

**Hawkins, Inc.**  
**Governance and Nominating Committee Charter**  
**As Amended through January 31, 2013**

**Purpose**

The primary purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Hawkins, Inc. (the “Company”) is to ensure an appropriate and effective role for the Board of Directors acting on behalf of the shareholders in the governance of the Company.

**Composition**

The Committee shall consist of at least three directors appointed by, and serving at the discretion of, the Board. To the extent possible, each director serving on the Committee will be “independent” as that term is defined in the applicable listing standards of the NASDAQ Stock Market such that he or she would have no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment.

The Board shall designate one member of the Committee to serve as Chairman of the Committee.

**Principal Responsibilities**

The principal responsibilities of the Committee shall be as follows:

1. Monitor and recommend as appropriate to the Board corporate governance principles and business conduct guidelines.
2. Recommend as necessary changes in the size and composition of the full Board and the Audit, Compensation and Governance and Nominating Committees and the establishment and composition of ad-hoc committees as necessary.
3. Develop and recommend revisions as necessary with respect to director and committee member profile and qualification guidelines and screening process for candidates.
4. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board. Determine whether to retain or terminate any search firm to identify director candidates and the terms of such retention, including approval of the search firm’s fees and other retention terms.
5. Establish procedures for shareholders to submit potential candidates for election to the Board.
6. Review the qualifications of, interview, and recommend to the Board (i) those persons to be nominated for membership on the Board, including any candidates

recommended by shareholders, for submission to shareholders for election at each annual meeting of shareholders, and (ii) any new nominees for membership on the Board to be elected by the Board to fill vacancies and newly created directorships.

7. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection. Consider whether to recommend to the Board guidelines with respect to continued service of directors, committee members and committee chairs.
8. Review and approve the process for new director orientation.
9. Review and approve the annual Board evaluation process.
10. Review and approve the Board director education policies.
11. Recommend to the Board the number, timing and duration of Board and committee meetings.
12. Recommend to the Board delegated authority levels for officers of the Company and individual members of the Board.
13. Recommend guidelines with respect to the conduct of executive sessions of the Board, attendance of non-directors at meetings, and Board access to management.
14. Monitor committee charters to confirm scope and responsibilities while minimizing overlap and focusing necessary Board attention to key roles and issues.
15. Lead process to fill Chairman and Chief Executive Officer vacancies.
16. Recommend to the Board candidates to fill Chairman and Chief Executive Officer vacancies.
17. Work with management to develop and maintain a succession plan for key positions.
18. Consider the need for changes to the corporate Articles and Bylaws.
19. Review and reassess the adequacy of the Governance and Nominating Committee Charter annually and recommend any proposed changes to the Board for approval.
20. Implement and oversee the Company's Code of Business Conduct and Ethics.
21. Make regular reports to the Board and propose any necessary action.

22. Take any and all other actions as may be required by the federal securities laws or other applicable laws or regulations regarding corporate governance or the nomination of directors.

### **Meetings**

The Committee shall meet as often as it deems necessary or appropriate, but not less than once a year. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company's corporate records. A majority of the members of the Committee shall constitute a quorum of the Committee.