

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF INNOVATIVE FOOD HOLDINGS, INC.**

Revised and Effective August 15, 2023

I. Purpose

The purpose of the Compensation Committee (“**Committee**”) of the Board of Directors (“**Board**”) of Innovative Food Holdings, Inc., a Delaware corporation (“**Company**”), is to: (a) assist the Board in discharging its responsibilities relating to the compensation of the Company’s directors and executive officers; and (b) produce an annual report on executive officer compensation for inclusion in the Company’s annual proxy statement, if necessary, in accordance with applicable rules and regulations. 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 two (2) members of the Board, at least two (2) of whom shall be an “independent director” and satisfy such other criteria imposed on 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. No fewer than two (2) members of the Committee shall also meet the definition of a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), the requirements of Section 162(m) of the Internal Revenue Code for “outside directors” and any other applicable regulatory requirements.

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:

- A. Review and approve the Company’s compensation programs and arrangements applicable to its executive officers and other employees of the Company as the Committee or the Board may, from time to time, determine should be subject to the Committee’s direct purview, including, without limitation: salary, incentive compensation, equity compensation and perquisite programs, and amounts to be awarded or paid to individual officers or employees under those programs and arrangements, or make recommendations to the Board regarding approval of the same. Without limiting the generality of the foregoing, the Committee shall review and approve all other employment-related contracts, agreements or arrangements between the Company and its officers and all other contracts, agreements or arrangements

under which compensatory benefits are awarded or paid to, or earned or received by, the Company's officers, including, without limitation, employment, severance, change of control and similar agreements or arrangements. The Committee shall also be responsible for establishing and reviewing the compensation and benefits given to the Company's non-employee directors.

- B. In determining compensation for the Chief Executive Officer (“CEO”), President and other senior executives and employees, the Committee shall consider, among other factors: the Company's overall performance, stockholder return, the achievement of specific performance objectives that the Committee shall establish on an annual basis, compensation previously provided to such executives and other employees and the value of compensation provided to individuals in similar positions at comparable companies. The Committee may also consult with other members of the Board and the Company's named executive officers and their employee designees (referred to herein as “management”) as it sees fit.
- C. Review at least annually the benefits provided to the CEO, President and other senior executives and employees (other than salary, bonus, equity-based grants, and any other long-term cash or equity-based compensation considered by the Committee in determining compensation to such officers, as provided above).
- D. Determine the objectives of the Company's executive officer compensation programs, identify what the programs are designed to reward, and modify (or recommend that the Board modify) the programs as necessary and consistent with such objectives and intended rewards.
- E. Ensure appropriate corporate performance measures and goals regarding executive officer compensation are set and determine the extent to which they are achieved, and any related compensation earned.
- F. Consistent with the foregoing, and assuming that the CEO's cash or incentive component of the compensation is subject to fluctuations, at least annually review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and the value of similar incentive awards received by CEOs at companies of comparable size and comparable industries.
- G. Review and approve any new equity compensation plan or any material change to an existing plan where stockholder approval has not been obtained.
- H. Review and approve any stock option award or any other type of equity-based or equity-linked award as may be required for complying with any tax, securities, or other regulatory (including the Exchange) requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.
- I. If required under the Exchange Act, review and discuss with management the “Compensation Discussion and Analysis” required to be included in the Company's annual proxy statement or Annual Report on Form 10-K filed with the SEC and recommend to the Board whether to include such “Compensation Discussion and Analysis” in such proxy statement or annual report.

- J. If required by the Exchange Act, produce a Committee report on executive officer compensation, as required to be included in the Company's annual proxy statement or Annual Report on Form 10-K filed with the SEC.
- K. Review and discuss any other compensation-related disclosures that may be required in the Company's annual proxy statement or Annual Report on Form 10-K.
- L. Oversee the Company's submissions to a stockholder vote on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans.
- M. Review the results of stockholder votes on executive compensation matters and to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation and discuss with management the appropriate engagement with stockholders and proxy advisory firms in response to such votes.
- N. 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, consistent with the maintenance of confidentiality of compensation discussions. However, the Committee shall also meet regularly without any such non-Committee members present. The CEO (or other principal executive officer of the Company) should not be present during voting or deliberations on such officer's compensation.

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; Assessing Adviser Independence

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.

The Committee also shall have the sole authority to retain and and/or replace, as needed,

compensation consultants to provide independent advice to the Committee, and the sole authority to approve such consultants' fees and other terms and conditions of retention. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- A. The provision of other services to the Company by the employer of the compensation consultant, legal counsel or other adviser;
- B. The amount of fees received from the Company by the employer of the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the employer of the compensation consultant, legal counsel or other adviser;
- C. The policies and procedures of the employer of the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- D. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- E. Any securities of the Company owned by the compensation consultant, legal counsel or other adviser; and
- F. Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the employer of the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (i) in-house legal counsel; and (ii) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K promulgated by the SEC: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation adviser, and about which the compensation adviser does not provide advice.

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent; rather, the Committee must only consider the enumerated independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed to: (1) require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant or other outside adviser to the Committee; or (2) to 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 advisers engaged by the

Committee.

VII. 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.

VIII. 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 in accordance with any guidelines for self-evaluations of the committees of the Board set forth by the Nominating and Corporate Governance Committee of the Board. 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.

IX. Clawback Requirements

To the extent that the Company becomes listed on an exchange and becomes subject to Rule 10D-1 of the Exchange Act, then the Committee shall assist and advise the Board and the Audit Committee what constitutes incentive-based compensation and if the clawback provisions of the rule are triggered based upon a financial statement restatement, the amount of any clawback and which officer would be subject to the clawback.

X. 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.

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