



## STAFFING 360 SOLUTIONS, INC.

### Mergers and Acquisitions Committee Charter

The following Mergers and Acquisitions Committee Charter (the “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Staffing 360 Solutions, Inc., a Delaware corporation (the “**Company**”):

1. Members. The Board shall appoint the members of the Mergers and Acquisitions Committee (the “**Committee**”). The Committee shall be comprised of at least two “independent” members of the Board who shall also satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission (“**SEC**”) and The NASDAQ Stock Market, Inc. (“**NASDAQ**”). The term “independent” refers to a member of the Committee who meets the definition of “independence” under the rules and regulations of the SEC and NASDAQ. Each appointed member of the Committee may be removed by the Board at any time, with or without cause. The Chair of the Committee will be the Chief Executive Officer. Any member of the Committee may abstain from voting on any investment, acquisition, or divestiture transaction in which he or she has, or may have, a conflict of interest.
2. Purpose. The purpose of the Committee is to assist the Board in: (i) reviewing and recommending merger and acquisition transactions, including financing, proposed by the Company’s management; (ii) reviewing and recommending strategic investment transactions and dispositions of material assets proposed by the Company’s management; (iii) proposing the assessment of potential acquisitions and mergers; and (iv) performing and carrying out the other duties set forth in this Charter.
3. Duties and Responsibilities. On behalf of the Board, the Committee shall, among its duties and responsibilities as may be delegated to the Committee by the Board:
  - A. General Responsibilities
    - (a) Review the Company’s strategy regarding mergers, acquisitions, and dispositions with management.

- (b) Recommend acquisition targets, strategies, and dispositions of material assets to the Board of Directors, as appropriate.
- (c) Provide the Board with such additional information and materials as appropriate to assist the Board in its evaluation, understanding, or oversight of any proposed merger, acquisition, investment, or disposition.
- (d) Report regularly to the Board of Directors following meetings of the Committee, with respect to such matters as are relevant to the Committee's discharge of responsibilities, and with updated status of all proposed acquisitions, divestitures and investments as the Committee may deem appropriate.
  - 1. Reports to the Board of Directors may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.
- (e) Have all such other rights and powers as may be lawfully delegated to it by the Board of Directors.
- (f) Perform any other activities consistent with this Charter, the Company's Certificate of Incorporate and By-laws and applicable law, as the Committee deems appropriate or as requested by the Board of Directors.

4. Meetings. The Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines. Face to face meetings shall be encouraged at least once each year. The majority of the members of the Committee shall constitute a quorum and shall be empowered to act on behalf of the Committee. Minutes shall be kept of each meeting of the Committee. The Chairman of the Committee shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

5. Outside Advisors. The Committee shall have the authority to retain such outside legal or other consultants or advisors as it determines appropriate to assist it in the performance of its functions, or to advise or inform the Committee, within the overall Board approved Delegated Levels of Authority. The Committee may also meet with investment bankers and financial analysts. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any member of, or consultants to, the Company. The Company shall provide for payment of compensation to any advisors retained by the Committee.

6. Amendment. Any amendment or other modification of this Charter shall be made and approved by the full Board.

7. Disclosure of Charter. If required by the rules of the SEC, NASDAQ, or any other applicable legal entity, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

Adopted: February 28<sup>th</sup>, 2023