

CALAVO GROWERS, INC.
COMPENSATION COMMITTEE CHARTER

A. Purpose of the Committee

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Calavo Growers, Inc. (the “Company”). The purpose of the Committee is to (1) discharge the Board’s responsibilities relating to the compensation of the Company’s executive officers, (2) have overall responsibility for developing, approving and administering the Company’s executive compensation agreements, plans and programs, and (3) prepare an annual report regarding executive compensation for inclusion in the Company’s proxy statement. The Committee’s objective is to provide compensation to the Company’s executive officers in such a manner as to attract and retain the best available personnel for positions of substantial responsibility with the Company and to provide incentives for such persons to perform to the best of their abilities for the Company.

B. Committee Membership

The Board shall determine the size of the Committee, provided that the Committee shall consist of at least two members. The Board shall select the members of the Committee following any recommendations that are received from the Board’s Nominating and Governance 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 “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986 and the rules and regulations thereunder, (2) is a “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”), (3) is an “independent director” as defined in the rules and regulations of the Nasdaq Stock Market, Inc. (“Nasdaq”), and (4) satisfies any additional independence requirements for compensation committee members that may be promulgated by Nasdaq or the Securities and Exchange Commission (the “SEC”) pursuant to Section 10C(a)(2) of the Exchange Act.

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 compensation consultant, 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:

1. Review and approve, no less frequently than annually, the Company's compensation philosophy and objectives and annual and long-term performance goals for the Company's executive officers.
2. Review and determine, no less frequently than annually, the individual elements of compensation for the Company's Chief Executive Officer and every other executive officer, subject to the terms of any employment agreements that may have been entered into with such persons. Neither the Chief Executive Officer nor any other executive officer may be present during the Committee's voting or deliberations on his compensation.
3. Review and approve all employment agreements, retention agreements, severance agreements, performance award agreements, stock option and restricted stock agreements and other compensation agreements between the Company and any of its executive officers.
4. Review the performance of the Chief Executive Officer and the Company's other executive officers, no less frequently than annually, in light of (a) the Company's compensation philosophy and objectives and (b) any compensation-related performance goals that have been established for the Chief Executive Officer and the other executive officers.
5. Review, and recommend to the full Board for approval, the annual compensation of non-employee directors, including, without limitation, annual retainers, meeting fees, committee fees, committee chair fees and stock awards.
6. Administer the Company's equity-based and cash-based incentive compensation plans for directors and executive officers by (a) recommending equity-based and cash-based incentive compensation plans for adoption by the Board and, if required by applicable law, by the Company's shareholders and (b) granting awards under such plans. Consider whether any such awards may encourage excessive risk-taking that may have a material adverse impact on the Company.
7. Review and discuss with management the Company's annual compensation discussion and analysis and recommend to the Board the inclusion of the compensation discussion and analysis in the Company's annual proxy statement. Prepare the Committee's report on executive compensation for inclusion in the Company's annual proxy statement.
8. Annually review the Committee's own performance. Annually review the adequacy of this Charter, and recommend any proposed changes to the Board for approval.
9. Have the authority, in the Committee's sole discretion and at the Company's expense, to retain and obtain the advice of compensation consultants, legal counsel and other advisers to the Committee, after taking into consideration the independence of such persons.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultants, legal counsel and other advisers engaged by the Committee. Conduct investigations into any matters that are within the scope of the Committee's responsibilities and that are authorized by the Board.

10. Discuss with the Company's compensation consultants, legal counsel and other advisers matters that may have a material impact on the Committee's responsibilities described in this Charter including, without limitation, new rules and regulations of the SEC regarding compensation-related disclosures or policies to be made or adopted by publicly held companies. 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.

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

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