

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**of**  
**Agria Corporation**

This Nominating and Corporate Governance Committee Charter (the “**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 immediately 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**

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to assist the Board in discharging the Board’s responsibilities regarding:

- (a) the identification of qualified candidates to become Board members consistent with criteria approved by the Board;
- (b) the selection or recommendation as director nominees for election at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected);
- (c) identification and recommendation of qualified candidates to fill any vacancies on the Board and its committees;
- (d) annual review of the composition of the Board and its committees in light of the characteristics of independence, qualification, experience and availability of the Board members;
- (e) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “**Corporate Governance Guidelines**”);
- (f) oversight of the evaluation of the Board and management; and
- (g) monitoring of compliance with the Company’s code of business conduct and ethics, including reviewing the adequacy and effectiveness of the Company’s internal rules and procedures to ensure compliance with applicable laws and regulations.

In addition to the powers and responsibilities expressly delegated to the Committee in the Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time subject to and 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 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**

The Committee shall consist of at least two members of the Board, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee. In addition, 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.

The members of the Committee, including the chairperson of the Committee (the "Chairman"), shall be appointed by the Board. 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.

## **III. Meetings and Procedures**

The Chairman (or in his or her absence, a member designated by the Chairman) 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.

The Committee shall meet on a regularly scheduled basis at least once per year, during which only independent director members are present, or more frequently as the Committee deems necessary or desirable. A meeting of the Committee may be conducted in person or via teleconference where every member participating can hear each other.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, 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 Committee may exclude from its meetings any person it deems appropriate, including any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its

duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chairman shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

Minutes of the meetings shall be kept by a person designated by the Chairman. Draft and final versions of the minutes of meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after the meetings.<sup>1</sup>

#### **IV. Duties and Responsibilities**

1. (a) At an appropriate time prior to each annual meeting of shareholders at which members of the Board or its committees are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

(b) At an appropriate time after a vacancy arises on the Board or its committees or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

2. The Committee shall annually, review the performance of each incumbent director and member of a Board's committee and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director or member of a Board's committee for an additional term.

3. The Committee shall oversee the Board in the Board's annual review of its own performance and the performance of management, and will make appropriate recommendations to improve performance.

4. The Committee may make recommendations to the Board regarding corporate governance matters, including, but not limited to, the Articles, the Charter and the charters of the other committees of the Board.

5. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and appropriate changes thereto from time to time.

6. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the U.S. Securities and Exchange Commission or any rules of the markets on which the Company's securities then trade or otherwise considered to be desirable and appropriate at the discretion of the Committee.

---

<sup>1</sup> Optional for better document retention.

7. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide the Board with 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.

8. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

9. The Committee shall periodically report to the Board on its findings and actions.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee to the extent consistent with the Articles and applicable law and rules of the markets on which the Company's securities then trade.