

DOLE FOOD COMPANY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

October 8, 2009
(amended as of February 23, 2012)

COMMITTEE The Board of Directors (“Board”) of Dole Food Company, Inc. (“Company”) has established a standing committee to be known as the Nominating and Corporate Governance Committee (“Committee”).

COMPOSITION This Committee is to be composed of at least three directors and, upon the listing of the Company’s common stock on the New York Stock Exchange (“NYSE”), shall be in full compliance with all NYSE corporate governance standards with respect to director independence. One of the members shall be designated by the Board as the chairman of the Committee.

PURPOSE; SCOPE OF ACTIVITIES

The purpose, duties and responsibilities of the Committee, at a minimum, are to: identify individuals qualified to become Board members (consistent with criteria approved by the Board); recommend to the Board director candidates for election at the annual meeting of stockholders or by the Board to fill vacancies and newly-created directorships; develop and recommend to the Board, and periodically review, a set of corporate governance principles; perform a leadership role in shaping the Company’s corporate governance; oversee risks related to the Company’s corporate responsibility and the Company’s governance structure and processes; and as part of the Company’s risk governance structure, act as the steward for the Company’s risk review process which seeks to ensure that the Board in overseeing the risk-reward balance continues to be apprised of current risks in exercising its ultimate responsibility for risk oversight.

Among its specific duties and responsibilities, the Committee will:

- Develop and recommend to the Board criteria for identifying and evaluating director candidates.
- Identify, review the qualifications of, and recruit candidates for election to the Board.
- Assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- Establish a procedure for the consideration of Board candidates recommended by the Company's stockholders.
- Recommend to the Board candidates for election or reelection to the Board at each annual stockholders' meeting.
- Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly-created directorships.
- Develop and recommend to the Board a set of corporate governance principles, and annually review and recommend changes as appropriate to these principles.
- Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees.
- Recommend to the Board candidates for appointment to Board committees and consider periodically rotating directors among the committees.
- Review directorships in other public companies held by or offered to directors and senior officers of the Company.
- Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- Oversee the evaluation of the Board.
- Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
- Review and assess the Company's risk review process which seeks to ensure that the Board, in overseeing the

risk-reward balance, continues to be apprised of current risks in exercising its ultimate responsibility for risk oversight.

- Report to the Board with respect to its assessment of risks related to the Company's corporate responsibility.
- Report to the Board with respect to its assessment of risks related to the Company's governance structure and processes.

TERM	The Board shall appoint the members of the Committee to serve for one year, or until their successors have been duly designated and approved.
VACANCIES	Vacancies on the Committee shall be filled by vote of the Board during its first meeting following the occurrence of such vacancy, or by written consent between the creation of such vacancy and such first Board meeting.
MEETINGS	The Committee shall hold meetings as often as may be deemed necessary or appropriate, which meetings may be held in person or telephonically, and at such times and places as the Committee shall determine. The majority of the members of the Committee shall constitute a quorum.
AGENDA	Prior to each regularly scheduled meeting, the Committee will prepare an agenda for the meeting. Other topics for discussion may be introduced at the meeting at the request of any Committee member.
ATTENDANCE	Such corporate officers and other employees of the Company as the Committee may regularly or from time-to-time designate shall attend the meetings of the Committee.
OUTSIDE AGENCY	The Committee is authorized to engage or employ such outside professional services, including outside counsel, experts, any and other advisors, including any search firm used to identify director candidates, at its discretion as may be required to fulfill its responsibilities and perform its functions, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties.

SUMMARY REPORTS

The Committee shall report regularly to the full Board with respect to its activities. The Board will rely upon the Committee for summary reports about matters within its scope and such other matters of substance that may come to the Committee's attention.