

ARCADIA BIOSCIENCES, INC.
COMPENSATION COMMITTEE CHARTER

I. PURPOSE OF THE COMPENSATION COMMITTEE

The primary purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Arcadia Biosciences, Inc., a Delaware corporation (the “**Company**”) is to discharge certain responsibilities of the Board with respect to compensation and to make such reports in respect of compensation, compensation practices and related matters as may be required of a compensation committee under the rules and regulations promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), including without limitation the Compensation Committee report to stockholders for inclusion in the Company’s annual proxy statement.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of at least two (2) members of the Board. Such members shall be appointed by the Board annually, or at any other time as may be necessary to enable the Committee to discharge its responsibilities in compliance with this Charter. Unless the Board designates a Chair of the Committee, the members of the Committee may appoint a Chair. All Committee members shall serve at the pleasure of the Board and may be replaced by the Board at any time.

At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, each member of the Committee will be:

(i) “independent” as defined under applicable rules of each stock exchange on which the Company’s shares are listed for trading or otherwise publicly quoted (except as otherwise permitted under such rules), including any enhanced standards or requirements of each such stock exchange for Committee members;

(ii) a “non-employee director” under Rule 16b-3(b)(3)(i) promulgated under the Exchange Act; and

(iii) an “outside director” under the rules promulgated under Section 162(m) of the Internal Revenue Code of 1986.

The Company shall provide the Committee with a level of funding appropriate for the Committee to carry out its responsibilities, including, but not limited to, retention and payment of any consultants.

III. MEETINGS

The Committee shall meet as often as it determines appropriate, but not less frequently than semi-annually. A majority of the members of the Committee (but in

no event less than two (2) members) shall constitute a quorum for the transaction of business at Committee meetings. The approval of a majority of such quorum shall constitute a valid act of the Committee at a duly held Committee meeting.

The Committee may also act by unanimous written consent of the then-serving members of the Committee.

The Committee Chair may call Committee meetings and, in consultation with other Committee members, shall determine the frequency and length of Committee meetings and shall set agendas for such meetings consistent with this Charter. In the absence of a Committee Chair, a majority of the members of the Committee may call a meeting of the Committee.

IV. AUTHORITY AND RESPONSIBILITIES OF THE COMMITTEE

The authority delegated to the Committee is set forth below. This description of authority is intended as a guide and the Committee may act and establish policies and procedures that are consistent with these guidelines or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee hereunder.

- The Committee shall review the Company's compensation policies and practices at least annually to assess the adequacy in promoting the long-term interests of the Company and its stockholders and to further assess whether such compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.
- The Committee shall determine and recommend to the Board for approval the amount and form of compensation paid to the Company's Chief Executive Officer, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Chief Executive Officer in a manner consistent with the compensation finally approved by the Board. The Committee will review at least annually the Chief Executive Officer's performance in light of goals and objectives established by the Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review, determine and recommend to the Board the Chief Executive Officer's compensation, including incentive compensation and equity plan awards. The Company's Chief Executive Officer shall not be present during Committee or Board deliberations or votes with respect to the Chief Executive Officer's compensation.
- With respect to "executive officers" (as defined in Rule 3b-7 under the Exchange Act) and "officers" (as defined in Rule 16a-1(f) under the Exchange Act) of the Company, other than the Company's Chief Executive Officer (the "**Other Executive Officers**"), the Committee has authority to determine the

amount and form of compensation paid to the Other Executive Officers, and to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate the Other Executive Officers in a manner consistent with its determinations. The Committee will review at least annually the Other Executive Officers' performance in light of goals and objectives established by the Committee for such performance, including the relationship of such compensation to corporate performance, and in light of such review determine the Other Executive Officers' compensation, including incentive compensation and equity plan awards.

