

Wm. Wrigley Jr. Company

Compensation Committee Charter

(Adopted as of January 25, 2005)

PURPOSE

To provide the stewardship over the Company's compensation and benefit programs, including responsibilities related to the compensation of executives, to ensure satisfaction of the Board's fiduciary responsibilities and consistency with the Company's Compensation Philosophy.

DUTIES AND RESPONSIBILITIES

1. Establish, implement, and continually monitor adherence with, a total compensation and benefits philosophy.
2. Assure that total compensation paid to the Company's executive officers is fair, reasonable and competitive.
3. Review and approve annually the corporate goals and objectives relative to the Chairman of the Board, if any and different, and the Chief Executive Officer's compensation and review annually the Chairman's, if any or different, and the Chief Executive Officer's performance in light of approved goals and objectives.
4. Set the Chairman of the Board's, if any, and the Chief Executive Officer's annual and long-term compensation based on the evaluation of performance relative to those goals and objectives.
5. Review and approve the Chairman of the Board's or the Chief Executive Officer's, as the case may be, compensation recommendations for the members of the Executive Leadership Team.
6. Review and approve, consistent with applicable law and regulation, the Committee's report to be included annually in the Company's proxy statement.
7. Review, approve and monitor the Company's Change-in-Control Severance Agreement program.

- 8. Retain, approve fees for and terminate advisors, consultants and agents (which can be recommended by management) as necessary to assist in the fulfillment of these duties and responsibilities.**
- 9. To the extent having retained any advisor, consultant or agent (“advisor”), have a clear understanding with the advisor, that the advisor is ultimately accountable to the Compensation Committee, as the shareholders’ representatives, and it is the Compensation Committee that has the ultimate authority in deciding to engage, evaluate, and if appropriate, terminate their services.**
- 10. Assess annually, in conjunction with the Corporate Governance Committee, its own performance, and, make the assessment available to the full Board of Directors.**
- 11. Monitor the Company’s management incentive and stock-based compensation plans, retirement and welfare plans, and discharge the duties imposed on this Committee by those plans. Recommend to the Board for its approval matters related to the approval of new or amended stock plans**
- 12. Delegate to the Chief Executive Officer, within appropriate limits, the authority to allocate grants and awards under the Company’s compensation plans to employees other than those subject to the rules and regulations of the Securities and Exchange Commission.**
- 13. Review, report and make recommendations periodically, but at least every third year, to the Board, on the adequacy and appropriateness of the compensation program for the Directors.**
- 14. Develop, then review and report annually to the Corporate Governance Committee and the Board the adequacy and appropriateness, of the Committee’s Charter.**
- 15. Evaluate and approve annually executive incentive compensation plans and payments to participants from such plans.**
- 16. Discharge, where required, the fiduciary duty for pension and welfare plans.**
- 17. Review annually the level of stock ownership of the Directors and Elected Officers of the Company.**

18. Perform other duties that the Board may assign to this Committee from time to time.

COMMITTEE OPERATIONS

1. This Committee shall consist of at least three Directors, all of whom must be independent, as defined by applicable law, regulation, the Corporate Governance Committee, or the Board of Directors.
2. This Committee will meet at least two times each year, and more as necessary, including the opportunity at each meeting to meet in executive session. This Committee shall meet in executive session at least once in each year.
3. Committee members shall be appointed and removed by the Board in its sole discretion.
4. After each Committee meeting, the Chairman will report the actions and activities of the Committee to the Board.
5. The Committee may delegate any of its responsibilities to a subcommittee of this Committee,
6. The Chairman of the Committee shall be responsible for preparing the agenda for each meeting.
7. The Committee shall keep, or delegate the keeping of, minutes of each meeting, which minutes shall be approved by the Committee at a subsequent meeting.