

**CHARTER OF THE EXECUTIVE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
NUTRACEA**

(Revised as of February 24, 2010)

I. PURPOSE, RESPONSIBILITY AND AUTHORITY

The primary purpose of the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of NutraCea (the “Company”) is to act on behalf of the full Board between regularly scheduled Board meetings, usually when timing is critical. The Committee has and may exercise all of the powers and authority of the Board, subject to such limitations as the Board and/or applicable law may from time to time impose.

II. APPOINTMENT, MEMBERSHIP AND ORGANIZATION

The Executive Committee shall be composed of at least three members of the Board, including the Chairman of the Board (the “Chairman”). The Board decides the exact number of members and can at any time remove or replace a Committee member. The Board may designate one of the Committee members as the Chair of this Committee. The Committee may also form and delegate authority to subcommittees if the Committee considers it appropriate.

III. STRUCTURE AND OPERATIONS

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to retain counsel and other experts or consultants.

IV. MEETINGS AND MINUTES

The Nominating and Corporate Governance Committee will meet at least twice per year.

The Committee will maintain written minutes of its meetings, and report its proceedings to the Board at its next meeting following any Committee meeting.