

**RUDDICK CORPORATION**  
**CORPORATE GOVERNANCE & NOMINATING COMMITTEE**

**(As Amended on November 20, 2003)**

This Committee of the Board of Directors was established on February 5, 1998. The Committee was renamed and its charter revised on February 15, 2001.

- I. Purpose. The Corporate Governance & Nominating Committee (the "Committee") is appointed by the Board to assist the Board by: (1) identifying individuals qualified to become Board members, consistent with the criteria approved by the Board, and to recommend to the Board (a) the director nominees for each annual meeting of shareholders, and (b) individuals to fill vacancies on the Board; (2) developing and recommending to the Board a set of corporate governance principles applicable to the Company; (3) assisting the Board in its review of the Board's performance; and (4) reviewing and recommending to the Board changes to the responsibilities and composition of each of the Board committees.
- II. Membership. The members of the Committee shall consist of not less than three nor more than five Board members. The members of the Committee shall be independent as that term is defined from time to time by the listing standards of the New York Stock Exchange. The Board shall appoint the members of the Committee and designate its Chair. Members of the Committee shall serve at the pleasure of the Board or until successors are appointed.
- III. Duties and Responsibilities.
  1. The Committee shall be responsible for proposing the number of Directors to be set by the shareholders from time to time within the range established by the Bylaws and for proposing a slate of nominees to be presented to the shareholders for election at each Annual Meeting of Shareholders. In addition, the Committee may propose to the Board of Directors nominees to fill any vacancies on the Board of Directors that may exist or arise between Annual Meetings of Shareholders. The Committee also shall receive and consider any nominations to the Board of Directors made by shareholders pursuant to Article III, Section 12 of the Company's Bylaws.

Prior to making any such recommendation to the Board of Directors, the Committee shall review the background and qualifications of each nominee to determine such nominee's experience, competence and character and shall assess such nominee's potential contributions to the Board of Directors, taking into account the then existing composition of the Board of Directors and such other matters as the Committee deems appropriate.

2. The Committee shall monitor and evaluate the performance of Directors on a continuing basis individually and collectively; recommend to the Board removal

of a Director where appropriate, for cause, subject to a vote of shareholders in accordance with the Company's Bylaws; recommend to the Board actions with respect to implementing the resignation, retention, and retirement policies of the Board; review on a continuing basis the functioning of the Board and the fulfillment of its legal duties; and make recommendations regarding such matters to the full Board.

3. The Committee shall review and make recommendations to the full Board regarding changes in the number, chairperson, composition or responsibilities of each of the Board Committees. The Committee shall review Committee Charters to ensure that all responsibilities are described and that there is no duplication. The Committee shall also recommend new or revised Committee Charters to the full Board for formal approval as appropriate.
  4. The Committee shall periodically review the Company's corporate governance principles and recommend any proposed changes to the Board for approval.
  5. The Chair of the Committee, along with the Compensation and Special Stock Option Committee, will annually evaluate the President and Chief Executive Officer, and the Chair will report to the Committee regarding this evaluation. The Committee, in consultation with the President, will annually review and present nominations for officers of the Corporation to the Board.
  6. The Committee shall review and assess annually the Committee's performance of its duties specified in this Charter and the adequacy of this Charter, and recommend any proposed changes to the Board.
- IV. Outside Advisors. Any search firm used to identify director candidates will be selected, directed and, if appropriate, terminated by the Committee.
- V. Meetings. The Committee shall meet as it deems necessary or appropriate in its judgment, and as required by law or applicable regulations, either in person or telephonically. The Committee shall keep minutes of its proceedings and make regular reports to the Board with respect to its activities.