

LANCE, INC.

Compensation Committee Charter

July 21, 2005

The Compensation Committee of the Board of Directors of Lance, Inc. (the Corporation) shall consist of no fewer than three members of the Board of Directors of the Corporation, each of whom is an independent director as provided in the Corporation's Governance Principles, is a "Non-Employee Director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934 and satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee and its Chairman shall be appointed by the Board of Directors at the Annual Meeting of the Board of Directors. The Chairman and each of the members shall serve until the next Annual Meeting of the Directors and until their successors are appointed and qualified. Members of the Committee and its Chairman may be removed by the Board of Directors at any time.

The Compensation Committee shall meet at least two times during each fiscal year of the Corporation and may act by written consent.

The duties and responsibilities of the Compensation Committee are as follows:

1. Provide overall guidance to officer compensation programs, including salaries and any other forms of compensation.
2. At least once during each fiscal year, review the officer compensation program, including salary, profit sharing, incentive compensation plans and such other features as appropriate.
3. Retain, in the discretion of the Committee, consultants to assist in the review and development of the officer compensation and stock award programs.
4. Make recommendations to the Board of Directors as to performance criteria for the Chief Executive Officer and, with the non-executive Chairman of the Board or the Lead Independent Director, evaluate the performance of the Chief Executive Officer and report to the Board of Directors on such evaluation.
5. Make recommendations to the Board of Directors and the independent directors as to the annual compensation of each officer (including the Chief Executive Officer) of the Corporation.
6. The general administration of the Corporation's Employee Stock Plans (the Plans).
7. The selection of the employees to whom options, stock appreciation rights (SAR's), restricted stock or other stock based compensation under the Plans shall be awarded and the determination of (a) the number of shares to be covered by each award, (b) whether and the extent to which SAR's shall be granted with respect to an award, (c) the consideration to the Corporation for the granting of awards and (d) the establishment of the option price and/or the term of the award at the time of the grant.

8. The modification, extension, replacement or renewal of outstanding options, SAR's and other stock awards, acceptance of the surrender of outstanding options, SAR's and other stock awards to the extent not theretofore exercised and the granting of new options, SAR's and other stock awards in substitution therefor.

9. The interpretation of the Plans and the establishment of regulations, provisions, procedures and conditions of options, SAR's and other stock awards and the grant thereof under the Plans.

10. Determination of whether payment upon the surrender of SAR's is in cash, Common Stock of the Corporation or a combination thereof and whether payment or part payment of the option price upon the exercise of an option will be accepted in Common Stock of the Corporation.

11. Make recommendations to the Board of Directors as to the compensation of members of the Board of Directors who are not officers of the Corporation or its subsidiaries.

12. Such other duties and responsibilities as may be directed from time to time by the Board of Directors.