

**COMPENSATION COMMITTEE CHARTER**  
**of**  
**Agria Corporation**

This Compensation Committee Charter (this "**Charter**") was adopted by the Board of Directors (the "**Board**") of Agria Corporation, a Cayman Islands company (the "**Company**") on September 29, 2007, and became effective upon the completion of the Company's initial public offering of its ordinary shares in the form of American Depositary Shares in the United States (the "**Effective Time**"). This Charter was last amended on May 27, 2015, with immediate effect.

**I. Purpose**

1. The purpose of the Compensation Committee (the "**Committee**") is to (i) assist the Board in discharging the Board's responsibilities relating to compensation of the Company's directors and executive officers, including reviewing and evaluating and, if necessary, revising the compensation plans, policies and programs of the Company adopted by management, and (ii) to review and approve the disclosure of executive compensation for inclusion in the Company's annual report on Form 20-F filed with the U.S. Securities and Exchange Commission (the "**SEC**") in accordance with applicable rules and regulations. The Committee shall ensure that compensation programs are designed and evaluated to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company's shareholders.
2. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's Memorandum and Articles of Association, as amended from time to time (the "**Articles**"). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers and responsibilities delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**II. Membership**

1. The Committee shall be composed of at least two (2) members of the Board as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (i) be an "independent director" as defined under Rule 303A.02(a)(ii) of the New York Stock Exchange, (ii) be a "non-employee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, (iii) an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iv) shall have

experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

2. In affirmatively determining whether a director is eligible to serve on the Committee, the Board shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to such director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) whether the director is affiliated with the Company, any subsidiary of the Company, or any affiliate of a subsidiary of the Company, and (ii) the source of compensation of such director, including any consulting, advisory, or other compensatory fees paid by the Company to such director.
3. At least a majority of the members of the Committee shall satisfy the independence requirements of the New York Stock Exchange within the one-year period after the Effective Time, and all of the members of the Committee shall satisfy the independence requirements of the New York Stock Exchange beginning from the first anniversary of the Effective Time.
4. The members of the Committee, including the Chair of the Committee (the "**Chair**"), shall be appointed by the Board on the recommendation of the Nomination and Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.
5. If the Company fails to comply with the Committee composition requirement due to one vacancy or one Committee member ceasing to be independent due to circumstances beyond the member's reasonable control, the Company shall regain compliance with the requirement by the earlier of its next annual shareholders meeting or one year from the occurrence of the event that caused the failure to comply with this requirement

### **III. Meetings and Procedures**

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Articles that are applicable to the Committee.
2. All non-management directors who are not members of the Committee may attend and observe meetings of the Committee by invitation, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the chief executive officer may not be present during voting or deliberations concerning his or her compensation and the Committee may exclude

from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

3. The quorum necessary for the transaction of business shall be two (2), one of which must be a non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
4. The Committee shall meet on a regularly scheduled basis at least twice per year, or more frequently as the Committee deems necessary or desirable. Any meeting of the Committee may be conducted in person or via teleconference where every member participating can hear each other. Except as required by law, all matters shall be approved by simple majority of all the Committee members.
5. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board (the “**Chairman**”).

#### **IV. Notice of Meetings**

1. Meetings of the Committee shall be summoned by a member of the Committee.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, no later than three (3) business days prior to the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

#### **V. Minutes of Meetings**

1. One of the members shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board within a reasonable time after the meetings, unless a conflict of interests exists.

#### **VI. Duties and Responsibilities**

1. The Committee shall, at least annually, review the compensation philosophy of the Company.
2. The Committee shall, at least annually, review and approve corporate goals and objectives relating to the compensation of the chief executive officer evaluate the performance of the chief executive officer in light of those goals and objectives, including the key performance indicators, and determine and approve the compensation of the chief executive officer based on such evaluation. In determining the long-term incentive component of the chief executive officer 's compensation, the Committee shall consider the Company's performance and relative stockholder return,

