

The Andersons, Inc.

Compensation & Leadership Development Committee Charter

Purpose

The Compensation & Leadership Development Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to leadership development and succession, executive and Board compensation and executive benefits. The Committee shall have and may exercise all the powers of the Board with respect to the specific authority delegated to the Committee in this charter.

Composition of the Compensation & Leadership Development Committee

The Compensation & Leadership Development Committee shall be comprised of three or more independent directors who meet the definition of "independent director" and the requirements for compensation committee membership under the NASDAQ listing requirements. Each member of the Committee must qualify as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The members and Chairman of the Committee shall be elected at the annual organizational meeting of the Board. The Committee may form and delegate authority to a sub-committee, as appropriate.

Meetings to be Held

The Committee shall meet as often as the Chair shall determine to be necessary or appropriate but at least two times during each year. The majority of the members of the Committee shall constitute a quorum. The Committee shall report regularly to the Board on its findings, recommendations and any other matters the Committee deems appropriate. The Committee shall maintain minutes and other records of its activities.

Responsibilities

The Committee shall establish the philosophy and policies relative to the Company's executive level leadership development and succession management efforts; and shall conduct an annual review of the Company's executive level leadership development processes, results and succession plans. Such reviews may be conducted more frequently as the Committee may determine.

The Committee has overall responsibility for reviewing and evaluating executive compensation policies, plans and programs for the Company's executive officers. The Committee is responsible for guiding the development of the compensation philosophy and maintaining oversight of the executive compensation and benefits including, salary, annual and long-term incentives, employment agreements, change in control and non-change in control severance agreements. The Committee is responsible for producing an annual report of executive compensation for inclusion in the Company's annual proxy statement. The Committee shall review and make recommendations to the Board with respect to the adoption, amendment and termination of the Company's management incentive-compensation and equity-compensation plans

The Committee shall review and make recommendations to the Board with respect to the granting of equity awards, performance awards, stock appreciation rights and other awards under the Company's long-term compensation and incentive plans.

The Committee shall review any share ownership guidelines applicable to directors, executive officers and all Long-Term Performance Compensation Plan participants; and shall recommend to the Board of Directors any revision to such guidelines as appropriate.
