

## **Audit Committee Charter Tyson Foods, Inc.**

### Purpose

The primary function of the Audit Committee (the "Committee") is to assist the Board of Directors of Tyson Foods, Inc. (the "Company") in fulfilling its oversight responsibilities of: (1) the financial reports and other financial information provided by the Company to shareholders, potential shareholders, and the investment community; (2) reports resulting from the performance of audits by the independent registered public accounting firm and the internal auditor concerning the Company's systems of internal controls regarding finance and accounting that management and the Board of Directors have established; (3) the integrity of the Company's financial statements; (4) the Company's compliance with legal and regulatory requirements; (5) the independent registered public accounting firm's qualifications and independence; (6) the performance of the Company's internal audit function and independent registered public accounting firm; and (7) the Company's disclosure controls and procedures and auditing, accounting and financial reporting processes in general.

Consistent with its functions, the Committee shall encourage continuous improvement of, and foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting, auditing and accounting processes and the systems of internal controls regarding finance and accounting compliance;
- Be directly responsible for the appointment, compensation, oversight and, where appropriate, replacement of the Company's independent registered public accounting firm;
- Review the audit efforts of the Company's internal audit function; and
- Provide an open avenue of communication among the independent registered public accounting firm, financial and senior management, the internal auditor, and the Board of Directors.

In fulfilling its responsibilities, the Committee shall have direct access to the independent registered public accounting firm as well as any employees of the Company, and the independent registered public accounting firm shall report directly to the Committee. The Committee shall have the ability to retain, at the Company's expense and at funding levels determined by the Committee, special legal, accounting, or other consultants or experts it deems necessary or appropriate in the performance of its duties. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for any expense related to any external advisors in addition to any costs or expenses related to the ordinary administrative expenses of the Committee that are

necessary or appropriate for carrying out its duties. The Committee shall have full, unrestricted access to Company books, records and facilities.

### Principal Responsibilities

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to effectively react to changing conditions. The Committee shall take all appropriate actions to set the overall corporate tone for quality financial reporting, sound business risk practices, and ethical behavior. More specifically, the Committee shall:

### ***Financial Statement and Disclosure Matters***

1. Review the Company's annual audited financial statements contained in the annual report to shareholders with management and the independent registered public accounting firm prior to the filing of the Company's Annual Report on Form 10-K to confirm the independent registered public accounting firm does not take exception to the disclosure and content of the financial statements and that the independent registered public accounting firm believes such financial statements reflect all material correcting adjustments that have been identified by the independent registered public accounting firm in accordance with generally accepted accounting principles in the United States ("GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC"). Also, any other matters required to be communicated to the Committee by the independent registered public accounting firm pursuant to the applicable requirements of the Public Company Accounting Oversight Board and the Securities and Exchange Commission shall be discussed, including significant adjustments, management judgments and accounting estimates, adoption of significant new accounting policies, the summary of deficiencies (including significant deficiencies and material weaknesses) provided by the independent registered public accounting firm and the Company's response thereto, and any difficulties or problems encountered in the course of the audit work (including any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information) or disagreements with management and management's responses to such difficulties or problems.
2. Review the Company's quarterly financial statements with management and the independent registered public accounting firm prior to the filing of the Company's Quarterly Report on Form 10-Q to confirm that the independent registered public accounting firm does not take exception to the disclosure and content of the financial statements and that the independent registered public accounting firm believes such financial statements reflect all material

correcting adjustments that have been identified by the independent registered public accounting firm in accordance with GAAP and the rules and regulations of the SEC. Also, review with management and the independent registered public accounting firm the results of their timely analysis of significant financial reporting issues and practices, and discuss any other matters required to be communicated to the Committee by the independent registered public accounting firm pursuant to applicable requirements of the Public Company Accounting Oversight Board regarding communications with audit committees.

3. Confirm with management of the Company and the independent registered public accounting firm that:
  - a. Each annual and quarterly financial report required to be filed with the SEC discloses all material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons that may have a material current or future effect on the financial condition, changes in the financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses.
  - b. Any pro forma financial information contained in any periodic or other report filed with the SEC or in any public disclosure or press or other release is presented in a manner that complies with applicable requirements of law and the rules and regulations of the SEC.
4. Review with management and the independent registered public accounting firm (a) the Company's disclosures in its periodic reports under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (b) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and disclosure controls and procedures, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative accounting treatments on the Company's financial statements.
5. Review with management and the independent registered public accounting firm their judgments about (a) the quality, not just acceptability, of the Company's accounting principles; (b) the consistency of application of the

Company's accounting policies; and (c) the clarity and completeness of the financial statements and related disclosures.

6. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
7. Discuss with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
8. Review and discuss with the independent registered public accounting firm any critical audit matter ("CAM") addressed in the audit of the Company's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.
9. Discuss with management, the internal auditor, and the independent registered public accounting firm any significant risks (whether financial, operating, legal or otherwise) or exposures to the Company and assess the steps management has taken to mitigate such risks or exposures, and the guidelines and policies by which risk assessment and risk management are undertaken by management.
10. Approve management's recommendations for significant capital projects in accordance with the Company's existing policies and procedures.
11. Review with management the certifications required by the Sarbanes-Oxley Act of 2002 or any rule or regulation promulgated thereunder.

