

Governance and Nominating Committee Charter Tyson Foods, Inc.

Purpose

As part of the governance and oversight process of Tyson Foods, Inc. (the “Company”), the Governance and Nominating Committee (the “Committee”) has been appointed by the Company’s Board of Directors (the “Board”) to: (1) review and approve certain transactions between the Company and officers, directors or affiliates of the Company and requests for renewals of certain of such transactions; (2) review and recommend to the Board Corporate Governance Principles applicable to the Company; (3) review and recommend to the Board a Code of Conduct applicable to the Company; (4) identify, evaluate, and recommend individuals qualified to be directors of the Company to the Board for either appointment to the Board or stand for election at a meeting of the stockholders; and (5) oversee the annual performance evaluation of the Board and its committees and management.

Principal Responsibilities

1. Review and approve any transaction (a “Covered Transaction”) between the Company and any “related person” (as such term is defined in Item 404 of Regulation S-K as promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and includes for purposes hereof the Tyson Limited Partnership, the estate of Don Tyson and any of his children, grandchildren, siblings, or spouses of any of the foregoing) or other person that would be required under Securities and Exchange Commission rules and regulations to be disclosed in the Company’s annual proxy statement as a transaction with a “related person,” including any renewal of Covered Transactions. The Committee’s review of each Covered Transaction, whether newly proposed or proposed for renewal, shall include an analysis of whether the terms of the transaction are fair to the Company. Any renewal of a Covered Transaction with (i) any person serving as an executive officer of the Company, (ii) Tyson Limited Partnership, or (iii) the estate of Don Tyson or any of his children, grandchildren, siblings, or spouses of any of the foregoing, shall require unanimous approval of the Committee.
2. Report the approval of Covered Transactions to the full Board.
3. Develop, review and recommend to the Board for approval a set of Corporate Governance Principles for the Company addressing, among other matters, the oversight of management, and taking into account the provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, the listing standards of the New York Stock Exchange (“NYSE”) and any other sources that the Committee deems appropriate.
4. Provide an ongoing review and assessment of the Corporate Governance Principles and recommend any proposed changes to the Board for approval.

5. Review and assess the Company's Code of Conduct and recommend any proposed changes to the Board for approval.
6. Periodically meet with a representative of the Company's Ethics and Compliance department (or like department performing a similar function) and, as appropriate, review and respond to conduct or ethics issues raised by such representative.
7. Periodically review the adequacy and implementation of the Company's ethics and compliance programs and make recommendations for any changes with respect thereto.
8. Develop and oversee, in conjunction with the Lead Independent Director, an annual self-evaluation process of the Board and its committees.
9. Identify and evaluate individuals that the Committee believes may be qualified to become Board members, consistent with criteria approved by the Board, and upon making such a determination recommend that the Board consider appointing such person to the Board or selecting such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
10. With respect to individuals who may serve as independent directors of the Board, identify recommended candidates who satisfy the criteria for "independence" established by the listing requirements of the NYSE.
11. Establish procedures to exercise oversight of, and oversee the performance evaluation process of, the Board and management.
12. Identify Board members qualified to fill a vacancy on a committee of the Board and recommend to the Board that such nominee or nominees be considered for appointment to such committee.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.
14. Carry out such other duties and responsibilities, consistent with this Charter, as may be assigned to the Committee by the Board and/or the Chairman of the Board.

In carrying out its responsibilities, the Committee will draw on the expertise of management and corporate staff and, when appropriate, may hire outside experts or advisors to assist the Committee with its work. The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve such search firms' and other consultants' fees and other retention terms.

The Committee will make regular reports to the Board and will propose any necessary actions to the Board.

Composition of the Committee

The Committee shall consist of at least three directors, each of whom meets the independence requirements of the NYSE. The members of the Committee shall be appointed by and serve at the pleasure of the Board.

Each member of the Committee shall have one vote. A quorum is a majority of the members of the Committee. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. The Committee may form and delegate authority to subcommittees when appropriate; provided that the subcommittees are composed entirely of independent directors.

Process

The Committee will normally meet four times per year, in conjunction with regular meetings of the Board, to carry out its responsibilities. The Board shall designate one member of the Committee to serve as its Chairman. The Chairman of the Committee will preside, when present, at all meetings of the Committee. Special meetings may be called by the Chairman of the Board and/or the Chairman of the Committee. Each meeting, other than special meetings, will have an “executive session” in which the Committee members meet without management present.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting and shall include all matters, resolutions and recommendations approved by the Committee.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder and the listing standards of the NYSE. The Committee may take into consideration the factors and criteria set forth in the Company’s Corporate Governance Principles and such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including but not limited to the applicable requirements for members of committees of the Board. The Committee may (but is not required to) consider candidates suggested by management, other members of the Board or stockholders of the Company.