

TATTOOED CHEF, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tattooed Chef, Inc. (the “Company”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, developing and maintaining the Company’s corporate governance policies, and to perform such further functions as may be consistent with this Charter or assigned by applicable law, the Company’s governing documents, or the Board.

II. Membership

The Committee shall be appointed by the Board and shall comprise three or more Directors (as determined from time to time by the Board), each of whom shall meet the independence requirements of the listing standards of The Nasdaq Stock Market (“Nasdaq”) and all other applicable laws, rules and regulations. The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

- To determine the qualifications, qualities, skills, and other expertise required to be a director of the Company and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”).
- To identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s corporate governance guidelines and described in the Company’s proxy statement. The Committee shall also consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s charter documents.
- To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.
- To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least annually, and to recommend any changes to the Board.
- To oversee the Company’s corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company’s corporate governance framework.

- To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
- To review, at least annually, the Board’s committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairperson.
- If a vacancy on the Board or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill the vacancy either by appointment by the Board or, if required by applicable law, rule or regulation, election by stockholders.
- To develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.
- To periodically review director compensation and benefits for service on the Board and Board committees and to recommend any changes to the Compensation Committee of the Board or the full Board as appropriate.
- To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence.
- To review and discuss with management and the Board disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nominations process, and to recommend that this disclosure be included in the Company’s proxy statement or annual report on Form 10-K, as applicable.
- To monitor compliance with the Company’s Code of Ethics (the “Code”), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code, and to review the Code periodically and recommend any changes to the Board.
- To develop and recommend to the Board for approval a CEO succession plan (the “Succession Plan”), to review the Succession Plan periodically with the CEO and the Board, and to periodically evaluate and recommend to the Board candidates for succession under the Succession Plan.
- To review any director resignation letter and evaluate and recommend to the Board whether such resignation should be accepted.

IV. Outside Advisors

The Committee shall have the authority, in its sole discretion and at the Company’s expense, to retain and obtain the advice and assistance of outside counsel, director or executive search firms, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the director or executive search firm, and any other advisors.

V. Meetings of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to

attend its meetings (or portions thereof) and to provide pertinent information as necessary. A majority of the members of the Committee present in person or by means of a conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee shall maintain minutes of its meetings and records relating to those meetings.

VI. Review of Charter; Amendments

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board. Any amendment or other modification of this Charter shall be made and approved by the full Board.

VII. Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to those responsibilities, to one or more subcommittees as the Committee may deem appropriate.

VIII. Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in any manner it deems appropriate.

IX. Disclosure of Charter

If required by the rules of the SEC or Nasdaq, this Charter, as amended from time to time, shall be made available to the public on the Company's website.

* * *

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.