the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

3. The Committee shall have sole authority to determine the chief executive officer's compensation.
4. The chief executive officer and other members of the Company's management shall determine the compensation of all other officers and employees of the Company and/or its subsidiaries (collectively, the "**Ordinary Employees**"). The Committee shall have the right to review the compensation of the Ordinary Employees and recommend any proposed changes to the management.
5. The Committee shall make recommendations to the Board with respect to executive officer compensation (excluding chief executive officer compensation), incentive-compensation plans and equity-based plans, determine and agree with the Board the framework or broad policy for the compensation (which may at the Company's discretion include share options) of the company's executive officer (excluding chief executive officer) directors and officers and such other members of the executive management as it is designated to consider, and shall review and approve all officers' employment agreements and severance arrangements. The compensation of non-executive directors shall be a matter for the executive members of the Board but shall (i) reflect the time commitment and responsibilities of the role and (ii) not, other than in exceptional circumstances, include share options unless advance shareholder approval is obtained. No director or manager shall be involved in any decisions as to their own compensation.
6. The Committee shall be responsible for reviewing all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans (including employee stock purchase plan, long-term incentive plan, management incentive plan and others), and with respect to each plan shall have responsibility for:
  - (a) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate;
  - (b) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
  - (c) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;
  - (d) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans to executive officers or current employees with the potential to become the chief executive officer or an executive officer, including stock options and other equity rights (e.g., restricted stock, stock purchase rights);

- (e) approving which executive officers are entitled to awards under the Company's stock option plan(s);
  - (f) repurchasing securities from terminated employees;
  - (g) conducting an annual review of all compensation plans, including reviewing each plan's administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan's internal and external administrators if any duties have been delegated; and
  - (h) general administration.
7. The Committee may, in its sole discretion, retain or receive the advice from the Company's regular legal counsel, other independent counsel, compensation and benefits consultants and other experts or advisors (the "Compensation Advisors") that the Committee believes to be desirable or appropriate. The Committee is not bound by the advice or recommendations of the Compensation Advisors and shall exercise its own judgment in fulfilling its responsibilities.
  8. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the Compensation Advisors.
  9. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the Compensation Advisors.
  10. The Committee shall select, or receive advice from the Compensation Advisors, other than in-house legal counsel, after taking into consideration all factors relevant to that person's independence from management, including but not limited to the following factors:
    - (a) the provision of other services to the Company by the person that employs the Compensation Advisors;
    - (b) the amount of fees received from the Company by the person that employs the Compensation Advisors, as a percentage of the total revenue of the person that employs such Compensation Advisors;
    - (c) the policies and procedures of the person that employs the Compensation Advisors that are designed to prevent conflicts of interest;
    - (d) any business or personal relationship of the Compensation Advisors with a member of the Committee;
    - (e) any stock of the Company owned by the Compensation Advisors; and
    - (f) any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisors with an executive officer of the Company.
  11. The Committee shall conduct the independence assessment outlined in this Charter with respect to any Compensation Advisors, other than in-house legal counsel.

Nevertheless, the Committee may select, or receive advice from, any Compensation Advisors, including ones that are not independent, after considering factors (a) through (f) outlined above.

12. For purposes of this Charter, the Committee is not required to conduct an independence assessment for any Compensation Advisors that act in a role limited to the following activities for which no public disclosure is required: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of any executive officers or directors of the Company, and that is available generally to all salaried employees; or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by such Compensation Advisors, and about which such Compensation Advisors does not provide advice.
13. The Committee shall establish and periodically review the Company's policies concerning perquisite benefits
14. The Committee shall periodically review the Company's policies with respect to change of control or "parachute" payments, if any.
15. The Committee shall ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company/group, that failure is not rewarded and that the duty to mitigate loss is fully recognized.
16. In the terms of the agreed policy and in consultation with the Chairman and/or chief executive officer, as appropriate, the Committee shall determine the total individual remuneration package of each director and senior executives, including bonuses, incentive payments and share options or other share awards.
17. The committee shall manage, review and approve executive officer and director indemnification and insurance matters.
18. The Committee shall determine such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the applicable rules.
19. The Committee shall ensure that all provisions regarding disclosure of remuneration including pensions, a set out in the Combined Code and relevant rules are fulfilled.
20. The committee shall manage, review and approve any employee loans in an amount equal to or greater than sixty-thousand dollars (US\$60,000.00).
21. The Committee shall review and approve the annual report on executive compensation for inclusion in the Company's annual report on Form 20-F filed with the SEC.
22. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

23. The Committee shall periodically report to the Board its findings and actions.
24. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

## **VII. Reporting Responsibilities**

1. The Chair shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **VIII. Authority and Delegation of Duties**

1. The Committee is authorized by the Board to seek any information it requires from any employee of the company in order to perform its duties.
2. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Articles and applicable law and rules of the markets in which the Company's securities then trade.