

CHARTER OF THE NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
FOOD TECHNOLOGY SERVICE, INC.  
(Effective April 1, 2005)

**Purpose**

The primary purpose of the Nominating Committee of Food Technology, Inc. is to provide guidance and assistance to the Board of Directors in discharging its duties and responsibilities relating to the oversight of the composition of the Board of Directors, and the evaluation, procedures and composition of the Committees of the Board of Directors.

**Activities and Responsibilities**

The Nominating Committee's responsibilities include, but are not limited to, the responsibilities which are required under the corporate governance rules of the Nasdaq Stock Market ("NASDAQ"), including the responsibilities to identify individuals who are qualified to become Directors of the Company, consistent with criteria approved by the Board, and make recommendations to the Board of persons to serve as Directors of the Company and the filling of vacancies occurring on the Board. The Nominating Committee shall also oversee the performance of members of the Board.

The Nominating Committee will consider Director candidates recommended by stockholders, and will comply with any requirements of the Securities and Exchange Commission to consider such candidates. Stockholders may propose candidates for consideration by the Nominating Committee by submitting in writing the names, biographical data and other supporting information to the Secretary of the Company.

The Nominating Committee is responsible for making recommendations to the Board of Directors with respect to the appointment of Directors to serve as members of Committees of the Board. The Nominating Committee shall oversee committee membership and qualifications. The Nominating Committee shall also be responsible for reviewing and recommending changes in Committee structure and operations and Committee reporting to the Board.

The Nominating Committee may engage attorneys, advisors and consultants, which it determines, are necessary or appropriate to carry out its duties. The Nominating Committee shall make all decisions with respect to fees and other compensation paid to such attorneys, advisors and consultants. Any such attorneys, advisors and consultants shall report to the Committee and shall serve at the Company's expense.

**Membership and Qualifications**

The Board of Directors shall appoint a Nominating Committee of at least three (3) directors of the Board. The Nominating Committee shall consist entirely of "independent" members of the Board of Directors. "Independent" means a director who satisfies all criteria for independence established by NASDAQ definition of "independent" (including any criteria imposed with respect to service on a nominating or similar committee), or otherwise by applicable law, and is otherwise free from any relationship that in the opinion of the Board of Directors would interfere with the exercise of his or her

independent judgment as a member of the Nominating Committee, all as determined by the Board of Directors.

## **Meetings and Minutes**

The Nominating Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and as such times and places as the Committee determines.

## **Director Minimum Qualifications**

The following sets forth certain criteria's to be considered by the Nominating Committee when determining the qualification of potential nominees:

- Each director nominee is to be evaluated in the context of the full Board's qualifications as a whole, with the object of establishing a Board that can best perpetuate the success of the Company's business and represent shareholder interests through the exercise of sound judgment. Each director nominee will be evaluated considering the relevance to the Company of the director nominee's respective skills and experience, which must be complimentary to the skills and experience of the other members of the Board;
- A substantial majority of the Board shall be independent as defined by the applicable exchange on which the Company's shares are listed.. The Audit, Compensation and Nominating Committees will be comprised solely of independent directors;
- Director nominees must possess a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company and an understanding of the Company's business on an operational level;
- Director nominees must demonstrate a willingness to devote the appropriate time to fulfilling Board duties;
- Director nominees shall not represent a special interest or special interest group whose agenda may be inconsistent with the Company's goals and objectives or whose approach and methods are inconsistent with what the Board believes is in the best interest of the Company's shareholders; and
- Director nominees shall not be a distraction to the Board, nor shall a director nominee be disruptive to the achievement of the Company's business mission, goals and objectives.