

LANCASTER COLONY CORPORATION

CORPORATE GOVERNANCE PRINCIPLES

Lancaster Colony's Board of Directors believes that good corporate governance principles and practices provide a sound framework to assist the Board in fulfilling its responsibilities to shareholders. The Board recognizes the interests of the Company's shareholders, employees, customers, suppliers, consumers, creditors and the communities in which the Company operates, who are all essential to the Company's success. Accordingly, the Board has adopted these principles relating to its role, composition, structure and functions. The Board periodically reviews these principles and other aspects of its corporate governance framework, including Board committee charters.

ROLE AND FUNCTIONS OF THE BOARD

Role of Board and Management

Lancaster Colony's business is conducted by its employees, managers and officers, under the direction of the chief executive officer (CEO) and the oversight of the Board, to enhance the long-term value of the Company for its shareholders. The Board of Directors is elected by the shareholders to oversee management and to ensure that the long-term interests of the shareholders are being served. Directors must fulfill duties of care and loyalty and act with integrity as they actively pursue Board matters and carry out their responsibilities. Lancaster Colony's management must fulfill duties of care and loyalty and act with integrity as they actively pursue management matters and carry out their management roles.

Board Functions

As part of its oversight function, the Board approves the long-term strategy and vision for the Company, regularly meets and reviews and discusses reports by management on the performance of the Company, its strategic plans, vision, goals, financial objectives and prospects, as well as significant issues and risks facing the Company. The Board also selects, monitors and evaluates the performance of, and determines compensation and succession planning for, the CEO. The Board approves directives, policies and procedures developed and recommended by the CEO to optimize the growth and profitability of the Company, the Company's compliance with laws and regulations, and the long-term value of shareholders' equity. The Board also oversees that processes are in place for maintaining the integrity of the Company's relationships with stakeholders, including shareholders, employees, customers, suppliers, consumers, creditors and the communities in which it operates.

The Board oversees the Company's ethics and compliance with laws and regulations.

Except where Board committees have sole authority to act as required by applicable law or rules of the Nasdaq Stock Market ("Nasdaq"), and except to the extent of the delegations of authority by the Board to the Board Committees, it is the general policy of the Company that major decisions and issues be considered by the Board as a whole.

SELECTION AND COMPOSITION OF THE BOARD

Board Membership Qualifications

Directors should possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of shareholders. They must have an inquisitive and objective perspective, mature judgment and demonstrated leadership in large companies or government, finance or accounting, higher education or other fields, or otherwise have a demonstrated ability to provide leadership through relevant expertise, industry knowledge, or marketing acumen. Directors must be able to devote sufficient time to effectively fulfill their responsibilities and duties and must be willing to limit their other activities to ensure this ability. Nominees should also represent all shareholders rather than special interest groups or any group of shareholders.

Selection and Nomination of Board Nominees

The Board members are elected by the shareholders at the annual meeting of shareholders on a staggered basis to serve three-year terms.

The Board has the responsibility for nominating director candidates to shareholders and filling vacancies. The Nominating and Governance Committee is responsible for recommending candidates to the Board, as well as for recommending for approval by the Board any changes to the selection criteria for nominees for election to the Board.

Nominees should be selected on the basis of the qualifications set forth above and in the Charter of the Nominating and Governance Committee. In determining whether to recommend a director for re-election, the Nominating and Governance Committee also considers the director's past attendance at meetings, and participation in and contribution to the activities of the Board.

Size of the Board

The Board believes that the appropriate size of the Board should be in the range of 8 - 12 directors. The Board periodically reviews the appropriate size of the Board.

Board Leadership

The Board is led by the Chairman of the Board, who has specific duties and responsibilities concerning Board meetings and providing information to the Board.

The CEO and other corporate executive officers are selected by the Board. The Board periodically determines whether or not the role of Chairman and CEO should be separate or combined based on the Company's circumstances at that point in time. Presently, the Board believes that the positions of Chairman and CEO should be held by the same person, as this combination has served and is serving the Company well by providing unified leadership and direction. So long as the positions of Chairman and CEO are held by the same person, the Company will have a Lead Independent Director, who will be appointed by and from the

independent Directors from time to time as the independent Directors deem appropriate. The Lead Independent Director shall: (i) work closely with the Chairman with regard to approving the information presented to the Board and setting and approving meeting agendas and meeting schedules; (ii) chair meetings of the Board in the absence of the Chairman; (iii) oversee meetings of the independent Directors, including executive sessions of the non-employee Directors; (iv) serve as the principal liaison between the independent Directors and the Chairman; (v) take a leading role in the Board evaluation process; and (vi) have the authority to call meetings of the independent Directors from time to time.

