

SMITHFIELD FOODS, INC.

Nominating and Governance Committee Charter

The Nominating and Governance Committee's primary purposes are (i) to identify individuals qualified to become Directors and to recommend to the Board of Directors the selection of the Director nominees for the next annual meeting of shareholders; (ii) to recommend to the Board of Directors the individual Directors to serve on the Committees of the Board of Directors, and (iii) to recommend to the Board of Directors a set of corporate governance guidelines for the Corporation.

The Committee shall be composed of no fewer than three directors. The composition of the Committee shall satisfy the independence requirements of the New York Stock Exchange (the "Exchange") within the time requirements established by the Exchange, all as determined by the Board of Directors.

The Committee shall:

- Review periodically the composition of the Board of Directors, taking into account the Governance Guidelines
- Identify and recommend candidates for the Board of Directors, including developing criteria, reviewing candidate qualifications, conducting interviews and actively recruiting desired candidates
- Recommend to the Board of Directors nominees for election as Directors
- Recommend to the Board of Directors the composition of the Committees of the Board of Directors
- Make recommendations to the Board of Directors regarding tenure and classifications of Directors
- Review periodically the Corporation's Governance Guidelines and recommend to the Board of Directors governance issues that should be considered by the Board
- Review periodically the Corporation's Code of Conduct
- Evaluate periodically the adequacy of the Corporation's conflict of interest policies
- Obtain confirmation from management that the policies included in the Code of Conduct are understood and implemented
- Consider other corporate governance and related issues
- Consider with Management public policy issues that may affect the Corporation

- Review periodically the Corporation's Committee structure and operations and the working relationship between each Committee and the Board of Directors
- Consider, discuss and recommend ways to improve the effectiveness of the Board of Directors
- Perform such other functions as may be requested by the Board of Directors

The Committee after consultation with the CEO shall have sole authority to retain and terminate any search firm to be used to identify Director candidates, with sole authority to agree to fees and other terms of engagement.

The Chairman of the Committee shall discuss the Committee's performance with each Committee member, following which discussions the Chairman shall lead the Committee in an annual review of its performance. The annual evaluation shall include a review of the Committee's charter.

The Committee shall cause to be provided to the Exchange appropriate written confirmation of any of the foregoing matters as the Exchange may from time to time require.