

## **Corporate Governance Guidelines**

Rentech has adopted a corporate governance policy for fulfilling the Company's responsibility to its shareholders. The policies are designed to enable the Board of Directors to guide and oversee Rentech's overall corporate performance and financial controls, as well as Rentech's business operations. These corporate governance guidelines provide the Board the proper authority to make appropriate decisions that are independent of management.

The Board of Directors and management realize that corporate governance is an evolving process. Periodic reviews and updates of the policies and their implementation will be ongoing.

## **Board Composition and Selection; Independent Directors**

### **1. Policy on Independent Directors**

Rentech's definition of independence for purposes of Board participation is consistent with the AMEX definition. This definition is complex, but in the end, an independent director refers to a person who is not an employee and who does not have another relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The majority of the members of Rentech's Board are not employees and are independent.

### **2. Independent Committees**

There are three Board committees that are staffed entirely with independent Board members. Those committees are the Audit Committee, Compensation Committee, and Nominating Committee. Currently, one member of the Audit Committee meets the definition of a financial expert as required by the SEC.

### **3. Director Compensation**

Board compensation is reviewed from time to time by an outside consultant to determine the appropriateness of the compensation levels. These studies compare the compensation levels in effect at peer companies, as well as the level of involvement and complexity of business decisions made by the Board. Rentech's compensation of directors reflects this information.

### **4. Board Access to Senior Management**

Directors are encouraged and provided opportunities to communicate directly with any member of management regarding any concerns or questions the Director may have.

### **5. Access to Employees**

The Board has full access to Company employees in order to ensure that directors can ask questions and are able to obtain information necessary to fulfill their duties. Management is encouraged to invite employees of the Company to any meeting at which their presence and expertise would help the Board fully evaluate the matters being considered.

### **6. Code of Ethics**

The Board expects all Directors, as well as officers and employees, to adhere to a high standard of ethics. Directors, officers, and employees are expected to acknowledge their adherence to the Company's Code of Ethics. The Board's Audit Committee periodically reviews compliance with this Code.

