

The Andersons, Inc.

Finance Committee Charter

The purpose of the Finance Committee of The Andersons, Inc. Board of Directors is to monitor and oversee the Company's financial resources, strategies and risks, with emphasis on those issues that are long-term in nature. The Committee will report regularly and make recommendations to the Board of Directors when such matters require Board action.

Composition of the Finance Committee

The Finance Committee shall be comprised of three or more directors. All members of the Committee shall have a working familiarity with financial practices and the capital markets. The members and Chairman of the Committee shall be elected at the annual organizational meeting of the Board.

Meetings to be Held

The Finance Committee shall meet at least two times annually. The Committee shall have the authority to convene additional meetings as circumstances require. At each of the meetings, separate executive sessions will be held which include only the independent members of the Committee if needed.

Responsibilities and Duties

- On an ongoing basis, the Committee shall review the Company's
 - Capital structure.
 - Debt levels and off-balance sheet obligations.
 - Cash, liquidity and capital spending.
 - Key financial ratios.
 - Financing requirements and issuance of securities.
 - Proposed merger, divestiture and acquisition activity that significantly impacts capital structure (currently in excess of \$50 million, subject to Chairman of the Board's discretion).
 - Dividend, share repurchase programs and recommendations.
 - Compliance with financial covenants and other terms of loans and other agreements.
 - Other financial matters as deemed appropriate by the Board.

- The Committee shall review at least annually the Company's
 - financial risk assessment and methods used to understand and manage the risk. This includes derivatives, interest rates, foreign exchange, counterparty, and commodity price volatility.
 - Insurance coverage, limits, and retention.
 - Activities of the Retirement Benefits Committee.

- Investment policy for the investment of cash reserves.
- Approach to investor relations, which is also subject to review by the Governance and Nominating Committee.

Other Responsibilities and Duties

- The Committee shall review its charter annually. Changes shall be submitted to the Board of Directors for approval.
- The Committee shall report regularly to the Board concerning its activities and make recommendations, where necessary or appropriate, for such matters requiring Board approval.
- In coordination with the Governance/Nominating Committee, the Committee shall evaluate its own performance annually and share results with the Board of Directors.
- The Committee shall ensure the minutes of each meeting are kept and filed with the minutes of the Company.

The Committee shall be empowered to retain independent counsel, independent consultants and/or other professionals to advise, analyze or investigate, as is deemed necessary. In addition, the Committee shall have unrestricted access to any information within the Company.

The duties and responsibilities of each member of the Committee 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 Committee 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.