

LIMONEIRA COMPANY

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the “*Committee*”) is established by the Board of Directors (the “*Board*”) of the Limoneira Company (the “*Company*”). The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities related to the Company’s compensation structure and compensation, including equity compensation, and other remunerations (“*Compensation and other Remunerations*”) paid by the Company.

The Committee has overall responsibility for (i) determining and approving the compensation of the Company’s executive officers, (ii) reviewing the compensation of the directors of the Company (each a “*Director*”) elected by the Company’s stockholders in their role as a director and/or chairman or member of any Board committee, as the case may be, and (iii) evaluating and making recommendations to the Board regarding equity-based and cash-based incentive compensation plans, policies and programs.

II. Membership and Qualification

Membership: The Committee shall consist of three or more Directors. The Committee members shall be elected annually by the Board, 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.

Qualifications:

(i) *Nasdaq Independence.* All Committee members shall satisfy the definition of “independent” under the listing standards of the Nasdaq Stock Market, Inc. and any successor thereto (“*Nasdaq*”). Pursuant to the applicable Nasdaq rules, the independence of each Committee member shall be evaluated and determined pursuant to certain additional factors, including the Fees Factor (defined below) and the Affiliation Factor (defined below). Each Committee member shall not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of the Company’s subsidiaries (the “*Fees Factor*”). Notwithstanding the Fees Factor, a Committee member is able to (a) receive fees for his or her membership on the Committee, on the Board or on any other of the Company’s committees and (b) receive fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In determining whether a Director is eligible to serve on the Committee, the Board also must consider whether the Director is affiliated with the Company, one of the Company’s subsidiaries or an affiliate of one of the Company’s subsidiaries to determine whether such affiliation would impair the Director’s judgment as a member of the Committee (the “*Affiliation Factor*”).

(ii) *Rule 16b-3 and Section 162(m) Requirements.* In addition to satisfying the requirements necessary to be independent under the listing standards of Nasdaq, each member of the Committee also shall satisfy all requirements necessary from time to time to be

“non-employee directors” under Rule 16b-3 of the Exchange Act of 1934, as amended (“**Rule 16b-3**”) and qualified “outside director” under Section 162(m) of the Internal Revenue Code of 1986 and related regulations, all as amended from time to time (“**Section 162(m)**”).

Chairman: Unless the Chairman of the Committee (the “**Chairman**”) is elected by the full Board, the Committee members shall, by majority vote, elect a Chairman consistent with any recommendation of the Board’s 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. A Committee member who ceases to be independent under the listing standards of Nasdaq or an outside director under Section 162(m) shall promptly resign from the Committee to the extent required for the Company to comply with applicable laws, rules and regulations. 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 and be composed solely of independent board members.

III. Meetings and Other Actions

All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws of the Company (as may be amended, supplemented or otherwise modified from time to time, the “**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.

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 (it being understood that the Committee may condition its approval of any compensation on Board ratification to the extent so required to comply with applicable tax law such as Section 162(m).)

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:

Compensation and Other Remunerations

- (i) Review from time to time, modify if necessary, and approve the Company's corporate goals and objectives relevant to Compensation and other Remunerations and the Company's executive compensation structure and compensation range to ensure that it is designed to achieve the objectives of rewarding the Company's executive officers appropriately for their contributions to corporate growth and profitability.
- (ii) Annually review and determine the compensation (including, without limitation, salary, bonus, incentive compensation, deferred compensation, equity-based compensation, perquisites, change-in-control and severance compensation, and all other forms of executive compensation) of the Company's Chief Executive Officer and other executive officers. The Chief Executive Officer shall not be present during voting or deliberation on his compensation.

Director Compensation

- (i) Select peer groups of companies that shall be used for purposes of determining competitive director compensation packages.
- (ii) Periodically evaluate and make recommendations to the Board concerning the reimbursement of directors' expenses, if any, for attendance of each meeting of the Board.
- (iii) Periodically evaluate and make recommendations to the Board concerning the total compensation package for Directors including, without limitation, the annual retainer fee, the meeting fee, incentives, equity-based compensation and other benefits paid to Directors, taking into account the compensation of Directors at selected peer groups of companies. The Committee shall recommend to the Board any adjustments in director compensation that the Committee considers appropriate.
- (iv) Recommend to the Board the terms and awards of any stock compensation for members of the Board.

