

# **Corn Products International, Inc.**

## **Corporate Governance and Nominating Committee Charter**

### **PURPOSE:**

The purpose of the Corporate Governance and Nominating Committee (“Committee”) of the Company’s Board of Directors (“Board”) is as follows:

- to identify individuals qualified to become Board members, and to recommend to the Board either appointment to the Board or nomination at a meeting of shareholders; and
- to develop, periodically review and recommend to the Board a set of corporate governance principles applicable to the Company.

### **MEMBERSHIP:**

The Committee shall consist of a Chairperson and the Chairpersons of the other Board Committees, each of whom shall be an “independent director” under the rules of the New York Stock Exchange and shall otherwise satisfy the requirements for Corporate Governance and Nominating Committee service imposed by the New York Stock Exchange Listing Standards and the Securities and Exchange Act of 1934, as amended.

### **RESPONSIBILITIES:**

The responsibilities of the Committee can be summarized by function as follows:

#### **In relation to selection of directors:**

- develop and periodically review the experience profile, including independence, and tenure of incumbent directors;
- develop, recommend to the Board for approval and periodically review the selection criteria, including independence standards, for new directors;
- identify, interview and recruit candidates who meet the selection criteria and recommend such candidates to the Board for nomination or appointment;
- propose to the Board, at its first meeting after each annual meeting of shareholders or as soon thereafter as may be feasible, the assignment of directors to each committee of the Board and the Chairperson of each committee;
- propose to the Board directors qualified to fill a vacancy on a committee of the Board; and
- recommend removal of directors, as may be warranted.

**In relation to corporate governance:**

- review the size, structure and organization of the Board and its Committees and the flow of information to and within the Board;
- establish criteria for the evaluation of Board performance and effectiveness and oversee the annual Board evaluation;
- establish performance parameters for directors and review the performance of incumbent directors;
- make recommendations regarding director orientation and continuing education as the Committee deems appropriate;
- receive periodic reports from the General Counsel regarding legal, regulatory and intellectual property issues.
- periodically review the Company's Corporate Governance Principles;
- review any other corporate governance matters as the Committee deems appropriate;
- annually review the Company's compliance with its Policies on Business Conduct and recommend changes if necessary;
- review the Company's product recall procedures; and
- perform an annual self-evaluation of the Committee and report its findings to the full Board.

**In relation to corporate communications:**

- review crisis management organization and implementation;
- review corporate communications programs; and
- review investor relations program.

**STRUCTURE AND OPERATION:**

- Members of the Committee and the Chairperson of the Committee shall be appointed by the Board at its meeting following the Company's Annual Meeting of Shareholders and shall serve until their successors shall be duly elected and qualified or their earlier resignation or removal. A Committee member shall be automatically removed without further action of the Board if the member ceases to be a director of the Company or is found by the Board to no longer satisfy the eligibility requirements for membership on the Committee set forth above. A Committee member may otherwise be removed or replaced by a vote of the Board.
- The Committee shall meet four times a year and at such other times as the Chairperson of the Committee deems advisable.
- The Committee shall meet in executive session without the presence of management as often as it deems appropriate.
- The Chairperson of the Committee shall report to the Board, at each meeting of the Board following a meeting of the Committee, on the significant matters considered at the last meeting of the Committee.

- The Committee may, at its discretion, delegate all or a portion of its duties and responsibilities to subcommittees, as it deems necessary or desirable, provided that any such subcommittee is composed entirely of members of the Committee and any action taken by such subcommittees will subsequently be reported to the Committee and ratified, as required.

**RESOURCES AND CONSULTANTS:**

- The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors, the fees for which shall be provided for by the Company.
- The Committee shall have the sole authority to select, retain and terminate any search firm used to identify candidates, including the sole authority to approve the search firm's fees and other retention terms.

Adopted December 9, 2003