

Board of Directors Charter (Summary)

Purpose

The Board of Directors oversees the Company's business, finances, and strategy, always acting in the best interest of shareholders.

Key Responsibilities

- Approve corporate strategy, budgets, and major transactions.
- Oversee financial reporting, risk management, and compliance.
- Appoint and evaluate the CEO and executive team.
- Ensure succession planning and strong corporate governance.

Structure

- Majority comprised of independent directors where practicable.
- Committees: Audit, Compensation, and Nominating & Governance.

Meetings

- At least four times annually.
- Additional meetings as required.

Sentient Brands Holdings, Inc.

Board of Directors Charter

1. Purpose

The Board of Directors (the “Board”) of Sentient Brands Holdings, Inc. (the “Company” or “SNBH”) is responsible for directing the affairs of the Company in a manner that promotes long-term shareholder value, ensures accountability, and maintains compliance with applicable laws, regulations, and best practices of corporate governance.

This Charter establishes the role, responsibilities, structure, and authority of the Board.

2. Authority

The Board derives its authority from:

- The **Nevada Revised Statutes** and other applicable U.S. corporate law.
- The Company’s **Articles of Incorporation** and **Bylaws**.
- Applicable regulations of the **Securities and Exchange Commission (SEC)** and, where relevant, the **OTC Markets Group** or any national securities exchange upon which the Company’s securities are listed.

The Board may delegate specific functions to its committees, management, or external advisors but retains ultimate oversight responsibility.

3. Responsibilities

The Board shall exercise its fiduciary duties of care, loyalty, and good faith to all shareholders. Key responsibilities include:

3.1 Strategic Oversight

- Approve the Company’s mission, vision, and strategic objectives.
- Review, monitor, and evaluate management’s execution of strategy.
- Approve major corporate actions including mergers, acquisitions, divestitures, capital raising, and partnerships.

3.2 Financial Oversight

- Approve annual budgets and business plans.
- Monitor financial performance against approved targets.
- Ensure integrity and accuracy of financial statements.
- Oversee internal controls and risk management systems.

3.3 Leadership & Succession

- Appoint, evaluate, compensate, and, if necessary, remove the Chief Executive Officer (CEO).
- Approve senior management appointments and oversee succession planning.
- Establish a framework for executive performance evaluation.

3.4 Corporate Governance

- Adopt and oversee compliance with the Company's governance policies.
- Ensure alignment with ethical, legal, and regulatory standards.
- Maintain transparent communication with shareholders and stakeholders.

3.5 Risk Management

- Identify, assess, and oversee principal risks to the Company's business.
- Approve risk management policies and ensure adequate systems are in place.

3.6 Shareholder & Stakeholder Engagement

- Approve annual and quarterly reports, proxy statements, and other material disclosures.
- Maintain open channels of communication with shareholders.
- Consider environmental, social, and governance (ESG) factors in oversight.

4. Composition

- The Board shall consist of not fewer than three (3) members, with the exact number determined by the Bylaws.
- A majority of directors should be **independent**, as defined by applicable regulations and best practices, to the extent practicable for the Company's size and listing status.
- Directors shall collectively bring a diverse range of experience in finance, industry, strategy, governance, and risk oversight.

5. Committees

The Board may establish standing and ad hoc committees. The primary standing committees include:

1. **Audit Committee** – Oversees financial reporting, auditing, and compliance.
2. **Compensation Committee** – Oversees executive pay, incentive plans, and equity awards.
3. **Nominating & Corporate Governance Committee** – Oversees board composition, evaluation, and governance practices.

Each committee shall operate under a written charter approved by the Board.

6. Meetings

- The Board shall meet at least **quarterly**, with additional meetings convened as required.
- A majority of directors shall constitute a quorum.
- Directors are expected to attend all meetings, review materials in advance, and actively participate in deliberations.
- Non-directors (executives, advisors, auditors) may be invited to attend at the discretion of the Board.

7. Access to Management & Advisors

- Directors shall have full and free access to management, books, and records of the Company.
- The Board may retain independent legal, financial, or other advisors at the Company's expense as necessary to fulfill its duties.

8. Director Duties & Conduct

- **Duty of Care:** Act with diligence and prudence in decision-making.
- **Duty of Loyalty:** Place the interests of the Company and shareholders above personal interests.
- **Confidentiality:** Maintain the confidentiality of non-public information.
- **Compliance:** Follow all applicable laws, securities regulations, and Company policies.

9. Evaluation

The Board shall conduct an **annual self-evaluation** of its performance, effectiveness of its committees, and the performance of individual directors. Results shall be used to improve governance practices and succession planning.

10. Review & Amendment

This Charter shall be reviewed annually by the Nominating & Corporate Governance Committee and amended as necessary to reflect changes in law, regulation, or Company needs.