Independence

A substantial majority of the directors are and will continue to be independent directors who meet Nasdaq's definition of independence and whom the Board determines to be independent. The Board as a whole, upon recommendation of the Nominating and Governance Committee and by resolution, affirmatively determines the independence of any director.

Ethics and Conflicts of Interest

The Board expects its directors, as well as the Company's officers and employees, to act ethically at all times, to comply individually with and oversee the Company's compliance with all laws and regulations applicable to the conduct of the Company's business, and to acknowledge their adherence to the policies comprising Lancaster Colony's Code of Business Ethics. The Board will resolve any conflict of interest question involving a director, the CEO or an executive officer, and the CEO or Corporate Counsel, as appropriate, will resolve any conflict of interest issue involving any other employee of the Company.

Retirement and Resignation

No director may stand for re-election after attaining age 75, unless this requirement is waived by the Board for a valid reason.

Should an independent director's principal occupation or business association change substantially during his or her tenure as a director, that director shall notify the Nominating and Governance Committee of such change. The Nominating and Governance Committee will recommend to the Board the action, if any, to be taken with respect to the director. Any director who is a full-time employee of the Company shall offer to resign from the Board at the time of his or her retirement, resignation or removal from full-time employment.

Term Limits

The Board does not believe that it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they could cause the Company to lose the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Governance Committee periodically reviews director contributions to the Board.

BOARD COMMITTEES

Number and Responsibilities of Committees

The Board has determined that it will constitute only those committees that it believes are critical to the efficient operation of the Board or are required by applicable law or a listing standard. The current three committees of the Board are (i) Audit, (ii) Compensation, and (iii) Nominating and Governance. The membership of the Audit, Compensation, and Nominating and Governance committees consist entirely of independent directors, as defined by Nasdaq and determined in accordance with the Board's review. The Board may form new committees and, when permitted under applicable law or Nasdaq rules, disband an existing committee and delegate additional responsibilities to a committee. The Nominating and Governance Committee shall periodically review the Board's committee structure and recommend any changes to the Board. The responsibilities of the committees are set forth in written charters, which are reviewed periodically.

Assignment and Removal of Committee Members

Committee members are appointed to committees by the Board of Directors, upon recommendation of the Nominating and Governance Committee. Committee assignments are based on the Board member's independence, business and professional experience, qualifications and public service as well as any requirements set forth in the respective committee charter and any Nasdaq rule and other regulatory requirements. The need for continuity, subject matter expertise, tenure and the preferences of the individual Board members will also be considered. Committee members will serve until their resignation, retirement or removal by the Board, or until a successor is appointed. A committee member may be removed by majority vote of the independent directors of the full Board of Directors.

Committee Meetings

The chair of each committee, in consultation with committee members and in compliance with Nasdaq rules and other regulatory requirements, determines the frequency of committee meetings and develops, with the assistance of management, meeting agendas. Each committee reports to the full Board on matters addressed by the committees in their meetings.

Committee Chairs

The chair of each committee will be appointed by the Board upon the review and recommendation by the Nominating and Governance Committee.

BOARD OPERATIONS

Board Meetings

Regularly scheduled meetings of the Board are held at least four times per year. The Board may hold additional meetings, including by teleconference or other electronic means, as needed to

discharge its responsibilities. The chair, together with the Lead Independent Director, if any, establishes the agenda for each Board meeting after considering input from Board members for agenda items. Directors are generally expected to attend regularly scheduled meetings and to have, prior to the meeting, reviewed all meeting materials distributed to them in advance.

Executive Sessions

The non-employee directors of the Board meet in executive session at each Board meeting, without any management directors and any other members of management present. The Lead Independent Director will chair the executive sessions for non-employee directors, or, if no Lead Independent Director has been appointed, then the responsibility for chairing executive sessions for non-employee directors will rotate among the non-employee directors.

Board Materials

Information and data that is important to the business to be considered at a Board or committee meeting is distributed in advance of the meeting, to the extent possible. Sensitive subject matters may be discussed at the meeting without written materials being distributed in advance.

Board Assessment

The Board periodically assesses the effectiveness of the Board and its committees. This assessment is based, in part, on the Nominating and Governance Committee's evaluation of the Board and the committees and each director's evaluation of the Board and the committees of the Board.

