

LANCASTER COLONY CORPORATION

AMENDED CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. Structure of Committee

This Charter governs the structure and operation of the Nominating and Governance Committee (the “Committee”). The Committee’s role, as more specifically described below, is to identify and evaluate persons qualified for presentation as Director nominees, to present to the Board of Directors (the “Board”) qualified slates of nominees for election to the Board by the Company’s shareholders, to recommend candidates to fill vacancies occurring between annual shareholder meetings, to develop and periodically review the Company’s Corporate Governance Principles, to recommend changes to the Corporate Governance Principles to the Board, to monitor compliance with the Corporate Governance Principles, and to carry out all obligations imposed upon a nominating and governance committee pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and of The Nasdaq Stock Market, Inc. (“Nasdaq”) as the same may be applicable from time to time.

The Committee shall be comprised of at least three Directors each of whom meets the definition of independence as set forth in applicable rules of the SEC and Nasdaq. The Members and the Committee Chairperson shall be appointed by the Board. Each Member shall serve for a term expiring at the next annual meeting of Directors and may be removed by the Board at any time.

II. Meetings

The Committee shall meet as often as deemed necessary by its Chairperson or by any two of its Members. Electronic participation in meetings is acceptable if effected in compliance with the Company’s Code of Regulations. The Committee shall have authority, in its areas of responsibility, to retain at Company expense independent advisors and to approve and require payment of fees charged by such advisors. In the performance of its duties, the Committee and its Members shall have unrestricted access to management.

The Committee shall cause appropriate minutes to be prepared and preserved with respect to its proceedings and shall report its actions to the next following meeting of the Board.

III. Duties and Responsibilities

In discharging its duties, the Committee shall perform the following activities as well as such additional activities as it deems appropriate in light of then applicable rules and regulations of the SEC and Nasdaq:

A. To identify and review, in consultation with the Company's Chief Executive Officer, candidates for the Board of Directors and to recommend to the Board candidates for election to the Board. Such recommendation shall disclose the source from which the recommendation of such candidate came.

B. To evaluate and measure those skills and accomplishments which should be possessed by a prospective member of the Board given the then membership of the Board, including such factors as the ethical values, personal integrity and business reputation of the candidate, his or her financial acumen, reputation for effective exercise of sound business judgment, strategic planning capability, indicated interest in providing attention to the duties of a member of the Board, contribution of a diverse frame of reference, personal skills in marketing, manufacturing processes, technology or in other areas where such person's talents may contribute to the effective performance by the Board of its responsibilities.

C. To review the Committee Charter from time to time for adequacy in light of current conditions and to recommend any appropriate changes to the Board, including, without limitation, those changes which may be required by the SEC with respect to the process of receipt and review of recommendations from shareholders regarding possible Board candidates.

D. To consider and review the qualifications of those Director candidates recommended by shareholders in a fair and unbiased manner and by application of the same tests and standards which are considered in connection with candidates independently identified by the Committee or otherwise brought to its attention including, without limitation, those factors described in III. B., above. Recommendations from

shareholders regarding candidates must be delivered to the Company's Corporate Counsel no later than June 30 of the year in which such shareholder proposes that the recommended candidate stand for election. Such recommendations must be in writing and must include a resume of the prior relevant activities of the proposed candidate and the views of the recommending shareholder regarding his or her qualifications. Such recommendations must be accompanied by a written statement from the proposed candidate agreeing to be identified in the proxy statement as a nominee and, if elected, to serve as a Director.

E. To report to the Board regarding the number and identity of Directors who were present and who were absent at the most recent annual shareholders meeting and to encourage attendance by Board Members at all shareholder annual meetings.

F. To develop and, following approval thereof by the Board, to implement a process for the receipt of communications from shareholders to Directors.

G. To develop and recommend to the Board for approval a set of Corporate Governance Principles applicable to the Company. The Committee shall review the Corporate Governance Principles on an annual basis, or more frequently if appropriate, and recommend changes in the Corporate Governance Principles to the Board as necessary.

H. Monitor compliance with the Corporate Governance Principles.

I. To develop and recommend to the Board for its approval a periodic self-evaluation process of the Board and its committees. The Committee shall oversee the self-evaluation process.

J. Periodically review the Board's committee structure and recommend any changes to the Board.

Adopted: May 26, 2004

Last Amended: August 24, 2005