

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE**

THE REAL GOOD FOOD COMPANY, INC.

Charter of the Nominating and Corporate Governance Committee

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I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of The Real Good Food Company, Inc., a Delaware corporation (the “*Company*”), is to recommend qualified director nominees for membership on the Board and its committees, and to develop and recommend corporate governance policies and procedures. This Charter of the Nominating and Corporate Governance Committee was adopted by the Board on October 11, 2021.

The Committee’s principal functions are to:

- assist the Board in identifying candidates qualified to serve as directors, consistent with selection criteria approved by the Board and the Committee;
- recommend to the Board the appointment of director nominees that meet the selection criteria;
- recommend to the Board the appointment of directors to serve on each committee of the Board;
- develop and recommend to the Board such corporate governance policies and procedures as the Committee determines is appropriate from time to time;
- oversee the performance and evaluation of the Board, and of each committee of the Board; and
- perform such other duties and responsibilities as are enumerated in and consistent with this Charter.

II. Membership

Subject to the exemptions and transition provisions under the listing rules of the Nasdaq Stock Market (“*Nasdaq Listing Rules*”), the Committee shall generally consist of two or more members of the Board, with the exact number to be determined by the Board from time to time. Each of the members of the Committee shall (1) be an “independent director” as defined under the Nasdaq Listing Rules, (2) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, and (3) meet any other requirements imposed by applicable laws, rules, regulations or listing standards, subject in each case to any applicable exemptions and transition provisions.

The members of the Committee shall be appointed by and serve at the discretion of the Board. Committee members may be removed for any reason (or no reason) by the majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board (unless the notice specifies a later time for the effectiveness of such resignation). In the event that there is no Chairman of the Board, the notice of resignation shall be delivered to the full Board. Vacancies occurring on the Committee shall be filled by the majority of the Board.

The Board may designate a Chairman of the Committee. In the absence of that designation, the Committee may designate a Chairman by majority vote of the Committee members. The Chairman will set the agenda for Committee meetings and conduct proceedings of those meetings.

III. Responsibilities and Authority

The following are general guidelines establishing the responsibilities and authority of the Committee. This list is not intended to be exhaustive, and the Committee may modify the list as appropriate, establishing policies and procedures as required or recommended to meet its purpose and carry out its principal functions.

A. Nominating Directors to the Board and Committees

The Committee shall:

1. Evaluate the composition of the Board, and of each of its committees, and make recommendations to the Board regarding any modifications.
2. Develop and recommend policies regarding the director nomination process, including establishing a policy with regard to the consideration of director nominees recommended by stockholders (the “*Stockholder Nomination Policy*”). The current Stockholder Nomination Policy is set forth on **Exhibit A**.
3. Recommend to the Board specific criteria for Board membership, which shall include a description of any minimum qualifications that the Committee believes must be met by a director nominee, whether recommended by the Committee or pursuant to the Stockholder Nomination Policy, and a description of any specific qualities, skills or attributes that the Committee believes are necessary for one or more of the Company’s directors to possess. The current minimum selection criteria established by the Committee are set forth on **Exhibit B**.
4. Annually assess the adequacy of the minimum selection criteria for Board membership and submit any proposed changes to the Board for approval.
5. Recommend to the Board the composition of the Board and its standing committees, including their respective chairs, if applicable.
6. Approve all director nominees before they are proposed by the Board for election by the stockholders or appointed by the Board, including approval of director nominees to be proposed by the Board for election at each annual meeting of stockholders and approval of all director nominees to be elected by the Board to fill interim director vacancies.
7. Evaluate the “independence” of directors and director nominees against the independence requirements set forth in the Nasdaq Listing Rules, the rules and regulations of the Securities and Exchange Commission (the “*Commission*”), and other applicable laws, rules and regulations, in each case to the extent applicable.
8. Review the composition of each committee of the Board and make recommendations to the Board regarding the creation of additional committees, the dissolution of committees, and any change in the scope of duties or responsibilities of the committees.

9. Review and make recommendations to the Board regarding the Company's succession plans for the Board, including members of each committee of the Board.
10. Review the narrative disclosure regarding the director nomination process implemented by the Board or the Committee to be included in any public filing with the Commission, including the Company's annual proxy statement.

