

**MAUI LAND & PINEAPPLE COMPANY, INC.  
CORPORATE GOVERNANCE GUIDELINES**

**ADOPTED BY THE BOARD ON MAY 12, 2008  
(AMENDED 5/13/10)**

The Board of Directors (the “Board”) of Maui Land & Pineapple Company, Inc. (the “Company”) is responsible for overseeing the exercise of corporate powers, ensuring that the Company’s business and affairs are managed to meet the Company’s goals and objectives, and acting in the best interests of all of the Company’s shareholders. In order to assist the Board in the fulfillment of its responsibilities, the Company believes that it is important to establish corporate governance guidelines. The Company believes that the establishment of these guidelines, and the publishing thereof, will help promote better investor understanding of the Company’s policies and procedures and will promote a more conscientious adherence to such policies and procedures by the Company’s directors and management. Accordingly, the Company has adopted these Corporate Governance Guidelines in compliance with Section 303A.09 of the New York Stock Exchange’s Listed Company Manual. These guidelines, however, (i) should be interpreted in the context of all applicable laws and regulations, the Company’s Restated Articles of Association, as amended, and Bylaws, and the charter documents of all Committees of the Board, (ii) are intended to serve as a flexible framework within which the Board may conduct business and not as a legally binding obligation, and (iii) are subject to modification from time to time as the Board may deem appropriate, or as required by applicable law or regulation.

**1. DIRECTOR QUALIFICATIONS**

**Generally**

The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (“NYSE”), or any other securities exchange on which the Company’s securities may be listed. The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and qualifications of new Board candidates as well as the composition of the existing Board as a whole. This assessment will include director independence, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. The Nominating and Governance Committee will make recommendations to the full Board of Directors concerning all nominees for Board membership, including the re-election of existing Board members.

**Composition**

The Company’s Bylaws currently calls for a Board of Directors consisting of seven (7) members, and the Board presently has seven (7) members.

## **Director Independence Guidelines**

- (a) A director will not be considered independent if:
  - (i) a director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company;
  - (ii) a director, or a member of a director's immediate family, receives or has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
  - (iii) (A) a director, or a member of the director's immediate family, is a current partner of a firm that is the Company's internal or external auditor; (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance, or tax compliance (but not tax planning) practice; or (D) the director, or a member of the director's immediate family, was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;
  - (iv) a director, or a member of director's immediate family, is or has been within the last three years, employed as an executive officer of another company where any of the Company's present executives serve on that company's compensation committee; and
  - (v) a director is a current employee, or a member of the director's immediate family is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

For these purposes an "immediate family member" includes a person's spouse, parents, children, siblings, mother-in-law, father-in-law, brother-in-law, sister-in-law,

son-in-law, daughter-in-law, and anyone who resides in such person's home (other than domestic employees).

(b) For relationships not covered by the guidelines in subsection (a) above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the entire Board and in accordance with the applicable listing standards of the NYSE, or any other securities exchange on which the Company's securities are listed. The Company would explain in its next proxy statement the basis for any Board determination that a relationship was immaterial despite the fact that it did not meet the categorical standards of immateriality set forth in subsection (b) above.

### **Other Directorships and Employee Directors**

Except in accordance with Section 8 of the Clayton (Antitrust) Act, directors of the Company may not be a director of a company or organization that produces, supports or promotes products or services that compete with the Company. Prior to joining any other board or accepting an executive position with a company that does business with the Company or may compete with the Company, directors must consult with the Company's Chairman of the Board. If in your position as a director, officer or employee of another organization you encounter any situation where your role with that other organization may be in conflict with the Company's interests, you must inform the Company's Chairman of the Board and Controller of the conflict so that appropriate action can be taken.

### **Retirement Age**

The Company's Bylaws provide that no person shall be eligible to be elected as a director who has attained his seventieth (70<sup>th</sup>) birthday at the time of election, but the directors of a corporation may create exceptions to this requirement by resolution, including but not limited to "Directors Emeritus." The Board of Directors may, at any meeting, appoint one or more Directors Emeritus in recognition of the past contributions of such persons or their spouses to the corporation or for other appropriate reasons. A Director Emeritus will be eligible to attend all meetings of the Board of Directors, to have his or her expenses paid and to receive meeting fees (though not any annual retainer), but shall not be eligible to vote and shall not be counted as part of the quorum at any such meeting.

### **Director Tenure**

The Board does not believe that it should establish term limits. Term limits have the disadvantage of causing the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Governance Committee will review each director's continuation on the Board before the annual meeting at which a director is to be proposed for re-election.

### **Stock Ownership**

Although it is desirable that a Director have a financial interest in the Company through stock ownership, the Company does not require such ownership as a condition to being a Director.

## **2. DIRECTOR RESPONSIBILITIES**

### **General Expectations**

The fundamental responsibilities of the directors are to exercise their business judgment, to act in what they reasonably believe to be in the best interests of the Company and its shareholders, and to perform their duties of care and loyalty. In discharging these responsibilities, directors are entitled to rely on the honesty and integrity of the Company's senior executives and outside advisors and auditors. The directors should make themselves fully informed regarding both the Company's specific business and the Company's industry generally, including recent developments as they occur. The directors should also be familiar with the Company's major corporate functions and financial affairs.

