

ARCADIA BIOSCIENCES, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE OF THE NOMINATING AND GOVERNANCE COMMITTEE

The primary purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Arcadia Biosciences, Inc., a Delaware corporation (the “**Company**”) is to:

- identify individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- recommend to the Board nominees for election as directors of the Company;
- oversee the succession planning process for the Company’s executive officers; and
- develop and recommend to the Board corporate governance guidelines and provide oversight with respect to corporate governance and ethical conduct.

II. COMMITTEE COMPOSITION

The Committee shall be comprised of at least two (2) members of the Board. At any time during which the Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), each of the members of the Committee shall meet the independence requirements 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).

The members of the Committee 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.

The Committee may form and delegate authority to subcommittees when appropriate.

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.

The Committee may retain consultants (including, but not limited to, professional talent search firms) to advise it. The Committee may request any other director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee, for the purpose of obtaining information and counsel. The Committee may meet, at its discretion, with or without Company management, and with or without any consultant(s) retained by the Committee, in separate executive sessions to discuss any matters that the Committee, management, and/or the consultant(s) believe should be discussed privately.

The Committee shall have the right to excuse any Committee member from a meeting or portion thereof to permit the remaining members of the Committee to discuss or act on any matter for which, in the Committee's opinion, the excused member's participation may create a conflict of interest. Such excused member's absence in this circumstance shall not be deemed an absence for the purposes of determining a quorum, provided that at least two (2) members of the Committee are present to discuss or act on any matter.

IV. AUTHORITY & 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 is charged by the Board with the authority and responsibility to:

- Develop and recommend to the Board qualification criteria for new nominees to the Board of Directors, and develop a process for identifying and evaluating such individuals, including individuals proposed by the Company's stockholders.

- Consistent with Board-approved criteria, identify, evaluate, and recommend director nominees to the Board who shall have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment, and who will be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the stockholders.
- Recommend nominees for election as directors of the Company at the next annual or special meeting of the Company's stockholders at which directors are to be elected.
- Oversee the annual review of the performance of the full Board and report the results thereof to the full Board.
- Identify, evaluate and recommend individuals to fill any vacancies or newly created directorships that may occur between meetings of the Company's stockholders at which directors are to be elected.
- Identify, evaluate and annually recommend to the Board the chairmanship and membership of each committee of the Board.
- Cause to be prepared and recommend to the Board the adoption of corporate governance guidelines, and from time to time review and assess the guidelines and recommend changes for approval by the Board.
- Cause to be prepared and recommend to the Board the adoption of a Code of Ethics, and from time to time review and assess the Code of Ethics, and recommend changes for approval by the Board.
- Oversee the Company's Compliance Committee, provide the Board with an annual performance evaluation of the Compliance Committee, and recommend any changes to the Compliance Committee and the Company's Code of Business Conduct and Ethics as the Committee shall deem appropriate.
- Engage and terminate search firms, independent counsel and other advisers as the Committee determines necessary to carry out its responsibilities.
- Cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any legal counsel or other advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- Assess the effectiveness of any diversity policy the Board may determine to implement.

- Provide guidance on directors' continuing education and skills enhancement.
- Oversee the succession planning process for the Company's executive officers.
- 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.
- Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

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.

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.