

**THE HILLSHIRE BRANDS COMPANY
CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors of Hillshire Brands Company (the “Board”) is committed to sound principles of corporate governance and believes that they are important to gaining and retaining the trust of investors, employees, customers and suppliers. Accordingly, the Board has developed and approved these corporate governance guidelines for the Board and its committees to follow in performing their duties. The Board, each committee of the Board and each individual Director are expected to comply with the guidelines set forth herein.

I. DIRECTOR QUALIFICATIONS AND SELECTION

1. Board Membership Criteria

The Corporate Governance, Nominating and Policy Committee shall be responsible for evaluating potential candidates for nomination to the Board. The Board shall consider individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to the Board. The Board’s assessment of candidates shall include, but should not be limited to:

- (i) personal and professional ethics and integrity, including a candidate’s reputation for integrity in the business community;
- (ii) diversity among the existing Board members, including racial and ethnic background and gender;
- (iii) specific business experience and competence, including an assessment of whether the candidate has experience in, and possesses an understanding of, business issues applicable to the success of a large publicly-traded company and whether the candidate has served in policy-making roles in business, government, education or other areas that are relevant to the Company’s global activities;
- (iv) financial acumen, including whether the candidate, through education or experience, has an understanding of financial matters and the preparation and analysis of financial statements;
- (v) professional and personal accomplishments, including involvement in civic and charitable activities;
- (vi) educational background; and
- (vii) whether the candidate has expressed a willingness to devote sufficient time to carrying out his or her duties and responsibilities effectively and is committed to service on the Board.

2. Selection of New Director Candidates

The Corporate Governance, Nominating and Policy Committee shall be responsible for screening Director candidates. Upon the recommendation of the Corporate Governance, Nominating and Policy Committee, the full Board shall approve the nomination, or the election, of a new Director.

II. DIRECTOR RESPONSIBILITIES

The primary responsibility of a Hillshire Brands Director shall be to exercise his or her business judgment to act in a manner that he or she believes to be in the best interest of Hillshire Brands and its stockholders. In discharging his or her duty of care to Hillshire Brands, a Director shall be expected to perform certain regular tasks, including (along with other responsibilities set forth in these Guidelines) the following:

1. Role of the Board and Management

The primary responsibility of the Board is to enhance the long-term value of the Company. In carrying out its responsibility, the Board establishes broad corporate policies, sets strategic direction, monitors financial and business performance and oversees the performance of Hillshire Brands' Chief Executive Officer ("CEO") and senior management. The Company's employees and senior management, under the direction of the CEO, are responsible for the day-to-day conduct of the Company's business.

2. Chairman of the Board.

The Board is responsible for appointing the Chairman of the Board, who shall be a Director and who may or may not be an employee of the Company. If the Chairman of the Board is an employee of the Company, he or she shall have the title "Executive Chairman."

3. Review of Orientation Information

Each Director, upon election to the Board, will participate in Hillshire Brands' orientation program for new Directors.

4. Meeting Attendance

Meetings of the Board shall be held a minimum of six times a year. Except in extenuating circumstances, each Director will be expected to attend all meetings of the Board and of committees to which he or she is appointed, and all annual meetings of stockholders. Directors should carefully review Board and committee meeting agendas and related materials in advance of meetings to enable them to participate in an informed manner.

5. Review of Financial and Other Information

Each Director will be sent certain financial and other information on a regular basis, including quarterly and annual reports, proxy statements and press releases. Each Director should review this information carefully, note any questions and ask them at the appropriate Board or committee meeting. A Director should not hesitate to ask questions, to request additional information (including from management and from Hillshire Brands' auditors) and, in particular, to ask for the facts and any assumptions underlying conclusions and opinions presented to the Board.

6. Business Practices

The Board shall seek to foster a culture of honesty and accountability at Hillshire Brands and, to that end, each Director should become familiar with Hillshire Brands' Business Practices program. The Board should periodically evaluate the Business Practices program as well as employee compliance with such program. Each Director is expected to comply with Hillshire Brands' Business Standards in connection with his or her activities on behalf of Hillshire Brands.

7. Operating Plans

The Board will review and approve Hillshire Brands' annual operating plan and will review Hillshire Brands' performance relative to that plan on a regular basis. The Board will also review long-term strategic planning annually.

