

LIMONEIRA COMPANY

RISK MANAGEMENT COMMITTEE CHARTER

I. Purpose

The Board of Directors (the “Board”) of the Limoneira Company (the “Company”) appoints the Risk Management Committee (the “Committee”). The purpose of the Committee is to assist the Board in fulfilling its risk management oversight responsibility regarding the identification, evaluation, and mitigation of operational, strategic, and external environment risks.

The Committee has overall responsibility for monitoring and approving the risk policies and associated practices of the Company. The risk management committee is also responsible for reviewing and approving risk disclosure statements in any public documents or disclosures.

II. Membership and Qualifications

Membership: The Committee shall consist of three or more members of the Board (each a “*Director*”). The Board shall elect the Committee members annually, upon the recommendation of the Board’s Nominating and Corporate Governance Committee, for terms of one year, or until their successors shall be duly elected and qualified.

Chairperson: Unless the Chairperson of the Committee (the “*Chairperson*”) is elected by the full Board, the Committee members shall, by majority vote, elect a Chairman consistent with any recommendation of the Nominating and Corporate Governance Committee.

Resignation, Removal and Replacement: Any Director may resign from the Committee at any time upon notice of such resignation to the Company. The Board shall have the power at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, upon the recommendation of the Committee, to replace any absent or disqualified members, so long as the Committee shall at all times have at least three members.

III. Meetings and Other Actions

All meetings of and other actions by the Committee shall be held and taken pursuant to the Company Bylaws, including provisions governing notice of meetings and waiver thereof, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee may invite any Director who is not a member of the Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Committee, in its sole discretion, considers appropriate.

Unless otherwise authorized by the Board, the Committee shall not delegate any of its authority to any subcommittee.

In the event that the Committee’s Chairperson is unable to perform any of his or her functions or obligations hereunder, the Chairperson of the Company’s Nominating and Corporate Governance Committee is hereby authorized and directed to act in the place and stead of the Chairperson of this

Committee and fulfill any and all functions or obligations that would otherwise be the responsibility of the Chairperson of this Committee, without any further action or authorization by this Committee.

IV. Goals, Responsibilities and Authority

The following are the general goals, responsibilities and authority of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Bylaws and other governance documents of the Company and in accordance with applicable law.

Nothing in this Charter shall be interpreted as diminishing or derogating the duties, responsibilities or obligations of the Board. Subject to the requirements of the Bylaws, the Committee shall:

- i. In conjunction with the full Board, review and approve risk management policies and associated frameworks, processes, and practices of the Company on an annual basis.
- ii. Oversee management's measures to achieve a prudent balance between risk and reward in both ongoing and new business activities.
- iii. Evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities, such as business continuity planning and disaster recovery planning and testing).
- iv. Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g., internal or external audit issue relating to risk management policies or practices).
- v. Make regular reports to the Board and upon request.
- vi. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- vii. Perform such other duties and responsibility as may be assigned to the Committee, from time to time, by the Board and/or Chairperson of the Board, or as designated in the Company Bylaws.

The forgoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

V. Additional Resources

Approved Jan 26, 2021 Board Meeting

Subject to the approval of the Board, the Committee shall have the right to use reasonable amounts of time of the Company's independent accountants, outside lawyers and other internal staff and shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants and shall obtain the concurrence of the Board in advance for any expenditures.

VI. Amendments

Any amendments to this Charter must be approved or ratified by a majority vote of the Board, including a majority of independent directors.

VII. Disclosure of Charter

This Charter will be made available on Company's website at www.limoneira.com.

Date: January 26, 2021