

**ALLIANCE ONE INTERNATIONAL, INC.**  
**GOVERNANCE & NOMINATING COMMITTEE**  
**Charter and Mandates**

**PURPOSE**

The Governance & Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Alliance One International, Inc. (the “Company”): (1) to oversee the governance policies of the Company, including recommending to the Board Corporate Governance Guidelines for the Company; (2) 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 nominees for election to the Board; (3) to lead the Board in its review of the Board’s performance; and (4) to recommend to the Board director nominees for each committee.

**AUTHORITY**

The Committee is formed by Board Resolution pursuant to Article IV, Section 4 of the Bylaws. Changes to the Committee’s Charter and Mandates must also be made by Board Resolution. The Committee will act only as a committee, with individual members possessing no power to act on their own.

**MEMBERSHIP CRITERIA**

The Committee will consist of at least three Directors, including a Committee Chairman. All Committee members must be independent under the rules of the New York Stock Exchange (NYSE) applicable to nominating committees.

**APPOINTMENT OF MEMBERS AND CHAIRMAN**

The Board of Directors will appoint both the members and the Chairman of the Committee. The appointments will be made at each Annual Meeting of the Board or when successors are required.

**REMOVAL OF MEMBERS AND CHAIRMAN**

In accordance with Article IV, Section 9 of the Bylaws, any member of the Committee, including the Chairman, may be removed by majority vote of the Directors then in office.

**VACANCIES**

In accordance with Article IV, Section 10 of the Bylaws, any vacancy may be filled by majority vote of the Directors then in office.

**MEETINGS**

**Frequency** – The Committee will meet at least annually. The Committee may meet more frequently as necessary or appropriate.

**Notice** – In accordance with Article IV, Section 6 of the Bylaws (and by reference Article III, Section 6 of the Bylaws), notice of Committee meetings will be provided at least 24 hours in advance of the meeting. Meetings may be held at any time without notice if the members waive the notice requirement by attendance at the meeting or otherwise.

**Forum** – The Committee may meet in person, by telephone, or by other means of communication whereby all persons participating in the meeting may simultaneously hear each other.

**Quorum** – A quorum shall consist of a majority of the Committee members. Action by a majority of the members shall constitute action by the Committee.

**Chairman** – In the absence of the Chairman, the Committee will designate by majority vote of the members present another member to serve as Acting Chairman of the meeting.

### **REPORTING**

Minutes of each meeting shall be prepared and distributed to the Committee. The Committee will report to the Board on the proceedings of each Committee meeting.

### **MINUTES**

The Secretary of the Company, or his designee, will keep minutes of all Committee meetings.

### **MANDATES**

#### **Board Structure**

- Periodically analyze the structure of the Board, including its size and classification of Directors according to terms.

#### **Board Composition**

- Prepare, for periodic submission to and adoption by the Board, a list of selection criteria to be used to identify director candidates. Generally, in the business judgment of the Board, a candidate must: be of proven integrity; be able to actively participate in and contribute to the deliberations of the Board; have the capacity and desire to represent the balanced, best interests of the shareholders; and have sufficient time available to devote to the responsibilities of a director. Additionally, the Board should give consideration to a candidate's international business experience and to the Board's appropriate diversity of background, personal and professional experience, gender and ethnicity.
- Identify qualified candidates to serve on the Board and help recruit potential directors.
- Review potential conflicts of current and prospective Board members.
- Annually review the independence of each director, as defined by the NYSE, and make a recommendation to the Board for determination.

- Receive recommendations of potential nominees for election to the Board.
- Annually review the qualifications of incumbent Directors with expiring terms and determine whether to recommend them as nominees for reelection.
- Annually recommend to the Board the nominees for the Annual Meeting of Shareholders.
- Recommend nominees for newly created directorships.
- When a vacancy occurs on the Board, review the qualifications of potential nominees in light of the composition and needs of the Board at that time, and recommend a nominee to the Board to fill the vacancy.
- Recommend to the Board removal of a Director by the shareholders when appropriate.
- Recommend retirement policy for non-employee directors.

### **Board Appointments**

- Annually recommend to the Board a director to serve as Chairman of the Board.
- Annually recommend to the Board a director to serve as Lead Independent Director and preside over executive sessions of independent and non-management directors.
- Annually recommend to the Board the members and Chairmen to serve on the committees established by the Board.
- Annually review the qualifications of the members of the Audit Committee to objectively assess independence, financial literacy and financial expertise, as defined by the SEC and NYSE, and make a recommendation to the Board for determination.
- When a vacancy occurs in any of the Board committees, determine if the vacancy should be filled and, if so, recommend to the Board a member to fill the vacancy.

### **Board and Committee Meetings**

- Consider the adequacy of the number of Board meetings per year.
- Consider the appropriateness and adequacy of information supplied to Directors prior to and during Board meetings.
- Periodically review the conduct of the meetings of the Board and its committees; recommend changes to the Board as necessary.

## **Board Interaction with Management**

- In consultation with executive management, establish and maintain a clear delineation of Board responsibilities and those responsibilities delegated to management.
- Annually recommend to the Board the individuals to be elected by the Board as officers of the Company.
- Review and report to the Board on the executive development and succession programs of elected executives and operational officers.
- Receive periodically from the CEO his recommendations regarding his successor, the development of other executive talent, and the executive management needs of the Company.

## **Committee Charter and Performance Evaluations**

- Annually review the Charter and Mandates of the Committee. The Committee Charter, as revised periodically, will be published on the Company's public website.
- Oversee the adoption and periodic review of all committee charters.
- Annually evaluate the performance of the Committee.
- Oversee the process (surveys or other means) used for Board and Committee self-evaluations. Report to the Board conclusions regarding the overall effectiveness and performance of the Board and recommend areas for improvement.
- Oversee the evaluation of the Board and management with regard to corporate governance issues and initiatives.

## **Corporate Governance Guidelines**

- Prepare, for periodic submission to and adoption by the Board, a set of Corporate Governance Guidelines.

## **Board Compensation**

- Periodically review non-employee Director compensation in relation to peer group and competitors.
- Recommend to the Board any changes in the remuneration of Directors, including annual retainer fees, meeting attendance fees, and equity grants.

## **Disclosures**

- Annually approve a statement for inclusion in the annual meeting proxy statement addressing the Committee's policies and procedures for identifying and evaluating nominees for director.
- Annually approve a statement for inclusion in the annual meeting proxy statement or on the Company's website disclosing the means by which shareholders may communicate with directors.

## **Other Responsibilities**

- The Committee will have the sole authority to retain any outside firm deemed necessary by the Committee to assist it in meeting its fiduciary obligations, including the sole authority to approve the firm's fees and other retention issues.
- Provide for Director orientation, including educating new Directors on the Company's business, structure, management and director responsibilities.
- Provide continuing education opportunities for all Directors.
- Establish and maintain a clear delineation of responsibilities among the Board committees.

## **CONSISTENCY WITH ARTICLES OF INCORPORATION, BYLAWS**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

Revised March 26, 2015.