8. Objections to Proposed Actions

If a Director feels, after considering all of the pros and cons and asking questions, that a particular matter presented to the Board or a committee is not in the best interests of Hillshire Brands, he or she should speak and vote against the matter. In this regard, Maryland General Corporation Law provides that unless a Director who is present at a meeting announces a dissent at a meeting, and the dissent is entered in the minutes or filed by the Director within 24 hours after the meeting, he or she is presumed to have assented to the action. Accordingly, if a Director does not agree with an action proposed to the Board or a committee, it is important that he or she voice a dissent and see that it is recorded.

9. Continuing Education

A Director should keep informed not only about Hillshire Brands and its activities, but also about the industry conditions affecting consumer branded goods companies generally as well as the principal businesses in which Hillshire Brands is involved. Each Director is encouraged to participate in continuing education programs pertinent to service on the Board. To facilitate this participation, Hillshire Brands will endeavor to make the Directors aware of accredited director education programs and will pay the expenses of any Director attending an accredited director education program.

10. Director Ability to Retain Independent Advisors

The Board and any of its committees at any time may retain and terminate independent advisors, including lawyers, accountants and financial experts, in order to assist any such entity in carrying out its duties. Hillshire Brands shall pay the reasonable expenses of any such advisors.

11. Confidentiality and Non-Disclosure

Directors are required to maintain the confidentiality of all information regarding Board proceedings and deliberations, and all information regarding Hillshire Brands and its officers, Directors and affiliates that the Director learns in his or her capacity as a Director of Hillshire Brands. Directors may not use confidential information for their own personal benefit or for the benefit of persons or entities outside Hillshire Brands, or in violation of any law or regulation, including insider trading laws and regulations. Each Director also is expected

to respect the role of the Chief Executive Officer as the chief spokesperson for the Company, and should not engage in discussions regarding Hillshire Brands with third parties, including journalists, investors, analysts or investment advisors, particularly when confidential or market-sensitive information is involved. In the event it is deemed advantageous for a Director to communicate to journalists, investors, analysts, investment advisors or other third parties on behalf of the Board or Hillshire Brands, then the Chairman of the Board or the Lead Independent Director will be invited to speak on behalf of the Board or the Company, or the Chairman of the Board or the Lead Independent Director will designate another Director to make such communication.

12. Communications from Stockholders

Stockholders and other interested parties may communicate with the Board or any Board committees by addressing written correspondence to the Board or applicable committee c/o Hillshire Brands Company, Attn: Corporate Secretary, 3500 Lacey Road, Downers Grove, Illinois 60515 and the Board will ensure that a process is maintained for timely consideration of such communications.

III. DIRECTOR ACCESS AND MEETING PROCEDURES

1. Board Access to Senior Management

Directors shall have unfettered access to members of senior management. Directors may, at their discretion, discuss corporate issues or matters directly with members of senior management.

2. Selection of Agenda Items for Board Meetings

The Chairman of the Board and the Corporate Secretary shall develop the agenda for each Board meeting. Any Director may request that an item be included on the agenda.

3. Materials Distributed to the Board

The preliminary agenda for each Board meeting and supporting materials of matters to be acted upon by the Board will generally be sent to each Director sufficiently in advance of such meeting to allow the Directors to prepare for discussions of the items at the meeting. Hillshire Brands' Chairman of the Board shall determine the nature and extent of information that shall be provided regularly to the Directors.

IV. DIRECTOR COMPENSATION AND OWNERSHIP GUIDELINES

1. Board Compensation Review

The Corporate Governance, Nominating and Policy Committee will review compensation for Hillshire Brands Directors annually. Supporting materials comparing Hillshire Brands Director compensation with that of other corporations of comparable size and operating in similar industries will be reviewed and discussed. The Corporate Governance, Nominating and Policy Committee will recommend any changes in Director compensation to the full Board for its consideration and approval.

2. Stock Ownership

As part of a Director's total compensation and to more closely link compensation with corporate performance, the Board believes that a meaningful portion of a Director's compensation should be provided in the form of Hillshire Brands stock. The Company's current ownership guidelines require each Director to own a minimum of 20,000 shares of Hillshire Brands common stock (including unvested restricted stock units) within five years after the Director is first elected to the Board. The Corporate Governance, Nominating and Policy Committee shall periodically review and, as appropriate, amend the policy regarding minimum share ownership requirements for Directors.

