



BUNGE LIMITED CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE CHARTER

Committee Members:

Ernest G. Bachrach
L. Patrick Lupo - Chair
Carol M. Browner
Kathleen Hyle

Purpose

The Corporate Governance and Nominations Committee is established by the Board of Directors for the following purposes:

- monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies;
- leading the Board in its annual performance evaluation;
- developing and recommending to the Board and overseeing the Corporate Governance Guidelines of the Company;
- making director independence recommendations to the Board,
- assisting the Board by actively identifying individuals qualified to become Board members; and
- recommending to the Board the director nominees for election at the next annual meeting of shareholders.

Committee Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than four members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall meet all independence and other requirements of law and the New York Stock Exchange applicable to listed U.S. companies.
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board. In addition, membership on the Committee shall automatically end at such time as the Board determines that a member ceases to be an independent member of the Board.

Committee Meetings

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. Meetings of the Committee may be held in person or by conference call.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with the other members of the Committee, the Board and management. The agenda and, to the extent practical, information concerning the business to be conducted at each Committee meeting shall, be provided to the members of the Committee in advance of each meeting. The agenda concerning the business to be conducted at each Committee meeting shall be circulated to all Board members in advance of the meeting.
3. Report to the Board. The Committee shall report to the Board regularly, and make available to the Board the minutes of its meetings.



4. Performance Evaluation; Assessment of Charter. The Committee shall annually conduct a performance evaluation and shall report to the Board the results of the evaluation. The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to the Board.

Authority and Duties

The Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance and make recommendations to the Board on matters of corporate governance as the Committee may deem appropriate. The Committee shall develop, recommend to the Board and oversee the Corporate Governance Guidelines of the Company.

Clarification of Finance and Risk Policy Committee's Role

1. The Committee's job is one of oversight. The Committee will adopt and approve financial and risk management policies. The Committee will not be involved with the day-to-day management of the policies, which is the responsibility of the Company's management. However, the Committee will oversee the application of the policies and receive information as to their proper functioning.
2. The Committee shall lead the Board in its annual performance evaluation to ensure the Board is functioning effectively. The performance evaluation shall be discussed with the Board following its completion. The Committee shall also oversee the self-evaluations of each committee. The performance evaluations shall focus on the contribution to the Company by the Board and each committee and shall specifically focus on areas in which a better contribution could be made.
3. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Committee shall strive to recommend candidates that complement the current members of the Board and other proposed nominees so as to further the objective of having a Board that reflects a diversity of background and experience with the necessary skills to effectively perform the functions of the Board and its committees. The Committee shall report to the Board periodically on the status of these efforts. The Committee shall review candidates for the Board recommended by shareholders. The invitation to stand for election to the Board shall be extended by the Chairman of the Board on behalf of the Board.
4. In connection with the preparation of the Company's annual proxy statement, the Committee shall review commercial and other relationships between directors and the Company to 3 As amended February 2015 determine the independence of each of the directors under the listing standards of the New York Stock Exchange and the director independence standards set forth in the Company's Corporate Governance Guidelines. The Board as a whole, after due deliberation, will make the final independence determinations.
5. The Committee shall, upon a director's resignation from the Board in response to a significant change in the director's principal occupation, determine whether such resignation should be accepted or submitted to the Board for its consideration.
6. The Committee shall review and approve or ratify transactions involving the Company or its subsidiaries and related persons (as such term is defined by the Securities and Exchange Commission) in accordance with the Company's related person transaction policies and procedures.

The foregoing duties are not exhaustive, and the Committee may, in addition, perform any other functions it may find necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

The Committee shall have the power to retain search firms to identify director candidates and corporate governance consultants and advisors to assist it in the performance of its duties. The Committee shall have the sole authority to retain or terminate any search firms or advisors and to review and approve their fees and other retention terms. The Committee may also hire legal, financial or other advisors as it deems necessary.