

Executive Committee of the Board of Directors

Charter

Purpose and Authority

The purpose of the Executive Committee (the "Committee") of the Board of Directors (the "Board") of Air Industries Group (the "Company") is to assist the Board in fulfilling its functions during the intervals between meetings of the Board.

The Committee shall have the authority to undertake the duties and responsibilities described below and to undertake such other duties as are assigned by law, the Company's certificate of incorporation or bylaws or by the Board or as it deems necessary and appropriate, provided that the Committee may not act in respect of those matters specified below or as otherwise specified by the Board.

Composition

The Committee shall consist of the Chairman of the Board of Directors, who shall be the Chairman of the Committee, and at least two other members of the Board as determined by the Board from time to time, provided that if the Chairman is not an independent director, as determined in accordance with the Rules of the NYSE American, at least one of the other two members of the Committee shall be an independent director. Directors serving on the Committee may be removed by the Board in accordance with the Company's Bylaws. If a Director serving on the Committee ceases to be a Director, such individual shall thereupon cease to serve on the Committee. The Chairman shall be the chairperson of the Committee.

Meetings

The Committee shall meet when it deems necessary or appropriate. The chairperson of the Committee or any Director serving on the Committee may call meetings of the Committee. The chairperson of the Committee, or his or her designee, shall provide each Director serving on the Committee with one days' prior notice of any such meeting in accordance with the procedures for giving notice of special meetings of the Board as set forth in the Company's Bylaws. Members of the Committee may waive formal notice of any meeting.

The Committee shall maintain written minutes of its meetings. The Committee may meet by means of conference telephone or other communications equipment in accordance with the Company's Bylaws and may take action by unanimous written consent. A majority of the Directors serving on the Committee shall constitute a quorum. A majority of the Directors serving on the Committee present at any Committee meeting at which a quorum is present may act on behalf of the Committee. Except as otherwise provided by applicable law, the failure to comply with the requirements of this Charter or any applicable exchange rule or other regulation shall not by itself invalidate any corporate action taken by the Committee. All actions of the Committee shall be reported to the Board no later than the next meeting of the Board.

Responsibilities of the Committee

In furtherance of the Committee's purpose, and in addition to any other responsibilities that may be properly assigned by the Board to the Committee, the Committee shall have all the powers and authority of the Board in connection with the business of the Company except that the Committee shall have no authority with respect to the following:

1. The approval or adoption of any action for which stockholder approval is required by the Delaware General Corporation Law or the recommendation to the stockholders that they approve any action or matter, including, without limitation, amending the Company's Certificate of Incorporation, adopting an agreement of merger or consolidation, approving a sale, lease or exchange of all or substantially all of the Company's property and assets, or approval of a dissolution of the Company or revocation of a dissolution, or (ii) adopt, alter, amend or repeal any Bylaw of the Company.
2. The filling of vacancies on the Board or any of its Committees.
3. The fixing of compensation of Directors for serving on the Board or any of its Committees.
4. The adoption, repeal or modification of the bylaws of the Company.
5. The amendment or repeal of any resolution of the Board which by its terms is not subject to such amendment or repeal.
6. Any other matter which (i) is expressly prohibited to be delegated to a Committee of the Board by the Delaware General Corporation law, (ii) requires action by the Board and not a Committee of the Board, under the Company's certificate of incorporation or Bylaws or a previous resolution of the Board or (iii) has expressly been delegated to another Committee of the Board on an exclusive basis.

Except for the matters referred to above, the Committee may delegate to officers and employees of the Company its authority with respect to matters concerning the usual and ordinary business of the Company. The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.

Adopted July 2023