V. BOARD COMPOSITION AND PERFORMANCE

1. Size of the Board

The Corporate Governance, Nominating and Policy Committee shall periodically assess the appropriate size of the Board and make any recommendations for changing the number of Directors serving on the Board.

2. Board Independence

A substantial majority of the Board will be comprised of independent Directors.

3. Definition of What Constitutes Independent Directors

No Director will qualify as an independent Director of Hillshire Brands unless the Board has affirmatively determined that the Director meets the standards for being an independent director established from time to time by the NYSE, the U.S. Securities and Exchange Commission and any other applicable governmental and regulatory bodies. To be considered independent under the rules of the NYSE, the Board must affirmatively determine that a Director has no material relationship with Hillshire Brands (directly or as a partner, shareholder or officer of an organization that has a relationship with Hillshire Brands). To assist it in determining each Director's independence in accordance with the NYSE's rules, the Board has established guidelines, which provide that a Hillshire Brands Director will be deemed independent unless:

- (i) within the preceding three years, the Hillshire Brands Director was an employee, or an immediate family member of the Director was an executive officer, of Hillshire Brands;
- (ii) within the preceding three years, the Hillshire Brands Director received during any twelve-month period more than \$120,000 in direct compensation from Hillshire Brands, or an immediate family member of the Director received during any twelve-month period more than \$120,000 in direct compensation from Hillshire Brands (other than for employment as a non-executive officer of Hillshire Brands), excluding director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- (iii) (A) the Hillshire Brands Director is a current partner or employee of a firm that is Hillshire Brands' internal or independent auditor; (B) an immediate family member of the

Hillshire Brands Director is a current partner of such a firm; (C) an immediate family member of the Hillshire Brands Director is a current employee of such a firm and personally works on Hillshire Brands' audit; or (D) the Hillshire Brands Director or an immediate family member of the Hillshire Brands Director was, within the last three years, a partner or employee of such a firm and personally worked on Hillshire Brands' audit within that time;

(iv) within the preceding three years, a Hillshire Brands executive officer served on the board of directors of a company that, at the same time, employed the Hillshire Brands Director, or an immediate family member of the Director, as an executive officer;

(v) the Hillshire Brands Director is a current executive officer or employee, or an immediate family member of the Hillshire Brands Director is a current executive officer, of another company that made payments to or received payments from Hillshire Brands for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or two percent (2%) of such other company's consolidated gross revenues; or

(vi) the Hillshire Brands Director serves as an executive officer, director or trustee of a charitable organization, and within the last three years, discretionary charitable contributions by Hillshire Brands and the Hillshire Brands Foundation to such organization, in the aggregate in any one year, exceed the greater of \$1 million, or two percent (2%) of that organization's total annual charitable receipts (and "discretionary charitable contributions" shall include corporate cash contributions (including support for benefit events), grants from the Hillshire Brands Foundation, Matching Grants under the Hillshire Brands Foundation's Matching Grants Program, and product donations).

For purposes of these guidelines, an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home, and references to "Hillshire Brands" include all subsidiaries and divisions that are consolidated with Hillshire Brands Company.

The Board annually will review all commercial and charitable relationships between its Directors and Hillshire Brands to determine whether the Directors meet these categorical independence tests. If a Director has a relationship with Hillshire Brands that is not covered by these independence guidelines, those Hillshire Brands Directors who satisfy such guidelines will consider the relevant circumstances and make an affirmative determination regarding whether such relationship is material or immaterial, and whether the Director would therefore be considered independent under the NYSE's rules.

Hillshire Brands will disclose in its proxy statement (a) the basis for any Board determination that a relationship was immaterial despite the fact that it did not meet the categorical independence tests of immateriality set forth above, and (b) any charitable contributions made by Hillshire Brands or the Hillshire Brands Foundation to any charitable organization in which a Hillshire Brands Director serves as an executive officer if, within the preceding three years,

contributions in any single fiscal year exceeded the greater of \$1 million, or two percent (2%) of such charitable organization's consolidated gross revenues.

4. Lead Independent Director

The Board, after considering the recommendation of the Corporate Governance, Nominating and Policy Committee, annually will select one independent Director who is serving as Chairperson of a standing committee of the Board, to serve as the Lead Independent Director. The Lead Independent Director will be appointed for a one-year term; however, it is the expectation of the Board that the Lead Independent Director will be re-appointed for multiple, consecutive one-year terms. The Lead Independent Director will chair all meetings of the outside Directors in executive session, and also will have the following authority and responsibilities:

preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the outside Directors; and

serve as a liaison between the Chairman and the outside Directors.

