

**FRESHPET, INC.**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

This charter adopted by the Board of Directors (the “Board”) of Freshpet, Inc. (the “Company”) governs the operations of the Nominating and Governance Committee (the “Committee”) of the Board.

**Purpose**

The Committee’s primary purpose is to (i) develop and recommend qualification standards and other criteria for selecting new directors; (ii) identify and recommend to the Board director nominees for Board approval consistent with the qualification standards and other criteria approved by the Board; (iii) oversee evaluations of the Board, individual Board members and Board committees; and (iv) monitor the Company’s compliance with ethics policies and consider other matters of corporate governance including within the Company’s environmental, social and governance (“ESG”) framework.

**Committee Membership**

Committee members shall be appointed annually by the Board unless a member resigns or is removed (with or without cause) by the Board prior to the end of their term. A member of the Committee is eligible for multiple terms as long as the member remains on the Board. All vacancies shall be filled by the Board and such successor shall serve for the remainder of the term of the Committee member he or she is replacing. The Committee shall consist of at least two directors, one of whom shall be designated by the Board as Chairman of the Committee.

Each member of the Committee shall be “independent” within the meaning of the applicable listing rules of the Nasdaq Stock Market.

**Meetings**

The Committee shall meet periodically, either in person or by teleconference, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

**Delegation**

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

**Advisors**

The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

## **Duties & Responsibilities**

The Committee shall:

1. Develop and recommend for Board approval the desired qualifications, skills, experience, expertise, diversity and characteristics for selecting director nominees.
2. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by stockholders of the Company, and consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual meeting of stockholders. identify and evaluate incumbent and new candidates for nomination to the Board and recommend to the Board for approval the slate of director nominees to be elected by the stockholders at the annual stockholders' meeting and act as contact point for stockholder input to the nomination process; provided, however, in the event that the Company is legally required by contract or otherwise to provide third parties with the ability to nominate individuals for election or reelection as a member of the Board (pursuant to, for example, the rights of holders of preferred stock to elect directors upon a dividend default or in accordance with stockholder or management agreements), the selection and nomination of such director nominees shall be governed by such contract or other arrangement and shall not be the responsibility of the Committee
3. Review, assess and develop processes and procedures for considering stockholders' director nominations to the Board;
4. Develop and monitor the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate;
5. Establish procedures for, and administer, annual performance evaluations of the Board, its committees and individual Board members.
6. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function, workload or membership qualifications.
7. Monitor compliance with and review periodically the Company's General Code of Ethics; Code of Ethics for Executive Officers and Principal Accounting Personnel and Conflicts of Interest Policy for Directors and Executive Officers; confidential information and insider trading policies and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate.
8. Develop and recommend to the Board for adoption policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
9. Review and monitor the development and implementation of the governance goals the Company may establish from time to time with respect to its ESG matters and provide guidance to the Board on such matters.
10. Consider questions of possible conflicts of interest involving Board members and Executive Officers under the Conflicts of Interest Policy, and of other senior officers and key employees under the Company's General Code of Ethics.
11. On an annual basis, (i) evaluate and discuss the Committee's performance relative to its purpose, duties and responsibilities as described by this charter and (ii) review and assess the

adequacy of this charter and recommend any proposed changes to the Board for approval.

12. Keep a separate book of minutes of its proceedings and actions.
13. Periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

### **Miscellaneous**

This Committee charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

This charter is effective as of the date indicated below. Changes to this charter may only be made with the approval of the Board.

*Adopted Effective as of February 22, 2024*