

HAWKINS, INC.

PRINCIPLES OF CORPORATE GOVERNANCE

Adopted January 28, 2021

Hawkins, Inc. (the “Company”) is committed to strong, forward-looking corporate governance practices as one means of ensuring the trust and confidence of the Company’s stakeholders. To this end, the Company’s Board of Directors (the “Board”) has adopted these principles as a statement of the corporate governance policies which the Board will observe in the discharge of its responsibilities. These Principles of Corporate Governance are not intended to conflict with, and should be interpreted in the context of, any applicable federal or state law or regulation, including the Minnesota Business Corporation Act, the Amended and Restated Articles of Incorporation and the Amended and Restated By-Laws of the Company. These Principles of Corporate Governance are subject to modification from time to time by the Board.

1. Board Responsibilities

- A. *Duties and Responsibilities.* The Board shall perform the duties and responsibilities of a Board of Directors as required by law and the Company’s governing documents.
- B. *Directors’ Preparation and Participation.* A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review before each meeting the material distributed in advance for such meetings. A director who is unable to attend a meeting is expected to notify the Chair of the Board or the chair of the appropriate committee in advance of such meeting.
- C. *Integrity of the Company; Ethical Culture.* Among its many responsibilities, the Board views overseeing the integrity of the Company, and the development/maintenance of a corporate culture which is ethical and embodies values of fairness and trust as critically important.
- D. *Oversight of Risk Management.* The Board shall oversee risk management and provide guidance to the Company in evaluating risk.

2. Board Leadership

- A. *Leadership.* The Board recognizes the importance of leadership that effectively assists the Board in the discharge of its responsibilities.
- B. *Board Chair.* It is the Board’s policy that, under the Company’s current circumstances, the role of the Chief Executive Officer and Chair of the Board should be separate, however, the Board should be free to make such determination from time to time in any manner that it deems best for the Company at such time of determination.
- C. *Vice Chair.* In the event that the Chair of the Board is not available to fulfill any of his or her responsibilities, such duties will be fulfilled by the Vice Chair, if any, or in the absence of a Vice Chair by any director who may be designated by the Board. In addition, the Vice Chair shall discharge such other duties as may be determined by the Chair. *Certain Committee Chairs.* The chairs of the Board’s audit, compensation and nominating and governance committees will be independent directors.

- D. *Lead Director.* In the event that the Chair of the Board is not an independent director, the Board will annually select a Lead Director who is an independent director. The Lead Director will chair the Board in the absence of the Chair of the Board and will chair all meetings of the independent directors. The Lead Director will have such other responsibilities as set forth in these Principles or as established or requested by the Board.

3. Board Size, Composition; Criteria

- A. *Number of Directors.* The Amended and Restated By-Laws of the Company provide that the Board may consist of three to eleven directors.
- B. *Independent Directors.* A majority of the Company's directors will be independent under the rules of The Nasdaq Stock Market LLC (the "Nasdaq Rules"). The Board's governance and nominating committee will oversee determinations of director independence and make recommendations to the Board for a final determination of the same.
- C. *Director Qualifications.* Directors as a group shall meet minimum qualifications established by the Board's governance and nominating committee, including governance, business and professional experience, industry awareness and knowledge and stakeholder awareness. Directors must have high standards of personal ethics and a commitment to the mission and integrity of the Company and be willing and able to devote the necessary time and energy to fulfilling the Board's responsibility of oversight of the Company and its management.

4. Board Organization; Committees

- A. *Board Committees.* The Board will maintain at all times an audit committee, a compensation committee, and a governance and nominating committee, in addition to chartering and maintaining such other committees as the Board shall from time to time determine.
- B. *Number of Members.* The compensation committee and governance and nominating committees will each have no fewer than two members. The audit committee will have no fewer than three members.
- C. *Committee Member Independence.* The composition of the Board's committees will comply with the Nasdaq Rules regarding independence. The composition of the audit committee must also comply with the independence requirements established by the U.S. Securities and Exchange Commission ("SEC"), including Rule 10A-3.
- D. *Committee Member and Committee Chair Appointment.* Committee membership and the chairs of each committee are appointed by the Board, upon the recommendation of its governance and nominating committee. It is the sense of the Board that consideration should be given to rotating Committee members periodically, but the Board does not believe that such a rotation should be mandated as a policy since there may be reasons at a given point in time to maintain an individual Director's committee membership for a longer period.
- E. *Attendees.* Any Board member is welcome to attend the meetings of any Committee of the Board at the invitation of the Committee chair, whether or not a member of such Committee.
- F. *Committee Charters.* Each committee maintains its own charter, which sets forth the authority and responsibilities of such committee.
- G. *Committee Meetings; Agenda.* The chair of each Board committee, in consultation with the members of such committee, will determine the frequency and length of meetings, consistent with

any requirements set forth in the committee's charter and the appropriate discharge of the committee's responsibilities. The chair of each committee, in consultation with members of such committee, the Chair of the Board, and appropriate senior management and advisors, will develop the agenda for each committee meeting. To the extent practicable, each committee maintains a schedule of agenda subjects to be considered during each fiscal year.

