

Sara Lee Corporation

Corporate Governance and Nominating Committee Charter

Committee Structure and Operations

The Sara Lee Corporation Corporate Governance and Nominating Committee (the “Committee”), formerly known as the Board Affairs and Corporate Governance Committee, shall consist solely of independent Directors who are not employees of Sara Lee, each of whom shall satisfy the independence requirements of the Sarbanes-Oxley Act of 2002 and the rules of the New York Stock Exchange. The Committee will be comprised of the current Board committee chairs who are independent, outside Directors, the Chairman of the Supervisory Board of Sara Lee/DE N.V., so long as he or she is an independent, outside Director, and a Presiding Director, who shall serve as chair of the Committee.

The Committee will typically meet at least two times each year and may use the services of outside experts and consultants, including search firms, to identify director candidates and to otherwise assist the Committee. The Committee shall have the sole authority to retain and terminate such experts and consultants and to approve their fees and other retention terms. The Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees of the Committee. The Secretary of Sara Lee will serve as the Secretary of the Committee, ensure that new Committee members receive an orientation and training as to matters dealt with by the Committee and provide administrative staff support to the Committee.

Committee Responsibilities

The Committee’s responsibilities are broadly defined to include:

- 1) assisting the Board in identifying qualified individuals to become Board members and determining the composition of the Board of Directors and its committees;
- 2) recommending changes in Director compensation to the Board;
- 3) oversight of matters relating to corporate governance, including Board policies, procedures and practices; and
- 4) oversight of the evaluation of the Board and its committees, as well as senior management of the company, including succession planning.

In accomplishing these objectives, the Committee will:

- a) establish and annually review criteria (including, among other things, considerations of diversity, age, specific business, financial and accounting expertise and accomplishments and international background) for Board membership;

- b) identify and investigate the backgrounds and qualifications of possible Director candidates;
- c) recommend Director nominees to the Board;
- d) recommend committee assignments to the Board;
- e) maintain a process for rotating Directors between Board committees consistent with the Rotation Guidelines, as may be amended from time to time by this Committee;
- f) determine whether revisions to Sara Lee's Corporate Governance Guidelines should be recommended to the Board;
- g) maintain and implement a process for reviewing on an annual basis the performance of the Board and each of its committees (including this Committee);
- h) consider questions of possible conflicts of interest of Board members and of senior management; and
- i) evaluate its own performance on an annual basis.

January 30, 2003