

## **Nominating and Corporate Governance Committee Charter Of American Vanguard Corporation**

### **1. MEMBERSHIP**

- The Nominating and Corporate Governance Committee (the “Committee”) shall consist of at least three members of the Board of Directors (the “Board”) as the Board shall from time to time determine. Each member shall be “independent” as that term is defined by the listing standards of the New York Stock Exchange at the time of the member’s appointment to the Committee.
- The members of the Committee shall be elected by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, it being understood that the Board may change the composition of the Committee in its discretion from time to time. Unless a Chair is elected by the Board of Directors, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair of the Committee shall be an independent Director.

### **2. MEETINGS**

- The Committee shall meet at least two times annually or more frequently if circumstances dictate. A majority of members shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee.

### **3. POWERS AND DUTIES**

The Committee’s primary responsibilities include:

#### Nominations

- Developing the criteria and qualifications for membership on the Board;
- Considering, recommending and recruiting candidates to fill new positions on the Board; in connection with this responsibility, the Committee shall have authority to retain recruiting firms (including approving their terms for provision of recruitment services) to engage in the search and recruitment of Board candidates;
- Reviewing candidates recommended by shareholders;

- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates;
- Recommending Director nominees for approval by the Board and the Shareholders; and
- Recommending Director nominees for each of the Board's committees and removal of Directors from any of the Board's committees.

## Corporate Governance

### *General*

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws;
- Recommending to the Board ways to enhance services to and improve communications and relations with the Company's stockholders;
- Reviewing the outside activities of senior executives;
- Appointing from the Committee one Director to serve as ESG Liaison for the purpose of overseeing Company matters and programs relating to environmental, social and governance, including, without limitation, the Company's corporate sustainability report; initiatives relating to diversity, equity and inclusion; sustainability and other related efforts.

### *Board Oversight*

- Evaluating the effectiveness of the Board and recommending to the Board ways to improve the corporate governance of the Company;
- Evaluating, annually, the Board's performance;;
- Developing programs for continuing education for all directors and for the orientation of new directors;
- Considering matters of corporate governance and conducting an annual review of the Committee's Charter, the Company's Corporate Governance Guidelines, and the Company's Code of Business Conduct and Ethics;

- Both i) reviewing at least annually, violations or potential violations (of a material nature) and ii) evaluating from time to time requests for a waiver of the application of, in either case of i) or ii), the Company's Code of Business Conduct and Ethics – but only to the extent arising from matters other than those of an accounting or financial nature - and reporting its findings and recommendations to the full Board;
- Monitoring the functions of the various committees of the Board and conducting annual evaluations of their contributions to the Company;
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives; and
- Determining officer-directors standing for election for outside for-profit boards.

### *Management Oversight*

- Reviewing and making recommendations concerning the functions of senior officers, including reviewing annually with the Chairman and Chief Executive Officer the job performance of elected corporate officers and other senior executives; and
- Reviewing annually with the Chairman and Chief Executive Officer the succession plans concerning key executive positions and making recommendations to the Board in connection therewith.

*The Nominating and Corporate Governance Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.*

**Effective on September 6, 2023.**