

Tyson Foods, Inc.

Annual Meeting of Shareholders 2018

February 8, 2018, at 11:00 AM Eastern

CORPORATE PARTICIPANTS

John Tyson – *Chairman of the Board*

Reed Hudson – *Vice President, Associate General Counsel and Secretary*

Dennis Leatherby – *Executive Vice President and Chief Financial Officer*

Tom Hayes – *President and Chief Executive Officer*

PRESENTATION

John Tyson

Good morning, and I'd like to welcome everybody to what is now our 55th Annual Meeting of the Shareholders of Tyson Foods. It's probably been 55 years plus since I've been down here in this building, several decades, in fact. Emma Street is significant. This is where my grandfather and my dad started our Company. Mr. Brown started his business over here. So, for those that are here and remember what it is, it's a pretty special day, and it's great to be back here with our team members and shareholders, and I think it is a beautiful space that represents the past, the present and future, as we come together to raise the world's expectations for how much food can do.

Today, you're going to hear from Dennis Leatherby, our CFO, and from Tom Hayes, our CEO, but we do need to go through the business portion of our business.

The bylaws of the Company specify that the Chairman and the Secretary of the Company are the Chairman and the Secretary of the Annual Meeting, and the Chair recognizes the Company Secretary, Reed Hudson, who will report on our preparations for today.

Reed Hudson

Mr. Chairman, all shareholders were sent a Notice of Annual Meeting and Proxy on or about December 20, 2017, which is evidenced by an affidavit from our mail agent. As required by Delaware law, a certified list of shareholders, as of the record date of December 11, 2017, is available for inspection in the lobby.

Additional voting cards are available for those who wish to overrule their previous proxy cards or who might wish to vote if they have not already. Anyone desiring a voting card should raise their hand.

The bylaws of the Company provide for a Proxy Committee of one or more persons designated by the Board of Directors, and the Board of Directors has appointed you and Kevin McNamara as members of the Proxy Committee.

Mr. Chairman, I am reporting, at their direction, that of the total possible shares of 367,368,858, as of the December 11, 2017 record date, 332,673,753 shares were voted and represent a quorum at this meeting.

John Tyson

Thank you. Based upon the report of the Company Secretary, I hereby declare that this Shareholders Meeting has been properly called and we do have a quorum present.

I ask that any questions from shareholders be submitted in writing. If you have a question, raise your hand and we will bring you a notepad. When finished, raise the notepad and we will collect it. If we can answer the question without researching, if time permits, we will do so at this meeting. Otherwise, we will give you a written answer within seven days.

I hereby appoint Don Macdonald as Sergeant-at-Arms and authorize him to appoint the appropriate Deputies to enforce the rules of this meeting, which are in the program.

I do need a motion regarding the reading of the minutes of the last Annual Shareholders Meeting. Second? It has been moved and seconded we waive the reading of the meetings of

the 2017 Shareholders Meeting. All those in favor signify by a vote of yea. All those opposed, nay. The reading of the minutes of the last Annual Shareholders Meeting will be waived.

The next item in the order of business is the election of your Board of Directors, and the nominees have been set forth in the Proxy.

Before I ask them to rise, I want to let you know, the evolution of your Board and the skill sets on this Board has made a significant contribution to where we are today, and their interactions with our Management Team has made the foundation and the strength of this Company, that they lead together with the ELT, in such a very positive way. So, I thank my Board of Directors for that.

At this time, I'd like to introduce the Director nominees. Please hold your applause as I introduce them. Gaurdie Banister, Dean Banks, Governor Mike Beebe, Mikel Durham, Tom Hayes, Kevin McNamara, Cheryl Miller, Jeffrey Schomburger, Robert Thurber, Barbara Tyson, and myself, John Tyson. Thank you all, we appreciate it.

The slate of Directors has been nominated as presented and would the Secretary read their vote.

Reed Hudson

Mr. Chairman, there were at least 855,277,129 votes cast favoring the election of each nominee presented, representing 90.75% of the votes cast. A clear majority votes for the election of the nominees as Directors.

John Tyson

With 90.75% of the votes cast favoring the election of the nominees, I declare the slate of Directors elected as nominated.

The next item of business is the proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accountant for the year ending September 29, 2018. Secretary, would you read those results?