***The Independent Registered Public Accounting Firm***

12. Meet with the independent registered public accounting firm to review and approve in advance for the current year the engagement of an independent registered public accounting firm to audit the annual financial statements of the Company and its divisions and subsidiaries, including timely quarterly reviews. The Committee shall be responsible for the appointment, compensation, retention, oversight of the work of, and termination of the independent registered public accounting firm, including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting. The Committee may meet with management of the Company and solicit its views as to the engagement of the independent registered public accounting firm, but the Committee shall retain the ultimate authority and responsibility for such engagement.

In addition, the Committee shall review procedures to be utilized by the independent registered public accounting firm (including planning and staffing of the audit), the amount of the independent registered public accounting firm's compensation, and at the conclusion of such engagement, any comments or recommendations of the independent registered public accounting firm. The engagement of the independent registered public accounting firm shall comply with all applicable requirements of law, including the following:

- a. The Committee shall approve in advance all audit services to be performed by the independent registered public accounting firm, in accordance with Section 10A of Securities Exchange Act of 1934 (the "Exchange Act") and SEC rules.
  - b. With respect to non-audit services, the independent registered public accounting firm shall not perform any such services that are prohibited by the Sarbanes-Oxley Act of 2002 or any rule or regulation promulgated thereunder.
  - c. The Committee shall approve in advance as required by law any non-audit services that may be performed by the independent registered public accounting firm, subject to the de minimis exceptions for non-audit services, that are approved by the Committee prior to the completion of the audit, and verify such non-audit services are disclosed in the Company's periodic reports. The Committee may delegate to one or more of its designated members the authority to grant pre-approvals of non-audit services. The decisions of any designee to pre-approve a non-audit service between regular quarterly meetings of the committee shall be presented to the full Committee at its next scheduled quarterly meetings.
  - d. Each of the lead (or coordinating) audit partner (having primary responsibility for the audit) and the audit partner responsible for reviewing the audit shall have not performed audit services for the Company in each of the 5 previous fiscal years of the Company.
13. Review and evaluate the lead (or coordinating) audit partner of the independent registered public accounting firm and assure the regular rotation of such partner, the concurring partner and other audit partners engaged in the audit, to the extent required by law.
  14. Maintain a clear understanding with the independent registered public accounting firm that such firm is ultimately accountable to the Committee

as representatives of the shareholders, and the Committee has the ultimate authority and is directly responsible for the appointment, compensation, oversight, and where appropriate, replacement of the independent registered public accounting firm.

15. Establish procedures for:
  - a. the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
16. On an annual basis, obtain and review a report of the independent registered public accounting firm describing: (a) the independent registered public accounting firm's internal quality-control procedures, and (b) all relationships between the independent registered public accounting firm and the Company. Also, obtain and review reports from the independent registered public accounting firm describing any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues. Discuss with the independent registered public accounting firm any issues or relationships disclosed in such reports that, in the judgment of the Committee, may have an impact on the competence or independence of the independent registered public accounting firm. Taking into account the opinions of management and the internal auditor, evaluate the qualifications, performance and independence of the independent registered public accounting firm, including the nature and scope of any disclosed relationships or professional non-audit services provided to the Company by the independent registered public accounting firm. The Committee shall take, or recommend the Board of Directors take, appropriate action to ensure high-quality level audits by, and the continuing independence of, the independent registered public accounting firm.
17. On an annual basis, prior to the completion of the independent registered public accounting firm's audit of the Company's year-end financial statements, obtain and review a report from the independent registered public accounting firm describing: (a) all critical accounting policies and practices to be reflected in the audit, (b) all alternative treatments of financial information within GAAP for policies and procedures related to

material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm and (c) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences. Review any reports on such topics or similar topics prepared by management and discuss with the independent registered public accounting firm any material issues raised in such reports.

18. Discuss with the Company's internal auditor and management their views as to the competence, performance and independence of the independent registered public accounting firm.
19. In connection with each periodic report of the Company, review a report from senior management containing an evaluation of the effectiveness of the Company's disclosure controls and procedures, which shall include the report of the Chief Executive Officer and Chief Financial Officer to be included in each Quarterly Report on Form 10-Q regarding the Company's disclosure controls and procedures, and the report of management to be included in each Annual Report on Form 10-K regarding the effectiveness of the Company's internal control structure and procedures for financial reporting.
20. (i) Adopt policies for the Company's hiring of employees or former employees of the independent registered public accounting firm and (ii) in accordance with the policies established by the Committee, approve, as applicable, the Company's hiring of employees of the independent registered public accounting firm who were engaged on the Company's account.
21. Recommend to the Board of Directors, on an annual basis, that the engagement of the independent registered public accounting firm be submitted to the Company's shareholders for ratification.

### ***The Internal Auditor***

22. Review management's appointment, termination, or replacement of the internal auditor.
23. Approve the annual audit plan (and any material change to the plan) for the Company's Audit Services function.
24. Review with the internal auditor a progress report relative to the internal audit plan.

