

## **Charter for the Compensation Committee of the Board of Directors**

### **Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Lifecore Biomedical, Inc. (the “Company”) established pursuant to this Charter is to make such examinations as are necessary to create and to implement appropriate compensation policies for the executive officers and such other employees of the Company as the Board shall deem appropriate, including performance-based and long-term compensation, and to review the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K (the “CD&A”) to be included in the proxy statement and to provide a Compensation Committee Report for inclusion in the proxy statement.

### **Organization and Governance of the Committee**

The Committee shall consist of up to four (4) members of the Board, the exact number to be determined from time to time by the Board. As long as the Company’s Common Stock remains publicly traded, the Committee will consist of at least three (3) members and no member of the Committee will be an employee (including a current officer) or a former officer of the Company or will have engaged in any transaction or been involved in any business relationship which would disqualify such Committee member as (i) an “Independent Director” under the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”), (ii) a “Non-Employee Director” under Rule 16b-3(b)(3)(i) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or (iii) as an “Outside Director” under the rules promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”). These terms are more fully described on Exhibit A attached hereto. The members of the Committee shall be appointed by a majority vote of the Board from among its members and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

1. The Board shall designate one member of the Committee to act as its chairperson;
2. The Committee will meet at least twice annually and at such other times as it deems appropriate to review the compensation of the executive officers of the Company. Any two members or the chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting;
3. Action may be taken by the Committee upon the affirmative vote of a majority of the members;
4. In the event that one or more members of the Committee are absent from a meeting of the Committee, the remaining members of the Committee (provided there are at least two such members), acting unanimously, shall have the power to take any action necessary or convenient to the efficient discharge of the foregoing;
5. No action of the Committee shall be valid unless taken pursuant to a resolution adopted and approved by at least two (2) members of the Committee.

6. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
7. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.
8. The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee.

Except as expressly provided in this Charter, the Company's Bylaws or the Company's corporate governance guidelines, or as required by law, regulation or Nasdaq listing standards, the Committee shall set its own rules of procedure.

### **Authority and Responsibilities**

The Committee shall have the following specific authority and responsibilities (in addition to any others that the Board may from time to time delegate to the Committee):

1. To 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, and the bases for the Chief Executive Officer's compensation. The Committee's power to establish and review annually the Company's compensation policies applicable to the Company's Chief Executive Officer and other executive officers shall be subject to any modification or veto made by the full Board in its discretion. The Company's Chief Executive Officer shall not be present at any voting or deliberations concerning his or her compensation;
2. Review and approve corporate goals and objectives relevant to Chief Executive Officer and other executive officer compensation, evaluate the Chief Executive Officer's and other executive officers' performance in light of those goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's and other executive officers' compensation level based on this evaluation. The Committee shall not approve any direct or indirect loan, guarantee or other extension of credit to the Chief Executive Officer or any other director or officer of the Company, except as permitted under Section 13(k) of the Exchange Act or Section 402 of the Sarbanes-Oxley Act of 2002;
3. To review (and, if deemed appropriate by the Committee, retain consultants regarding) and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry (and to identify such peer group of comparable companies);
4. Make recommendations to the Board regarding the adoption of new employee incentive compensation plans and equity plans and administer the Company's existing incentive compensation plans and equity-based plans;
5. To review the Company's policies on the tax deductibility of compensation paid to "covered employees" (as defined by Section 162(m)), and, as and when required, to administer plans,

establish performance goals and certify that performance goals have been attained for purposes of Section 162(m);

6. To review and discuss with management the CD&A (including the composition of the Company's peer group), and based on such review and discussions, make recommendations to the Board that the CD&A be included in the Company's Annual Report on Form 10-K and proxy statement;
7. To prepare and publish an annual Compensation Committee Report in the Company's proxy statement as required by the Exchange Act;
8. To 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;
9. To review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject to and subordinate to the Company's Certificate of Incorporation and Bylaws and the applicable provisions of the Delaware General Corporation Law, as amended from time to time;
10. To have full access to the Company's management, as necessary or appropriate to carry out its responsibilities;
11. Report its actions and any recommendations to the Board on a periodic basis;
12. Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board;
13. Review the compensation for non-employee directors and make recommendations to the Board for its approval; and
14. To perform such other functions and have such other powers as may be necessary or convenient to the efficient discharge of the foregoing.

### **Authority**

In order to fulfill its role, the Committee shall have the power to:

1. Adopt, administer, amend or terminate compensation plans applicable to any class of employees or directors of the Company and/or any subsidiary of the Company; provided that no adoption, amendment or termination of any compensation plan under which stock may be issued, or in which a member of the Board may be a participant shall be effective unless the same shall be approved by the Board and, to the extent required by law, by the shareholders; provided, further, that no adoption, amendment or termination of any compensation plan may be made that violates this or any other committee charter of the Company; and
2. When it is determined by the Committee that a consulting firm (or other expert) is to assist in the assessment of the Chief Executive Officer or other senior executive officer or director compensation, the Committee shall have the sole authority to retain and terminate such firm or experts and have the authority to approve the consulting firm or other expert's fee and other

retention terms. The Committee shall also have the authority to retain, at the Company's expense, legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors. Prior to retaining any outside persons as advisors or consultants, the Committee shall conduct, and document, an analysis of such person's independence pursuant to the applicable Nasdaq rules.

### **Reports**

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings, including the Committee's actions, conclusions and recommendations and such other matters as required by this Charter or as the Board shall from time to time specify. Reports to the Board may take the form of oral reports by the chairperson of the Committee or any other member of the Committee designated by the Committee to give such report.

## Exhibit A

### 1. Non-Employee Director.

Rule 16b-3(b)(3)(i) of the Securities Exchange Act of 1934 defines a Non-Employee Director as a director who:

1. Is not currently an officer (as defined in Rule 16a-1(f)) of the issuer or a parent or subsidiary of the issuer, or otherwise currently employed by the issuer or a parent or subsidiary of the issuer;
2. Does not receive compensation, either directly or indirectly, from the issuer or a parent or subsidiary of the issuer, for services rendered as a consultant or in any capacity other than as a director, except for an amount that does not exceed the dollar amount for which disclosure would be required pursuant to Rule 404(a) of Regulation S-K; and
3. Does not possess an interest in any other transaction for which disclosure would be required pursuant to Rule 404(a) of Regulation S-K.

### 2. Outside Director.

Regulation 1.162-27(e)(3) promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, defines an Outside Director as a director who:

1. Is not a current employee of the publicly held corporation;
2. Is not a former employee of the publicly held corporation who receives compensation for prior services (other than benefits under a tax-qualified retirement plan) during the taxable year;
3. Has not been an officer of the publicly held corporation; and
4. Does not receive remuneration from the publicly held corporation, either directly or indirectly, in any capacity other than as a director. For this purpose, remuneration includes any payment in exchange for goods or services.