

Hawkins, Inc.
Governance and Nominating Committee Charter
Adopted on November 2, 2006

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. This is accomplished principally by developing and implementing the Company's Corporate Governance Guidelines and policies, identifying qualified individuals to become Board members, determining the composition of the Board and its committee and monitoring Board effectiveness.

Membership/Meetings

The Committee shall consist of at least three directors appointed by, and serving at the discretion of, the Board. The Board shall designate one member of the Committee to serve as Chairman of the Committee. It is expected that the Chairman of the Committee will serve approximately three to four years in the role. To the extent possible, each director serving on the Committee will "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 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.

Principal Responsibilities

The principal responsibilities of the Committee shall be as follows:

Governance

- Recommends Board committee assignments.
- Evaluates the Board and its individual members.
- Develops and recommends Board governance policies and practices.
- Develops and recommends Board and officer authority levels.
- Ensures adequate training and education for Board members.
- Develops and recommends Board compensation policy and practice.

Director Nominations

- Recommends to the Board criteria for the selection of prospective directors, identifies and recruits suitable candidates, and presents nominees to the Board who are consistent with the criteria approved by the Board.
- Recommends to the Board the annual slate of directors for election by the shareholders.
- Recommends candidates for Board appointment to fill Board vacancies.

Chairman, CEO and Officer Nominations

- Leads process to fill chairman and CEO position
- Recommends to the Board candidates to fill chairman and CEO vacancies
- Works with management to develop succession plan for key positions.

fb us 2155123.01