B. Corporate Governance

The Committee shall:

1. Periodically review and recommend changes to the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (each as amended and in effect from time to time).
2. Ensure that charters are prepared for each of the committees of the Board by the respective committees, that such charters comply with applicable laws, rules, regulations and listing standards, and that such charters are approved by the Board.
3. Develop and recommend to the Board any Codes of Business Conduct and Ethics (or similar governance policies) as are necessary to comply with applicable laws, rules, regulations and listing standards. Review and assess the adequacy of such codes and recommend any proposed changes to the Board for approval.
4. Periodically review the terms and conditions of the Company's director and officer insurance policy and recommend any proposed changes to the Board for approval.
5. Periodically review the terms and conditions of the Company's indemnification arrangements and recommend any proposed changes to the Board for approval.
6. Periodically review the terms and conditions of the Company's director and officer insurance policy and recommend any proposed changes to the Board for approval.
7. Review and recommend that the Board consider and approve such additional governance policies and procedures as the Committee deems appropriate. Review and assess the adequacy of such policies and procedures and recommend any proposed changes to the Board for approval.
8. Oversee compliance by the Board and its committees with applicable laws, rules, regulations and listing standards.
9. Oversee the performance and self-evaluation process of the Board and each committee, including conducting surveys regarding the effective operation of the Board and each committee to the extent deemed appropriate.
10. Evaluate whether any position held or proposed to be held by any director or director nominee would represent a conflict of interest with such director's membership on the Board or any committee thereof.
11. Oversee and facilitate the continuing education of directors in matters affecting the Company's business and the responsibilities of directors in order to provide them the tools to meet their obligations and exercise their fiduciary duties.

C. Annual Review of Charter

The Committee shall review and assess the adequacy of this Charter at least annually and recommend to the Board any amendments or modifications to this Charter that the Committee deems appropriate.

D. Annual Performance Review

The Committee shall annually evaluate and assess its performance.

E. Authority to Retain Advisors

In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from legal counsel, consultants and other advisors as it determines necessary to carry out its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel, consultants or other advisors retained by the Committee and will have sole authority to approve related fees and retention terms. The Company will provide the Committee with appropriate funding for the payment of compensation to any legal counsel, consultants or other advisors in an amount deemed appropriate by the Committee.

F. Additional Authority

The Committee is authorized, on behalf of the Board, to do any of the following, as the Committee deems necessary or appropriate in its discretion:

1. Form and delegate authority to subcommittees consisting of one or more of its members as the Committee deems appropriate to carry out its responsibilities and exercise its powers (to the extent allowable under applicable laws, rules, regulations or listing standards).
2. Rely upon advice and information that it receives in its discussions and communications with management and such legal counsel, consultants and other advisors as may be consulted by the Committee.
3. Request that any officer or employee of the Company, the Company's legal counsel, or any other advisor retained by the Company, attend a meeting of the Committee, or meet with any members of or advisors to the Committee, provided that the Committee shall retain the discretion to exclude any such person from all or a portion of any Committee meeting.
4. Perform other activities that are consistent with this Charter, the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (each as amended and in effect from time to time), and applicable laws, rules, regulations and listing standards as the Committee or the Board deems necessary or appropriate.
5. Have unrestricted access to Company employees, documents and other records, and the authority to direct and supervise an investigation into any matters within the scope of its duties.
6. Incur such expenses as are necessary or appropriate in carrying out its duties.

7. Perform such other functions as may be requested by the Board from time to time.

IV. Meetings and Procedures

The Committee will meet at least twice per year or more frequently, as determined by the Committee. The Committee will regularly report to the Board on significant matters related to the Committee's responsibilities, and as requested by the Board with respect to other matters. The Committee will maintain written minutes of its meetings and will make such minutes available to the Board.

The Committee will be governed by the same rules and procedures regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

EXHIBIT A

Stockholder Nomination Policy

The current Stockholder Nomination Policy established by the Committee is as follows:

The Committee shall review and consider any director candidates who have been recommended by stockholders of the Company entitled to vote in the election of directors, so long as such candidates (i) have been nominated in accordance with the procedures set forth in the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (each as amended and in effect from time to time), and (ii) meet the minimum selection criteria for director nominees established by the Board or the Committee.

EXHIBIT B

Minimum Criteria for Director Nominees

The current minimum selection criteria established by the Committee are as follows:

- Each director should have the ability and willingness to devote the necessary time and effort to diligently perform the duties and responsibilities of Board membership.
- Each director must possess a high level of integrity, personal and professional ethics, and sound business judgment.
- Each director should be committed to enhancing long-term stockholder value and should demonstrate an understanding that his or her primary goal is to serve the best interests of those stockholders.
- Each director should be free of any conflicts of interest which would violate applicable laws, rules, regulations or listing standards, conflict with any of the Company's corporate governance policies or procedures, or interfere with the proper performance of his or her responsibilities.
- Each director should possess attributes, characteristics, experiences, qualifications and skills which enhance his or her ability to perform duties on behalf of the Company (both individually and in combination with the other directors). In making its assessment, the Committee will consider such factors as (i) personal qualities, skills and characteristics (which may include, but are not limited to, ethnicity, gender, race and sexual orientation), (ii) expertise in specific business areas, including sales, marketing, strategy, finance, corporate governance or legal, (iii) professional experience in the food industry (or similar industries), and (iv) ability to qualify as an "independent director" under the Nasdaq Listing Rules and to otherwise exercise independent judgment as a director.
- The Committee may also consider such other factors as it determines would reasonably be expected to contribute to the overall effectiveness and diversity of the Board.