

CALAVO GROWERS, INC.
AUDIT COMMITTEE CHARTER

A. Purpose of the Audit Committee

The Audit Committee is a committee of the Board of Directors (the “Board”) of Calavo Growers, Inc. (the “Company”). The purpose of the Audit Committee is to represent and assist the Board in connection with the oversight of (1) the integrity of the Company’s financial statements and internal control over financial reporting, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent auditor, and (4) the Company’s accounting and financial reporting processes and the audits of the Company’s financial statements.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. The Company’s management is responsible for (1) the preparation, presentation and integrity of the Company’s financial statements and (2) the design, implementation and effectiveness of the Company’s disclosure controls and procedures and internal control over financial reporting. The Company’s independent auditor is responsible for performing an independent audit of the Company’s financial statements.

B. Audit Committee Membership

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

Each member of the Audit Committee shall be a director of the Company who satisfies the independence, experience and financial literacy requirements of the Securities Exchange Act of 1934, the rules and regulations of the Securities and Exchange Commission (the “SEC”) and the rules and regulations of the Nasdaq Stock Market, Inc. (“Nasdaq”). However, as permitted by Nasdaq’s “exceptional and limited circumstances” rule, the Board has discretion to appoint one Audit Committee member who is not independent under Nasdaq’s rules and regulations so long as such director satisfies the SEC’s independence test and does not serve as the Chairperson of the Audit Committee.

At least one member of the Audit Committee shall be an “audit committee financial expert” as defined by the SEC’s rules and regulations and shall satisfy Nasdaq’s financial sophistication requirements.

C. Meetings of the Audit Committee

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Audit Committee shall meet periodically in separate executive sessions with Company management and the Company’s independent auditor. The Audit Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend any meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

D. Authority and Responsibilities of the Audit Committee

The Audit Committee shall:

1. Make reports and recommendations to the Board on a regular basis.

2. Have the authority, to the extent it deems necessary or appropriate, (a) to retain and to determine funding for independent legal, accounting or other advisers, (b) to obtain appropriate funding from the Company for such advisers and for the independent auditor, and (c) to conduct investigations into any matters that are within the scope of the Audit Committee's responsibilities.

3. On an annual basis, review the adequacy of this Charter and recommend any required or appropriate changes to the Board.

4. Prepare the annual report of the Audit Committee that is required by the SEC's rules to be included in the Company's proxy statement.

5. Have direct responsibility for the appointment, replacement, compensation and oversight of the Company's independent auditor, who shall report directly to the Audit Committee (subject, if applicable, to shareholder ratification of the selection of the independent auditor).

6. Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, and establish policies and procedures for the review and pre-approval of all such auditing services and permitted non-audit services, with exceptions for de minimis non-audit services under certain circumstances as permitted by law.

7. Obtain and review a written report from the independent auditor at least annually regarding (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review or peer review of the firm or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and (c) any other required information from the independent auditor, including a statement from the independent auditor describing all relationships between the auditor and the Company consistent with Independence Standards Board Standard No 1. Discuss the report with the independent auditor.

8. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence and including a review of all relationships between the independent auditor and the Company.

9. Review and evaluate the lead partner of the independent auditor team, ensure the rotation of the audit partners as required by law and establish policies for the hiring of employees and former employees of the independent auditor.

10. Meet with the independent auditor prior to the annual audit to discuss the scope, timing, cost and staffing of the audit, and discuss the results of the annual audit with the independent auditor.

11. Review and discuss with management and the independent auditor the Company's annual financial statements, the disclosures relating to management's discussion and analysis of financial condition and results of operations in the Annual Report on Form 10-K and any certification, report or opinion rendered by the independent auditor. Recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K.

12. Review and discuss with management and the independent auditor (a) the Company's quarterly financial statements, and disclosures relating to management's discussion and analysis of financial condition and results of operations, prior to the filing of each Quarterly Report on Form 10-Q, (b) the Company's earnings releases prior to their dissemination, (c) any Company policies and practices with respect to the dissemination of earnings forecasts and earnings guidance, (d) any material financial or non-financial arrangements of the Company that do not appear in the Company's financial statements, and (e) material pending legal proceedings and other material contingent liabilities.

13. Review with the independent auditor the auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting. Discuss with

management and the independent auditor, together and in separate executive sessions, significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles and any issues as to the adequacy of the Company's internal control over financial reporting.

14. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of the activities or access to requested information and any significant disagreements between the independent auditor and management. Resolve any disagreements between the independent auditor and management regarding financial reporting.

15. Review and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor or management.

16. Review and discuss reports from the independent auditor regarding (a) all critical accounting policies and practices to be used by the Company, (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and (c) other material written communications between the independent auditor and management such as any management letter or schedule of unadjusted differences.

17. Discuss with management and the independent auditor the effect of proposed and newly adopted rules, regulations and accounting principles relating to the Company's financial statements.

18. Periodically review with management and the independent auditor the adequacy and effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, including any significant deficiencies in those areas and including any recommendations offered by such persons for improvement.

19. Discuss with management and the independent auditor the Company's principal financial risk exposures (including potential or pending litigation) and steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

20. Discuss with, or obtain reports from, management confirming that the Company is in compliance with applicable requirements relating to financial and accounting matters.

21. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

22. Discuss with the Company's counsel legal matters that may have a material impact on the Company's financial statements.

23. Review and, if appropriate, approve all related party transactions with the Company, to the extent required by Nasdaq's rules and regulations.