

VERB TECHNOLOGY COMPANY, INC.

RISK AND DISCLOSURE COMMITTEE CHARTER

The Purpose of the Risk and Disclosure Committee

The purpose of the Risk and Disclosure Committee (the “Committee”) of Verb Technology Company, Inc. (the “Company”) is to assist the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company. It is the Company’s policy that all public disclosures made by the Company should be accurate and complete, fairly present the Company’s financial condition and results of operations in all material respects, and be made on a timely basis, as required by applicable laws and listing requirements.

Membership and Structure

The Committee shall be comprised of at least three (3) directors, each of whom shall meet the Company’s standards for independent board members. The Committee members and the Committee’s Chairperson shall be appointed by the Board. The Committee shall report to the Board. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee shall meet periodically as determined by the Chairman, but not less than once a year. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of Nevada.

Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall have the authority to retain separate and independent advisors or counsel to aid in fulfilling its responsibilities under its charter, which shall be at the Company’s expense. Any communications between the Committee and legal counsel in the course of obtaining legal advice shall be considered privileged communications of the Company and the Committee shall take all necessary steps to preserve the privileged nature of those communications. The Committee shall have, at its discretion, free access to management and Company employees for the purposes of identifying material risks relating to the Company’s compliance with all applicable laws and regulations.

The Committee’s responsibilities, powers and authorities, as delegated by the Board, are set forth in this Charter. The Committee has the authority to take any actions necessary to carry out the provisions of this Charter or as are expressly delegated to the Committee by the Board.

Responsibilities

The Committee shall have the following oversight responsibilities: ,

1. to evaluate the adequacy of controls and other procedures (which may include procedures currently

used by the Company) that are designed to ensure that: (i) information required by the Company to be disclosed to the Securities and Exchange Commission (the “SEC”), its regulators and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis; and (ii) information is accumulated and communicated to management, including the CEO, as appropriate to allow timely decisions regarding such required disclosure (the “**Disclosure Controls**”).

2. to monitor the integrity and effectiveness of the Disclosure Controls;
3. to work with the Audit Committee to identify material risks relating to the Company’s compliance with all applicable laws and regulations, including all laws and regulations concerning public disclosures about the Company’s business affairs, financial reporting and risk exposure;
4. to receive and review bi-annual reports from the CFO for the purpose of identifying material risks relating to the Company’s compliance with applicable laws and regulations;
5. to review the Company’s periodic public reports to ensure proper disclosure of risks and risk factors;
6. to monitor the effectiveness of systems for receiving and reporting information about compliance with the Company’s Code of Ethics and Code of Business Conduct;
7. to keep the Board apprised of its activities and directly advise the Board in detail of its material findings on a periodic basis;
8. to oversee Verb’s compliance programs, implement procedures to monitor and evaluate the program’s performance, and inform the entire Board regarding progress toward meeting program goals; and
9. to oversee the effectiveness of employee training in risk assessment and compliance.

Adopted by the Board of Directors on June 10, 2021.