

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF INNOVATIVE FOOD HOLDINGS, INC.**

Revised and Effective August 15, 2023

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Innovative Food Holdings, Inc. (the “**Company**”) is to assist the Board in: (i) identifying, screening and recommending qualified candidates to serve as directors of the Company and (ii) maintaining oversight of the Board’s and the Company’s governance functions and effectiveness. The Committee shall undertake those specific duties and responsibilities enumerated below, and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws, as may be amended and/or restated from time to time (the “**Bylaws**”), and by applicable law.

II. Membership

The Committee shall consist of no fewer than three (3) members of the Board, at least two (2) of whom shall be an “independent director” and satisfy such other criteria imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission (“**SEC**”) and the Nasdaq Stock Market or OTCQB Market (the “**Exchange**”) (or such other exchange or quotation systems as the Company’s shares of common stock are listed or quoted on). The term “independent director” means a director who meets the definition of “independence” under the rules and regulations of the SEC and the Exchange.

The Board shall appoint the Chair of the Committee and members of the Committee annually, generally at its first meeting following Company’s annual meeting of stockholders. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation, removal or death. The Board may fill vacancies or remove any member from the Committee at any time with or without cause. A member of the Committee may resign from the Committee at any time without resigning from the Board by delivering his or her written resignation to the Chair of the Board.

III. Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

Nomination Matters

- A. Identify and evaluate director nominees on the basis of experience, integrity, ability to make independent analytical inquiries, understanding of the Company’s business environment, willingness to devote adequate time to Board duties and such other specific criteria as may be established by the Committee from time to time. Candidates for Board nomination shall submit credentials and listing of affiliations to assure that they meet the requirements of the selection criteria established by the Committee from time to time. Such credentials and affiliations shall be reviewed by the Committee and the Board as a part of the nomination process.
- B. Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board.

- C. Recommend to the Board candidates for election or reelection to the Board at each annual meeting of stockholders of the Company or any other meeting of Company stockholders where the election of directors is to be considered.
- D. Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board.
- E. Consider stockholders' nominees in accordance with the Bylaws and applicable rules and regulations and develop procedures regarding the nomination process as required by the federal securities laws and the rules and regulations of the SEC and the Exchange.
- F. Aid in attracting qualified candidates to serve on the Board and interview and otherwise assist in the screening of such candidates.

Board and Committee Matters

- G. Evaluate and make recommendations to the Board concerning the structure, composition and functioning of the Board and all Board committees and evaluate Board effectiveness.
- H. Review and evaluate the performance of incumbent directors whose term of office is scheduled to expire at the Company's next annual meeting of stockholders in order to:
 - (i) Solicit input from such incumbent director with respect to his or her desire and availability to continue his or her service as a director and confirm if such director wishes to stand for re-election prior to the presentation of the slate to the Company's stockholders.
 - (ii) Evaluate the participation, attendance, and contribution of such incumbent director in Board and committee meetings.
 - (iii) Review the characteristics and qualifications of such incumbent director to continue his or her service as a director in light of (A) such director's personal circumstances, including the involvement of such director in his or her primary business activity and/or his or her community; (B) the capacity, health and availability of such director; (C) the developing needs of the Company; and (iv) the characteristics recommended to be sought in candidates for directors of the Company.
- I. Review Board make-up from time to time as appropriate, including the mix of director experience, personalities and other characteristics needed to balance the Board and adherence to the following governance guidelines:
 - (i) For so long as the Company's securities are listed on a national exchange or for as long as the Company is otherwise required to do so, the Board shall have a majority of independent directors.
 - (ii) Independent directors should not, and if at all possible all director candidates should not, have any material financial, economic or other ties to any member of Company management or the Board, or be a member of a board of, or otherwise be associated with, an entity whose interests conflict with the interests of the Company, or an entity which is a related party (a "**Conflicting Board**").
 - (iii) Board members should have appropriate and complimentary skill sets to provide needed guidance to company operations, planning and finance.

- J. Conduct and oversee Board and committee self-evaluations, including:
 - (i) Overseeing the Board's self-evaluation of its performance, which should take place no less than annually.
 - (ii) Conducting a self-evaluation of the Committee's performance no less than annually as set forth in Section VII of this Charter.
 - (iii) Developing the overall framework for the self-evaluations conducted by other committees of the Board.
- K. Review and recommend retirement policies for the Company's directors as may be adopted from time to time.
- L. Review and recommend changes to Board meeting procedures.