Reed Hudson

Mr. Chairman, there were 957,072,258 votes cast favoring ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accountant, representing 99.45% of the votes cast. There were 5,279,735 votes cast against ratification, representing 0.54% of the votes cast. A clear majority votes for the ratification vote for the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accountant.

John Tyson

With 99.45% of votes cast for ratification, I declare the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accountant.

The next item of business is the proposal to approve the amendment and restatement of Tyson Foods, Inc. 2000 Stock Incentive Plan, as set forth in the Proxy Statement, and Secretary, would you read the results?

Reed Hudson

Mr. Chairman, there were 930,306,321 votes cast favoring the proposal, representing 98.73% of the eligible votes. There were 11,913,578 votes cast against the proposal, representing 1.26%

of the eligible votes. A clear majority votes for the adoption of the proposal.

John Tyson

With 98.73% of the votes cast for the proposal, I declare that the proposal has been approved.

The next item of business is the shareholder proposal to request an annual report disclosing the Company's policy and procedures, expenditures and other activities related to lobbying and grassroots lobby and communication, and the Chair recognizes the proponent.

Tim Nichols

Thank you, Mr. Chair. I'm Tim Nichols, with the International Brotherhood of Teamsters. Fellow shareholders, members of the Board, on behalf of the Teamsters and Mercy Investments, I move Item 4, asking our Company to report on its state and federal lobbying expenditures, including indirect funding of lobbying for trade associations.

Transparency and accountability in corporate spending to influence public policy are in the best interest of Tyson shareowners. Without a clear system ensuring accountability, corporate assets could be used to promote public policy objectives which may pose risks to our Company and its shareowners. Lobbying oversight is the responsibility of the Board of Directors, and our proposal asks for a description of Board oversight process for lobbying. Our Company fails to address this point in its Opposition Statement.

Tyson spent over \$12.6 million since 2010 on federal lobbying activities, according to federal disclosure reports. Like last year, our Company again is claiming the proposal overstates the actual amount paid for lobbying, but the reported amounts are publicly filed and reflect what our Company is official reporting. If Tyson's federal lobbying amounts are overstated, is our Company then misreporting its federal lobbying, and there is incomplete disclosure about spending at the state level, where our Company also lobbies. Tyson is required to report its lobbying and already has this information, so it could easily provide more complete information to shareowners.

Tyson has previously been identified as a member of the U.S. Chamber of Commerce, which is the largest lobbying group in Washington, spending more than \$1.4 billion on lobbying since 1998, yet Tyson does not disclose this trade association membership and payments or the portions of these payments used in lobbying. So, Tyson shareowners currently have no way to know if Tyson still belongs to the Chamber or its other trade association memberships, or contributions being used to lobby on its behalf, highlighting the need for oversight to ensure trade association memberships accurately represent the Company's interest and policy positions.

Tyson was one of five major companies to recently end its membership in the Grocery Manufacturers Association. Reports noted disagreements at the trade association over GMO, GMO label recalls, added sugar label, and voluntary sodium reduction.

Is the National Chicken Council using tax and dollars to lower standards in worker safety? The National Chicken Council has asked the U.S. State D.A. to allow poultry plants participating in a new inspection system to operate at any line speed that they can safely handle, bringing it from the 140 birds per minute limit that the Obama Administration had established for most plants. This line speed change was just enacted in the pork industry. Worker safety advocates fear that revving up line speed will harm plant employees. There's no data to support this would be safe, and even at existing line speeds, it's extremely unsafe, said Debbie Berkowitz, the Senior

Fellow at the National Employment Law Project, a research and advocacy group in Washington, D.C. We believe disclosure and transparency is the safety mechanism for our Company and its reputation, as what gets disclosed gets (inaudible 11:18:5). It is a best practice.

The leading proxy voting adviser, ISS, supports this proposal, noting that Tyson does not have a comprehensive lobbying policy, does not disclose its lobbying expenditures and payments to trade associations, nor the portion used for lobbying activities, and also that Tyson lags key peers on such disclosure. We urge shareowners to vote for this proposal.

Thank you, sir.

John Tyson

With respect to the proponent, the Board of Directors' statement with respect to this shareholder proposal is set forth in the Proxy Statement and speaks for itself. Would the Secretary read the votes?

