

CODE OF BUSINESS CONDUCT AND ETHICS FOR
SENIOR FINANCIAL OFFICERS

THE REAL GOOD FOOD COMPANY, INC.

Code of Business Conduct and Ethics
for Senior Financial Officers

The Real Good Food Company, Inc.

I. Purpose

The Real Good Food Company, Inc., a Delaware corporation (the “*Company*”), is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules, regulations and listing standards. The Board of Directors (the “*Board*”) of the Company has adopted this Code of Business Conduct and Ethics for Senior Financial Officers (this “*Code*”) as part of this commitment. This Code is also intended to comply with the requirements of Section 406 of the Sarbanes-Oxley Act of 2002, and Item 406 of Regulation S-K adopted by the Securities and Exchange Commission (the “*Commission*”) thereunder. This Code was adopted by the Board on October 11, 2021.

As a general matter, this Code is designed to deter wrongdoing and promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents filed by the Company with, or submits to, the Commission and in the Company’s other public communications;
- compliance with applicable laws, rules, regulations and listing standards;
- prompt internal reporting of violations of this Code in the manner described herein; and
- accountability for adherence to this Code.

II. Applicability

The Chief Executive Officer, Executive Chairman, Chief Financial Officer, Chief Accounting Officer, Controller, and other senior financial officers performing similar functions (collectively, the “*Senior Financial Officers*”) are bound by this Code. Without limiting the foregoing, “*Senior Financial Officers*” expressly include the senior financial officers of the Company and its subsidiaries, including, without limitation, The Real Good Food Company, LLC, a Delaware limited liability company.

By accepting this Code, each Senior Financial Officer agrees that he or she will promote high standards of ethical business conduct and compliance with applicable laws, rules, regulations and listing standards, including by adhering to the principles and responsibilities set forth in this Code.

The Senior Financial Officers are also bound by any other corporate governance policies and procedures that have been, or may hereafter be, adopted by the Company and are applicable to the Company’s officers or employees (collectively, the “*Governance Policies*”). Nothing in this Code is intended to limit the requirements or obligations imposed on the Senior Financial Officers by the Governance Policies, or by applicable laws, rules, regulations or listing standards.

The Company expects all of its employees to foster a culture of fairness, honesty and accountability within the Company. Part of each Senior Financial Officer's ethical responsibility is to help enforce this Code and encourage others to comply with this Code. Each Senior Financial Officer should be alert to possible violations and promptly report violations or suspected violations of this Code to the Audit Committee of the Board (the "*Audit Committee*"). Throughout this Code, where a Senior Financial Officer has a duty to report certain observations, events or other information to the Audit Committee such duty may be satisfied by reporting the information to any then-current member of the Audit Committee.

III. Principles and Responsibilities

A. Standard of Conduct

Each Senior Financial Officer has a duty to comply with applicable laws, rules, regulations and listing standards; act with honesty and integrity in all dealings with the Company and any of its constituents; and use care and diligence in performing his or her responsibilities to the Company. Each Senior Financial Officer also has a duty to advocate compliance with these principles by other employees.

B. Relationship with Independent Auditors

Each Senior Financial Officer has a duty to work cooperatively with the Company's independent auditors in the conduct of the audit of the Company's annual financial statements, the review of the Company's quarterly financial statements, the evaluation of the Company's internal controls, and the review and filing of the Company's public disclosure documents.

C. Company Disclosures

Each Senior Financial Officer shall be responsible for full, fair, accurate and timely disclosure in the reports and documents that the Company files with, or submits to, the Commission (the "*Commission Filings*") and in other public communications made by the Company. Each Senior Financial Officer must promptly bring to the attention of the Audit Committee any information that he or she becomes aware of that is likely to materially affect the timing, accuracy or completeness of disclosures made in the Commission Filings, or in other public communications made by the Company.

D. Internal Controls / Fraud

Each Senior Financial Officer must promptly bring to the attention of the Audit Committee any information he or she receives or becomes privy to concerning (i) significant deficiencies in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

E. Conflicts of Interest

Each Senior Financial Officer is expected to avoid conflicts of interest that interfere, or are reasonably likely to interfere, with the performance of his or her duties to the Company, or that

deprive the Company of the Senior Financial Officer's undivided loyalty in business dealings. Each Senior Financial Officer must report to the Audit Committee any actual or apparent conflicts of interest involving any employee who has a significant role in financial reporting, disclosures or internal controls.

F. Confidentiality

Each Senior Financial Officer must maintain the confidentiality of Company information (except when authorized or legally required to make any disclosure) and avoid any personal use of Company information.

G. Legal Compliance

Each Senior Financial Officer must comply with applicable laws, rules, regulations and listing standards, including, without limitation, the laws of the Company's state of incorporation, the rules and regulations of the Commission, and the rules and listing standards of any national securities exchange on which the Company's securities are listed for trading. Each Senior Financial Officer shall promptly bring to the attention of the Audit Committee any information he or she receives or becomes privy to concerning any violation, or evidence of any potential violation, of any laws, rules, regulations or listing standards applicable to the Company, or to its business, operations, products or properties.

H. Violations of the Code

Each Senior Financial Officer shall promptly report actual or suspected violations of this Code to the Audit Committee. The Audit Committee shall have the authority to determine whether there has been any violation of this Code, as well as to determine (or designate appropriate persons to determine) the appropriate action to be taken as a result of any violation of this Code. Any such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code, and may include, without limitation, reduction in compensation, demotion or re-assignment, suspension of employment, and termination of employment.

I. Waivers and Amendments

The Audit Committee shall have the ability to waive or amend any provision of this Code provided that any such waiver or amendment is not inconsistent with applicable laws, rules, regulations or listing standards. Any such waivers of or amendments to this Code shall be disclosed in accordance with applicable laws, rules, regulations and listing standards.