Incentive Compensation

- (i) Approve all long-term incentive awards for the Company's executive officers.
- (ii) Periodically evaluate (and approve any proposed amendments to) the terms and administration of the Company's and, if applicable, its subsidiaries' annual and long-term incentive plans to assure that they are structured and administered in a manner consistent with the Company's and its subsidiaries' goals and objectives as to participation in such plans, target annual incentive awards, corporate financial goals, and total funds reserved for payment under the compensation plans.

- (iii) Determine when it is necessary (based on advice of counsel) or otherwise desirable: (a) to modify, discontinue or supplement any such plans; or (b) to submit such amendment or adoption to a vote of the full Board and/or the Company's stockholders to the extent required by law.
- (iv) Evaluate and make recommendation to the Board concerning the adoption of any new equity-related plans.
- (v) Oversee the administration (and exercise all rights, authority and functions under) all of the Company's cash and equity-based compensation plans (including, without limitation the Limoneira Company Amended and Restated 2010 Omnibus Incentive Plan) (collectively, the "*Plan*") of the Company in accordance with its terms, construe all terms, provisions, conditions and limitations of the Plan and make factual determinations required for the administration of the Plan. The Committee may amend or terminate the Plan at any time, subject to the terms of the Plan.

Compensation Advisers

- (i) In its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
- (ii) Have the direct responsibility for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee.
- (iii) Prior to retaining or obtaining any compensation consultant, legal counsel or other adviser (other than in-house legal counsel), the Committee must conduct an independence assessment of such compensation consultant, legal counsel or other adviser, including the consideration of the following factors: (a) the provision of other services to the Company by the entity that employs the compensation consultant, legal counsel or other adviser; (b) the amount of fees received from the Company by the entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the entity that employs the compensation consultant, legal counsel or other adviser; (c) the policies and procedures of the entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a Committee member; (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the entity employing the adviser with an executive officer of the Company. After the Committee has considered the preceding independence factors, the Committee may select or receive advice from any compensation

advisor they prefer, including those who are not independent. The Committee is not required to conduct any independence assessment if, pursuant to Regulation S-K Item 407, disclosure of the engagement of such compensation consultant, legal counsel or other adviser is not required.

Other

- (i) Review organizational and staffing matters with respect to the Company.
- (ii) Grant the right to receive indemnification and right to be paid by the Company the expenses incurred in defending any proceeding in advance to its disposition, to any employees of the Company in their capacity as officer, director employee or agent of the Company, and any directors and officers of the Company and its subsidiaries' to the fullest extent of the provisions of the Company's Certificate of Incorporation or Bylaws.
- (iii) Perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate, propose to the Board, any desired changes in, the Committee's Charter, all to supplement the oversight authority by the Board's Nominating and Corporate Governance Committee with respect to such matters.
- (iv) Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board, or as designated in the Plan documents.
- (v) Make regular reports to the Board and propose any necessary action to the Board. Such reports shall provide information with respect to any delegation of authority by the Committee to the Company and its subsidiaries' executive officers or to a third party.
- (vi) Review and discuss the "Compensation Discussion and Analysis" disclosure with management and recommend to the Board its inclusion in the Company's annual proxy statement, and prepare a report for inclusion in such proxy statement that certifies that the Committee has discharged this duty.

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

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 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.

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 the Company's website at "www.limoneira.com."

Date: June 28, 2013¹

¹ Nasdaq-listed companies must comply with the final listing standards relating to the authorities, funding and responsibilities of the compensation committee – including the requirements to assess the independence of compensation advisers, by July 1, 2013. Nasdaq-listed companies must comply with the remaining provisions – including the establishment of a separate compensation committee, the heightened independence standards of compensation committee members and the written charter requirements, by the earlier of (a) the first annual meeting after January 15, 2014 or (b) October 31, 2014.