Reed Hudson

Mr. Chairman, there were 112,626,019 votes cast favoring the shareholder proposal, representing 11.96% of the votes cast. There were 828,497,953 votes cast against this shareholder proposal, representing 88.03% of the votes cast. A clear majority votes against the adoption of the shareholder proposal.

John Tyson

With 88.03% of the votes cast against the shareholder proposal, I declare that this shareholder proposal has been defeated.

The next item of business is the shareholder proposal to adopt and implement a water stewardship policy at the Company and its supplier facilities, and the Chair recognizes a representative of the proponent for this proposal.

Mary Beth Gallagher

Good morning fellow shareholders and members of the Board. My name is Mary Beth Gallagher. On behalf of the American Baptist Home Mission Society and 13 investor co-filers, I would like to move the shareholder proposal urging Tyson Foods to establish a water stewardship policy.

Your shareholders continue to file this resolution, which has garnered mounting support year over year, and a majority vote of Class A shareholders, because of the material risk to Tyson's business, brand and growth potential if you fail to set in place the policies needed to govern responsible operations and take actions to implement the seeded strategy that we support on sustainable food production.

As the risks of poor water management have materialized over the past few months, in the form of large fines for violation, and community opposition to your plans to build a plant in Kansas, we urge the Board of Directors and Management, again, to adopt a water stewardship policy to preserve your social license to operate and ability to generate long-term shareholder value.

Perhaps most importantly, this issue touches the lives and wellbeing of people in communities that live around your farms and facilities. I'll turn now to Jay Ford to share his perspective from the Virginia Eastern Shore.

Jay Ford

Greetings from Virginia Eastern Shore, Maryland and Delmarva. Thank you so much for giving me an opportunity to address you on this.

Our community is very grateful for Tyson's presence. The economic development that it represents in our county is unparalleled throughout the supply chain, but we're also a region whose economic lifeblood is inexorably tied to Chesapeake Bay. Unfortunately, our plants at Temperanceville and Glen Allen have continued to pollute our waters, despite continual fines and regulators visiting. We're in the middle of an expansion currently, with more than 250 new houses in a single town that was already home to 300. These sites have already racked up considerable violations in a single year, some before they even put (inaudible 15:22:4) in the houses. Local and state regulators are currently starting to discuss actions to rein in the industry, because we have no assurance from Tyson that you all are committed to making changes to safeguard our waters.

Additionally, ammonia from grow houses and grain operations are responsible for up to 17% of total nitrogen in Chesapeake Bay. As this figure grows, it's threatening to set back the progress we've made in cleaning up our waters and keeping our water manufacturing plants and oyster aquaculture and fisheries productive.

Our highway is lined with signs (inaudible 16:02:2) to our friends, our neighbors, and we're proud to have it here, and all those signs remind us that Tyson has promised to be a good neighbor. This resolution represents an opportunity to honor that promise and begin taking steps to protect our waters that our local economy depends on. Thank you.

John Tyson

With respect to our proponent, the Board of Directors' statement with respect to this shareholder proposal is set forth in our Proxy Statement and speaks for itself. Reed, would you read the votes?

Reed Hudson

Mr. Chairman, there were 147,700,207 votes cast favoring the shareholder proposal, representing 15.83% of the votes cast. There were 784,979,383 votes cast against the shareholder proposal, representing 84.16% of the votes cast. A clearly majority votes against the adoption of this shareholder proposal.

John Tyson

With 84.16% of the votes cast against the shareholder proposal, I declare the proposal has been defeated.

This concludes our business portion of our meeting. There being no further business, do I hear a motion for adjournment? Do I hear a second? I declare the business portion of our 55th Annual Shareholders Meeting adjourned.

Before we hear from Tom and Dennis, I want to take time to recognize and thank my family that always supports me. My children and my sister are here, my Aunt Barbara is here. I appreciate your support today and through the years.

I also want to take time and a moment to thank and recognize two of our significant long-term Company leaders who are handing over their duties after long and distinguished careers.

David Van Bebber, who joined our Company in 1982, as part of the Lane Processing acquisition, has been our General Council since May of '08. David, as I said last night at dinner, I simply want to thank you for your 36 years of service, your leadership, your confidence and your advice, and I wish nothing but the best for you and Sue as you go off and do what you want to. Thank you, David.