25. Receive prior to each meeting a summary of significant findings from completed internal audits and the status of implementation of related recommendations.
26. On an annual basis, review the internal audit function of the Company, including the independence and authority of its reporting obligations, responsibilities, budget and staffing.
27. Annually review the internal auditor's performance and concur with the annual compensation package.
28. Review the Internal Audit Charter, at least on a tri-annual basis.
29. Review the internal audit department's QA (Quality Assessment) results on an annual basis.
30. On a regular basis, meet separately with the internal auditor to discuss any matters that the Committee or the internal auditor believes should be discussed privately.

### ***Committee Reporting***

31. Report regularly to the Board of Directors, including with respect to any issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the independent registered public accounting firm or the performance of the Company's internal audit function.
32. Prepare the report of the Committee required to be included in the Company's proxy statement relating to the election of directors, which shall include, among other things, the Committee's recommendation to the Board of Directors as to whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
33. Review and approve disclosure in the proxy statement for the Company's annual meeting of shareholders regarding the Board of Directors' risk oversight function.
34. Submit the minutes of all meetings of the Committee to the Board of Directors.



### *Other Compliance*

35. Conduct an annual performance evaluation of the Committee and its members, including a review of adherence to this Charter.
36. Confirm that the Company has provided appropriate funding, as determined by the Committee, in its capacity as a committee of the Board of Directors, for payment of (a) compensation to the independent registered public accounting firm, (b) compensation to any advisors employed by the Committee and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
37. Obtain from the independent registered public accounting firm assurance that Section 10A of the Exchange Act, as amended, has not been implicated. Oversee compliance with the requirements of the SEC with respect to disclosure of (a) services and fees of the independent registered public accounting firm (and, where applicable, any affiliate thereof) and (b) any conflict or potential conflict of interest of the independent auditor.
38. Discuss with the independent registered public accounting firm the firm's judgment about the competence, performance and cooperation of the Company's management and internal auditor.
39. Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies, as well as any of management's proposed responses.
40. Conduct or authorize investigations into any matter, including complaints relating to accounting, internal accounting controls or auditing matters, within the scope of the duties and responsibilities delegated to the Committee, as it deems appropriate.
41. Review with the Company's legal department the Company's compliance with legal and regulatory requirements, including any matter that could have a significant impact on the Company's financial statements.
42. Perform any other activities consistent with this Charter and the Company's By-laws as the Committee or the Board of Directors deems necessary or appropriate.

### *Other*

43. Review the adequacy of this Charter annually and recommend and propose changes to the Board of Directors for approval.
44. Conduct an annual performance self-evaluation.
45. Annually review the Company's Commodity Risk Management Policy.
46. Approve management's ability to enter into swap transactions under the Company's Commodity Risk Management Policy during the upcoming fiscal year that are not submitted to or otherwise cleared by a derivatives clearing organization.

### Composition of the Committee

The Committee shall consist of at least three directors, each of whom meets the independence, financial literacy and expertise, and other qualification requirements for audit committee service of the federal securities laws and the applicable regulations of the SEC, the New York Stock Exchange and the Public Company Accounting Oversight Board. At least one member of the Committee shall be designated by the Board of Directors as an "audit committee financial expert" under the rules and regulations of the SEC. The designation or determination by the Board of Directors of a person as an audit committee financial expert will not impose on such person individually, on the Committee, or on the Board of Directors as a whole, any greater duties, obligations or liability than would exist in the absence of such designation or determination. The Board of Directors shall determine in its business judgment the adequacy of the qualifications of each member of the Committee. Members of the Committee shall not simultaneously serve on the audit committees of more than two public companies unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

The members of the Committee shall be appointed by the Board of Directors, which may remove any member of the Committee at any time.

Each member of the Committee shall have one vote. A quorum is a majority of the members of the Committee. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members. The Committee may form and delegate authority to subcommittees when appropriate; provided that the subcommittees are composed entirely of independent directors.

## Process

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. The Board of Directors shall designate one member of the Committee to serve as its Chairperson. The Chairperson of the Committee will preside, when present, at all meetings of the Committee. Special meetings may be called by the Chairman of the Board of Directors and/or the Chairperson of the Committee. Each meeting, other than special meetings, may have an “executive session” in which the Committee members meet without management present.

As part of its job to foster open communication, the Committee shall provide sufficient opportunity for the internal auditor and independent registered public accounting firm to meet with the Committee without members of management present. At least quarterly, the Committee shall meet separately with the independent registered public accounting firm, with the internal auditor and with management.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting and shall include all matters, resolutions and recommendations approved by the Committee.

## Limitations of the Committee’s Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the Committee’s duty to (1) prepare or audit the Company’s financial statements, (2) determine or guarantee that the Company’s financial statements are complete and accurate or in accordance with GAAP, (3) guarantee the quality of the Company’s accounting and financial reporting process, or (4) ensure that the Company’s financial statements are in compliance with applicable securities laws and regulations. These are the responsibilities of management and the independent registered public accounting firm.