5. Assessing the Board's Performance

The Corporate Governance, Nominating and Policy Committee shall be responsible for managing an annual process for assessing the Board's and each Board committee's performance. Such assessments will be discussed with the full Board.

6. Executive Sessions of Outside Directors

The outside Directors of the Board will meet regularly in executive session, and at least four times each year, without management. The Lead Independent Director will chair all such meetings and shall have the authority to convene such meetings at any time with appropriate notice.

7. Retirement Age

No Director shall stand for re-election to the Board after he or she has reached the age of 72, with the following exception. The Corporate Governance, Nominating and Policy Committee shall have the authority to extend the retirement of an individual Director for a period of one year, with a maximum of three such extensions, if the Committee, in its discretion, believes such extension would best serve the interests of the Company.

8. Term Limits

There are no term limits on the tenure of outside Directors. An employee Director, upon termination of employment with Hillshire Brands, shall no longer serve as a Director, unless so requested by the Corporate Governance, Nominating and Policy Committee.

9. Directors Who Change Their Present Job Responsibilities

If an outside Director's principal position, status or employment should substantially change, the Director shall submit his or her resignation to the Corporate Governance, Nominating and Policy Committee for consideration. The full Board (excluding the Director who tendered the resignation), after taking into account the recommendation of

the Corporate Governance, Nominating and Policy Committee, will decide whether to accept the resignation.

10. Directors Who Serve on Multiple Boards of Directors

The Board believes that while service on the boards of other companies, and of civic and charitable organizations, enhances the experience and perspective of Directors, it also may limit their time and availability. Accordingly, a Director shall serve on no more than five other public company boards of directors, not including the Hillshire Brands Board.

Additionally, a Director shall notify the Chair of the Corporate Governance, Nominating and Policy Committee before accepting an invitation to serve on the board of another company or to become affiliated with another business entity. The Corporate Governance, Nominating and Policy Committee will evaluate and advise the Director whether, for reasons such as business or competitive considerations, simultaneous service on such other board or affiliation with such other entity may impede the Director's ability to fulfill his or her responsibilities to Hillshire Brands.

11. Evaluations.

The Chairman of the Board will coordinate the evaluations of the performance of the Board, each committee of the Board and each Director.

12. Election of Directors

Hillshire Brands' Bylaws provide that, in the case of uncontested elections (*i.e.*, elections in which the number of nominees is the same as the number of directors to be elected), Directors are elected by a majority of the votes cast with respect to the Director. Any nominee for Director who fails to receive the requisite majority vote at an annual or special meeting held for the purpose of electing directors where the election is uncontested shall, promptly following certification of the stockholder vote, tender his or her resignation to the Board. The independent Directors (excluding the Director who tendered the resignation) will decide whether to accept the resignation, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the Director's qualifications, the Director's past and expected future contributions to Hillshire Brands, the overall composition of the Board, whether accepting the tendered resignation would cause Hillshire Brands to fail to meet any applicable rule or regulation (including NYSE listing requirements and federal securities laws) and the percentage of outstanding shares represented by the votes cast. The Board will act on the tendered resignation, and publicly disclose its decision and rationale, within 90 days following certification of the stockholder vote.

VI. LEADERSHIP DEVELOPMENT

1. Evaluation of the Chief Executive Officer

The outside Directors, in a session chaired by the Chairman of the Board, will undertake a formal evaluation of the CEO annually. The evaluation should be based on objective criteria including but not limited to the performance of Hillshire Brands' businesses and the accomplishment of long-term and strategic objectives. The Chairman of the Board shall be responsible for reviewing the evaluation with the CEO. The Compensation and Employee Benefits Committee shall be responsible for reviewing, approving and administering the compensation program for the CEO.

2. Evaluation of the Executive Chairman

The outside Directors, in a session chaired by the Lead Independent Director, will undertake a formal evaluation of the Executive Chairman annually. The Lead Independent Director shall be responsible for reviewing the evaluation with the Executive Chairman. The Compensation and Employee Benefits Committee shall be responsible for reviewing, approving and administering the compensation program for the Executive Chairman.

