



STEWARDSHIP COMMITTEE CHARTER

Purpose

The Stewardship Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Alico, Inc. (“the “Company”) to assist the Board in fulfilling the Board’s responsible land development efforts, balancing growth and conservation, and creating value for shareholders, while protecting and enhancing the Company’s history with agricultural production and natural resource protection.

Committee Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Chair. The Chair of the Committee shall be appointed by the Board. The Chair will maintain regular liaison with members of the Company’s management who have responsibility for implementing and monitoring the policies, strategies and programs of the Company.
3. Removal and Replacement. Committee members may be removed or replaced by the Board. A Committee member may resign by giving written notice to the Board and may resign as a Committee member without resigning from the Board. The Committee may delegate authority to individuals or subcommittees when it is deemed appropriate and to the extent permitted by applicable law.

Committee Meetings

1. Meetings. The Committee shall meet as often as necessary to carry out its responsibilities. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least two times each year. Meetings of the Committee may be held in person or by conference call or via a video format. The Chair shall preside at each meeting and, in the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.
2. Agenda. The Chair of the Committee shall develop and set the Committee’s agenda, in consultation with the other members of the Committee, the Board and management. The agenda and, to the extent practical, information concerning the business to be conducted at each Committee meeting shall be provided to the members of the Committee in advance of each meeting. Additionally, the agenda concerning the business to be conducted at each Committee meeting shall be circulated to all Board members in advance of the meeting.
3. Reports to the Board. The Committee shall report to the Board regularly and make available to the Board the minutes of its meetings.
4. Performance Evaluation; Assessment of Charter. The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.

Authority and Duties

1. Stewardship Committee Policies, Strategies and Programs. The Committee shall oversee and provide input to management on the Company's policies, strategies and programs related to matters of land development, conservation, creation of shareholder value and enhancing the Company's history with agricultural production and natural resource protection.
2. External Trends. The Committee shall consider, analyze, and provide input to management on land development, conservation and environmental trends in public debate, public policy, regulation, and legislation and consider additional actions in response to such issues.
3. Performance Goals. The Committee shall review the goals the Company may establish from time to time for its performance with respect to matters of land development, conservation, creation of shareholder value and enhancing the Company's history with agricultural production and natural resource protection, as well as monitoring the Company's progress against those goals.
4. Reputation and Relationships with Stakeholders. The Committee shall receive periodic reports from the Company's management regarding relationships with key external stakeholders that may have a significant impact on the Company's business activities and performance.
5. Risk Management. The Committee shall oversee and provide input to management on the Company's identification, assessment and management of risks associated with land development and conservation issues, including, but not limited to, creation of shareholder value and enhancing the Company's history with agricultural production and natural resource protection.
6. Philanthropy. The Committee shall review the Company's charitable giving policies and programs and receive reports from management on charitable contributions made by the Company.
7. Reporting and Disclosure. The Committee shall review land development, conservation, creation of shareholder value and efforts to enhance the Company's history with agricultural production and natural resource protection reports that may be issued from time to time by the Company.
8. Shareholder Proposals. The Committee shall review shareholder proposals relating to public policy, land development and conservation issues and recommend a response to the Nominating and Corporate Governance Committee of the Board. The Committee shall work with the Nominating and Corporate Governance Committee to determine the appropriate level of the Company's engagement with shareholders and other interested parties concerning land development and conservation issues and other matters subject to Committee oversight.
9. Other Duties and Powers. The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform any other functions it may find necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities, and personnel. The Committee shall have the power, at the Company's expense, to retain legal, financial, or other advisers as is necessary.