- H. *Committee Minutes.* Each Board committee will keep minutes of its proceedings and actions. Absent special circumstances, committee minutes are to be made available to all directors following committee meetings or committee action.
- I. *Committee Evaluation.* In cooperation with the governance and nominating committee, each Board committee will annually evaluate its performance.

5. Board and Committee Advisors

- A. *Authority to Engage Advisors.* The Board and each of its committees has the authority to hire at the Company's expense such independent legal, financial or other advisors as the Board or committee may deem appropriate to assist with the performance of Board and committee responsibilities.

6. Selection and Orientation of New Directors

- A. *Assessing Board Needs; Recommending Qualified Candidates.* The governance and nominating committee is responsible for periodically assessing the needs of the Board to accomplish its oversight responsibilities for current and future Company strategy, and recommending to the Board qualified candidates for election by the shareholders or by the Board (in the case of filling vacancies between shareholders meetings). The governance and nominating committee may engage an outside search firm to assist in identifying and screening new director candidates and coordinating the selection process.
- B. *Consultation with Other Interested Parties.* In making its recommendations regarding director candidates, the governance and nominating committee will consult with the Chair of the Board, CEO, the other directors and such other executives as it deems appropriate.
- C. *Final Authority for Selecting Director Nominees.* The Board is responsible for selecting director nominees upon the recommendation of the governance and nominating committee and recommending them for election by the shareholders. The identification of director candidates is the responsibility of the governance and nominating committee with consultation in accordance with these principles. The governance and nominating committee will conduct the candidate screening process, but may invite the participation of others. The governance and nominating committee may utilize such advisory assistance with the identification and screening of candidates as it shall determine.
- D. *Orientation.* The Company provides an orientation process for new directors that includes background material, meetings with senior management and visits to Company facilities. All new directors must participate in the orientation process, which should be conducted as soon as practicable following their election to the Board. New director orientation should include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Ethics and Business Conduct, these Principles of Corporate Governance, its principal officers, and its internal and independent auditors and legal counsel. Continuing directors are welcome to attend any orientation meetings.

- E. *Extending Invitations to Prospective Directors.* The invitation to join the Board should be extended by the Board itself via the Chair of the Board, the Vice Chair, the chair of the governance and nominating committee or the Lead Director, if any.

7. Director Service

- A. *Term and Term Limits.* Directors are elected for one-year terms. The Board has not established term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations. The governance and nominating committee will ensure an active board refreshment and director succession planning process is in place.

As an alternative to term limits, the governance and nominating committee will review each director's continuation on the Board each time the director is eligible for nomination for a new term. This will also allow each director the opportunity to evaluate his/her contributions to the Board and confirm his/her desire to continue as a member of the Board for another year.

- B. *Retirement Age.* When a Director reaches the age of 75 and each year thereafter, the Director shall submit to the Board for consideration an offer to tender such Director's resignation effective as of the first annual general meeting of the Company's shareholders after such time. The Governance Committee shall review the Director's continued qualifications and contributions to the Board and recommend to the Board any action to be taken in connection with such offer.

- C. *Submission of Director Resignation.* A director will submit their resignations to the Board, and the remaining members of the Board, by majority vote, will determine whether to accept such resignation, upon the following circumstances:

- i. resignation as the Company's Chair of the Board or Chief Executive Officer;
- ii. a material change in such director's principal occupation or business association from the position or association which the director held at the time of their election to the Board, or, if more recent, the last vote to consider such director's offer of resignation under similar circumstances;
- iii. the commission by a director of any act, or the occurrence of any circumstance involving a director, which has affected, or may adversely affect, the Company's reputation; or
- iv. failure to receive enough votes during the shareholder vote to meet the number of votes that would be required for a majority voting standard. If the Board does not accept the resignation of a director that fails to receive the majority voting standard, the Company will file an 8-K document explaining why the director resignation was not accepted.
- v. Whether the individual continues to serve on the Board is a matter to be determined by the Board and its governance and nominating committee. The Board believes this is a matter to be decided in each individual instance.

- D. *Service on Other Boards.* All directors are encouraged to limit the number of other boards of directors (excluding non-profits) on which they serve, taking into account potential board attendance, participation and effectiveness on these boards of directors. In order to permit more effective participation by every director, the Board has determined to limit the number of boards of directors on which any Director may sit to four for-profit boards of directors in addition to the Company's Board, or, in the case of a Director who serves as an executive officer of a public

company, two for-profit boards of directors in addition to the Company's Board. All Directors shall advise the Chief Executive Officer, the Chair of the Board and the chair of the governance and nominating committee in advance of accepting an invitation to serve on another board or the audit committee of another board. The Company will review any potential conflicts of interest or other matters that may affect the Director's independence and advise the chair of the governance and nominating committee as to the results of the review. The chair of the governance and nominating committee will confirm suitability of the proposed directorship or audit committee membership with the Director prior to his or her acceptance of the position. If a Director desires to accept a position on the Board or the audit committee of another public company, that Director must confirm to the Board that he or she has the time and the capability, notwithstanding the new position, to fulfill his or her responsibilities as a director of the Company.

