

# **Compensation Committee Charter**

## **Tyson Foods, Inc.**

### Mission

As part of the governance and oversight process of Tyson Foods, Inc. (the "Company"), the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of the Company shall support the Board and work with management to ensure key executives are compensated in accordance with management philosophy, competitive practice and regulatory requirements. The Committee shall review, provide advice on and, where appropriate, approve compensation objectives, plans and levels.

### Principal Responsibilities

1. Periodically review and approve the Company's stated compensation strategy, corporate goals and objectives relevant to management compensation and total compensation policy to ensure it supports business objectives, creates shareholder value, is consistent with shareholder interests, attracts and retains key executive talent required, and links compensation with business 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. In consultation with the CEO, review and approve annual performance goals, year end performance relative to these goals and total compensation for key officers, including the CEO. The Committee will review and approve compensation disclosures and details in the Proxy Statement as required by the SEC or other regulators and will be responsible for producing an annual report on executive compensation for inclusion in the Company's Proxy Statement.
3. Approve and refer to the full Board (subject to any required shareholder approval) all new equity-based plans or incentive compensation plans or amendments to existing equity-based plans or incentive compensation plans.
4. Approve and refer to the full Board all new compensation plans or amendments to existing plans with material cost impact.
5. Approve and refer to the full Board all employee benefit or retirement plan changes with a material cost impact.
6. Review periodically the peer group used for competitive pay/performance benchmarking, analyzing the Company's total compensation vs. relevant external benchmarks.
7. Review periodically and assure the Company's change of control, severance, retirement, deferred compensation programs, senior management benefits and perquisites are competitive and appropriate. The Committee shall approve changes in such benefits for the CEO and COO.

8. Review and have sole authority to approve the retention (including the fees and terms of such retention) and/or termination of any compensation consultant to be used to assist in the evaluation of director, CEO or management compensation.
9. 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.
10. Carry out such other duties and responsibilities as may be assigned to the Committee by the Chairman of the Board.
11. In carrying out its responsibilities, the Committee will draw on the expertise of the management and corporate staff and, when appropriate, may hire outside legal, accounting or other advisors or experts to assist the Committee with its work, subject to budget approval by the Chairman of the Board.

#### Composition of the Committee

The Committee shall consist of at least three directors who are “independent” of management (as such term is defined in the New York Stock Exchange listing requirements) and free from any relationship that, in the opinion of the Board would interfere with the exercise of independent judgment as a Committee member. A quorum is three members. The Committee may form and delegate authority to subcommittees when appropriate.

#### Process

The Committee will normally meet four times per year, in conjunction with regular meetings of the Board, to carry out its responsibilities. Special meetings may be called by the Chairman of the Board and/or the Chairman of the Committee. Each meeting will have an “executive session” in which the Committee members meet without management present. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting and shall include recommendations approved by the Committee.