

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER  
OF  
FAT BRANDS INC.**

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**I. Authority and Purpose**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of FAT Brands Inc., a Delaware corporation (the “**Company**”) is appointed by the Board to assist the Board in the following functions:

- Select, or recommend for selection by the full Board, the individuals qualified to serve on the Board (consistent with criteria that the Board has approved) for election by stockholders at each annual meeting of stockholders, and to fill vacancies on the Board;
- Develop, recommend to the Board, and assess corporate governance policies for the Company;
- Assess and oversee performance evaluations of the Board and Committees; and
- Such other duties as the Board shall from time to time prescribe.

All powers of the Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law.

**II. Committee Membership**

The Committee members (the “**Members**”) shall be appointed by the Board and will serve at the discretion of the Board. The Committee will consist of at least two (2) members of the Board. Each member of the Committee shall meet the independence requirements of Nasdaq, the definition of a “Non-Employee Director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and any other regulatory requirements. Unless otherwise directed by the Board, each Member shall serve until such Member ceases to serve as a member of the Board, or until his or her successor has been duly appointed by the Board.

**III. Duties and Responsibilities**

*Qualifications of directors.* The Committee will periodically, and no less frequently than annually, meet to assess, develop and communicate with the full Board concerning the appropriate criteria for nominating and appointing directors, including:

- The Board’s size and composition;
- Corporate governance policies;
- Applicable listing standards and laws;
- Individual director performance, expertise, experience, qualifications, attributes, skills and willingness to serve actively, including experience in business, finance or administration, familiarity with national and international business matters, familiarity with the Company’s industry, and prominence and reputation.
- Diversity of the Board, including professional and personal backgrounds;

- The number of other public and private company Boards and associations on which a director candidate serves, and potential legal impediments or conflicts of interest;
- Consideration of director nominees proposed or recommended by stockholders and related policies and procedures; and
- Other appropriate factors.

*Director nominees and vacancies.* The Committee will timely nominate individuals for nomination as directors at each annual meeting of stockholders and appoint individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors.

*Committee appointments.* If and when requested periodically by the Board, the Committee will identify and recommend to the Board the appointees to be selected by the Board for service on the committees of the Board.

*Governance policies.* The Committee will develop and no less frequently than annually assess and make recommendations to the Board concerning appropriate corporate governance policies. The Committee shall have oversight over the Company's corporate governance guidelines and policies governing the full Board as they relate to matters concerning the selection of individuals to serve on the Board.

*Board evaluation.* The Committee will periodically oversee a review of the performance of the full Board and Committees and report the results thereof to the full Board.

*CEO Succession Planning.* The Committee will oversee CEO and senior management succession planning.

*Annual performance review.* The Committee will periodically evaluate its own performance as a Committee and this charter, and report the results thereof to the full Board.

*Other functions.* The Committee may perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate and report to the full Board the major items covered by the Committee at each meeting thereof.

#### **IV. Conduct of Business**

*Committee access and information.* The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee.

*Committee advisers and funding.* The Committee will have authority to retain, at the Company's expense, and terminate any search firm used to identify director candidates, independent counsel or other advisers to the Committee and to approve the related fees and other retention terms. The Committee will have authority to approve the engagement of any such consultant or its affiliates for additional services to the Company, including the purchase of any products from such consultant or its affiliates.

*Reliance on others.* Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

V. **Minutes**

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.