8. Board Meetings

- A. *Number of Meetings.* The Board shall meet no fewer than four times per year.
- B. *Agenda for Meetings.* The Chair of the Board, in consultation with the Vice Chair, the CEO, and the other directors, shall establish the agenda for each meeting, and the length of meetings. At the beginning of each year, to the extent possible, the Board will establish a schedule of agenda subjects to be discussed during the year.
- C. *Attendance at Meetings.* The Board shall determine, in its sole discretion, whether persons who are not directors may attend Board meetings. It is anticipated that selected members of management will attend portions of Board meetings as described elsewhere in these Principles.
- D. *Advance Distribution of Materials.* Information and materials that are important to the Board's understanding and discussion of meeting agenda items will be distributed to directors prior to the Board meeting to the extent possible.
- E. *Executive Sessions.* To facilitate free and open communication among non-management directors, the non-employee directors of the Board will meet in executive session at each regular meeting of the Board and as needed at each special meeting of the Board, which executive sessions will be chaired by the Chair of the Board or, if the Chair is an employee, the Lead Director. If the non-employee Directors include directors who are not Independent Directors, then the Independent Directors will meet at least once a year in executive session including only Independent Directors, which executive sessions will be chaired by the Chair of the Board or, if the Chair of the Board is not an Independent Director, the Lead Director.
- F. *Board Minutes.* The Board will keep minutes of its meetings and actions. Board minutes shall be made available to all directors promptly following Board meetings or action.
- G. *Confidentiality.* To promote full, open and candid discussion and debate in Board meetings, the Board considers its deliberations to be confidential, and expects all participants in Board meetings to observe that confidentiality.

9. Board Relationships with Management, Others

- A. *Director Access to Management.* Board members shall have access to the Company's management beyond the access provided to selected members of management in Board meetings. In initiating contact with management members not already known to a director, a director will consult with the CEO or Chair of the Board to facilitate introduction or access. The Chair will make known to management the Board's policy of open access to alleviate any management concerns about a director's authority in this regard.

- B. *Management Attendance at Board Meetings.* The Board encourages participation in Board and committee meetings by management members who will provide reports and/or insight respecting meeting agenda items, and those members of management who by reason of responsibilities or succession the CEO believes should have exposure to the directors. The regular attendance at Board meetings of any management member, other than the CFO, Corporate Secretary, and General Counsel, who is not a director, shall be agreed upon by the CEO and the Chair.
- C. *Periodic Access to Selected Persons; Consultation Regarding Certain Matters.* In the conduct of its oversight functions it is anticipated that the Board and its committees will seek individual meetings with selected members of management or employees or advisors who have responsibility for the financial matters, risk management, internal audit, ethical and legal compliance, human resources and such other areas as the Board and its committees may identify. Further, with respect to such identified persons, the Board and its committees may request consultation with the CEO or other members of management respecting the compensation, promotion or termination of such persons.

10. CEO Evaluation and Compensation

- A. *Evaluation.* The compensation committee will annually evaluate the performance and compensation of the CEO against goals and objectives established by the compensation committee and the CEO and approved by the independent directors of the Board.

11. Communications with Public and Various Constituents

- A. *Communications with the Board.* The Company's CEO, together with other senior management, is responsible for establishing effective communications with the Company's constituents, including its shareholders. Shareholders and other interested parties may communicate with any member or members of the Board by providing such communication in writing to the Company's Secretary, who will directly provide such communication to the full Board or specified directors, as the case may be.
- B. *Director Attendance at Shareholders' Meetings.* Subject to unavoidable personal conflicts, directors are expected to attend shareholders' meetings. Attendance via electronic communication, when available, will constitute attendance in compliance with this policy.

12. Ethics and Conflicts of Interest

- A. *Ethical Conduct.* The Board expects the Company's directors, officers and employees to act ethically at all times, and to comply with the Company's Code of Ethics and Business Conduct.

13. Review of Principles of Corporate Governance

- A. The Board, or a committee, if applicable, will review these Principles of Corporate Governance at least annually. The purpose of such review is to ensure that these Principles remain effective in enabling the Board to fulfill its responsibilities, to consider whether these Principles continue to accurately reflect Board practices, and to address any developments in applicable laws, regulations and best practices.

Nothing in these Corporate Governance Principles is intended to expand the fiduciary duty or other legal obligations of Board members or officers of the Company beyond those provided for under applicable law or regulation.