

**CHARTER OF THE NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF LIFEWAY FOODS, INC.**

Purpose

Acting pursuant to the Illinois Business Corporation Act of 1983 (805 ILCS § 5/1.01, et seq.), as amended, and Section 2.7 of the By-laws of Lifeway Foods, Inc. (the “Company”), the Board of Directors of the Company (the “Board”) has established a Nominating Committee (the “Committee”) for the purpose of selecting, evaluating and recommending to the Board qualified candidates for election or appointment to the Board.

Membership

The Committee will consist of a minimum of two members of the Board, all of whom shall be “independent directors” under the standards set forth in the rules and regulations of the Nasdaq Global Market (or such other securities exchange or market where the Company’s securities are primarily listed), as well as under any additional or supplemental independence standards applicable to nominating committees established under any applicable law, rule or regulation. The members of the Committee will be appointed by and serve at the discretion of the Board. Unless a Chairman of the Committee is elected by the Board, the members of the Committee may designate a Chairman.

Responsibilities

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities under this Charter, the Company’s By-laws and governing law. The responsibilities of the Committee shall include (1) annually presenting to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of stockholders and (2) assisting the Board in identifying, interviewing and recruiting candidates for the Board.

The Committee may establish (i) a policy for the consideration of any director candidates recommended by stockholders, including a statement that the Committee will consider director nominations recommended by stockholders, (ii) procedures to be followed by stockholders in submitting recommendations for director nominees and (iii) a process for identifying and evaluating nominees.

In carrying out such responsibilities, the Committee shall have the power and authority to retain such consultants, outside counsel and other advisors as the Committee may deem appropriate and shall have the sole authority to approve the fees and other terms of such engagements.

Director Qualification Guidelines

The Committee believes that it is in the best interest of the Company and its stockholders to identify and select highly-qualified candidates to serve as directors. The Committee will seek candidates for election and appointment who possess the skills and characteristics listed on Annex A hereto and who are committed to staunchly representing the interests of the stockholders. The Committee will employ the process described on Annex B hereto to identify such candidates. The Committee also believes that the Board should be comprised of a group of individuals who have been associated with institutions noted for excellence and who have broad experience and the ability to exercise sound business judgment.

Once the Committee identifies a candidate and determines to approach such candidate, it shall provide such candidate with background information regarding the Company, consisting of the Company's most recent 10-K and 10-Q filings, any readily available marketing information and any other materials which the Committee deems appropriate.

Directors are expected to attend the annual meeting of shareholders and all or substantially all of the Board meetings and meetings of committees on which they serve in person, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. If a director consistently fails to attend Board meetings in person, the Chairman of the Board will promptly contact the director to discuss the problem. The director's response will promptly be shared by the Chairman with the entire Board at the next Board meeting. In that meeting, the Board will decide what actions to take regarding the director's future membership on the Board.

Directors will not be nominated for election to the Board after their 80th birthday.

Meetings and Reports

The Committee will hold a regular meeting at least once each year generally in conjunction with regularly scheduled meetings of the Board, and such special meetings as the Chairman of the Committee or the Chairman of the Board may direct. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee will make regular reports to the Board.

ANNEX A TO NOMINATING COMMITTEE CHARTER

SKILLS AND CHARACTERISTICS FOR DIRECTORS

Board Composition

The Board as a whole should possess the following core competencies:

1. Accounting, Finance and Disclosure: ability to protect and inform stockholders and debtholders through liquidity and capital resource management and internal financial and disclosure controls;
2. Business Judgment: ability to assess business risk and stockholder valuation creation strategies;
3. Management: ability to apply general management best practices in a complex, rapidly evolving business environment;
4. Crisis Response: ability and time to perform during periods of both short-term and prolonged crisis;
5. Industry Knowledge: ability to assess opportunities and threats unique to the Company's industry;
6. Leadership: ability to attract, motivate and energize a high-performance leadership team; and
7. Strategy/Vision: ability to provide strategic insight and direction by encouraging innovation, conceptualizing key trends, evaluating strategic decisions and continuously challenging the Company to sharpen its vision.

Specific Qualifications

Directors should have the following skills and characteristics:

1. Have high personal standards of:
 - a. Integrity;
 - b. Honesty; and
 - c. Desire to make full disclosure of all present and future conflicts of interest.
2. Have the ability to make informed business judgments;
3. Have literacy in financial and business matters;
4. Have the ability to be an effective team member;
5. Have a commitment to active involvement and an ability to give priority to the Company;
6. Have no material affiliations with direct competitors;

7. Have achieved high levels of accountability and success in his or her given fields;
8. Have no geographic travel restrictions;
9. Have an ability and willingness to learn the Company's business;
10. Preferably have experience in the Company's business or in professional fields (i.e. finance, accounting, law or banking) or in other industries or as a manager of international businesses so as to have the ability to bring new insight, experience or contacts and resources to the Company;
11. Preferably have no direct affiliations with major suppliers or vendors; and
12. Preferably have previous public company board experience together with good references.

ANNEX B TO NOMINATING COMMITTEE CHARTER

PROCESS FOR IDENTIFYING DIRECTOR CANDIDATES

The Committee will utilize the following procedure when identifying candidates for Director:

1. The Committee will solicit recommendations for nominees from persons that the Committee believes are likely to be familiar with qualified candidates. These persons may include members of the Board, including members of the Committee, and management of the Company.
2. The Committee may also determine to engage a professional search firm to assist in identifying qualified candidates. Where such a search firm is engaged, the Committee shall set its fees and scope of engagement. The Committee will provide the search firm with the following:
 - a. the Company's standards for director independence;
 - b. the Company's attendance and retirement policies;
 - c. the specific qualities and skills that under the Committee's policies must be possessed by one or more members of the Board, as provided on Annex A;
 - d. the director qualifications provided on Annex A; and
 - e. the Company's Directors and Officers Questionnaire.
3. As to each recommended candidate that the Committee believes merits consideration, the Committee will:
 - a. cause to be assembled information concerning the background and qualifications of the candidate, including information concerning the candidate required to be disclosed in the Company's proxy statement under the rules of the SEC and any relationship between the candidate and the person or persons recommending the candidate;
 - b. determine if the candidate possesses any of the specific qualities or skills that under the Committee's policies must be possessed by one or more members of the Board, as provided on Annex A;
 - c. determine if the candidate satisfies the director qualifications listed on Annex A;

- d. consider the contribution that the candidate can be expected to make to the overall functioning of the Board; and
 - e. consider the extent to which the membership of the candidate on the Board will promote diversity among the directors.
- 4. It is appropriate for the Committee, in its discretion, to solicit the views of the Chief Executive Officer, other members of the Company's senior management and other members of the Board regarding the qualifications and suitability of candidates to be nominated as directors.
- 5. In its discretion, the Committee may designate one or more of its members (or the entire Committee) to interview any proposed candidate.
- 6. The Committee may engage a third-party to perform a personal and professional background check on the candidate;
- 7. The Committee shall maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.
- 8. Upon completion of the foregoing steps 1 through 7, and based on all available information and relevant considerations, the Committee will select a candidate and recommend such candidate to the Board.