Chief Executive Officer Evaluation

- M. The Committee shall (in conjunction with the Compensation Committee of the Board as necessary or appropriate) initiate an annual review and evaluation of the performance of the Company's Chief Executive Officer (or other principal executive officer of the Company) ("CEO"). The Committee will meet at least once each year with the CEO to discuss, among other issues deemed pertinent by the Committee:
 - (i) The mission, vision, direction and objectives of the CEO.
 - (ii) The leadership of the CEO, including his or her team-building skills and ability to build or impact corporate culture, build morale and generate a positive dynamic direction for the Company.
 - (iii) Organizational matters, including developments, changes and concepts.
 - (iv) Succession planning and leadership development programs for the CEO and other senior officer and key management positions.
- N. The Committee shall present the results of the review and evaluation of the CEO to the full Board.

Stockholder Matters

- O. Review and make recommendations to the Board regarding the Company's response to stockholder proposals for inclusion in the Company's annual proxy statement.
- P. Recommend, for approval by the independent directors of the Board, a process by which the Company's stockholders may send communications to directors and the process for determining which communications will be relayed to directors. The process by which stockholders may communicate with directors shall be disclosed in the Company's annual proxy statement.

Other Corporate Governance Matters

- Q. Develop and recommend to the Board from time-to-time corporate governance guidelines applicable to the Company and, from time to time as it deems appropriate, review and reassess the adequacy of such guidelines and recommend and propose changes to the Board for approval.
- R. Review and recommend to the Board amendments to the Bylaws, the Company's certificate of incorporation, committee charters, and the standards of conduct for non-employee directors.
- S. Review any outside directorships in other public companies held by senior company officials, including to confirm:
 - (i) There is no real or potential conflict of interest.
 - (ii) No senior official has too many memberships on other boards or on Conflicting Boards so as to be a distraction from the function of the Board.
- T. Review any other issues relating to conflicts of interests and (in conjunction with the Audit Committee of the Board as necessary or appropriate) all related party transactions in accordance with SEC and Exchange requirements and general best corporate practices and report the same to the Board.
- U. Monitor any requests made by other members of the Board to engage outside advisers with respect to corporate governance issues at the Company's expense.
- V. Perform such other functions and have such other powers consistent with this Charter, the Bylaws and applicable law as the Committee or the Board may deem appropriate.

IV. Meetings

The Committee shall meet at least once per fiscal year at such times as the Committee deems necessary or appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board as provided for in the Bylaws. The Chair of the Committee will preside at each meeting and will set the agenda of items to be addressed at each meeting.

The Committee may meet separately with management and shall invite such individuals to its meetings as it deems appropriate to assist in carrying out its responsibilities. However, the Committee shall also meet regularly without any such non-Committee members present.

The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company. The Chair (or other member of the Committee in the Chair's absence) shall report to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

V. Outside Advisers

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisers as it deems necessary or appropriate to fulfill its duties and responsibilities under this Charter. Such independent advisers may be the Company's regular advisers. The Committee shall set the compensation, and oversee the work, of any outside counsel and

other advisers engaged by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisers as determined by the Committee.

Nothing herein shall be construed to: (1) require the Committee to implement or act consistently with the advice or recommendations of any outside adviser to the Committee; or (2) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

VI. Investigations

The Committee shall have the authority to conduct or authorize investigations into any matter within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any adviser engaged by the Committee.

VII. Annual Review and Evaluation

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall be conducted in accordance with any guidelines for self-evaluations of the committees of the Board set forth by the Committee. Such self-evaluation shall compare the performance of the Committee with the requirements of this Charter and address the Committee's composition, responsibilities, processes and effectiveness.

The Committee shall report the results of its self-evaluation to the Board. Such report may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make the report.

VIII. 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 such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

IX. Impact of Charter

This Charter does not change or augment the obligations of the Company, the Board, the Committee or its directors or management under the federal or state securities laws or create new standards for determining whether the Board, the Committee or the Company's directors or management have fulfilled their duties, including fiduciary duties, under applicable law.

###