

FLOWERS FOODS, INC.

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purposes

The Nominating/Corporate Governance Committee of the Board of Directors (the "Board") of Flowers Foods, Inc. (the "Company") (a) receives identification of individuals qualified to become Board members (including, without limitation, potential director candidates brought to the attention of the Committee by the Board), (b) selects, or recommends that the Board select, the director nominees for the next annual meeting of shareholders, (c) develops and recommends corporate governance principles applicable to the Company and (d) oversees the evaluation of the board and management.

II. Composition

Size. The size of the Committee shall be determined by the Board, but it must always have at least three members.

Qualifications. Each Committee member will be “independent” under the rules of the New York Stock Exchange. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Selection. The Board selects Committee members and the Committee Chair. The Committee Chair and each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

III. Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. **Identify New Director Candidates.** The Committee shall receive identification of individuals believed to be qualified to become Board members (including, without limitation, potential director candidates brought to the attention of the Committee by the Board) and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with the factors in the Company’s corporate governance guidelines. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company’s by-laws or otherwise.
2. **Evaluate Incumbent Directors.** The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board as part of its selection process upon expiration of such director’s term. The Committee will use the same factors

established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.

3. Develop Corporate Governance Guidelines. The Committee shall develop and recommend to the Board corporate governance guidelines applicable to the Board and the Company's employees. The Committee shall review those guidelines and recommend changes as, in its business judgment, it deems appropriate.
4. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest. Consistent with New York Stock Exchange listing requirements and the Company's Code of Business Conduct and Ethics for Officers and Members of the Board of Directors, the Board will cause the Company to promptly disclose any waiver of the Company's conflict of interest policy for a director or executive officer.
5. Determination of Director Independence. The Committee shall annually review and evaluate the relevant facts, circumstances and relationships of all current and potential Directors and shall make a recommendation to the Board regarding the independence of each Director.
6. Review Director Compensation. The Committee will develop the Company's compensation policies for Board members. In accordance with the Company's corporate governance guidelines, the Committee will periodically review director compensation in relation to other comparable companies and in light of such other factors as the Committee may deem appropriate. The Committee shall discuss this review with the Board and the Board shall make adjustments, if any, to director compensation it deems necessary.
7. Oversee Evaluations of the Board and Management. The Committee shall oversee the evaluation of the Board and management in accordance with the Company's Corporate Governance Guidelines.
8. Board Reports. The Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate. This report shall include the Committee's assessment of the Board's performance and procedures.
9. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

IV. Meetings

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Board member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. The Committee shall conduct its business as provided in the Company's by-laws. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities

which the Committee may designate from time to time.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee.

V. Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

VI. Review of Charter

The Committee will conduct and review with the Board of Directors an evaluation of this Charter every three years and recommend any changes to the Board of Directors. The Committee may conduct this charter evaluation in such a manner as the Committee, in its business judgment, deems appropriate.

VII. Annual Performance Evaluation

At least annually, the Committee shall evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

VIII. Availability of Charter

Consistent with New York Stock Exchange listing requirements, this Charter will be included on the Company's website and will be made available upon request sent to the Company's Secretary and General Counsel. The Company's annual report to shareholders will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Secretary and General Counsel.

December 12, 2003