

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
OF
AGRIFY CORPORATION**

Adopted: [^{12/18}_____], 2020

The responsibilities and powers of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Agrify Corporation (the “Company”), as delegated by the Board, are set forth in this charter (this “Charter”).

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Agrify Corporation (the “Company”), established to help ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance practices and standards.

II. Committee Membership

- The Committee shall be comprised of no fewer than three (3) members.
- The members of the Committee shall satisfy the independence requirements of the stock exchange rules and regulations applicable to Committee members as in effect from time to time, as well as any independence and other requirements of the Securities and Exchange Commission and other applicable laws.
- The Committee members shall be appointed by and serve at the discretions of the Board.
- The Board shall designate one member of the Committee as its chairperson.

III. Meetings and Procedures

- The Committee will set its own schedule of meetings and will meet at least twice per year, with the option of holding additional meetings at such times as it deems necessary or appropriate.
- The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

IV. Authority and Responsibilities

Board Composition, Evaluation and Nominating Activities

- Evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.
- Review periodically the policy and procedures for considering stockholder nominees for election to the Board.
- Recommend for approval by the Board on an annual basis desired qualifications and characteristics for Board membership and with corresponding attributes.
- Search for, identify, evaluate and recommend for the selection by the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders.
- Evaluate the performance of individual members of the Board eligible for re-election, and recommend for the selection by the Board, the director nominees for election to the Board at the annual meeting of stockholders.
- Evaluate the independence of directors and director nominees against the independence requirements of the stock exchange rules and regulations and SEC rules and other applicable requirements.

Board Committees

- Review periodically the composition of each committee of the Board, the need for additional committees, or changes in mandate or dissolution of existing committees, and make recommendations to the Board accordingly.

Corporate Governance

- Review annually the Company's corporate governance principles and practices delineating the responsibilities, roles and conduct of the Board, its Committees and individual Directors relating to their governance of the Company, and assess the Company's compliance with these principles and practices, and recommend changes, as appropriate.
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the stock exchange rules and regulations and SEC rules and regulations.
- Periodically review and reassess the adequacy and scope this Charter and the Committee's established processes and procedures and recommend any proposed changes to the Board for approval.

Board and Committee Education and Performance

- Oversee periodic performance evaluations of the Board and its Committees, individual Advisors and individual Directors , including the use of surveys of director observations, suggestions and preferences regarding how effectively the Board operates
- At least annually, the Committee shall evaluate its own performance as part of the process it designs for the Committee evaluations.
- Identify and seek to provide opportunities to improve and expand the business knowledge, skills and competencies of the Board and individual Directors, specifically recommending that the Board and/or certain Directors attend or participate in one or more Director Education seminars, workshops or industry functions.

V. Independent Advisors

In performing its responsibilities, the Committee shall have the authority to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors, including search firms, and to set the terms and fees for any such counsel and advisors.

VI. Miscellaneous

- The Committee shall review and reassess the adequacy and scope of this Charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall have other such duties as may be delegated from time to time by the Board.