

TATTOOED CHEF, INC.
FOOD SAFETY COMMITTEE CHARTER

Purpose

As a company that sells food for human consumption, Tattooed Chef, Inc. (the “Company”) is subject to a specialized regulatory framework of comprehensive laws and regulations in the markets in which it operates, including regulatory regimes overseen by the U.S. Food and Drug Administration, the Italian Ministry of Health and comparable state, local and international laws. Accordingly, the Food Safety Committee (the “Committee”) is established by the Board of Directors of the Company (the “Board”) to provide oversight of management’s efforts to operate within and comply with this specialized regulatory environment relating to food safety and to assist the Board in its oversight of the Company’s practices, procedures, strategies and initiatives relating to food safety matters, in each case, as described in this Charter or otherwise directed by the Board.

Committee Membership

1. The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than three members of the Board.
2. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of Nasdaq.
3. The members of the Committee shall be appointed and may be removed by resolution of a majority of the Board.
4. The Board shall designate one member of the Committee to serve as Committee Chairman. Each member of the Committee shall serve until the earliest to occur of the date he or she is replaced by the Board, resigns from the Committee or resigns from the Board.

Meetings

1. The Committee shall meet at least four times each year, or as often as necessary to carry out its responsibilities. The Committee shall invite such persons and officers to attend to such meetings as it deems appropriate; provided, that the Committee will hold private meetings at least semi-annually with the chief compliance officer of the Company, or the person holding an equivalent position (the “Requisite Officers”), to discuss matters within the Committee’s oversight responsibilities. Such private meetings shall not include any other member of management, unless such member of management reports to the Requisite Officers.
2. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

1. Management is responsible for the Company’s compliance with the specialized regulatory framework of comprehensive laws and regulations relating to food safety to which the Company is subject. The Committee is responsible for oversight of management’s performance of these responsibilities. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s regulatory or legal compliance. Moreover, the Committee does not have oversight of areas of financial compliance, which are the responsibility of the Audit Committee.
2. The Committee shall review and evaluate practices, procedures, strategies and initiatives to

protect food safety.

3. The Committee shall review and evaluate trends, issues and concerns which affect or could affect the Company's food safety practices, and the risks arising therefrom, in light of the Company's overall efforts related to food safety.
4. The Committee shall obtain reports from members of management as the Committee deems necessary or desirable in connection with the Company's practices, procedures, strategies and initiatives relating to food safety, and risks arising therefrom.
5. The Committee shall have the authority to identify, investigate and address allegations of potential non-compliance with laws and regulations relating to food safety to which the Company is subject. In connection therewith, the Committee shall have full access to all books, records, facilities and personnel of the Company. With respect to matters that have the potential to implicate accounting or internal control matters, the Committee will coordinate any such investigation with the Audit Committee.
6. The Committee shall review and evaluate any corrective action taken by management to address any food safety related risks or incident, if any, and advise the Board regarding any proposed action in relation thereto.
7. The Committee shall oversee the Company's response to stockholder proposals relating to food safety.

Oversight of Committee Matters

1. The Committee shall report regularly to the Board on its meetings and discussions and review with the Board significant issues or concerns that arise at Committee meetings; provided, that to the extent deemed appropriate by the members of the Committee, the existence, discovered facts or findings of any investigation may be shared with such subset of the Board as the Committee shall deem appropriate.
2. The Chairman or any one or more members of the Committee, as designated by the Committee, may act on behalf of the Committee.
3. The Committee may form and delegate authority to subcommittees when appropriate.
4. The Committee shall have the sole authority and funds to retain, consult with and compensate outside counsel and other advisors to assist it in discharging its responsibilities as the Committee may deem appropriate. The Company will provide appropriate funding, as determined by the Committee, for payment of any resource engaged for this purpose and for all other expenses necessary for the Committee to carry out its duties.
5. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
6. The Committee shall, at least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

7. The Committee shall have the authority to retain and terminate (or obtain the advice of) any advisor to assist it in connection with the exercise of its responsibilities and authority. The Committee shall be responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Committee shall also have authority to obtain advice and assistance from members of management.
8. The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.
9. The Committee shall exercise such other powers and authority as shall from time to time be assigned thereto by the Board.
10. The Committee shall review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.