



## NOMINATING COMMITTEE CHARTER

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### **Purpose**

The AgFirst Farm Credit Bank ("AgFirst") Nominating Committee is elected by the AgFirst voting stockholder associations ("Associations"). The Nominating Committee is responsible for identifying, evaluating, and nominating candidates for election to the AgFirst Board of Directors (the "Board").

### **Independence and Impartiality**

The Nominating Committee is responsible for carrying out its duties and making its decisions independently of AgFirst and the Board. Additionally, the Nominating Committee shall strive to ensure that impartiality exists in all aspects of the nomination process.

### **Membership, Vacancies, and Term of Office**

#### *Membership*

The Nominating Committee is elected by the Associations. The Nominating Committee shall be comprised of the number of members and alternates that corresponds to the number of Associations within the Bank's chartered territory. All members and alternates shall be member/borrowers of the Associations. No more than one member and one alternate shall be elected from any single Association. All members and alternates must certify that they have met the requirements for eligibility as listed in the Bank's Bylaws, policies, and procedures.

#### *Vacancies*

During the term of the Committee, vacancies on the Nominating Committee shall be filled from among the alternates; provided that, to the extent practicable, the alternate shall come from the Association to which the vacancy relates. If an alternate is not available from the Association to which the vacancy relates, the vacancy on the Nominating Committee and the alternate shall be filled in accordance with the Bank's Bylaws.

#### *Term*

The term of each Nominating Committee member and alternate shall be two (2) years. Members shall not serve more than two (2) successive terms on the Nominating Committee. Alternates also shall not serve more than two (2) successive two-year terms on the Nominating Committee as an alternate. For the avoidance of doubt, members and alternates shall be permitted to serve multiple non-consecutive terms so long as the above conditions is met.

### **Responsibilities**

The Nominating Committee shall be responsible for the following:

- Review lists of Association stockholders for the open director seats, which lists shall include the class of stock of the Associations held by each stockholder, and may solicit from Associations the names of candidates recommended for any seat.
- Ascertain the willingness of such Association stockholder to serve and run for a specified open director seat.
- Endeavor to ensure representation from all areas of AgFirst's territory and, as nearly as possible, all types of agriculture practiced within the territory.
- Evaluate the qualifications of the director candidates.

- The evaluation process must consider the Director qualifications listed in the related AgFirst policy and Bylaws.
- The evaluation process must consider whether there are any known obstacles preventing a candidate from performing the duties of the position.
- Endeavor to nominate at least two (2) candidates for each Director position being voted on by stockholders.
  - If fewer than two (2) nominees are willing to run or are identified for an available position, the Nominating Committee must provide written explanation to the Board of the efforts to locate candidates or the reasons for disqualifying any candidates that resulted in fewer than two (2) nominees. Such written explanation, or a summary of it, shall be reported in the Annual Meeting Information Statement (the "AMIS").
  - The list of candidates shall indicate for which seat each such candidate has been nominated. Such list shall be provided to the Corporate Secretary in accordance with the election calendar of the Board.
- Maintain records of its meetings, including a record of attendance at meetings.
- Identify, evaluate, and nominate eligible individuals for service on the next Nominating Committee.

### **Meetings**

The Nominating Committee shall assemble at such times as necessary to ensure due deliberation on the nominees for director election.

- The Nominating Committee may assemble in person, via telephonic conference call, or via video conferencing.
- The Nominating Committee shall appoint a chairperson (Chair), vice chairperson (Vice Chair), and a secretary to record the official actions of the Nominating Committee. It shall be the responsibility of the Chair to organize the meetings of the Nominating Committee.
- A majority of the Nominating Committee shall constitute a quorum for transacting the business of the Committee.
- The Board or a committee of the Board may invite the Chair or members of the Nominating Committee to attend a Board or committee meeting to gain a clearer understanding of the role of the Board in AgFirst's operations, discuss views on the roles of the Board with the Nominating Committee, or discuss improving the process used by the Nominating Committee.
- Each member of the Nominating Committee shall use his or her best efforts to attend each meeting. However, if such member cannot attend, the alternate from such Association may attend in the member's place. In no event shall both the member and the alternate be paid for attendance at the same meeting, except as may be permitted by AgFirst policies and procedures.

### **Minutes**

The Nominating Committee shall maintain records of its meetings, including a record of attendance at meetings. Meeting minutes shall be kept as permanent records of AgFirst.

### **Recusal**

Nominating Committee members and alternates, as applicable, shall recuse, or refrain from deliberations, whenever their participation could present a conflict of interest or the appearance thereof. For example, a Nominating Committee member who has a family member or business partner seeking election to the Board may recuse him/herself from the nomination process.

### **Confidentiality**

Nominating Committee members and alternates, as applicable, shall execute a Confidentiality Statement at the onset of each election cycle. In accordance with this Confidentiality Statement, members and alternates, as applicable, shall maintain the confidentiality of all Nominating Committee discussions and deliberations.

### **Resources/Employee Involvement**

AgFirst officers, employees, and agents may provide administrative assistance to the Nominating Committee. This administrative assistance shall generally include, but not be limited to, the following:

- Providing the Nominating Committee with copies of any regulatory guidance published by FCA;
- Providing the Nominating Committee with a current list of Association stockholders, the most recent Bylaws, a copy of relevant AgFirst policies related to director qualifications, nominations and elections, and standards of conduct.
- On request of the Nominating Committee, a summary of the current Board self-assessment.
- On request of the Nominating Committee, AgFirst may assist in the preparation, distribution and accumulation of candidate disclosure documents, and in the accumulation of Association stockholder recommendations as to candidates.
- Submitting such names for election to the Associations in accordance with the election calendar established by the Board.

However, in no event shall an AgFirst officer, employee, or agent, directly or indirectly, take any part in the nomination or election of candidates to the Board, or make any oral or written statements that may be construed as intended to influence any vote in director nominations or elections.