### **Meetings and Advance Distribution and Review of Board Materials**

Directors are expected to attend Board meetings and meetings of committees on which they serve, to meet as frequently as necessary to properly discharge their responsibilities and to spend the time needed to prepare for such meetings. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

### **Executive Sessions of Non-Management Directors and Independent Directors**

The non-management directors will meet in regularly scheduled executive sessions without management present. In the event the non-management directors include any directors who are not "independent" under the criteria of the NYSE, or any other securities exchange on which the Company's securities may be listed, at least once annually the independent non-management directors shall meet in executive session without management or any non-independent directors present. The director who presides at these meetings will be chosen by the non-management directors (sometimes referred to as the "Lead Director") from among the independent directors.

## **Committees and Composition**

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. All of the members of these committees will be independent directors under the criteria established by the NYSE, or any other securities exchange on which the Company's securities may be listed, and with respect to the Audit Committee, any applicable Sarbanes-Oxley Act or SEC requirements. Committee members will be appointed by the Board. The Chairman of the Board shall appoint the Committee Chairmen, or in the event the Chairman of the Board does not appoint a Committee Chairman, the members of a Committee may designate its Committee Chairman by majority vote. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy or that rotation should interfere with the ongoing business of the Committee. The Board may also have such other standing or ad hoc committees as the Board deems appropriate.

## **Committee Charters**

Each required or standing committee will have its own charter that meets the criteria required by the NYSE, or any other securities exchange on which the Company's securities may be listed. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

## **Committee Meetings**

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter; provided, that the Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate.

### **3. DIRECTOR ACCESS TO OFFICERS, EMPLOYEES AND ADVISORS**

#### **Access to Officers, Employees and Advisors**

Directors should have full and free access to officers and employees of the Company, and, where the Board deems necessary or appropriate or as otherwise provided in a Committee charter, to independent advisors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, unless in connection with an investigation being conducted by the Board or a Committee thereof, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company. Any access of an employee should be made known to that employee's superior, unless the access has to do with an investigation of that superior.

### **Senior Officers Attendance at Board Meetings**

The Board welcomes regular attendance at each Board meeting of senior officers of the Company as directed by the Chief Executive Officer.

## **4. DIRECTOR COMPENSATION**

### **General Principles of Director Compensation**

The Board believes that the amount of director compensation should fairly reflect the contributions of the directors to the performance of the Company. The compensation of a director should be for attendance at Board and committee meetings and for ad hoc projects assigned to a director in fulfillment of his or her director responsibilities, as approved in advance by the Board. Committee Chairmen should receive additional compensation as the Chairman. The compensation of the directors of the Company should be consistent with the director compensation policies and practices of other comparable companies. Only non-management directors shall receive compensation for services as a director. To create a direct linkage with corporate performance, the Board believes that a portion of the total compensation of non-management directors should be provided and held in common stock, stock options, restricted stock units or other types of equity-based compensation. All other transactions or arrangements with a director, or an affiliated person or entity of the director, should be approved by the Board in accordance with the Company's charter documents and conflicts of interest policy, applicable law and the standards of the NYSE, or any other securities exchange on which the Company's securities may be listed.

The Board should be sensitive to questions relating to directors' independence which may be raised with regard to excess fees and benefits, charitable contributions to organizations in which a director is affiliated, consulting or other agreements with a director and, generally, any interested party or conflict of interest transactions.

### **Review of Director Compensation**

The form and amount of director compensation will be reviewed periodically by the Compensation Committee in accordance with the policies and principles set forth in its charter.

The Compensation Committee will present any proposed changes in such compensation to the Nominating and Governance Committee for approval and presentation to the full Board. The Compensation Committee will consider whether directors' independence may be jeopardized if director compensation and perquisites materially exceed customary levels.

## **Company Charitable Contributions**

Independence may be jeopardized if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director, a member of a director's immediate family, or an organization with which the director is affiliated. Accordingly, support of a director's charitable organizations shall be made in accordance with the Company's then-current policy regarding charitable contributions.

### **5. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

All new directors must participate in a director orientation program. This orientation will 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 Business Conduct and Ethics, its principal officers and its internal and independent auditors. In addition, the orientation program will include visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other directors are also invited to attend the orientation program on a recurring basis.

### **6. MANAGEMENT SUCCESSION**

The Chief Executive Officer will annually review with the Board top management succession plans as well as development plans for succession candidates. These plans shall address:

- emergency Chief Executive Officer succession; and
- Chief Executive Officer succession in the ordinary course of business;

### **7. ANNUAL PERFORMANCE EVALUATION**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

**These Corporate Governance Guidelines are intended to provide a set of flexible guidelines for the effective functioning of the Board of Directors. The Board may modify or amend these Corporate Governance Guidelines, and the authority and responsibilities of the Board set forth herein, at any time.**