

**Charter for the Nominating and Corporate Governance Committee
of the Board of Directors**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Lifecore Biomedical, Inc. (the “Company”) established by this Charter is to (i) identify individuals qualified to become Board members, committee members, and senior executive officers of the Company and recommend such individuals for appointment, (ii) make recommendations to the Board concerning the structure and composition of the Board, (iii) oversee the evaluation of the Board and management, and (iv) develop, recommend and evaluate the Company’s corporate governance guidelines.

Organization and Governance of the Committee

The Committee shall consist of at least three (3) 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, each member of the Committee shall meet the independence requirements imposed by the listing standards of the Securities and Exchange Commission and The Nasdaq Stock Market, Inc. (“Nasdaq”). 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 such times as it deems appropriate to carry out its responsibilities, but not less frequently than once a year, and will take such other actions as it deems appropriate. 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 forty-eight 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. 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;
5. 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;
6. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities; and
7. The Committee may form and delegate authority to a subcommittee.

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. Identify individuals qualified to become Board members, consistent with criteria approved by the Board, receive nominations for such qualified individuals and review recommendations put forward by any shareholder, or the Chief Executive Officer (the "CEO");
2. Recommend to the Board candidates for election or re-election at each annual meeting of shareholders, taking into account each candidate's ability, judgment and experience and the overall diversity and composition of the Board;
3. Establish a policy under which shareholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
4. To determine the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees;
5. To determine the criteria, objectives and procedures for selecting senior executive officers of the Company. The Committee shall consider factors such as diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to the responsibilities associated with such position;
6. Oversee and review annually the succession planning process for the Company's senior executive officers, including an emergency succession plan in the event of the death or disability of the CEO. The full Board is responsible for selecting the Chairman of the Board and the CEO (whether those positions are occupied by one or more individuals).
7. To review potential candidates for senior executive officer positions suggested to it and report to the Board regarding the results of such review;
8. To recommend appointments to the Board and senior executive officer positions to fill vacancies;
9. In the case of an individual recommended to fill a Board vacancy created by an increase in the size of the Board, the Committee shall make a recommendation to the Board as to the class of directors in which the individual should serve;
10. Consider and report to the Board any questions of possible conflicts of interest of Board members;
11. Recommend to the Board qualified individuals to serve as committee members on the various Board committees. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed. In recommending a

candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate;

12. Review the Company's practices and policies with respect to directors, including retirement policies for non-employee directors, the size of the Board, the ratio of employee directors to non-employee directors, the meeting frequency of the Board and the structure of Board meetings and make recommendations to the Board with respect thereto;
13. Review the functions, duties, size and composition of the committees of the Board and make recommendations to the Board with respect thereto;
14. To have full access to the Company's management, as necessary or appropriate to carry out its responsibilities;
15. To establish procedures for the retirement and replacement of Board members;
16. Review and make recommendations to the Board in reference to the Policy Statement Regarding Stockholder Communications with the Board of Directors, which shall contain a process by which the Company's stockholders may send communications to Directors and the process for determining which communications will be relayed to Directors.
17. To review and oversee compliance of the Company's Code of Business Conduct, Code of Ethics for the CEO and Senior Financial Officers, the Insider Trading and Disclosure Compliance Program and any other corporate governance policies of the Company with applicable rules and regulations of the Securities and Exchange Commission and Nasdaq;
18. Clearly articulate to each director what is expected, including reference to the Company's corporate governance principles and directors' basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;
19. To review on at least an annual basis the Company's corporate governance policies and guidelines and to consider and recommend any changes for approval by the Board;
20. In concert with the Board, review the Company policies with respect to significant issues of corporate public responsibility, including contributions;
21. Review the performance of the CEO, the Board, and its individual members and oversee the Board's self-assessment of its performance, which shall take place no less frequently than annually. If any serious issues are identified with any Director, work with such Director to resolve such issues or, if necessary, seek such Director's resignation or recommend to the Board such Director's removal;
22. Provide for new director orientation and continuing education for existing directors on a periodic basis;
23. Review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval;
24. Report its actions and any recommendations to the Board on a periodic basis;

25. Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board; and
26. In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.

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.