3. Succession Planning

On an annual basis, the Board shall plan for succession to the position of CEO as well as certain other senior management positions. To assist the Board, the CEO will annually provide the Board with an assessment of senior managers and of their potential to succeed him or her. The CEO will also provide the Board with an assessment of persons considered potential successors to certain senior managers.

4. Management Development

A comprehensive presentation on management development programs and the identification of high potential or experienced managerial candidates to succeed present senior officers shall be discussed annually by the Board. The CEO shall review senior management succession with the Board without the presence of the employee Directors, the Corporate Secretary and other corporate officers (with the exception of the most senior Human Resources officer or the person holding an equivalent position).

VII. COMMITTEE MATTERS

1. Number of Committees

The standing committees of the Board shall be the Executive Committee (comprised of the Chairman of the Board, and the current committee chairs); the Finance Committee (comprised of both employee Directors and designated outside Directors); the Audit Committee (comprised of only independent outside Directors, and chaired by a Director who the Board determines has the requisite accounting or related financial management expertise to effectively carry out the responsibilities of such position); the Compensation and Employee Benefits Committee (comprised of only independent outside Directors); and the Corporate Governance, Nominating and Policy Committee (comprised of only independent outside Directors).

2. Assignment and Rotation of Committee Members

The Corporate Governance, Nominating and Policy Committee, after consultation with the CEO, shall recommend committee assignments to the full Board for its approval. The Corporate Governance, Nominating and Policy Committee shall also be responsible for developing and overseeing policies with respect to committee terms and rotations. Committee members generally serve for terms of up to five years, subject to consideration of applicable committee needs and circumstances.

3. Board and Committee Meetings

The Corporate Secretary shall maintain a calendar for the dates of all Board and committee meetings.

4. Committee Agendas

The appropriate corporate officer responsible for the subject matters considered by the committee, in consultation with the committee chair, shall develop the agenda for each committee meeting. Any committee member may request that an item be included on the agenda.

5. Committee Materials Distributed in Advance

The preliminary agenda for each meeting and supporting materials of matters to be acted upon by the committee will generally be sent to each member sufficiently in advance of such meeting to allow the members to prepare for discussions of the items at the meeting.

6. Duties of Committees

Each committee shall have a committee charter spelling out the duties and responsibilities of the committee and its members.

VIII. STOCKHOLDER MATTERS

1. Confidential Voting by Stockholders

All proxies, ballots and votes tabulated at a meeting of stockholders shall be confidential, and the votes will not be revealed to any Hillshire Brands employee or anyone else, other than to the non-employee tabulator of votes or an independent election inspector, except (1) as necessary to meet applicable legal requirements, (2) if a stockholder writes comments on the proxy card directed to Hillshire Brands' Board or management, or (3) in the event a proxy solicitation in opposition to the election of the Board is initiated.

2. Stockholder Rights Plan Policy

Hillshire Brands does not have a stockholder rights plan. The Board's policy is that it will obtain stockholder approval prior to the adoption of a stockholder rights plan; provided that the Board may act on its own to adopt a stockholder rights plan if, under the then current circumstances, in the business judgment of a majority of the independent members of the Board, adoption of a stockholder rights plan without prior stockholder approval is in the best interests of Hillshire Brands and its stockholders or is otherwise required by the Board's fiduciary duties. If a stockholder rights plan is adopted by the Board without stockholder approval, then the Board's policy is to submit the stockholder rights plan to stockholders

for ratification within twelve months after the adoption of the stockholder rights plan. If stockholder approval is not obtained, the stockholder rights plan will terminate promptly after the vote has been certified by the inspector of elections.

IX. EVALUATION AND IMPLEMENTATION OF CORPORATE GOVERNANCE GUIDELINES

The Corporate Governance, Nominating and Policy Committee will review these Guidelines from time to time as developments or circumstances make review of particular guidelines appropriate. The entire Corporate Governance Guidelines will be reviewed by the Corporate Governance, Nominating and Policy Committee not less frequently than every three years, and the Committee will report to the full Board for its consideration and adoption any recommendations for additions or amendments to these Guidelines, as well as the process and results of the full review of these Guidelines. These Guidelines are intended as a component of the flexible framework within which the Board, assisted by its Committees, directs the affairs of Hillshire Brands and may be modified by the Board from time to time consistent with the fiduciary duties of the Board.

Dated January 30, 2003; most recently amended January 27, 2011