidates for election to the Board at the annual meeting of stockholders. The Committee shall keep minutes of its meetings and provide a report of its activities and proceedings to the Board.