

DEPARTMENT: CORPORATE**SOP# I-080**Revision: 2
Effective Date: 12/18/2023Prepared by: S. Swanson
Approved by: Board**Title: SUSTAINABILITY BOARD COMMITTEE CHARTER**

This Sustainability Board Committee Charter governs the operations of the Sustainability Board Committee (the “Committee”) of the Board of Directors (“Board”) of Alto Ingredients, Inc. (the “Company”). This Charter is intended as a component of a flexible corporate governance framework within which the Board, assisted by its committees, directs the affairs of the Company. Although this Charter should be interpreted in the context of all applicable laws, regulations, and listing requirements of the NASDAQ Capital Market, as well as the Company’s Certificate of Incorporation and Bylaws, as the same may be amended or restated from time to time, it is not intended to establish by its own force any legally binding obligations.

GENERAL PURPOSE AND AUTHORITY

The general purpose of the Committee is to ensure that the company’s sustainability strategy is appropriate, takes account of material risks and opportunities, coordinates public disclosures through Sustainability Reports, Securities and Exchange Commission (“SEC”) filings, and the Company website, and is likely to improve key metrics for sustainability material topics.

COMMITTEE MEMBERSHIP

The Committee shall be comprised of a minimum of two members of the Board, each of whom shall be appointed by the Board. Members can be officers of the company or “independent” by the rules of the SEC and The NASDAQ Stock Market (“NASDAQ”).

The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Any member may be removed, with or without cause, by the Board at any time. The VP of Quality and Sustainability or his/her designee will be present at meetings and coordinate efforts for the Sustainability Committee.

COMMITTEE MEETINGS

The Committee shall meet as often as it deems appropriate, but not less frequently than quarterly, to perform its duties and responsibilities under this Charter. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee. The Chairman of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda.

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

AUTHORITY AND RESPONSIBILITIES

The Committee may request any officer or employee of the Company or the Company's legal counsel to attend a Committee meeting.

The functions and responsibilities of the Committee are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances. In that regard, the Committee shall, among other things:

- Review analyses provided by the Sustainability Working Committee and present any relevant factors to the Board and Executive team prior to making a decision.
- Stay informed of changes in regulations and SEC standards as they relate to sustainability topics.
- Monitor sustainability ratings for the Company and provide input on priorities for continuous improvement.
- Review the EHS Plan and its goals and objectives, the annual Sustainability Report, policies and procedures that relate to sustainability topics, and the Company website.
- Diversity and inclusion are key to providing careers and company culture to support all the Company's employees. The Committee will work with a broad steering committee to promote inclusion, recruiting efforts to encourage a more diverse workforce including the Board and senior management, and review of employee engagement and sustainability data to promote positive change in the Company.