

**LANCE, INC.**

**Governance and Nominating Committee Charter**

**February 9, 2006**

The Governance and Nominating 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 (the Board), all of whom are independent directors as provided in the Corporation's Governance Principles.

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

The Committee shall meet at least one time during each fiscal year of the Corporation.

The duties and responsibilities of the Committee are as follows:

1. Assist the Board in insuring that the Board is appropriately constituted to meet its fiduciary obligations to the Corporation and its stockholders.
2. Review periodically and recommend appropriate changes to the Board regarding the Corporation's corporate governance principles, codes of conduct and ethics and other corporate governance documents.
3. Oversee and review the Corporation's processes for providing information to the Board, including assessing the reporting channels through which the Board receives information and the quality and timeliness of information received.
4. Recommend the members of each committee and the Chairman of each committee to the Board after consultation with the non-executive Chairman of the Board of Directors or the Lead Independent Director and with consideration of the desires of individual Board members.
5. Assess and review with the Board each year the appropriate qualifications for Board members based on the composition of the current Board and any other skills, experience or characteristics needed or desired, including any minimum qualifications that must be met by a director nominee or any specific qualities or skills that one or more of the Corporation's directors must possess.
6. Consider the mix of characteristics, experiences, diverse perspectives and skills that a candidate would bring to the Board in comparison to those of the continuing members of the Board.
7. Retain, in the discretion of the Committee, consultants to assess the skills of the candidates and the skills of the current members of the Board and search firms to assist in identifying candidates for election to the Board.

8. Identify, consider and recommend to the Board of Directors candidates to fill new or vacant positions on the Board, including the persons to be nominated by the Board for election as directors at the Annual Meeting of Stockholders.
9. Evaluate the notice and resignation of any director due to a significant change in job responsibilities and evaluate whether the director continues to meet the Board's membership criteria under the circumstances; the Committee is authorized to determine not to accept such resignation and report such action to the Board or to recommend that the Board accept such resignation.
10. Except for responsibilities delegated to the Audit Committee, monitor the Corporation's systems and procedures for compliance with laws, regulations and other legal requirements.
11. Review and recommend action to the Board concerning transactions or relationships involving a related party or a possible conflict of interest between the Corporation and either a director or a senior executive.
12. Develop, and recommend to the Board for approval, succession plans for the Chief Executive Officer and Directors.
13. Review periodically with the Chairman of the Board and Chief Executive Officer the succession plans for positions held by senior management and make recommendations to the Board with respect to those succession plans.
14. Review the adequacy of this Charter and the Charters of the other committees annually and recommend any changes to the Board for approval.
15. Provide an annual assessment to the Board of the performance of the Board and of each committee (other than this Committee) after the end of each fiscal year.
16. Propose and oversee training for the Board, including orientation for new members and a combination of general training for the entire Board and targeted training for selected committees and members.
17. Establish and periodically review policies for considering stockholder recommendations for nominees for election as a director and procedures to be followed by stockholders for submitting recommendations for nominees for election as a director.
18. Establish and periodically review the process for identifying and evaluating nominees for election as a director, including nominees recommended by stockholders.
19. Establish and periodically review policies regarding director attendance at annual meetings of stockholders.
20. Establish and periodically review procedures to be used by stockholders for communicating with the Board of Directors.
21. Consider other matters concerning corporate governance as directed by the Board or as initiated by the Committee Chairman.
22. Such other duties and responsibilities as may be directed from time to time by the Board.