

**S&W SEED COMPANY**  
**CHARTER OF**  
**THE NOMINATING AND GOVERNANCE COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

**(As adopted July 15, 2015)**

**I. STATEMENT OF POLICY**

This Charter specifies the scope of the responsibilities of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of S&W Seed Company (the “Company”) and the manner in which those responsibilities shall be performed, including its structure, processes and membership requirements.

The primary responsibilities of the Committee are to (i) develop and recommend to the Board criteria for selecting qualified director candidates; (ii) identify, evaluate and recruit individuals qualified to become Board members; (iii) recommend to the Board director nominees for each election of directors; (iv) consider committee member qualifications, appointment and removal; (v) recommend to the Board corporate governance principles and codes of conduct applicable to the Company, its officers, directors and employees; and (vi) provide assistance to the Board in the evaluation of the Board and each of its committees.

**II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS**

The Committee shall be comprised of two or more directors, each of whom shall satisfy the independence requirements established by the rules of the Nasdaq Stock Market (“Nasdaq”).

The members of the Committee shall be appointed by the Board and shall serve until their successors are duly elected and qualified or their earlier resignation or removal. Any member of the Committee may be removed or replaced by the Board. Unless a chairman of the Committee is elected by the full Board, the members of the Committee may designate a chairman by majority vote of the full Committee membership. The Committee may, from time to time, delegate duties or responsibilities to subcommittees or to a single member of the Committee.

**III. RESOURCES AND AUTHORITY**

The Committee shall have the authority to obtain advice or assistance from consultants, legal counsel, accounting or other advisors as it deems appropriate to perform its duties hereunder, and to determine the terms, costs and fees for such engagements. Without limiting the generality of the foregoing, the Committee shall have the authority to retain or terminate consultants used to identify director candidates or to advise the Committee concerning Board and committee compensation, and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to assist the Committee in performing its duties hereunder shall be borne by the Company.

#### **IV. MEETINGS**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities hereunder, and at least once during each fiscal year. The Committee may meet with management or individual directors at any time it deems appropriate to discuss any matters before the Committee.

A majority of the members shall represent a quorum of the Committee, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. The Committee may also take action by unanimous written consent. The Committee shall maintain written minutes of its meetings and copies of its actions by written consent, which will be filed with the minutes of the meetings of the Board.

#### **V. COMMITTEE AUTHORITY AND RESPONSIBILITY**

The responsibilities and duties of the Committee shall include:

##### **A. Nominating Functions**

1. Develop criteria for selecting directors, including desired board skills, experience and attributes, with a goal of developing a diverse and experienced Board.
2. Identify and actively seek to recruit individuals qualified to become directors.
3. Evaluate and recommend to the Board nominees for each election of directors, except that if the Company is at any time legally required by contract or otherwise to provide any third party with the ability to nominate a director, the Committee need not evaluate or propose such nomination, unless required by contract or requested by the Board.
4. Consider and evaluate any nomination of a director candidate validly made by a stockholder of the Company.
5. Review and make recommendations to the Board concerning qualifications, appointment and removal of committee members.
6. Review and make recommendations to the Board concerning Board and committee compensation.

##### **B. Corporate Governance Functions**

1. Develop, recommend to the Board for approval, and review on an ongoing basis the adequacy of, corporate governance principles applicable to the Company and oversee compliance with such principles. Such principles shall include, among other things, the size and structure of the Board, director qualification standards, director responsibilities, committee responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board and its committees.

2. In consultation with the Audit Committee, develop and recommend to the Board for adoption a Code of Conduct applicable to all employees and directors, which meets the requirements of Item 406 of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC") and applicable Nasdaq rules, and provide prompt disclosure to the public of any change in, or waiver of, any provision of such Code of Conduct. Review such Code of Conduct periodically, recommend to the Board such changes as the Committee shall deem appropriate, and adopt procedures for monitoring and enforcing compliance with such Code of Conduct.

3. Periodically review the Company's insider trading policy and recommend any proposed changes to the Board for approval.

4. Review, at least annually, the Company's compliance with the Nasdaq corporate governance listing requirements, and report to the Board regarding the same.

5. Assist the Board in developing criteria for the evaluation of Board and committee performance.

6. Evaluate the Committee's own performance on an annual basis.

7. Assist the Board in its evaluation of the performance of the Board and other committees of the Board.

8. Oversee succession planning for executive officers, in consultation with the Compensation Committee.

9. Review and recommend to the Board changes to the Company's bylaws as appropriate.

10. Develop orientation materials for new directors and corporate governance-related continuing education for Board members.

11. Review and reassess the adequacy of this Charter, as appropriate, and recommend any proposed changes to the Board for approval.

12. Oversee compliance by the Board and its committees with applicable laws and regulations, including the rules of the SEC and Nasdaq.

13. Make reports as appropriate to the Board regarding the foregoing.

14. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.