



Governance Committee Charter

TERRA NITROGEN GP INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

1. Purpose

The purpose of the Nominating and Corporate Governance Committee is to assist the Board of Directors in fulfilling its responsibilities by taking a leadership role in shaping the governance of Terra Nitrogen GP Inc. (“TNGP”) with a view to enhancing the quality and independence of the nominees to the Board and the Board as a whole, and enhancing the manner in which the Board conducts its stewardship of Terra Nitrogen Company, L.P. (the “Partnership”).

2. Membership/Qualifications

The Committee shall be appointed by the Board and shall be comprised of two or more directors, each of whom shall be independent in accordance with TNGP’s Corporate Governance Guidelines.

3. Meetings

The Committee shall meet as often as it determines. The Committee may delegate authority to subcommittees consisting of one or more members when appropriate.

4. Responsibilities

The Committee’s duties and responsibilities shall include:

A. Nominations

- Identify, recommend and recruit to the Board candidates to fill positions on the Board.
- Recommend director nominees for each of the Board’s committees.
- Review director and officer liability insurance.

B. Corporate Governance

- Review and recommend to the Board proposed changes to the Company’s Certificate of Incorporation and Bylaws.
- Recommend to the Board a set of corporate governance guidelines applicable to the Company.

C. Board and Management Oversight

- Administer the annual self-evaluation of the Board's performance as well as the performance of each committee of the Board.
- Bring before the full Board for the Board's action each request for a waiver of the Company's Code of Ethics and Standards of Business Conduct.
- Review on an annual basis director compensation and recommend any changes to the Board.

5. Performance Review

The Committee shall conduct an annual performance evaluation of itself. In conducting this evaluation, the Committee shall review the adequacy of this charter and recommend any changes to the Board.

6. Authority to Retain Outside Advisors

The Committee shall have the authority to obtain advice and assistance from outside legal, accounting or other advisors, including any search firm used to identify director candidates.

The Committee shall report its actions and recommendations to the Board after each Committee meeting.

Note: Adopted by the Board on October 24, 2011.