

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
(including Nominating Process)**

PURPOSE

To assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; to oversee the evaluation of the Board; and to recommend to the Board director nominees for each committee.

MEMBERSHIP

The Nominating and Corporate Governance Committee shall be composed of at least two (2) directors of the Company, and all directors shall meet the independence requirements of the New York Stock Exchange. The members shall be appointed and replaced by the Board.

RESPONSIBILITIES

1. Recommend to the Board of Directors the size of the Board and criteria for qualification as a candidate for Board membership.
2. Review qualifications of candidates for membership of the Board of Directors.
3. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
4. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, at the Company's expense.
5. Recommend to the board of directors the slate of candidates for Board membership to be proposed for election by the stockholders at the Annual Meeting, and candidates to fill vacancies that may occur between Annual Meetings.
6. Recommend to the Board of Directors the establishment of, and responsibilities of, various committees of the Board of Directors and make recommendations concerning the rotation of committee chairs.
7. Review the independence status of all directors, and recommend to the Board particular determinations of independence status for each director.
8. The Committee may form and delegate authority to subcommittees when appropriate.
9. The Committee shall make regular reports to the Board.

10. Review and reassess the adequacy of the Corporate Governance Guidelines and the Code of Business Conduct and Ethics, and recommend any proposed changes to the Board for approval.
11. The Committee shall oversee the evaluation of the Board, receive comments from all directors, and discuss annually with the Board an assessment of the Board's performance.
12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
13. The Committee shall annually review its own performance.
14. Identify candidates for nominees based upon both its criteria for evaluation and the candidate's previous service on the Board. Additionally, the Committee may use the services of a search company in identifying nominees. The Committee will not apply any specific minimum qualifications for nominees. The Committee will evaluate candidates that it has identified based upon:
 - character, personal and professional ethics, integrity and values;
 - executive level business experience and acumen;
 - relevant business experience or knowledge (although preference may be shown for experience in or knowledge of agribusiness, agrigenetics or particular crops, it is not a prerequisite);
 - skills and expertise necessary to make significant contributions to the Company, its Board and its stockholders;
 - business judgment;
 - availability and willingness to serve on the Board;
 - independence requirements of the New York Stock Exchange;
 - potential conflicts of interest with the Company or its stockholders taken as a whole; and
 - accomplishment within the candidate's own field.

The Committee will consider a shareholder's candidate for consideration as a nominee if the shareholder submits its candidate to the Committee along with:

- proof of the shareholder's eligibility to submit proposals in accordance with Rule 14a-8(b) of the Exchange Act of 1934, as amended;
- a complete description of the candidate's qualifications, experience and background; and

- the candidate's signed consent to serve on the Board.

In considering a shareholder's candidate, the Committee shall use the same standards as it uses for candidates it identifies. Before recommending a shareholder's candidate, the Committee may also:

- consider whether the shareholder candidate will significantly add to the range of talents, skills and expertise of the Board;
- conduct appropriate verifications of the background of the candidate;
- interview the candidate or ask the candidate for additional information

The Committee does not believe directors should serve on more than four other boards of public companies in addition to the Company Board.