

CALAVO GROWERS, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

A. Purpose of the Committee

The Nominating and Corporate Governance 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) select, or recommend for the Board’s selection, the director nominees for each annual meeting of shareholders, (2) periodically review the Company’s policies regarding matters of corporate governance and, if necessary or appropriate, recommend modifications to such policies for Board approval, and (3) oversee the periodic evaluation of the Board, its committees and the Chief Executive Officer.

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, Inc. (“Nasdaq”) and (2) satisfies any additional independence requirements for nominating and corporate governance committee members that may be promulgated from time to time by Nasdaq or the Securities and Exchange Commission (the “SEC”).

C. Meetings of the Committee

The Committee shall meet as often as it determines is necessary or appropriate. 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.

D. Authority and Responsibilities of the Committee

The Committee shall, whenever required or otherwise appropriate:

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

2. Evaluate whether current Board members should be nominated for re-election, and assist in identifying and evaluating candidates to fill vacancies (or anticipated vacancies) on the Board. Evaluate director nominations that are submitted by shareholders, including whether such nominations comply with SEC Rule 14a-11.
3. Select, or recommend for the Board's selection, the director nominees for each annual meeting of shareholders.
4. Oversee the review of the performance of the Board, its committees (including the Committee) and the Chief Executive Officer, and report the Committee's findings and recommendations to the Board.
5. Review the adequacy of this Charter and recommend any proposed Charter changes to the Board for approval.
6. 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 ethics, and (c) any other corporate governance policies that are adopted by the Company.
7. 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.
8. 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.
9. Discuss with the Company's legal counsel matters that may have a material impact on the Committee's responsibilities described in this Charter including, without limitation, rules and regulations that may be adopted from time to time by the SEC or Nasdaq regarding (a) the nomination of persons for election to the Board and (b) corporate governance policies and procedures. 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.
10. Provide regular reports to the Board regarding the Committee's activities, recommendations and decisions.
11. Perform such other activities that are consistent with this Charter, the Company's Bylaws, applicable law and Board directives as the Committee determines are necessary or appropriate in order to carry out its responsibilities.