

CALAVO GROWERS, INC.

SUSTAINABILITY AND CORPORATE RESPONSIBILITY COMMITTEE CHARTER

Purpose

The Sustainability and Corporate Responsibility Committee (the “Committee”) assists the Board of Directors (the “Board”) of Calavo Growers, Inc. (the “Company”) in fulfilling the Board’s responsibility for the oversight of relevant sustainability and corporate social responsibility policies, strategies and programs of the Company. It may also have other duties as may from time to time be assigned to it by the Board.

Committee Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall be an independent director as defined in the rules and regulations of The Nasdaq Stock Market LLC applicable to listed U.S. companies.
3. Chair. The Chair of the Committee shall be appointed by the Board. The Chair will maintain regular liaison with members of the Company’s management who have responsibility for implementing and monitoring the policies, strategies and programs overseen by the Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member ceases to be an independent member of the Board.

Committee Meetings

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times each year. Meetings of the Committee may be held in person or by conference call.
2. Agenda. The Chair 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. Additionally, the agenda concerning the business to be conducted at each Committee meeting shall be circulated to all Board members in advance of the meeting.
3. Reports to the Board. The Committee shall report to the Board regularly and make available to the Board the minutes of its meetings.
4. Performance Evaluation; Assessment of Charter. The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation. The

Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.

Authority and Duties

1. Sustainability and Corporate Responsibility Policies, Strategies and Programs. The Committee shall oversee and provide input to management on the Company's policies, strategies and programs related to matters of sustainability and corporate responsibility, including, but not limited to, diversity and inclusion goals and charitable giving policies.
2. External Trends. The Committee shall consider, analyze and provide input to management on social, political and environmental trends in public debate, public policy, regulation and legislation and consider additional corporate social responsibility actions in response to such issues.
3. Performance Goals. The Committee shall review the goals the Company may establish from time to time for its performance with respect to matters of sustainability and corporate social responsibility and monitor the Company's progress against those goals.
4. Reputation and Relationships with Stakeholders. The Committee shall receive 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.
5. Risk Management. The Committee shall oversee and provide input to management on the Company's identification, assessment and management of risks associated with sustainability and corporate responsibility issues, including, but not limited to, climate change and food safety.
6. Philanthropy. The Committee shall review the Company's charitable giving policies and programs and receive reports from management on charitable contributions made by the Company, directly and through its foundations.
7. Reporting and Disclosure. The Committee shall review sustainability and corporate responsibility reports issued from time to time by the Company.
8. Shareholder Proposals. The Committee shall review shareholder proposals relating to public policy, sustainability or corporate responsibility issues and recommend a response to the Nominating and Corporate Governance Committee of the Board. The Committee shall work with the Nominating and Corporate Governance Committee to determine the appropriate level of the Company's engagement with shareholders and other interested parties concerning sustainability and corporate responsibility issues and other matters subject to Committee oversight.
9. Other Duties and Powers. The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform any other functions it may find necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee shall have the power, at the Company's expense, to retain legal, financial or other advisers as it deems necessary.