

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Ohri Rajnish</u> <hr/> (Last) (First) (Middle) C/O WHOLE EARTH BRANDS, INC. 125 S. WACKER DRIVE, SUITE 1250 <hr/> (Street) CHICAGO IL 60606 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/16/2023	3. Issuer Name and Ticker or Trading Symbol <u>Whole Earth Brands, Inc. [FREE]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner X Officer (give title below) <input type="checkbox"/> Other (specify below) Interim Co-CEO	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	30,478	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Restricted stock units	(2)	(2)	Common Stock 4,504	(1)	D	
Performance-based restricted stock units	(3)	(3)	Common Stock 13,508	(1)	D	
Restricted stock units	(4)	(4)	Common Stock 14,257	(1)	D	
Performance-based restricted stock units	(5)	(5)	Common Stock 21,382	(1)	D	
Restricted stock units	(6)	(6)	Common Stock 56,602	(1)	D	
Restricted stock units	(7)	(7)	Common Stock 69,576	(1)	D	
Restricted stock units	(8)	(8)	Common Stock 63,047	(1)	D	
Performance-based restricted stock units	(9)	(9)	Common Stock 63,046	(1)	D	

Explanation of Responses:

- Restricted stock units convert into shares of Whole Earth Brands, Inc.'s common stock on a one-for-one basis.
- These restricted stock units ("RSUs") were granted on March 18, 2021. Subject to the reporting person's continuous employment through the vesting date, the RSUs vest one-third (1/3) annually over three (3) years, commencing on the first anniversary of the grant date, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, any unvested RSUs will be forfeited. Number of shares represents those units which have not yet vested.
- These performance-based restricted stock units ("PSUs") were granted on March 18, 2021. The vesting of these PSUs is dependent upon the achievement by Whole Earth Brands, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain circumstances, the number of PSUs scheduled to vest on the third anniversary of the grant date following the 2023 annual performance period will vary between 0% and 200% of the number reported, depending on whether and the extent to which Whole Earth Brands, Inc. meets the identified financial performance criteria.
- These RSUs were granted on March 24, 2022. Subject to the reporting person's continuous employment through the vesting date, the RSUs vest one-third (1/3) annually over three (3) years, commencing on the anniversary of the grant date, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, any unvested RSUs will be forfeited. Number of shares represents those units which have not yet vested.
- These PSUs were granted on March 24, 2022. The vesting of these PSUs is dependent upon the achievement by Whole Earth Brands, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain circumstances, the number of PSUs scheduled to vest on the third anniversary of the grant date following the 2024 annual performance period will vary between 0% and 200% of the number reported, depending on whether and the extent to which Whole Earth Brands, Inc. meets the identified financial performance criteria.
- These RSUs were granted on August 1, 2022. Subject to the reporting person's continuous employment through the vesting date, the RSUs shall vest on the one-year anniversary of the grant date, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, all RSUs will be forfeited.
- These RSUs were granted on May 1, 2023. Subject to the reporting person's continuous employment through the vesting date, the RSUs shall vest on the two-year anniversary of the grant date, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, all RSUs will be forfeited.
- These RSUs were granted on May 9, 2023. Subject to the reporting person's continuous employment through the vesting date, the RSUs shall vest one-third (1/3) annually over the next three (3) years, commencing on the anniversary of the grant date, except in the case of the reporting person's earlier involuntary termination. In the event of a voluntary termination by the reporting person prior to the vesting date, any unvested RSUs will be forfeited.
- These PSUs were granted on May 9, 2023. The vesting of these PSUs is dependent upon the achievement by Whole Earth Brands, Inc. of certain financial performance criteria. Subject to continued employment through the applicable vesting date and to accelerated vesting in certain circumstances, the number of PSUs scheduled to vest on the third anniversary of the grant date following the 2025 annual performance period will vary between 0% and 200% of the number reported, depending on whether and the extent to which Whole Earth Brands, Inc. meets the identified financial performance criteria.

Remarks:

Exhibit 24.1 Power of Attorney

/s/ Rajnish Ohri, by Ira W. Schlüssel, as Attorney-in-Fact

07/26/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

**LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints Ira W. Schlusser and/or Patrick Carey, and each of them, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) with respect to the equity securities of Whole Earth Brands, Inc., a Delaware corporation (the "**Company**"), prepare, execute, acknowledge, deliver and file with the United States Securities and Exchange Commission (the "**SEC**"), any national securities exchanges and the Company, (i) a Form ID, and any amendments thereto, Update Passphrase Confirmation, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC, and (ii) any and all reports (including Forms 3, 4, and 5) and any amendments thereto, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "**Exchange Act**");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information regarding transactions in the Company's equity securities from any third party, including the Company and any brokers, dealers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of Section 16 of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under Section 16 of the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorneys-in-fact, and each of them, full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, with full power of substitution and re-substitution, hereby ratifying and confirming all that such attorney-in-fact, or his or her substitute or substitutes, shall lawfully do or cause to be done by authority of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports (including Forms 3, 4 and 5) under Section 16 of the Exchange Act with respect to the undersigned's transactions in equity securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

[Signature page follows.]

In Witness Whereof, the undersigned has caused this Power of Attorney to be executed as of this 18th day of July, 2023.

/s/ Rajnish Ohri
Rajnish Ohri

[Signature page to Section 16 Limited Power of Attorney]
