

**CHARTER FOR THE  
FINANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS OF  
AMERICAN VANGUARD CORPORATION**

**Purpose**

The Board of Directors (the “Board”) of American Vanguard Corporation (the “Corporation”) has established a Finance Committee (The “Committee”) for the purpose of overseeing all areas of corporate finance for the Corporation and its subsidiaries, including capital structures, equity and debt financings, capital expenditures, cash management, banking activities and relationships, investments, foreign exchange activities and share repurchase activities.

**Membership**

The Committee shall consist of at least three members of the Board, the majority of whom meet the independence requirements of the New York Stock Exchange and applicable policies of the Board. The Committee members shall be appointed for one year terms at the annual meeting of the Board. The Board shall appoint the Committee’s Chairperson. In selecting the members of the Committee, the Board will determine that each member has the appropriate experience and interest to carry out his/her duties and responsibilities.

**Functions**

The Committee is responsible for working with senior management of the Corporation to evaluate, investigate and make recommendations to the Board regarding corporate finance matters relating to the Corporation and its subsidiaries. More specifically, the Finance Committee shall:

- Review and make recommendations to the Board regarding the Corporation’s incurrence or refinancing of debt;
- Review and make recommendations to the Board regarding the issuance or amendment of equity securities of the Corporation;
- Review and make recommendations to the Board regarding any merger and acquisitions activities of the Corporation;
- Review and make recommendations to the Board regarding any restructuring activities of the Corporation;

- Review and make recommendations to the Board regarding the Corporation's dividend policy;
- Review the Corporation's short-term and long-term financing plans;
- Review and make recommendations to the Board regarding any proposed capital expenditure which is required to be approved by the Board;
- Review and make recommendations to the Board with respect to any proposal by the Corporation or by its subsidiaries to divest, in any manner, any asset, investment, real or personal property, or business interest if such divestiture is required to be approved by the Board;
- Review major commercial banking, investment banking, financial consulting, insurance, and other financial relationships of the Corporation;
- Review the Corporation's risk management activities; and
- Report regularly to the Board on the Committee's deliberations and actions taken.

### **Procedures**

- The Committee shall meet regularly, with such additional meetings as the Chair of the Committee deems necessary, and shall report to the Board following regular meetings.
- The Committee shall have the authority to engage independent counsel and other advisors as it deems appropriate to assist in the full performance of its functions. The Committee will also have the authority to establish the compensation for and terminate outside counsel and other experts and advisors.
- The Committee shall undertake an annual performance evaluation of the Committee.
- The Committee shall review the adequacy of this Charter on an annual basis and recommend changes to the Board for approval.