

**TATTOOED CHEF, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (“Board”) of Tattooed Chef, Inc. (the “Company”) has adopted the following guidelines in furtherance of its continuing efforts to enhance its corporate governance. The Board will periodically review and amend these guidelines as it deems necessary and appropriate.

**1. Board Mission and Director Responsibilities.**

The Board is elected by the Company’s stockholders to oversee the stockholders’ interest in the Company. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the Company’s executive officers, who are charged by the Board with conducting the business of the Company.

The core responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. Directors must fulfill their responsibilities consistent with their fiduciary duties to the stockholders, in compliance with all applicable laws and regulations. Directors will also, where appropriate, take into consideration the interests of the Company’s other stakeholders, such as employees and the members of communities in which the Company operates.

The Board provides advice and counsel to the Chief Executive Officer and other senior officers of the Company. The Board oversees the proper safeguarding of the assets of the Company, the Company’s maintenance of appropriate financial and other internal controls, and the Company’s compliance with applicable laws and regulations and proper governance.

In discharging their duties, directors may rely on the Company’s senior executives and outside advisors and auditors. Accordingly, skill and integrity will be important factors in selection of the Company’s senior executives, outside advisors, and auditors. The Board has the authority to hire independent legal, financial, or other advisors as it deems necessary.

Directors are expected to attend all meetings of the Board and of each committee of the Board (each, a “Committee”) on which they serve. Directors are expected to devote the time and effort necessary to fulfill their responsibilities to the Company and its stockholders. Information important to directors’ understanding of issues to come before the Board or a Committee will be provided sufficiently in advance of meetings to permit directors to inform themselves. Directors are expected to review these materials before meetings.

The Board will hold regularly scheduled meetings at least four times a year. The Chairperson of the Board will set the agenda for Board meetings. Any director may suggest items for inclusion on the agenda. Any director may raise a subject that is not on the agenda at any meeting. Certain items pertinent to the oversight and monitoring function of the Board will be brought to the Board regularly. The Board will review the Company’s long-term strategic plans and significant financial, accounting, and risk management issues at least annually.

Non-management directors will meet in regular executive sessions. Normally, these meetings will occur during regularly scheduled Board meetings. Meetings of the non-management directors will be chaired by the Lead Independent Director.

## **2. Board Leadership**

The Board believes that whether to have the same person occupy the offices of Chairperson of the Board and Chief Executive Officer should be decided by the Board, from time to time, in its business judgment after considering relevant factors, including the specific needs of the Company's business and what is in the best interests of the Company's stockholders.

At least one executive session of the non-management directors each year will include a review of the Board's leadership structure and consideration of whether the position of Chairperson of the Board should be held by the Chief Executive Officer or be separated. In addition, in connection with the selection of a new Chief Executive Officer, the Board shall consider the leadership position the Company should have (e.g., Chairperson of the Board, Lead Independent Director, and Chief Executive Officer). A description of the Board's rationale for choosing its leadership structure shall be included in the Company's proxy statement related to its annual meeting of stockholders.

The Board annually elects one of its members to serve as Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board and the stockholders, and shall perform any other duties, and exercise any powers, prescribed in the Company's governing documents or by the Board from time to time.

If the individual elected as Chairperson of the Board is the Chief Executive Officer, or if the Chairperson of the Board is not otherwise independent, the Board believes that a Lead Independent Director should be appointed to help ensure robust independent leadership on the Board. When this is the case, the independent directors shall elect a Lead Independent Director.

The Lead Independent Director shall:

- (i) Preside at all meetings of the Board at which the Chairperson of the Board is not present, including all meetings of independent directors and non-employee directors;
- (ii) Encourage and facilitate active participation of all directors;
- (iii) Serve as a liaison between the independent directors and the Chairperson of the Board on sensitive issues and otherwise when appropriate;
- (iv) Approve Board meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- (v) Have the authority to call meetings of the independent directors;

(vi) Lead the Board's annual evaluation of the Chairperson of the Board and the Chief Executive Officer;

(vii) Monitor and coordinate with management on corporate governance issues and developments;

(viii) Be available to advise the Committee chairs in fulfilling their designated roles and responsibilities to the Board;

(ix) Be available for consultation and communication with stockholders where appropriate, upon reasonable request (this does not preclude other directors from being available for consultation and communicating with stockholders, where appropriate); and

(x) Perform any other functions the Board requests.

Agendas, schedules, and information distributed for meetings of Committees are the responsibility of the respective Committee chairs. All directors may request agenda items, additional information, and/or modifications to schedules as they deem appropriate, both for the Board and the Committees on which they serve, and they are encouraged to do so.

### **3. Director Qualifications.**

Directors may be nominated by the Board or by stockholders in accordance with the Company's certificate of incorporation and bylaws. The Nominating and Corporate Governance Committee (the "Governance Committee") will review all nominees for the Board, including proposed nominees of stockholders, in accordance with the Company's governing documents. The assessment will include a review of the nominee's judgment, experience, independence, understanding of the Company's or other related industries, and such other factors as the Governance Committee concludes are pertinent in light of the current needs of the Board. The Board believes that its membership should reflect a diversity of experience, gender, race, ethnicity and age. The Governance Committee will select qualified nominees and review its recommendations with the Board, which will decide whether to invite the nominee to join the Board.

