

# The Andersons, Inc.

## Governance/Nominating Committee Charter

**Purpose:** The primary function of the Governance/Nominating Committee (“GNC”) is to (1) recommend to the Board of Directors actions to be taken regarding the Board’s structure, organization and functioning, (2) identify, select, review and recommend candidates to be nominated to the Board, (3) develop, review and recommend to the Board and oversee the corporate governance policies and practices, (4) review the Company’s environmental, social and governance activities and practices, (5) assist the Board in fulfilling its responsibilities to oversee the Company’s strategic and business planning process, and (6) review and assess management’s approach to addressing significant risks facing the Company as set forth below. The Company’s independent Lead Director will be chair of the GNC.

**Structure:** The GNC shall be comprised of three or more directors who meet the definition of “independent director” under the NASDAQ listing requirements. The members and chair shall be elected at the annual organizational meeting of the Board. The GNC shall meet not less than two times each year and as otherwise determined by the Chair. The majority of the members of the GNC shall constitute a quorum. The GNC shall report regularly to the Board on its findings, recommendations and any other matters the GNC deems appropriate. The GNC shall maintain minutes and other records of its activities.

### Responsibilities and Duties

#### Ongoing:

- Develop, recommend, review and oversee compliance with corporate governance principles and guidelines, including identifying best practices and reviewing and recommending to the Board any changes to documents, policies and procedures in the Company’s corporate governance framework;
- Review enterprise risk management exposures and evaluate any potential emerging risks with regard to corporate governance;
- Promote the continuing education of directors, and that appropriate information is provided;
- Evaluate Board effectiveness, such as Board size, committee structure, and meeting frequency and make recommendations to the Board;
- Develop, recommend and review criteria for selecting new directors;
- Identify potential new directors for election by shareholders or to fill vacancies, including any nominations of director candidates validly made by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s articles and code of regulations;
- Review any transactions or potential conflicts of interest involving a director and The Andersons, Inc. or any of its subsidiaries or controlled affiliates and make a recommendation to the Board regarding any determination as to whether such director is independent;
- Evaluate and recommend to the Board whether a director who experiences a material change in his/her job responsibilities or position he/she held when he/she joined the Board continues to satisfy the Board’s membership criteria;
- Oversee the Company’s environmental, social and governance activities and practices to promote a culture of long-term sustainability and good corporate citizenship;

- In coordination with the Finance Committee, review the Company’s approach to investor relations;
- Perform such tasks as appropriately may be assigned by the Board.

**Annually:**

- Evaluate the performance of the Board of Directors and oversee the annual self-assessment process of the committees of the Board;
- Review the independence of directors and make a recommendation to the Board with respect to such determination;
- Recommend to the Board a slate of director nominees;
- Review the disclosure included in the Company’s proxy statement regarding the Company’s director nomination process and other corporate governance matters;
- Review the Charter of each Committee to assess compliance, incorporation of appropriate enterprise risk management, and a comprehensive approach to Board governance and make recommendations to the Committee chairs and to the Board;
- Review and recommend to the Board changes or updates to the Company’s Corporate Governance Guidelines;
- Work with the Chairman of the Board to determine committee members and chairs;
- Collaborate with the Compensation Committee on the review and evaluation of the CEO’s performance;
- Evaluate the performance of the GNC on an annual basis and share results with the Board.

**After each Board Meeting:**

- The Lead Director shall invite all independent Board members to meet without management’s presence to discuss any and all issues of interest and to take any action(s) deemed appropriate;
- The Lead Director shall meet with the CEO and Chairman of the Board to discuss the thoughts and concerns of the independent directors.

The role of the Board is to serve best the interests of the Company and its shareholders. Each candidate for director (no matter how nominated) is evaluated on the basis of his or her ability to contribute expertise to the businesses and services in which the Company engages, to conduct himself or herself in accordance with the Company’s Statement of Principles, and to contribute to the mission and greater good of the Company. The candidate’s particular expertise, as well as diversity of occupational and personal backgrounds on the Board, is taken into consideration. A candidate’s “independence” is also taken into consideration. Qualifications and specific qualities or skills considered desirable and/or necessary for one or more directors to possess include, but are not limited to the following:

- Committed to serve for a reasonable period of time representing the long-term interests of all shareholders and providing oversight of the Company’s strategy;
- Leadership experience in senior management or a profession bringing expertise in accounting, agribusiness, brand marketing, enterprise risk management, food, finance, governance, manufacturing, strategic planning, technology, and/or logistics and transportation; and

- The practical wisdom, mature judgment, objectiveness, and inquisitiveness to make an impact on Board dynamics and effectiveness.

The duties and responsibilities of each member of the GNC are in addition to those duties set out for a member of the Board of Directors. It should be noted that in performing their duties and responsibilities, the GNC members are entitled to rely on information, opinions, reports or statements, including but not limited to financial statements or other financial data that are prepared or presented by any of the following:

- One or more directors, officers, or employees of the Company whom the director reasonably believes are reliable and competent in the matters prepared or presented;
- Counsel, independent auditors, or other persons as to matters that the director reasonably believes are within the person's professional or expert competence;
- A committee of the directors upon which the director does not serve, duly established in accordance with a provision of the Company's articles or the code of regulations, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

The Committee may, in its sole discretion, retain or obtain the advice of independent compensation consultants, legal counsel and/or other advisers as it shall deem appropriate to perform its responsibilities.