

CALAVO GROWERS, INC.
NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE
CHARTER

A. Purpose of the Committee

The Nominating, Governance and Sustainability Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Calavo Growers, Inc. (the “Company”). The primary purpose of the Committee is to (1) recommend for the Board’s selection the director nominees for each annual meeting of shareholders and candidates to fill any vacancies on the Board, (2) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and, if necessary or appropriate, periodically recommend modifications to such guidelines for Board approval, (3) oversee an annual evaluation of the Board and its committees, and (4) fulfill the Board’s responsibility for the oversight of relevant sustainability and environmental, social and governance (“ESG”) policies, strategies and programs of the Company.

B. Committee Membership

The Board shall determine the size of the Committee, provided that the Committee shall consist of at least three members. The Board shall select the members of the Committee, and the Board shall have the right and power to remove and replace Committee members at any time and from time to time. Unless the Board selects a Chairperson, the members of the Committee may designate a Chairperson by majority vote.

Each member of the Committee shall be a director of the Company who (1) is an “independent director” as defined in the rules and regulations of The Nasdaq Stock Market LLC (“Nasdaq”) and (2) satisfies any additional independence requirements for nominating, governance and sustainability committee members that may be promulgated from time to time by Nasdaq or the Securities and Exchange Commission.

C. Meetings of the Committee

The Committee shall meet as often as it determines is necessary or appropriate, provided that the Committee shall meet at least two times each year. The provisions of the Company’s Bylaws that govern the conduct of Board committees shall govern the Committee. The Committee may adopt other procedural rules that are not inconsistent with the Bylaws. The Committee may, in its sole discretion, invite any director who is not a member of the Committee, any member of management or any legal counsel or other adviser to the Committee to attend a meeting of the Committee and to provide information requested by the Committee. Meetings of the Committee may be held in person or by conference telephone or electronic video screen communication.

The Chairperson of the Committee shall develop and set the Committee’s agenda, in consultation with the other members of the Committee, the Board and management. The agenda and, to the extent practical, information concerning the business to be conducted at

each Committee meeting shall be provided to the members of the Committee in advance of each meeting.

The Committee shall report to the Board regularly and make available to the Board the minutes of its meetings.

D. Authority and Responsibilities of the Committee

The Committee shall have the following authority and responsibilities:

1. *Board Size and Composition.* Evaluate the size and composition of the Board, the qualifications of directors and the independence of existing and prospective directors. Make recommendations to the Board regarding these matters.

2. *Selection of Directors.* Recommend to the Board, for selection by the Board, the director nominees for each annual meeting of shareholders and candidates to fill any vacancies (or anticipated vacancies) on the Board, which responsibility shall include (a) evaluating whether current Board members should be nominated for re-election, (b) evaluating director nominations submitted by shareholders, and (c) identifying and evaluating candidates to fill vacancies (or anticipated vacancies) on the Board.

3. *Criteria for Selecting Directors.* Consider the following criteria, among others the Committee or the Board shall deem appropriate, in recommending candidates for election or appointment to the Board: (a) personal and professional integrity, ethics and values; (b) experience in corporate management, such as serving as a director or an executive officer of another publicly held company; (c) experience relevant to the Company's business and operations; (d) diversity of expertise and experience in substantive matters pertaining to the Company's business and operations relative to other Board members; (e) other diversity factors pertaining to the candidate, including, but not limited to, with respect to age, gender, ethnic background, experience and other characteristics; (f) whether the candidate has the time required for the preparation, participation and attendance at Board and committee meetings; and (g) any other relevant qualifications, attributes or skills.

4. *Annual Evaluations.* Oversee an annual evaluation of the Board and its committees (including the Committee) and report the Committee's findings and recommendations to the Board.

5. *Annual Review of this Charter.* Review, at least annually, the adequacy of this Charter and recommend any proposed Charter changes to the Board for approval.

6. *Corporate Governance Guidelines.* Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and, if necessary or appropriate, periodically recommend modifications to such guidelines for Board approval.

7. *Other Corporate Governance Matters.* Review and, if necessary or appropriate, recommend to the Board modifications to (a) the Company's insider trading

policy, (b) the Company's code of business conduct and ethics, and (c) any other corporate governance policies that are adopted by the Company. Review and make recommendations to the Board regarding (i) changes that are proposed to be made to the Company's Articles of Incorporation or Bylaws and (ii) proposals made by shareholders, including proposals that shareholders desire to submit for a vote at the Company's annual meeting of shareholders.

8. *Access to Advisers; Investigations by the Committee.* Have unrestricted access to the Company's independent registered public accounting firm, legal counsel, officers and employees for purposes related to the Committee's activities under this Charter. In the Committee's sole discretion and at the Company's expense, (a) retain and obtain the advice of legal counsel and other advisers to the Committee, after taking into consideration the independence of such persons, and (b) conduct investigations into any matters that are within the scope of the Committee's responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such legal counsel and other advisers engaged by the Committee.

9. *Search Firms.* In the Committee's sole discretion and at the Company's expense, decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such search firm.

10. *Sustainability and ESG Policies, Strategies and Programs.* Oversee and provide input to management on the Company's policies, strategies and programs related to matters of sustainability and ESG, including, but not limited to, climate risks and opportunities, human rights and human capital management, community and social impact, diversity and inclusion goals, and charitable giving policies.

11. *External Trends.* Consider, analyze and provide input to management on social, political and environmental trends in public debate, public policy, regulation and legislation and consider additional ESG actions in response to such issues.

12. *Performance Goals.* Review and provide input to management on the goals the Company may establish from time to time for its performance with respect to matters of sustainability and ESG and monitor the Company's progress against those goals.

13. *Reputation and Relationships with Stakeholders.* Review and provide input to management on periodic reports from the Company's management regarding relationships with key external stakeholders that may have a significant impact on the Company's business activities and performance, and oversee and advise the Board on the Company's sustainability and ESG-related engagement efforts with such stakeholders.

14. *Philanthropy.* Review the Company's charitable giving policies and programs and review and provide input to management on reports from management on charitable contributions made by the Company, directly and through its foundations.

15. *Reporting and Disclosure.* Review and provide input to management on sustainability and ESG reports issued from time to time by the Company.

16. *Shareholder Proposals.* Review shareholder proposals relating to public policy, sustainability or ESG issues and determine the appropriate level of the Company's engagement with shareholders and other interested parties concerning sustainability and ESG issues and other matters subject to Committee oversight.

17. *Reports to the Board.* Provide regular reports to the Board regarding the Committee's activities, recommendations and decisions.

18. *Other Responsibilities.* Perform such other activities that are consistent with this Charter, the Company's Bylaws, applicable law and Board directives as the Committee or the Board determines are necessary or appropriate in order to carry out the Committee's responsibilities.