

## **Nominating and Corporate Governance Committee Charter Of American Vanguard Corporation**

### **1. MEMBERSHIP**

- The Nominating and Corporate Governance Committee (the “Committee”) shall consist of at least three members of the Board of Directors (the “Board”) as the Board shall from time to time determine. Each member shall be “independent” as that term is defined by the listing standards of the New Stock Exchange at the time of the member’s appointment to the Committee.
- The members of the Committee shall be elected by the Board of Directors at its first meeting following the Annual Meeting of Stockholders. Unless a Chair is elected by the Board of Directors, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair of the Committee shall be an independent Director.

### **2. MEETINGS**

- The Committee shall meet at least two times annually or more frequently if circumstances dictate. Two members shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee.

### **3. POWERS AND DUTIES**

The Committee’s primary responsibilities include:

#### Nominations

- Developing the criteria and qualifications for membership on the Board;
- Considering, recommending and recruiting candidates to fill new positions on the Board;
- Reviewing candidates recommended by shareholders;
- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates;
- Recommending Director nominees for approval by the Board and the Shareholders; and

- Recommending Director nominees for each of the Board's committees.

## Corporate Governance

### *General*

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws;
- Recommending to the Board ways to enhance services to and improve communications and relations with the Company's stockholders; and
- Reviewing the outside activities of senior executives.

### *Board Oversight*

- Evaluating the effectiveness of the Board and recommending to the Board ways to improve the corporate governance of the Company;
- Evaluating, annually, each Board member's performance and compensation;
- Developing programs for continuing education for all directors and for the orientation of new directors;
- Considering matters of corporate governance and conducting an annual review of the Committee's Charter, the Company's Corporate Governance Principles, and the Company's Code of Business Conduct and Ethics;
- Evaluating each request for a waiver of the application of the Company's Code of Business Conduct and Ethics and reporting its findings and recommendations to the full Board;
- Monitoring the functions of the various committees of the Board and conducting annual evaluations of their contributions to the Company;
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives; and
- Determining officer-directors standing for election for outside for-profit boards.

### *Management Oversight*

- Reviewing and making recommendations concerning the functions of senior officers;
- Reviewing annually with the Chairman and Chief Executive Officer the job performance of elected corporate officers and other senior executives;
- Reviewing annually with the Chairman and Chief Executive Officer the succession plans concerning positions held by elected corporate officers and making recommendations to the Board in connection therewith; and
- Reviewing, periodically, the Company's Shareholder Rights Plan.

*The Nominating and Corporate Governance Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.*

Effective on March 8, 2006.