

**Compensation
and
Leadership Development
Committee Charter
Tyson Foods, Inc.**

Purpose

As part of the governance and oversight process of Tyson Foods, Inc. (the “Company”), the Compensation and Leadership Development Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company shall support the Board and work with management to ensure directors and key executives are compensated in accordance with management philosophy, competitive practice and regulatory requirements. The Committee shall periodically review and provide oversight with respect to the Company’s compensation strategy, executive development and retention plans, corporate goals and objectives relevant to director and management compensation, total compensation policy and succession planning.

Principal Responsibilities

1. Periodically review and provide oversight with respect to the Company’s compensation strategy, corporate goals and objectives relevant to management compensation and total compensation policy to ensure the foregoing support business objectives, create shareholder value, are consistent with shareholder interests, attract and retain key executive talent required, and link compensation with Company, business unit and/or personal performance. The Committee will also work to ensure compensation matters are handled in a manner satisfactory to the Company’s principal shareholder as the Committee deems appropriate.
2. Review and approve the employment contract, annual performance goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance relative to these goals and objectives, and determine and approve the total compensation for the Company’s CEO based on this evaluation.
3. Review and approve the employment contract or other compensation arrangement of any executive officer or former executive officer not compensated under the Company’s grade structure.
4. Review plans for the development, retention and succession of executive officers, including review of executive education and development programs.
5. Ratify employment contracts and related grade level designations of any executive officer compensated under the Company’s grade structure.

6. Review with management the Company's grade structure for executive officers.
7. Review and approve (subject to any required full Board or shareholder approval) all (i) new equity-based plans, (ii) incentive compensation plans (in which executive officers participate), and (iii) amendments to existing equity-based plans.
8. Approve and refer to the full Board all new compensation plans or amendments to existing plans with material cost impact.
9. Approve and refer to the full Board all employee benefit or retirement plan changes with a material cost impact.
10. Review annually the peer groups used for competitive pay/performance benchmarking and analyze the total compensation for the CEO and each executive officer grade level as compared to the relevant external benchmarks.
11. Review periodically and ensure the Company's change of control, severance programs, executive benefits and perquisites are competitive and appropriate. The Committee shall approve any changes in such benefits for the CEO.
12. Review and provide advice on new compensation objectives, plans and related grade levels for executive officers when proposed by management.
13. Approve, when legally required, grants and/or authorizations of awards of restricted stock, stock options and other forms of equity-based compensation under the Company's equity compensation plans.
14. Evaluate and recommend to the full Board appropriate compensation for the Company's directors, including compensation and expense reimbursement policies for attendance at Board and committee meetings.
15. Lead the CEO succession planning process.
16. In collaboration with the CEO and the Chief Human Resources Officer ("CHRO"), review the development plans and status for the CEO's direct reports.
17. In collaboration with the CEO and the CHRO, review the succession planning candidates for the CEO's direct reports and their direct reports, with particular focus on high potential individuals and their development plans.
18. In collaboration with the CEO and the CHRO, review non-executive officer appointments to the CEO's direct reports.
19. Review and discuss annually with management the Compensation Discussion and Analysis

(“CD&A”) required by Item 402 of Regulation S-K and, based on such review and discussion, make a recommendation to the full Board as to whether the CD&A should be included in the Company’s proxy statement and annual report.

20. Prepare annually the required report of the Committee for inclusion in, or incorporation by reference into, the Company’s proxy statement and annual report in accordance with applicable SEC rules and regulations.
21. Review the Company’s determination of the extent, if any, to which the Company’s compensation policies and practices are reasonably likely to have a material adverse effect on the Company and determine if disclosure regarding the foregoing is necessary in the Company’s proxy statement.
22. Review and consider the results of any stockholder advisory votes on executive compensation and recommend to the Board any adjustments to the Company’s compensation policies and practices, including the frequency at which stockholder advisory votes on executive compensation should be held, that are necessary or appropriate in light of such votes.
23. Develop and implement any legally required policies with respect to the recovery or “clawback” of any excess compensation (including stock options) paid to any of the Company’s executive officers based on erroneous data or applicable criteria.
24. Review and reassess the adequacy of this Charter annually and recommend and propose changes to the Board for approval. The Committee shall also annually review its own performance.
25. Make reports to the Board on the Committee’s activities.
26. Carry out such other duties and responsibilities 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 the Company’s management and corporate staff and, when appropriate, may hire outside legal, accounting or other advisors or experts (a “Committee Advisor”) to assist the Committee with its work. The Committee shall be directly responsible for appointing, compensating and overseeing the work of any Committee Advisor retained by the Committee and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Committee Advisor. To the extent required by New York Stock Exchange (“NYSE”) rules, the Committee shall assess the independence of any Committee Advisor, taking into account the factors specified by applicable NYSE listing standards. The Committee shall have full, unrestricted access to Company records.

Composition of the Committee

The Committee shall consist of at least three directors, each of whom (i) meets the independence requirements of the NYSE, (ii) otherwise satisfies the applicable independence standards for compensation committee service imposed by the Securities Exchange Act of 1934, as amended (together with the rules and regulations promulgated thereunder, the “Exchange Act”), (iii) meets the requirements for a “Non-Employee Director” contained in Rule 16b-3 under the Exchange Act, and (iv) meets the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. 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 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.