



## RELATED PARTY TRANSACTION POLICIES AND PROCEDURES

(EFFECTIVE AS OF DECEMBER 30, 2022)

### POLICY

It is the policy of the board of directors (the “**Board**”) of Moolec Science SA (the “**Company**”) that all Interested Transactions with Related Parties, as those terms are defined in this policy (this “**Policy**”), shall be subject to approval or ratification in accordance with the procedures set forth below.

### PROCEDURES

The Audit Committee (the “**Committee**”) shall review the material facts of all Interested Transactions that require the Committee’s approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described below. If advance Committee approval of an Interested Transaction is not feasible, then the Interested Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee’s next regularly scheduled meeting. In determining whether to approve or ratify an Interested Transaction, the Committee will consider, among other factors it deems appropriate, whether the Interested Transaction is on arms’ length terms, i.e., terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the Related Person’s interest in the transaction.

The Committee has reviewed the Interested Transactions described below in “Standing Pre-Approval for Certain Interested Transactions” and determined that each of the Interested Transactions described therein shall be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this Policy. In addition, the Board has delegated to the Chair of the Committee (the



“Chair”) the authority to pre-approve or ratify (as applicable) any Interested Transaction with a Related Party in which the aggregate amount involved is expected to be less than \$1,000,000 (which, for the avoidance of doubt, includes Interested Transactions in excess of \$120,000). In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction deemed pre-approved pursuant to paragraph (3) or (4) under “Standing Pre-Approval for Certain Interested Transactions” below and each new Interested Transaction pre-approved by the Chair in accordance with this paragraph shall be provided to the Committee for its review.

No director shall participate in any discussion or approval of an Interested Transaction for which he or she is a Related Party, except that the director shall provide all material information concerning the Interested Transaction to the Committee.

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to see that they comply with the Committee’s guidelines and that the Interested Transaction remains appropriate.

## **DEFINITIONS**

An “Interested Transaction” is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed \$120,000 in any calendar year, (2) the Company is a participant, and (3) any Related Party has or will have a direct or indirect interest (other than solely as a result of being a director or a less than 10 per cent beneficial owner of another entity).



A “Related Party” is any (a) person who is or was (since the beginning of the last fiscal year for which the Company has filed a Form 20-F, even if he or she does not presently serve in that role) an executive officer, director or nominee for election as a director, (b) greater than five per cent beneficial owner of the Company’s ordinary shares, or (c) immediate family member of any of the foregoing. Immediate family members include a person’s spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, and brothers and sisters-in-law, and anyone residing in such person’s home (other than a tenant or employee).

## **STANDING PRE-APPROVAL FOR CERTAIN INTERESTED TRANSACTIONS**

The Committee has reviewed the types of Interested Transactions described below and determined that each of the following Interested Transactions shall be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000.

- 1. *Director or executive officer compensation.*** Any transaction involving compensation of a director or executive officer or involving an employment agreement, severance agreement or special supplemental benefit of a director or executive officer;
- 2. *Certain transactions with other companies.*** Any transaction with another company at which a Related Person’s only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10 percent of that company’s shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or one per cent of that company’s total annual revenues;
- 3. *Transactions where all shareholders receive proportional benefits.*** Any transaction where the Related Person’s interest arises solely from the ownership of the Company’s ordinary shares and all holders of the Company’s ordinary shares received the same benefit on a pro rata basis (e.g., dividends); and



**4. *Certain banking-related services.*** Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.