



LIFECORE BIOMEDICAL, INC. COMPENSATION COMMITTEE CHARTER

Effective July 15, 2025

I. PURPOSE

The Compensation Committee (the "Committee") shall report to and assist the Board of Directors (the "Board") of Lifecore Biomedical, Inc. (the "Company"). The purpose of the Committee is to review the performance and development of the Company's management in achieving corporate goals and objectives and to assure that the Company's executive officers (including the chief executive officer, the "CEO") are compensated effectively in a manner consistent with the strategy of the Company, competitive practice and shareholder interests, as well as such other matters as directed by the Board or this Charter.

II. MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board. Members shall be appointed and may be removed, with or without cause, by the Board. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies, for whatever reason, may be filled by the Board. All members of the Committee shall be independent directors, as independence is defined in accordance with any applicable rules, regulations and standards of the Nasdaq Capital Stock Market LLC ("Nasdaq"), the Securities and Exchange Commission ("SEC") and other legal requirements, as determined in the business judgment of the Board. In addition, each member of the Committee shall qualify as a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, no member may be a part of a compensation committee interlock within the meaning of SEC Regulation S-K.

The Board shall appoint one of the members of the Committee as Chairperson. The Chairperson shall chair all meetings of the Committee and perform such other activities as from time to time are requested by the other Committee members or as circumstances dictate. The Committee may form and delegate authority to subcommittees when appropriate, and shall periodically review such delegations. The Committee may delegate to one or more subcommittees of the Committee, or to one or more officers of the Company, the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under such of the Company's incentive compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans and applicable law.

III. MEETINGS

The Committee shall meet at least once each year and as often as it deems appropriate, in person, by video or telephone conference or by other means of communication by which all participants can hear each other. The Chairperson of the Committee, in consultation with the other members and management, may set meeting agendas consistent with this Charter. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Committee. The Committee may act by unanimous written consent in lieu of a meeting (which may include electronic consent), in accordance with the Company's certificate of incorporation and bylaws, and any such unanimous written consents will be filed with the minutes of the meetings of the Committee.

The Committee may, in its discretion, invite to any meeting other directors of the Company, members of the Company's management or any other person, including, without limitation, outside counsel or consultants, whose presence the Committee believes to be desirable and appropriate. In the discretion of the Chairperson, but at least once per year, the Committee shall meet in executive session. The Committee may exclude anyone with a personal interest in the matters under discussion at any meeting or session.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

Executive Officer and Director Compensation

1. Establish and review at least annually the Company's general compensation policies applicable to the Company's Chief Executive Officer and other executive officers, including the relationship of the Company's performance to executive compensation generally, and the Chief Executive Officer's compensation in particular. Notwithstanding anything herein to the contrary, the Committee shall consult with the full Board (excluding the Chief Executive Officer if also a director) prior to establishing or approving any element of compensation of the Chief Executive Officer.
2. Review and approve all elements of compensation or changes in compensation, including salary, bonus, incentive, and equity-based compensation, to the Company's Chief Executive Officer and all other executive officers.
3. Review and approve corporate goals and objectives relevant to Chief Executive Officer and other executive officer compensation and evaluate the Chief Executive Officer's and other executive officers' performance in

light of those goals and objectives and any other factors the Committee deems appropriate.

4. Approve all cash-and equity-based incentive compensation plans or programs in which any executive officer of the Company is or will be a participant, and administer such plans or programs, including determining the participation of each executive officer in such plans or programs, determining the achievement under such plans or programs, and approving the compensation under such plans or programs, including to any executive officer.
5. Approve all employment arrangements with any executive officer of the Company, including employment agreements, change in control agreements, severance arrangements, retirement plans, perquisite programs, fringe benefits, and special or supplemental benefits for executive officers.
6. Recommend to the Board the adoption of new equity compensation plans, administer the Company's existing equity compensation plans, and recommend to the Board amendments to such plans.
7. Recommend to the Board the compensation to directors for Board or committee service, including retainer, Board meeting, committee and committee chair fees, and stock based awards.
8. Administer the Company Compensation Recoupment Policy.
9. Review and discuss with management any CD&A (including the composition of the Company's peer group) required to be included in the Company's proxy statement or the Company's Annual Report on Form 10-K, and based on such review and discussions, make recommendations to the Board whether the CD&A shall be included in such proxy statement or Form 10-K.
10. Prepare and publish an annual Compensation Committee Report to the extent required by the Exchange Act.
11. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

Committee Performance

1. Conduct an annual self-evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
2. At least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

V. ADVISORS, RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including sole authority and discretion to select, engage and terminate external counsel, consultants (including compensation consultants) and other professional advisors (each, an “Advisor”), in each case at the expense of the Company. The Committee shall have sole authority to approve fees, costs, compensation and other terms of engagement of such Advisors, all of which will be promptly paid by the Company. The Committee shall also have the authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Chairperson shall have the delegated authority to act on behalf of the Committee as may be determined by the Committee.

Notwithstanding the foregoing, the Committee shall not select or obtain advice from any Advisor without first taking into consideration the factors relevant to the Advisor’s independence specified in applicable Nasdaq Listing Rules and considering and addressing any conflicts of interest between the Company and any such Advisor, which would require disclosure pursuant to the applicable rules under SEC Regulation S-K (or any successor disclosure item).

The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have the authority to require that any of the Company’s personnel or Advisors attend any meeting of the Committee or meet with any member of the Committee or any of its Advisors. The Committee is empowered to investigate any matter brought to its attention (and to retain Advisors as required) and to recommend to the Board resolution of any matter brought to its attention.