



## **ADECOAGRO S.A.**

### **TALENT MANAGEMENT & COMPENSATION COMMITTEE CHARTER**

#### **PURPOSE**

The Talent Management & Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Adecoagro S.A. (the “Company”) to: (i) review and approve corporate goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives, and (either as a Committee or together with the other independent directors, as directed by the Board) determine and approve the CEO’s compensation level based on this evaluation; (ii) make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity-based plans; and (iii) evaluate on an annual basis the performance of the Committee, in each case, in accordance with applicable rules and regulations.

#### **ORGANIZATION**

The Committee shall consist of one or more directors as may be fixed from time to time by the Board. Committee members shall be appointed by the Board at its annual organizational meeting following the annual meeting of stockholders and shall serve for a term of one year, unless any member shall sooner resign or be removed, with or without cause, by the Board prior to the expiration of his or her term. The Board may appoint a director to fill any vacancy created on the Committee for any reason, and such successor shall serve for the remainder of the term of the Committee member he or she is replacing. The Committee’s chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. The Committee may form and delegate authority to subcommittees of its members when appropriate.

#### **STRUCTURE AND MEETINGS**

The Committee shall meet at least once a year and as needed on the initiative of the CEO or at the request of one of the Committee members. The chairperson of the Committee shall preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee

shall ensure that the agenda, together with any other relevant materials, for each meeting is circulated to each Committee member as soon as reasonably practicable in advance of the meeting.

#### **DUTIES AND RESPONSIBILITIES**

The Committee shall:

1. Annually review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of these goals and objectives and (either as a Committee or with the other independent directors, as directed by the Board) determine and approve the compensation of the CEO;
2. Annually review and make recommendations to the CEO or the Board with respect to non-CEO senior executive compensation, incentive-compensation plans and equity-based plans, and exercise any duties specifically delegated to it under the terms of any such plan;
3. Interpret and amend any incentive-compensation plans and equity-based plans;
4. Review the level and type of perquisites and other personal benefits provided to the CEO and other senior executive officers,;
5. Review and approve employment agreements, severance arrangements and change in control agreements and provisions, when, and if appropriate, as well as any special supplemental benefits provided to the CEO and other senior executive officers;
6. Annually review and make recommendations to the CEO or the Board with respect to director compensation;
7. Annually review the plan for professional development of senior executive officers and key employees;
8. Review the development of a work culture based on a healthy and truthfully work environment; and the development of the corporate social responsibility program;
9. Stay informed as to market levels of compensation and benefits for CEOs, senior executive officers and directors of comparable companies in comparable industries;
10. Monitor compliance with the prohibitions on loans to executive officers and directors under the Sarbanes-Oxley Act of 2002;

11. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
12. Administer, interpret and amend share option plans and restricted share plan, and delegate with the authority to delegate to the CEO the right to award equity-based compensation to executive officers and other key employees.
13. Conduct an annual performance self-evaluation; and
14. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable laws, rules and regulations as the Committee or the Board deem necessary or appropriate.

#### **COMMITTEE RESOURCES**

The Committee shall have the authority to engage independent counsel and other advisors as the Committee deems necessary to carry out its duties, and the Company shall provide appropriate funding as determined by the Committee. The Committee shall have sole authority to retain and terminate any compensation consultant to assist in the evaluation of director, CEO or senior executive compensation, including sole authority to approve such firm's fees and other retention terms, and the Company shall provide appropriate funding as determined by the Committee.