Management Evaluation, Succession and Compensation

The Board has delegated the responsibility of performing an annual review of the performance of the CEO to the Compensation Committee of the Board. The Compensation Committee annually reviews and approves corporate goals and objectives relevant to the Company's CEO's compensation and evaluates the CEO's performance in light of such goals and objectives in setting the CEO's salary, bonus and other incentive and equity compensation. The CEO periodically reviews management succession planning and development with the Board. If the Company has a Lead Independent Director who is not a member of the Compensation Committee, the Compensation Committee may consult with the Lead Independent Director regarding the CEO's compensation and evaluation to the extent it deems appropriate.

Board Compensation

The Compensation Committee is responsible for recommending any changes in Board compensation. In discharging this duty, the Compensation Committee is guided by the following considerations: compensation should fairly pay directors for work required for a company of Lancaster Colony's size and scope; compensation should align directors' interests with the long-term interests of shareholders; and the structure of compensation should be simple and transparent to understand.

Board Access to Management and Independent Advisors

Members of the Board have free access to the management of the Company. The Board as a whole, its independent members, and each of its committees have the authority to retain such independent advisors as they determine appropriate to assist in the performance of their functions.

Lancaster Colony Corporation Share Ownership Guidelines

The Board of Directors of Lancaster Colony Corporation (the “Company”) believes that, in order to further align the interests of the Company’s directors, senior executive officers and the Company’s shareholders, the Company’s independent directors, Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), President of the Specialty Foods Segment (“PSF”) and each other Named Executive Officer (“NEO”) listed in the Company’s Proxy Statement should have significant financial ownership of the Company’s common shares.

In furtherance of this policy, the Board of Directors adopts the following guidelines:

- Each independent director should own common shares of the Company with a value equal to at least three times the annual cash retainer for independent directors;
- The CEO should own common shares of the Company with a value equal to at least six times the CEO’s annual base salary;
- The CFO and the PSF should each own common shares of the Company with a value equal to at least two times their respective annual base salary; and
- each NEO should own common shares of the Company with a value equal to at least one times the NEO’s annual base salary¹.

Each independent director and executive to whom this policy applies shall have until the later of five years from the date of adoption of this policy or five years from the date such director or executive became subject to this policy to achieve the applicable guideline level of ownership.

If an executive has not achieved the applicable guideline level of share ownership within the permitted timeframe, or if any executive fails to meet the guidelines at any time thereafter, then any annual incentive award to be paid to the executive shall be paid in Company shares rather than cash until the executive meets the applicable guidelines. In such an event, the executive must continue to retain the net shares received from any incentive award at least until such time as the executive meets the applicable guideline level. “Net shares” are those shares that remain after shares are sold or withheld, as the case may be, to pay any applicable exercise price for the award and satisfy any tax obligations arising in connection with the exercise, vesting or payment of the award.

¹ Shares owned by a spouse count toward achieving the applicable level of ownership. Shares held in a trust established by a director or executive (and/or his or her spouse) count toward achieving the applicable level of ownership if the trust is revocable by the director or executive (and/or his or her spouse) or is for the benefit of the director or executive, or his or her spouse or family members. Restricted shares count toward an executive or director achieving the applicable level of ownership, but other equity awards (including stock appreciation rights) do not.

The Nominating and Governance Committee will evaluate whether exceptions should be made in the case of any executive who, due to his or her unique financial circumstances or other special circumstances, would incur a hardship by complying with this policy. The General Counsel of the Company is hereby appointed to oversee the day-to-day administration of this policy, including the establishment of any further rules of compliance or procedures necessary to carry out the intent of this policy.

Approval of Goals and Strategic and Financial Objectives

The overall strategy of the Company is reviewed periodically at Board meetings.

Orientation and Education

The Company provides orientation for new directors on the Company's corporate structure and organization, business units, significant accounting and risk-management issues, governance policies and Code of Business Ethics. Board meetings are held on occasion in locations where there are key Company operations. Directors have the opportunity to visit other Company business sites.

Shareholder Proposals and Concerns

The response to any shareholder proposals will be the responsibility of management of the Company with oversight by the Board committee with responsibility for the issue raised by the shareholder. The Board will be apprised of shareholder proposals and the Company's response to them.

Shareholders may express concerns to the outside directors via the Corporate Secretary of Lancaster Colony Corporation at 37 W. Broad Street, Columbus, Ohio 43215.

Amendments

The Board may amend these Corporate Governance Principles, or grant waivers in exceptional circumstances, provided that any such modification or waiver may not be a violation of any applicable law, rule or regulation.

Disclosure and Review of Corporate Governance Principles

These Corporate Governance Principles are available on Lancaster Colony's web site. The Nominating and Governance Committee will review these Corporate Governance Principles at least annually, and will report the results of this review to the full Board.

Amended and Restated: October 5, 2012