

Governance Committee Charter Tyson Foods, Inc.

Mission

As part of the governance and oversight process of Tyson Foods, Inc. (the “Company”), the Governance Committee (the “Committee”) has been appointed by the Company’s Board of Directors (the “Board”) to (1) review and approve certain transactions between the Company and officers, directors or affiliates of the Company, (2) review and recommend to the Board Corporate Governance Principles applicable to the Company and (3) review and recommend to the Board a Code of Conduct applicable to the Company.

Principal Responsibilities

1. Review and approve any transaction (a “Covered Transaction”) between the Company and any officer, director or affiliate of the Company that would be required under Securities and Exchange Commission rules and regulations to be disclosed in the Company’s annual proxy statement. The Committee’s review of each Covered Transaction shall include an analysis of whether the terms of the transaction are fair to the Company.
2. Review annually the terms and fairness of each Covered Transaction.
3. Periodically report the findings of the review of Covered Transactions to the full Board.
4. Develop and recommend to the Board for approval a set of Corporate Governance Principles for the Company.
5. Provide an ongoing review and assessment of the Corporate Governance Principles and recommend any proposed changes to the Board for approval.
6. Review and administer the Company’s Code of Conduct.
7. Provide an ongoing review and assessment of the Code of Conduct and recommend any proposed changes to the Board for approval.
8. Meet with the Company’s internal compliance officer and review and respond to any conduct or ethics issues raised by such officer.

9. Periodically review the adequacy of the Company's ethics compliance programs and the performance of the internal compliance officer and make recommendations for any changes with respect thereto.
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.

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 experts or advisors to assist the Committee with its work.

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 of Directors at its next regularly scheduled meeting and shall include recommendations approved by the Committee.