

Rentech, Inc.

Nominating Committee Charter

1. **Responsibility.** The Nominating Committee is responsible for providing assistance to the Board of Directors and Chairman in membership selection. The Committee will make recommendations to the full Board of potential candidates for membership.
2. **Purpose.** The Nominating Committee, in consultation with the Chairman, will review the Board's composition and requirements, solicit and evaluate candidates and make recommendations to the full Board for its action. Specifically, the Committee will identify and make recommendations to the Board on individuals qualified to serve on the Board of Directors. In the discharge of its responsibilities, the Committee shall comply with the following:
3. **Qualifications and Composition.**
 - 3.1 The members of the Committee will be familiar with Rentech's strategic plan, shareholders' perspective, and regulations regarding duties and qualifications of directors.
 - 3.2 Insiders or interlocking directors will not be eligible for membership on the Committee.
 - 3.3 The Committee will be composed of a minimum of two independent directors.
4. **Duties.** In consultation with the Chairman of the Board, the Committee will:
 - 4.1 Establish the Board's criteria for the selection of new directors, including minimum qualifications of candidates;
 - 4.2 Accept suggestions from both internal and external sources, including shareholders, of potential Board candidates;
 - 4.3 Evaluate candidates against the selection criteria;
 - 4.4 Conduct appropriate verifications and identify any potential conflicts of interest;
 - 4.5 Present all suggested candidates to the Board with their recommendations for their review and vote;
 - 4.6 Subsequent to the vote of the Board, recommend to the shareholders a slate of candidates at elections of directors;
 - 4.7 Review the size and composition of the Board, committee structure and assignments, meeting frequency and schedule;
 - 4.8 Lead the Board in the annual review of the full Board and performance of individual Board members