

Governance and Nominating Committee Charter Tyson Foods, Inc.

Purpose

As part of the governance and oversight process of Tyson Foods, Inc. (the “Company”), the Governance and Nominating Committee (the “Committee”) has been appointed by the Company’s Board of Directors (the “Board”) to: (1) review and approve certain transactions between the Company and officers, directors or affiliates of the Company and requests for renewals of certain of such transactions; (2) review and recommend to the Board Corporate Governance Principles applicable to the Company; (3) review and recommend to the Board a Code of Conduct applicable to the Company; (4) identify, evaluate, and recommend individuals qualified to be directors of the Company to the Board for either appointment to the Board or to stand for election at a meeting of the stockholders; (5) assist the Board with oversight of matters relating to corporate compliance functions and sustainability; and (6) oversee the annual performance evaluation of the Board, its committees, the Company’s executive officers and such other senior executives identified by the Committee.

Principal Responsibilities

1. Review, approve or ratify any transaction (a “Covered Transaction”) between the Company and any “related person” (as such term is defined in Item 404 of Regulation S-K as promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and includes for purposes hereof the Tyson Limited Partnership, the estate of Don Tyson and any of his children, grandchildren, siblings, or spouses of any of the foregoing) or other person that would be required under Securities and Exchange Commission rules and regulations to be disclosed in the Company’s annual proxy statement as a transaction with a “related person,” including any renewal of Covered Transactions. The Committee’s review of each Covered Transaction, whether newly proposed or proposed for renewal, shall include an analysis of whether the terms of the transaction are fair to the Company. Any renewal of a Covered Transaction with (i) any person serving as an executive officer of the Company, (ii) the Tyson Limited Partnership, or (iii) the estate of Don Tyson or any of his children, grandchildren, siblings, or spouses of any of the foregoing, shall require unanimous approval of the Committee.
2. Report the approval of Covered Transactions to the full Board.
3. Review and assess, at least annually, the Corporate Governance Principles and recommend any proposed changes to the Board for approval.
4. Periodically review and assess the Company’s Code of Conduct, and in doing so, approve any material, substantive updates to the Code of Conduct and report any such updates to the Board.

5. Periodically meet with a representative or representatives of the Company's compliance functions, including, but not limited to, Food Safety Quality Assurance, Safety, Health and Environment, Human Resources, Ethics and Compliance(or like departments performing a similar function) and, as appropriate, review and respond to conduct or issues raised by such representative(s).
6. Periodically review the adequacy and implementation of the Company's ethics and compliance programs, including antitrust compliance policies and practices, and make recommendations to the Board for any changes with respect thereto. Periodically review, with the Head of Law and Compliance, the performance of the person leading the antitrust compliance program.
7. Oversee the Company's government affairs strategy, including lobbying and political contributions.
8. Periodically review and monitor the Company's procedures, policies, practices, and communications, if any, with respect to sustainability and environmental matters.
9. Develop and oversee, in conjunction with the Lead Independent Director, an annual self-evaluation process of the Board and its committees.
10. Identify and evaluate individuals that the Committee believes may be qualified to become Board members consistent with criteria approved by the Board, and upon making such a determination, recommend that the Board consider appointing such person or persons to the Board or selecting such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected. In making such recommendations, the Committee shall consider, among other matters, nominees' independence, diversity of skills and experience, the nominee's other commitments, including with respect to service on additional public company boards, and other characteristics in the context of the needs and composition of the Board.
11. Evaluate and make recommendations to the Board as to the determination of director independence.
12. Establish procedures to exercise oversight of, and oversee the evaluation process of, the Board, its committees, the Company's executive officers and such other senior executives as identified by the Committee for any non-compensation purposes the Committee deems appropriate.
13. Review periodically the composition of the Board and its committees and make recommendations to the Board regarding any appropriate changes in light of the Company's operating requirements and other considerations.
14. Assist the Board and the Audit Committee of the Board in fulfilling their risk oversight responsibilities by (i) discussing with management, the Board and the Audit Committee any significant non-financial risks (including risks that may arise in connection with the Company's governance structures and processes) or exposures to the Company and assessing the steps

management has taken to mitigate such risks or exposures, and (ii) reviewing the guidelines and policies by which risk assessment and risk management are undertaken by management with respect to such risks or exposures. Periodically meet with a representative or representatives of the Company's governance functions, including from the management-level risk committee and Audit Services.

15. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall also annually review its own performance.

16. Conduct or authorize investigations into any matter within the scope of the duties and responsibilities delegated to the Committee as it deems appropriate.

17. Carry out such other duties and responsibilities, consistent with this Charter, as may be assigned to the Committee by the Board and/or the Chairman of the Board.

In carrying out its responsibilities, the Committee will draw on the expertise of management and corporate staff and, when appropriate, may hire outside experts or other advisors to assist the Committee with its work at the Company's expense. The Committee shall have the sole authority to retain and terminate search firms and other consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve such search firms' and other consultants' fees and other retention terms. The Committee shall have full, unrestricted access to Company books, records and facilities.

The Committee will make regular reports to the Board and will propose any necessary actions to the Board.

Composition of the Committee

The Committee shall consist of at least three directors, each of whom meets the independence requirements of the NYSE. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board. The members of the Committee shall be appointed by the Board, which may remove any member of the Committee at any time. The members of the Committee are not required to meet the independence requirements of the NYSE during any period in which the Company is a "controlled company" within the meaning of the NYSE's listing standards, unless the Board determines otherwise. If the Company ceases to be a "controlled company" or the Board determines not to rely on NYSE's "controlled company" exemption, all members of the Committee shall meet the independence requirements of the NYSE within the periods required by the NYSE's phase-in rules applicable to companies who cease to be "controlled companies."

Except as set forth in the next sentence, each member of the Committee shall have one vote (a "voting member"). The Board may appoint non-voting members to the Committee. Non-voting members shall be permitted to attend all Committee and subcommittee meetings.

A quorum is a majority of the voting members of the Committee. Unless otherwise specified in this Charter, the Committee shall be authorized to take any permitted action only by the

affirmative vote of a majority of the voting members at any meeting at which a quorum is present, or by the unanimous written consent of all of the voting 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 will normally meet four times per year, in conjunction with regular meetings of the Board, to carry out its responsibilities. The Board shall designate one voting 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 and/or the Chairperson of the Committee. Each meeting, other than special meetings, may elect to have an “executive session” in which the Committee members meet without management present.

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 at its next regularly scheduled meeting and shall include all matters, resolutions and recommendations approved by the Committee.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Exchange Act, as amended, and the rules and regulations promulgated thereunder and the listing standards of the NYSE. The Committee may take into consideration the factors and criteria set forth in the Company’s Corporate Governance Principles and such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including but not limited to the applicable requirements for members of committees of the Board. The Committee may (but is not required to) consider candidates suggested by management, other members of the Board or shareholders of the Company.