

## **Strategy and Acquisitions Committee Charter Tyson Foods, Inc.**

### Purpose

The purpose of the Strategy and Acquisitions Committee (the “SA Committee”) of the Board of Directors (the “Board”) of Tyson Foods, Inc. (the “Company”) shall be to assist the Board in fulfilling its oversight responsibilities relating to long-term strategy for the Company, risks and opportunities relating to such strategy, and strategic decisions regarding investments, acquisitions and divestitures by the Company.

### Principal Responsibilities

The following principal responsibilities of the SA Committee are set forth as a guide to the SA Committee with the understanding that the SA Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards.

1. Work with the CEO and his team in the development of the Company’s strategy, recommend to the Board the annual strategic plan and long term strategy, and provide guidance for the strategic planning process to ensure that the strategic implementation plan is developed and adhered to and becomes imbedded in the organization.
2. At each meeting review risks and opportunities to the strategy as identified by the Company’s strategic risk assessment and other processes and the impact of new, emerging or evolving competitive activity, government/legislative activities and global economic conditions.
3. Monitor the Company’s progress against strategic goals and provide feedback and advice with particular emphasis on the segment key performance indicators and the international strategy metrics, including the capital strategy, market capabilities, sequencing options and resource requirements.
4. Work with the CEO and his team to develop an acquisition strategy that aligns with the Company’s long term strategy and that is holistic in identifying acquisitions in critical mass groups while evaluating the related impact on remaining targets and competitors.
5. Provide guidance for the development of an international strategy that includes a project planning process of how and when various decision points regarding large acquisitions are made, the execution of the transaction, and post-acquisition implementation, integration and monitoring of various specified criteria, including synergy realization.
6. As part of its responsibility for reviewing the Company’s process for reviewing, recommending and approving acquisitions, recommend to the Board various levels of authority in the acquisition and capital project process.

7. Work with the CEO and his team in the review and recommendation to the Board of certain significant strategic decisions regarding exit from existing lines of business and entry into new lines of business, acquisitions, joint ventures, investments or dispositions of businesses and assets.
8. Conduct post transaction audits on a quarterly basis to track performance against acquisition plan target indicators and synergy realization.
9. In carrying out its responsibilities, the SA Committee will draw on the expertise of the management and corporate staff and, when required, may hire outside advisors or experts to assist the SA Committee with its work, subject to budget approval by the Chairman of the Board.
10. Make reports to the Board on its activities.
11. Review and recommend to the Board the adequacy of this Charter and proposed changes from time to time as needed.
12. Annually conduct an evaluation of its performance.
13. Carry out such other duties and responsibilities as may be assigned to the SA Committee by the Chairman of the Board.

#### Composition of Committee

The SA Committee shall consist of three (3) or more directors. The members of the SA Committee shall be elected by and serve at the pleasure of the Board. The Board shall designate a chairperson from among the membership of the SA Committee. Upon recommendation by the Executive Committee, the Board may remove any member of the SA Committee at any time. Vacancies on the SA Committee shall be filled by the Board.

#### Process

The SA Committee shall hold at least three meetings per year and shall meet with management and separately in executive session without management. The SA Committee may delegate its authority to subcommittees (which may consist of one or more members of the SA Committee) when it deems appropriate and in the best interest of the Company.