### **4. Director Terms.**

The Board does not believe that it should establish limits on the number of terms a director may serve. Term limits may cause the loss of experience and expertise important to the optimal operation of the Board. Directors who have served on the Board for an extended period of time can provide valuable insight into the operations and future of the Company based on their experience with and understanding of the Company's history and objections. However, to ensure that the Board continues to evolve and remains composed of high functioning members able to keep their commitments to Board service, the Governance Committee will evaluate the qualifications and performance of each incumbent director before recommending the nomination of that director for an additional term.

## **5. Limits on Other Directorships.**

It is the expectation of the Board that every director have sufficient time to commit to preparation for and attendance at all Board and Committee meetings. Unless the Board determines that the carrying out of a director's responsibilities to the Company will not be adversely affected by the director's other directorships, directors should not serve on more than two other boards of public companies in addition to the Company's Board.

Directors shall advise the chairperson of the Governance Committee in advance of accepting an invitation to serve on another board, including private company boards, non-profit boards, boards of trustees, boards of overseers, and advisory boards. The Governance Committee and the full Board will take into account, among other things, the nature of and the time involved in a director's service on other boards in evaluating the suitability of individual directors and making its recommendations to stockholders.

The Company expects each director to refrain from serving as a director, officer, employee, advisor, or consultant, regardless of whether paid or unpaid, with any business that is directly or indirectly competitive with the business of the Company during his or her service with the Company and for a reasonable period of time, as determined by the Board, after his or her service with the Company ends.

## **6. Determination of Independence.**

The Board shall consist of a majority of independent directors. In making independence determinations, the Board will observe all applicable requirements, including the corporate governance listing standards established by The Nasdaq Stock Market ("Nasdaq"). The Board will carefully consider all relevant facts and circumstances in making an independence determination. To be considered "independent" for purposes of the director qualification standards, the director must meet the independence standards under the Nasdaq listing standards.

## **7. Committees of the Board.**

The Board currently has four standing Committees: Audit, Compensation, Nominating and Governance, and Food Safety. The Board may establish additional committees from time to time as it determines necessary or appropriate. Each of the standing Committees has its own charter, which sets forth the responsibilities of the Committee, the qualifications and procedures of the Committee, and how the Committee will report to the Board. Each Committee will conduct a self-evaluation annually. The chairperson of each Committee will determine the frequency of Committee meetings, consistent with the Committee's charter and the Company's needs.

## **8. Director Access to Officers, Employees and Information.**

Directors have full and free access to officers, employees, and the books and records of the Company. Any meetings or contact that a director wishes to initiate may be arranged through the Chief Executive Officer or Secretary or directly by the director. The directors should use their

judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes the regular attendance at Board meetings of non-Board members who are in the most senior management positions in the Company. The Chairperson of the Board shall extend these invitations.

#### **9. Director Orientation and Continuing Education.**

All new directors must participate in the Company's orientation program, which should be conducted as soon as reasonably practicable after the meeting at which a new director is elected. This orientation will include presentations by senior management to familiarize new directors with the Company's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics, its principal officers, and its internal and independent auditors. All directors are encouraged to participate in continuing director education.

#### **10. Annual Performance Evaluation of the Chairperson of the Board and the Chief Executive Officer.**

To ensure that the Chairperson of the Board and the Chief Executive Officer are providing the best leadership for the Company, the Board will annually evaluate the Chairperson of the Board's and Chief Executive Officer's performance in an executive session of non-management directors led by the Lead Independent Director. The Board shall annually review and ratify corporate goals and objectives relevant to the Chairperson of the Board's and Chief Executive Officer's compensation.

#### **11. Management Succession.**

The Board will determine policies and principles for selection of the Chief Executive Officer and policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Board, with input from the Governance Committee, will oversee senior management development and the planning for succession to senior positions.

#### **12. Annual Board Performance Evaluation.**

The Board will conduct an annual self-evaluation to determine whether the Board and its Committees are functioning effectively. The Governance Committee shall receive input on the Board's performance from directors and will discuss the input with the full Board and oversee the full Board's review of its performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board or any of its Committees could improve.

#### **13. Director Compensation.**

The form and amount of director compensation shall be determined by the Compensation Committee and then recommended to the full Board for action in accordance with the Compensation Committee's charter. In determining compensation, the Compensation Committee shall take into consideration the responsibilities of the directors and fees and other forms of compensation being paid by other corporations comparable to the Company.

#### **14. Board Interaction with Outside Interested Parties.**

The Board believes that Company's officers and other management are best positioned to speak for the Company. From time to time, at the request of management, individual Board members may meet or otherwise communicate with various constituencies that are involved with the Company. Where comments from the Board are appropriate, they will normally come from the Chairperson.