

CHARTER OF THE CORPORATE RESPONSIBILITY AND SUSTAINABILITY COMMITTEE

The Simply Good Foods Company
Adopted April 14, 2021

I. MEMBERSHIP

The Corporate Responsibility and Sustainability Committee (the “**Committee**”) of the board of directors (the “**Board**”) of The Simply Good Foods Company (the “**Company**”) shall consist of two or more directors.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

II. PURPOSE

The purpose, duties and responsibilities of the Committee are to assist the Board in discharging its oversight responsibility related to environmental, social and governance (“**ESG**”) matters, such as climate change impacts, energy and natural resources conservation, environmental and supply chain sustainability, human rights, employee health, safety and well-being, diversity and inclusion, public policy engagement, political contributions, corporate charitable and philanthropic activities and other ESG matters that are relevant and material to the Company; provide guidance to management on the aforementioned matters; and perform an oversight role in shaping the Company’s ESG strategy.

III. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall include, without limitation, the following:

(a) The Committee shall monitor emerging trends and evolving best practices with respect to ESG.

(b) The Committee shall review, oversee, and discuss with management the implementation of the Company’s ESG strategy and policies and, as appropriate, make recommendations to management and the Board on potential changes to the Company’s ESG strategy and policies.

(c) The Committee shall review and discuss with management the Company’s internal and external communication strategies and approach with employees, investors, and other stakeholders regarding the Company’s position or approach to ESG matters, and provide recommendations as appropriate.

(d) The Committee shall perform such other duties, tasks, and responsibilities relevant to the purpose of the Committee as may be requested by the Board from time to time.

IV. OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of outside counsel, consultants, and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, consultants, and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside counsel, consultants and any other advisors.

V. STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as 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.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

VI. 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 sub-committees as the Committee may deem appropriate in its sole discretion.

VII. PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.