



## **CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**(2021 UPDATE)**

### **Purpose of Committee:**

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Cadiz Inc., a Delaware corporation, (the "Company") is to identify and recommend individuals to the Board for nomination as members of the Board and its committees (including this Committee) and to develop and recommend to the Board corporate governance principles applicable to the Company. In addition, the Committee shall oversee the Company's development, implementation and maintenance of policies, programs and practices with respect to corporate sustainability and public affairs. The Committee shall report to the Board on a regular basis and not less than once a year.

### **Committee Membership:**

The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the marketplace rules of the Nasdaq Stock Market, Inc.

Members of the Committee have been appointed by the Board. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

### **Committee Structure and Operations:**

The Board shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

### **Committee Duties and Responsibilities:**

The following are the duties and responsibilities of the Committee:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board the need to fill such vacancy and if such a need is determined, an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, financial background, beneficial ownership of the Company, the interplay of the candidate's experience with the experience of other Board members, covenants with lenders and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management, but is not required to do so.
3. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members. Individuals nominated by stockholders will receive the same level of consideration by the Committee as those proposed or identified by Committee members or management.
5. Establish procedures for the Committee to exercise oversight of the governance practices and policies of the Board and management.
6. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review those principles at least once a year.

7. Provide review of and guidance for the Company's policies, programs, and practices with respect to sustainability, particularly corporate environmental, social, and governance ("ESG") commitments and metrics. This includes the Company's commitments with respect to protecting its land, water, and agricultural assets.
8. Review and monitor regulatory and public affairs policies and practices of interest to the Company, including matters before environmental regulatory or other government agencies, (ii) compliance with environmental laws and regulations, (iii) environmental performance, and general public policy issues that may affect business operations or material financial performance of the Company.
9. Prepare and issue the evaluation required under "Performance Evaluation" below.
10. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

**Delegation to Subcommittee:**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**Performance Evaluation:**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

**Resources and Authority of the Committee:**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.