

CALAVO GROWERS, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Calavo Growers, Inc., a California corporation (the “Company”), has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. The Guidelines should be interpreted in the context of all applicable laws and regulations and the Company’s Articles of Incorporation, Bylaws, Board committee charters and other corporate governance documents. The Guidelines acknowledge the leadership exercised by the Board’s standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

I. THE BOARD

A. Directors’ Responsibilities

The Board, which is elected by the Company’s shareholders, is the ultimate decision-making body of the Company except with respect to any matters reserved to the shareholders. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. The directors’ primary responsibilities are:

- Exercising the directors’ business judgment in good faith and acting in a manner reasonably believed to be in the best interests of the Company’s shareholders;
- Selecting, evaluating and compensating the Company’s Chief Executive Officer and other executive officers;
- Monitoring the conduct of the Company’s business by the Company’s Chief Executive Officer and other executive officers; and
- Reviewing, evaluating and, where appropriate, approving the Company’s significant financial and business strategies and plans, including significant acquisitions and dispositions of assets and businesses, issuance of the Company’s securities and entry by the Company into new lines of business.

B. Size and Independence of the Board

The Company’s Bylaws state that the authorized number of directors of the Company will not be less than eight nor more than fifteen and give the Board the authority to determine from time to time the exact number of authorized directors within these limits. The Company’s Nominating and Corporate Governance Committee will periodically review the size of the Board and make recommendations to the Board regarding the size that is most effective in relation to the Company’s operations.

The Board will be comprised of a majority of directors who qualify as independent directors (“Independent Directors”) under the applicable rules of The NASDAQ Stock Market LLC (“Nasdaq”).

C. Criteria for Selecting Directors

In selecting director nominees for election by the shareholders and in appointing directors to fill vacancies on the Board, the Board will consider the recommendations of the Nominating and Corporate Governance Committee.

In addition to considering the recommendations of the Nominating and Corporate Governance Committee, the Board will consider the following criteria, among any other criteria the Board deems appropriate, in selecting director nominees for election by the shareholders and in appointing directors to fill vacancies on the Board: (1) personal and professional integrity, ethics and values; (2) experience in corporate management, such as serving as a director or an executive officer of another publicly held company; (3) experience relevant to the Company’s business and operations; (4) diversity of expertise and experience in substantive matters pertaining to the Company’s business and operations relative to other Board members; (5) other diversity factors pertaining to the candidate, including, but not limited to, with respect to age, gender, ethnic background, experience and other characteristics; (6) whether the candidate has the time required for the preparation, participation and attendance at Board and committee meetings; and (7) any other relevant qualifications, attributes or skills.

D. No Term Limits or Mandatory Retirement Age

As each director is subject to annual election by the Company’s shareholders, the Board does not believe that it is in the best interests of the Company and its shareholders to establish term limits or a mandatory retirement age. Additionally, such term limits or mandatory retirement age may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, significant insight into the Company’s business and therefore can provide an increased contribution to the Board.

E. Separate Sessions of Independent Directors

As required by Nasdaq’s rules, the Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis, but no less than twice per year.

F. Separation of the Offices of Chairman of the Board and Chief Executive Officer; Lead Independent Director

The Board will determine from time to time whether the offices of Chairman of the Board and Chief Executive Officer should be held by two different persons. If the Chairman of the Board is not an Independent Director, the Board will also determine from time to time whether it should appoint a lead director who is an Independent Director. If a lead director is appointed by the Board, the lead director will preside over executive sessions of the Independent Directors, act as a liaison between the Independent Directors and the Chairman of the Board and

Chief Executive Officer and perform any other responsibilities that are assigned from time to time by the Board to the lead director.

G. Director Resignation Policy Based on the Annual Meeting's Voting Results

If a director nominee in an uncontested election of directors receives a greater number of votes "WITHHELD" from his or her election than votes "FOR" that director's election, the nominee must promptly offer his or her resignation to the Board. A committee consisting of the Independent Directors (which will specifically exclude any director who is required to offer his or her own resignation) will consider all relevant factors and decide on behalf of the Board the action to be taken with respect to such offered resignation and will determine whether to accept the resignation or take other action. The Company will publicly disclose the Board's decision with regard to any resignation offered under these circumstances with an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.

H. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

I. Service on Other Boards of Directors

The Board does not believe that its members should be prohibited from serving on boards of directors of other organizations. Although the Board has not adopted a policy limiting the number of other boards of directors on which a director may serve, it reserves the right to adopt such a policy in the future. In addition, the Nominating and Corporate Governance Committee may consider the nature of and time involved in a director's service on other boards of directors in evaluating whether the director should be nominated for re-election to the Board. Service on other boards of directors and/or committees should be consistent with the Company's conflict of interest policies that are described below and in the Company's Code of Business Conduct and Ethics. A director must notify the Chair of the Nominating and Corporate Governance Committee prior to accepting a position on the board of directors of another organization.

J. Former Officer's Board Membership; Change in Non-Employee Director's Principal Occupation or Business Association

When an officer or other employee of the Company who is also a member of the Board resigns, retires or otherwise terminates service as an officer or employee of the Company, he or she must promptly offer to resign from the Board. The Nominating and Corporate Governance Committee will act to determine whether to accept the director's resignation and will submit that recommendation to the Board, which will promptly act on the committee's recommendation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept the director's resignation.

If a director who is not an officer or employee of the Company substantially changes his or her principal occupation or business association, the director must promptly notify the Chair

of the Nominating and Corporate Governance Committee of such change. The Nominating and Corporate Governance Committee and the Board will consider such change in occupation or business association in evaluating whether the director should be nominated for re-election to the Board. The Nominating and Corporate Governance Committee and the Board will also decide whether the director should be required by the Board to submit his or her resignation from the Board if such change in occupation or business association conflicts with the interests of the Company, is inconsistent with the criteria for Board membership described in the Guidelines, constitutes a violation of the Guidelines or the Company's Code of Business Conduct and Ethics or is otherwise detrimental to the interests of the Company and its shareholders.

K. Director Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of shareholders. The Company's Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. The Company's executive officers and other employees will not receive additional compensation for their service as directors.

L. Minimum Stock Ownership Requirement

To align the interests of the Company's directors with the Company's shareholders, the Board encourages directors to own shares of the Company's common stock. Based upon a recommendation received from the Compensation Committee, the Board has adopted a policy that requires each director to own a minimum of 4,000 shares of the Company's common stock, which requirement can be satisfied over a period of years in conjunction with the receipt of annual equity awards that are made to the directors. The Board retains discretion to modify from time to time the terms of the minimum stock ownership requirement applicable to directors.

M. Board Access to Senior Management

The Board will have complete access to the Company's management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Company's Chief Executive Officer or Chief Financial Officer.

N. Board Access to Advisors

The Board's committees may hire legal and other advisors (at the Company's expense) as set forth in their applicable charters. The Board as a whole will have access to any advisor retained by the Company or a Board committee, and the Board (at the Company's expense) may hire any legal or other advisors it considers necessary or appropriate to discharge its responsibilities.

O. Evaluations of the Board and Its Committees

The Nominating and Corporate Governance Committee will oversee an annual evaluation of the Board and its committees.

P. Succession Planning and Performance Reviews of Executive Officers

The Board (or a committee designated by the Board) will work on a periodic basis with the Chief Executive Officer to evaluate the Company's succession plans upon the termination of the employment of the Company's Chief Executive Officer, Chief Financial Officer or any other executive officer. The Board (or a committee designated by the Board) will periodically review the performance of the Company's Chief Executive Officer, Chief Financial Officer and other executive officers.

Q. Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict of interest. A director must promptly disclose to the Board any actual or potential conflict of interest that he or she has with respect to a matter under consideration by the Board, excuse himself or herself from discussion on the matter and not vote on the matter. Each director must comply with the Company's Code of Business Conduct and Ethics.

II. BOARD MEETINGS

A. Frequency of Meetings

The Board will meet at least four times annually, in person or telephonically. In addition, special meetings may be called from time to time as determined by the needs of the Company's business.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairman of the Board or the chair of the appropriate committee in advance of such meeting and, whenever possible, participate in the meeting via teleconference in the case of an in-person meeting.

C. Attendance of Non-Directors

Company officers who are not directors and outside advisors and consultants may from time to time be invited to participate in Board and/or committee meetings to (1) provide insight into items being discussed by the Board or committee and (2) make presentations to the Board or committee on relevant matters.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of the agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. COMMITTEE MATTERS

The Board currently has five standing committees: (1) the Executive Committee, (2) the Audit Committee, (3) the Compensation Committee, (4) the Nominating and Corporate Governance Committee, and (5) the Sustainability and Corporate Responsibility Committee. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve. Each committee member (other than the members of the Executive Committee) will be an Independent Director.