



NOMINATING COMMITTEE

(EFFECTIVE AS OF DECEMBER 30, 2022)

PURPOSE

The purpose of the Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Moolec Science SA, a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg, with its registered office at 17, Boulevard F.W. Raiffeisen, L-2411 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies’ Register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B268440 (“**Moolec**”) is to assist the Board with respect to nominating potential board members, including:

- evaluating the qualifications of potential directors proposed for appointment;
- identifying, considering, and recommending candidates for membership on the Board; and
- overseeing the annual evaluation of the Board and its committees.

This charter (the “**Charter**”) sets forth the authority and responsibility of the Committee in fulfilling its purpose.

MEMBERSHIP

Size and Appointment

The Committee will consist of two or more members of the Board, with the exact number determined by the Board from time to time. All members of the Committee will be appointed by the Board and will serve at the Board’s discretion. Members of the Committee may be replaced or removed by the Board at any time, with or without cause, subject to the terms of the Nomination Agreement. Resignation or



removal of a director from the Board, for whatever reason, will automatically constitute resignation or removal, as applicable, from the Committee.

Qualifications

Each member of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations (the “**Commission Rules**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) or the rules and regulations of the securities exchange on which Moolec’s securities are listed (the “**Exchange Rules**”), or such other qualifications as are established by the Board from time to time:

Each member of the Committee must meet the independence requirements of the listing standards of the securities exchange on which Moolec’s securities are listed.

Chairperson

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (“**Chair**”). If the Board does not appoint a Chair, the Committee members may designate a Chair by majority vote. The Chair will set the agenda for, preside over and conduct the proceedings of Committee meetings.

RESPONSIBILITIES

The principal responsibilities and duties of the Committee are set forth below. These responsibilities and duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given Moolec’s needs and circumstances. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations, as the Board may request or prescribe, or as the Committee deems necessary or appropriate consistent with its purpose.

Board Composition, Independence and Nominating Activities

The Committee will:



1. Periodically consider and assess the desirability of developing policies regarding director nomination processes and, if the Committee determines it appropriate to have such policies, to develop and recommend such policies.
2. Periodically consider and make recommendations to the Board regarding the size, structure and composition of the Board and its committees.
3. Develop and recommend to the Board the desired qualifications, expertise, and characteristics of Board members.
4. Identify, consider, and assist in recruiting qualified candidates for Board membership, consistent with criteria approved by the Board.
5. Oversee inquiries into the backgrounds and qualifications of potential candidates for membership on the Board.
6. Oversee succession planning for Moolec's Chief Executive Officer and other executive officers.
7. Review and recommend to the Board for its determination, the independence of the non-employee directors and members of the Committee, the Audit Committee, the Compensation Committee, and/or other independent committees of the Board.
8. Review developments in corporate governance practices and develop and recommend to Moolec's Board a set of corporate governance guidelines.

GUIDELINES FOR SELECTING DIRECTOR NOMINEES

Persons to be nominated should: have demonstrated notable or significant achievements in business, education or public service; possess the requisite intelligence, education, and experience to make a significant contribution to the board of directors, and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and have the highest ethical standards, a strong sense of professionalism, and intense dedication to serving the interests of the stockholders.



The Committee will consider a number of qualifications relating to management and leadership experience, background, and integrity and professionalism in evaluating a person's candidacy for membership on the board of directors. The Committee may require certain skills or attributes to meet specific Board needs that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of Board members. The Committee will not distinguish among nominees recommended by stockholders and other persons.

MEETINGS AND ACTIONS WITHOUT A MEETING

Meetings of the Committee will be held from time to time, as determined by the Committee. A quorum of the Committee for the transaction of business will be a majority of its members. The Committee also may act by unanimous written consent in lieu of a meeting.

MINUTES AND REPORTS

The Committee will maintain written minutes of its meetings and copies of its actions by written consent at the registered office of Moolec. The Committee will regularly report to the Board on its activities.

DELEGATION OF AUTHORITY

The Committee may, from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules, the Commission Rules, and the articles of association of Moolec, form and delegate, either exclusively or non-exclusively, authority to subcommittees. Subcommittees of the Committee will consist of one or more members of the Committee who will regularly report on their activities to the Committee.



REVIEW OF COMMITTEE COMPOSITION, PERFORMANCE AND CHARTER

The Committee will evaluate, on an annual basis, the Committee's composition and performance. The Committee also will review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee determines appropriate.