

# **Tyson Foods, Inc. Non-Employee Director Stock Ownership Guidelines**

December 11, 2012

## **Purpose:**

The purpose of these stock ownership guidelines is to strengthen the alignment between the Board of Directors and the interests of Tyson Foods, Inc. (the “Company”) shareholders.

## **Effective Date:**

These guidelines are effective December 11, 2012.

## **Applicability:**

These guidelines are applicable to all non-employee directors of the Company.

## **Ownership Requirement:**

The required ownership level of the Company’s class A common stock (“Company Stock”) for non-employee directors is four (4) times the annual cash retainer paid to each non-employee director for his or her service as a director (this does not include any amounts paid for service as a board committee chair or as lead independent director). Each current director has until the fifth (5<sup>th</sup>) annual meeting of shareholders after the effective date of these guidelines to achieve these levels of ownership. Any director initially elected after the effective date of these guidelines has until the fifth (5<sup>th</sup>) annual meeting of shareholders after election to achieve these levels of ownership. Once a director achieves the required ownership level, such level will be deemed achieved even if the price of Company Stock declines such that the value of the shares of Company Stock then held does not exceed the required ownership level. However, if the director has sold shares of Company Stock prior to said decline, the director will not be deemed to have achieved the required ownership level but will have until the second annual meeting of shareholders after said decline to again meet the required ownership level.

## **Retention:**

Each director presently receives an annual grant of a deferred stock award on the date of election or re-election at the Company’s annual meeting of shareholders. Each director may elect, no later than the immediately preceding December 31, for such grant to instead be an immediately vested grant of Company Stock. Directors that don’t meet the ownership levels required by the December 31<sup>st</sup> immediately preceding the third annual meeting of shareholders after the effective date of these guidelines (or the third annual meeting of shareholders after initial election, if applicable) will automatically receive an immediately vested grant of Company Stock in lieu of the grant of a deferred stock award. Such immediately vested grants will continue in subsequent years until the required ownership levels are achieved or anytime when the ownership level has fallen below the requirements set forth in these guidelines. Directors are not permitted to sell shares of Company Stock anytime (i) their ownership level does not exceed the amount set forth in these guidelines or (ii) if a proposed sale would put them out of compliance with these guidelines.

## **Eligible Shares:**

For purposes of these guidelines, a share will be considered owned by the director if owned outright by the director, a spouse or minor child, or in a trust established by the director. Unexercised stock options and deferred stock awards do not count toward stock ownership goals.