

**CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
RICEBRAN TECHNOLOGIES**

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to:

- Assist RiceBran Technologies' Board of Directors (the "Board") by identifying individuals qualified to become members of the Board, consistent with criteria approved by the Board;
- Recommend for the Board's approval the slate of nominees to be proposed by the Board to shareholders for election to the Board;
- Develop and recommend to the Board the governance principles applicable to RiceBran Technologies;
- Oversee the evaluation of the functioning of the Board and the working relationship with management; and
- Recommend to the Board the directors who will serve on each committee of the Board.

II. APPOINTMENT, MEMBERSHIP AND ORGANIZATION

The Nominating and Corporate Governance Committee will be made up of no fewer than two (2) independent members. The Committee's members are appointed by the Board. The Board decides the exact number of members and can at any time remove or replace a Committee member.

Each of the Committee's members will be appointed by the Board and will meet the requirements of the rules of the Securities and Exchange Commission and the principal market or exchange on which the Company's common stock is then listed or quoted for trading ("Principal Market"), including those related to independence. 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. RESPONSIBILITIES AND AUTHORITY

The Nominating and Corporate Governance Committee will:

1. Evaluate the composition, size, organization and governance of the Board and its committees; determine future requirements; make recommendations to the Board about the appointment of directors to committees of the Board; and recommend the selection of chairs of these committees to the Board.
2. Review and recommend to the Board director independence determinations made with respect to continuing and prospective directors.
3. Develop, update as necessary and recommend to the Board policies for considering shareholder nominees for election to the Board when deemed appropriate.

4. Recommend, from time to time, ways to enhance communications and relations with shareholders.
5. Evaluate and recommend candidates for election to the Board consistent with criteria approved by the Board.
6. Oversee the Board's performance and self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding how effectively the board operates.
7. Recommend corporate governance principles and policies for approval by the Board and monitor the effectiveness and sufficiency of such principles and policies.
8. Evaluate and recommend termination of service of individual members of the Board as appropriate, in accordance with the Board's governance principles, for cause or for other proper reasons.
9. Periodically provide written reports to the Board.
10. Review and re-examine this Charter on a periodic basis and make recommendations to the Board regarding any proposed changes.
11. Review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board.

In performing its responsibilities, the Nominating and Corporate Governance Committee will have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors, including director search firms.

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.