

Wm. Wrigley Jr. Company

Corporate Governance Committee Charter

(Adopted as of January 28, 2004)

PURPOSE

To ensure the Board and its Committees are at all times properly constituted and operating under a set of principles consistent with Company values, practice and applicable law and regulation. This Committee shall provide oversight on a broad range of issues related to the composition and operation of the Board of Directors and the Committees.

DUTIES AND RESPONSIBILITIES

1. Develop a set of qualifications/criteria for individuals who are or would be members of the Board. The current set, or Facets, is set forth as Exhibit A to this Charter.
2. Recommend to the Board director nominees for the next Annual Meeting of Stockholders.
3. Select qualified individuals to fill vacancies or additions to the Board and Board Committees, as necessary.
4. Develop, then review and report annually to the Board on, the adequacy and appropriateness of, a set of Principles of Corporate Governance for the Board.
5. Develop, then review and report annually to the Board on, the adequacy and appropriateness of the Committee's charter.
6. Review and recommend annually the Committees for the Board, their membership and Chairman.
7. Monitor, consider and make at least an annual report to the Board on developments in corporate governance and the adequacy of the Company's governance system.
8. Ensure that all new Directors receive appropriate orientation and that continuing Directors receive appropriate business information.
9. Recommend removal of a Director or member of any Board Committee where appropriate.

10. Facilitate an annual self-assessment of the performance of the Board and each Committee; report to the Board the results of the assessment and recommend, as a result of the assessment, whether to re-nominate any Director or make any other changes to the Company's governance system.
11. Review and approve, prior to acceptance, the Chairman of the Board of Directors', if any, and the Chief Executive Officer's service on the Board of any other public company.
12. Determine whether or not any incumbent Director, or any nominee, is "independent" and report that determination to the Board.
13. Review at least annually the Company's overall corporate compliance program, which will include, among other things, the Company's Code of Business Conduct, and the Corporate Compliance Guide.
14. Review annually the Company's Director and Officer's liability insurance program.
15. Retain, pay and terminate advisors, consultants and agents (which can be recommended by management) engaged by the Committee to assist in the fulfillment of the Committee's duties and responsibilities.
16. Perform other duties that the Board may from time to time assign to this Committee.

COMMITTEE OPERATIONS

1. This Committee shall consist of at least three (3) members, 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 (2) times each year, and more as necessary, including the opportunity to meet in executive session at each meeting. The Committee shall meet at least one (1) time during the year in executive session.**
- 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 this Committee to the Board of Directors.**
- 5. This Committee may delegate any of its responsibilities to other committees of the Board or to subcommittees, as the Committee deems necessary or appropriate.**
- 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.**

Exhibit A

Wm. WRIGLEY Jr. Company

BOARD OF DIRECTOR “FACETS”

It is expected that each Director will contribute to the Company's long-term success, provide positive and equitable representation of stakeholder interests, be responsible when representing the Company publicly and advise and guide management as they execute the Company's strategy.

Each Director will have the highest personal and professional ethics, integrity and values; will consistently exercise sound and objective business judgment; and will have a comfort with diversity in its broadest sense. Each Director will be available to devote appropriate time to know the Company and participate in Board and Committee activities.

The Board as a whole should possess as many Facets as possible. The Board should inventory their Facets and use that inventory as a template when reviewing any potential candidate for the Board.

The “Facets” are:

- ✓ Significant senior management experience or potential with evidence of leadership and strong operations successes in a variety of disciplines, including manufacturing, marketing, sales and international operations. Consumer products experience will be a plus.
- ✓ A perspective that evidences resourcefulness, innovation, urgency, creativity, communications and a willingness to foster change.
- ✓ Understanding and vision with regard to present and future technology, its trends, and its potential current and long-term impact on global business.
- ✓ A long-term strategic perspective and global understanding.
- ✓ Sincere belief in the power and importance of people.
- ✓ Understanding the influence of and the need to balance a more than 100 year-old corporate heritage with necessary change in a forward-looking perspective.
- ✓ Appreciating and understanding strong and sincere family interests as the underpinnings of a unique and successful corporate organization.
- ✓ A willingness to be committed in a meaningful, participative and concerned way in the activities of the Board, the Company and management.
- ✓ Ability to advance debate on any topics, challenge positions without being disruptive and think proactively.