- The Committee has authority to determine the amount and form of compensation paid to the Company's executive officers (other than the Chief Executive Officer and Other Executive Officers), officers, employees, consultants and advisors and to review the performance of such persons in order to determine appropriate compensation, as well as to establish the Company's general compensation policies and practices and to administer plans and arrangements established pursuant to such policies and practices. The Committee has authority to take such action, and to direct the Company to take such action, as is necessary and advisable to compensate such persons and to implement such policies and practices in a manner consistent with its determinations. It is expected that the Committee may delegate its authority on these matters with regard to non-officer employees and consultants of the Company to officers and other appropriate Company supervisory personnel.
- The Committee will periodically review and make recommendations to the Board as to compensation for the non-employee directors of the Board.
- The Committee has authority to administer the Company's equity compensation plans, including without limitation to approve the adoption of such plans, to reserve shares of Common Stock for issuance thereunder, to amend and interpret such plans and the awards and agreements issued pursuant thereto, and to make awards to eligible persons under the plans and determine the terms of such awards (subject to review and approval by the Board in the case of awards made to the Chief Executive Officer).
- The Committee has authority to select, engage, compensate and terminate compensation consultants, legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein. Compensation paid to such parties and related expenses will be borne by the Company and the Company will make appropriate funding available to the Committee for such purposes. The Committee shall also have the authority for approving the material terms of all arrangements between the Company and compensation consultants unless the Committee has retained its own consultant or the services relate only to consulting on broad-based plans.

Before selecting any compensation consultants, legal counsel or other advisors described above (other than in-house legal counsel) the Committee will consider the following factors:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel, or other adviser;
 - (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
 - (c) the policies and procedures of the person 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 member of the Committee;
 - (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, or other adviser or the person employing the adviser with an executive officer of the Company.
- Except with respect to the responsibilities set forth in the second bullet point above (respecting Chief Executive Officer compensation), the Committee may delegate its authority granted under this Charter to a subcommittee of the Committee (consisting either of a subset of members of the Committee or, after giving due consideration to whether the eligibility criteria described above with respect to Committee members and whether such other Board members satisfy such criteria, any members of the Board). In addition, to the extent permitted by applicable law, the Committee may delegate to one or more officers of the Company (or other appropriate supervisory personnel) the authority to grant stock options and other stock awards to employees (who are not executive officers or members of the Board) of the Company or of any subsidiary of the Company.
 - At any time during which the Company is subject to the periodic reporting requirements of the Exchange Act, the Committee shall review and discuss with management the Company's proposed disclosure under the "Compensation Discussion and Analysis" required by Regulation S-K under the Securities Exchange Act and recommend to the Board whether such

Compensation Discussion and Analysis should be included in the Company's proxy statement and Annual Report on Form 10-K, unless the Company is an "emerging growth company" and/or a "smaller reporting company" and elects to omit the disclosure.

- The Committee has the authority to perform such other activities and functions as are required by law, applicable stock exchange rules or provisions in the Company's charter documents, or as are otherwise necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

Except with respect to matters relating to compensation of the Company's Chief Executive Officer, with respect to which the Board delegates to the Committee exclusive authority during such period of time that the Committee is empanelled with at least two (2) qualifying members as required above, the Board has simultaneously reserved to itself all authority delegated under this Charter to the Committee. This reservation of authority does not in any way limit the Committee's authority to act definitively on matters delegated to it under this Charter.

V. MINUTES & REPORTS

The Committee shall make regular reports to the Board with respect to significant actions and determinations made by the Committee. The Committee shall maintain written minutes of its meetings and shall, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form. The minutes and the recommendations, as applicable, shall be incorporated as part of the minutes of the Board. To the extent required by applicable law, the Committee will also prepare and sign a Report of the Committee for inclusion in the Company's proxy statement for its Annual Meeting of Stockholders.

VI. PERIODIC REVIEW

The Committee will periodically review its own performance and report on its conclusions in this regard to the Board. In addition, the Committee will periodically review this Charter and make recommendations to the Board with regard to appropriate changes to the Charter.