

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is a standing committee of the Board of Directors. The Committee shall review and approve all forms of compensation, including performance-based incentive awards as well as salary, for the Company's Chief Executive Officer, the four other highest paid "executive officers" of the Company (as defined by rules adopted by the Securities and Exchange Commission (the "SEC") in connection with disclosures to be made in proxy statements), any member of the Management Committee who may not be in the group of highest paid "executive officers," and such other officers and employees of the Company as the Committee and the Management Committee, or the Board of Directors, shall determine (all such employees hereinafter referred to as "Company executives").

The Committee shall also review and approve all stock option, stock appreciation right, restricted stock, and any other equity-based plans and recommend all such plans to the Board of Directors for approval and submission to the Company's stockholders. In addition, the Committee shall have the exclusive authority to approve the grant of all options and rights with respect to shares of the Company's stock under such plans, and to administer such plans, not only for participants who may be "Company executives" (as defined above), but also for all other Company officers.

At least once each year, the Committee shall review and evaluate the amount and structure of the compensation and benefits paid to the non-employee members of the Board of Directors for their service as members of the Board and recommend changes to the Board for their approval as necessary.

The Committee shall prepare an annual report on executive compensation for inclusion in the Company's proxy statement as required by SEC rules and regulations.

Organization

The Committee shall be comprised of at least three members of the Company's Board of Directors, and each member of the Committee shall meet the "independence" requirements of the listing standards of the New York Stock Exchange, the requirements for an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The members of the Committee

shall be appointed by the Board of Directors and may be replaced by the Board of Directors.

At least annually, this Charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- A. *Compensation Policy*. The Committee shall establish and implement a compensation program for Company executives which is competitive with other compensation programs for similarly situated executives of food and other manufacturing companies of a size comparable to the Company and which provides an incentive to such executives to remain in the employ of the Company and to dedicate their efforts to the accomplishment of the Company's financial goals and strategic objectives. The compensation program should be comprised of performance-based incentive awards designed to support the Company's financial goals and strategic objectives and other compensation. The program shall be reviewed by the Committee at such times as the Committee may deem appropriate to determine whether it is competitive and supportive of the Company's goals and objectives.
- B. *Existing Compensation Program*. A significant portion of the total compensation program for Company executives is performance-based incentive compensation paid under the Company's management incentive bonus plan and its mid-term incentive plan, which have been approved by the Company's stockholders. Other forms of compensation include salary, deferred compensation, supplemental pension benefits, stock options which are granted pursuant to plans approved by the Company's stockholders, and other benefits provided pursuant to plans which are available to a majority of the Company's employees, including a defined benefit pension plan, a 401(k) retirement plan, and life, health, medical and disability income insurance plans. Other compensation consists of a limited number of perquisites which represent a very small portion of the total compensation program.
- C. *Salary Ranges/Targets for Performance-Based Incentive Awards*. The Committee shall determine the salary range, performance-based incentive programs, perquisites, and any special or supplemental benefits for each Company executive consistent with the competitive environment. In establishing targets for performance-based incentive

awards, the Committee shall consider, among other factors it may deem appropriate, the Company's financial goals and strategic objectives, its historic financial performance, relative shareholder value, the kinds and amounts of incentive awards granted to similarly situated executives at comparable companies, and awards granted to Company executives in previous years.

- D. Performance Evaluations. The Committee shall evaluate the individual performance of each Company executive annually and adjust the salary component of the compensation program on the basis of such evaluation. The performance-based incentive awards shall be paid to each Company executive based on the achievement of performance targets established by the Committee at the commencement of each performance period. The Committee Chair shall be responsible for advising the Company's Chief Executive Officer of the Committee's performance evaluations and the compensation approved for each Company executive.
- E. Compensation Plans. The Committee shall make recommendations to the Board of Directors with respect to the establishment and terms of such additional or successor compensation programs for Company executives, or with respect to such amendments to existing or future compensation programs as the Committee, in its discretion, deems desirable or necessary. For purposes of this Section, the term "compensation programs" shall include any of the kinds of compensation programs described in Section B. above, or any other performance-based incentive, or non-performance-based incentive compensation program which may be competitive and consistent with the Company's compensation policy as defined by this charter.
- F. Compensation for Non-Employee Directors. The Committee shall review and evaluate the compensation and benefits program for the non-employee members of the Board of Directors on an annual basis. The compensation program should be comprised of a combination of cash and equity-based compensation and should be competitive with other compensation programs for non-employee directors of publicly traded food and other manufacturing companies of a size comparable to the Company. Based on the results of such review and evaluation, the Committee shall make recommendations, as appropriate, for the approval of the Board.
- G. Access to Records, Consultants and Others. The Committee shall have the sole authority and responsibility to engage and terminate any outside consultant to assist in determining appropriate compensation levels for Company executives and to approve the terms of any such engagement and the fees of any such consultant. In discharging its responsibilities,

the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's chief human relations officer and chief legal officer, or any other person in the Company or outside the Company, meet with any members of, or consultants to, the Committee.

- H. Self-Evaluation. The Committee shall be responsible for evaluating its performance no less frequently than annually and for developing criteria for such evaluation.
- I. Management Succession Plan. The Committee shall be responsible for reviewing the Company's Management Succession Plan on an annual basis for the positions of Chief Executive Officer, other Company executives, and other key leadership positions and for overseeing the succession planning process.
- J. Delegation. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee and others who may not be members of the Committee.
- K. Other Duties. The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.
- L. Reporting to the Board. The Committee shall make regular reports to the Board of Directors.