

Strategy and Acquisitions Committee Charter

Tyson Foods, Inc.

Purpose

The purpose of the Strategy and Acquisitions Committee (the “SAC”) of the Board of Directors (the “Board”) of Tyson Foods, Inc. (the “Company”) shall be to assist the Board in fulfilling its oversight responsibilities relating to long-term strategy for the Company, risks and opportunities relating to such strategy, and strategic decisions regarding investments, acquisitions and divestitures by the Company.

Principal Responsibilities

The following principal responsibilities of the SAC are set forth as a guide to the SAC with the understanding that the SAC may alter or supplement them as appropriate under the circumstances consistent with its mandate from the Board and to the extent permitted by applicable laws and listing standards.

1. Review and discuss with the Chief Executive Officer and the leadership team the Company’s strategy, review and recommend to the Board the strategic plan and long-term strategies, and oversee the strategic planning process to ensure that the strategic implementation plan is developed and adhered to.
2. Periodically review risks and opportunities associated with the strategic plans and strategies as identified by the Company’s strategic risk assessment and other processes as well as the impact of new, emerging or evolving competitive activity, government/legislative activities and global economic conditions.
3. Oversee the Company’s progress against strategic goals and provide feedback and advice with particular emphasis on the segment key performance indicators and the international strategy metrics, including the capital strategy, market capabilities, sequencing options and resource requirements.
4. Review and discuss with the Chief Executive Officer and the leadership team the Company’s strategic transaction strategy that aligns with the Company’s strategy and that is holistic in identifying acquisitions in critical mass groups while evaluating the related impact on remaining targets and competitors.
5. Oversee the development of an international strategy that includes a project planning process on how and when various decision points regarding large acquisitions are made, the execution of the transactions, and post-acquisition implementation, integration and monitoring of various specified criteria, including synergy realization.
6. Review and approve or recommend to the Board for approval, as appropriate, proposed strategic transactions brought before the SAC for approval in accordance with the applicable procedures set forth in the Company’s Strategic Transaction Review and Authorization Policy.

7. As part of its responsibility for reviewing, recommending and approving proposed strategic transactions, periodically review and recommend to the Board the applicable procedures and policies (and any amendments thereto) setting forth the various levels of authority required for approval of strategic transactions, including a periodic review of the Strategic Transaction Review and Authorization Policy.
8. Review and discuss with the Chief Executive Officer and the leadership team and recommend to the Board certain significant strategic decisions regarding exit from existing lines of business and entry into new lines of business as well as acquisitions, joint ventures, investments or dispositions of businesses and assets.
9. Review post-transaction audits on a regular basis to track performance against strategic transaction plan target indicators and synergy realization.
10. In carrying out its responsibilities, draw on the expertise of the management and corporate staff and, when required, hire outside advisors or experts to assist the SAC with its work, subject to budget approval by the Chairman of the Board.
11. Make reports to the Board on its activities and propose any necessary action to the Board.
12. Review and recommend to the Board the adequacy of this Charter and proposed changes from time to time as needed.
13. Annually conduct an evaluation of its performance.
14. Carry out such other duties and responsibilities as may be assigned to the SAC by the Board.

Composition of the Committee

The SAC shall consist of three (3) or more directors. The members of the SAC shall be elected by and serve at the pleasure of the Board. The Board shall designate a chairperson from among the membership of the SAC. The Board may remove any member of the SAC at any time. Vacancies on the SAC shall be filled by the Board.

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.

Process

The SAC shall hold at least three meetings per year and shall meet with management and may elect to meet separately in executive session without management. The SAC may delegate its authority to subcommittees (which may consist of one or more members of the SAC) when it deems appropriate and in the best interest of the Company.

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.