Also, I want to take time to recognize Dennis Leatherby's 28 years of service. Dennis was instrumental in convincing my father to buy Holly Farms and leverage the Company a little bit, and as we say, the rest is history. After that activity, Dennis came and joined our Company and he's been with us 28 years, recently as our CFO, and Dennis, I wish you and Kathleen nothing but the best as you enjoy your future. Dennis, thank you.

But, before you go, Dennis, your last responsibility as our CFO, besides the strong balance sheet which you leave us with, is to present our numbers. Dennis?

Dennis Leatherby

Thank you, John, and I do have this one last official act, to give you the financial report for fiscal 2017, and our first quarter of 2018, and the outlook for the rest of the year.

I do need to remind you that today's remarks include forward-looking statements and I encourage you to go to ir.tyson.com for our earnings release and 10-Q, which include a discussion of the risks that can affect our business.

In fiscal '17, we delivered record EPS for the fifth consecutive year on a GAAP basis and a sixth straight year on an adjusted basis. Total Company return on sales was a record 8.5%. Adjusted operating income was also a record at \$3.3 billion. It was our fifth straight year of growth in operating earnings and return on sales. Over the last five fiscal years, the compounded annual growth rate of our EPS was over 22%, and there are very few companies in the food space that can make that claim. Our operating cash flow in fiscal '17 was \$2.6 billion, and we invested \$1.1 billion of capital expenditures.

From the time of the acquisition of AdvancePierre in June to the end of our fiscal year, we paid down debt by more than \$650 million. We returned cash to shareholders by repurchasing over 10 million shares for more than \$650 million and increased our dividend in fiscal '17 by 50% to an annual rate of \$0.90 per share, and in November, the Board increased the dividend again by another 33% for fiscal '18, or \$0.30 per share, to an annual rate of \$1.20 per share.

We finished the year with net debt to adjusted EBITDA of 2.4 times on a pro forma basis, including the AdvancePierre results for the past 12 months. We expect to bring this ratio down to around 2 times by the end of Q3. When we reach this goal, we'll be in a position to consider repurchasing shares again. Including cash of \$318 million, net debt was approximately \$9.9 billion. Total liquidity was just over \$1.1 billion.

Now, let's take a look at our Q1 recap for 2018. This morning, we reported our earnings and we're off to a great start and we expect to have another great year. First quarter revenues were \$10.2 billion. We grew sales volumes by 5.2%, and grew sales volumes, more importantly, from value-added products by over 9%. Adjusted operating income was \$950 million and return on sales was 9.3%, with strong performances by all four segments. Our adjusted EPS was a record \$1.81, including a \$0.21 tax reform benefit, but even without the benefit, it would have been a record quarter. Operating cash flow was \$1.1 billion and CapEx was \$296 million. Net debt to Adjusted EBITDA was 2.3 times on a pro forma basis, and that includes the results of

AdvancePierre for a full 12 months. Including cash of \$293 million, net debt was \$9.4 billion, and total liquidity was \$1.1 billion at the end of Q1.

For the outlook for 2018, we expect top line sales of approximately \$41 billion. CapEx should approximate \$1.4 billion to \$1.5 billion, as we expand capacity and focus on operational improvements that drive shareholder value. We raised our annual adjusted earnings guidance to a range of \$6.55 to \$6.70, reflecting the positive impact of tax reform. But, I'll be watching you achieve these results from the sidelines and I expect there will be many other tremendous accomplishments in the coming years.

When I think about the changes in our Company over the years, it's really astounding what we've accomplished. We've gone from a \$4 billion predominantly chicken company to a \$40 billion modern food company and the biggest in the U.S., with huge brands, like Jimmy Dean, Tyson, Hillshire Farm, and a great fresh meats business that we acquired in IBP. We became a Fortune 100 company and we joined the S&P 500. This Little Free Pantry business that started here about 80 years ago on Emma Avenue has become one of the best companies in the country, and I'm proud to have played a part in making that happen.

Now, I'd like to introduce our President and CEO, Tom Hayes.

Tom Hayes

Thank you very much, Dennis, I appreciate it, and you have truly been a partner to me, and thank you for that.

As we take a step back and look at the work that both David and Dennis have done, they're doing a lot for the Company, but they're also just great community members, and I wish both David, standing there in the back—there is he, waving—and Dennis, all the best in their future endeavors.

We need to also look at the folks that are joining us to replace these heroes. We have Amy, she's standing right there. She doesn't need to stand up, she's already standing. She joined us from The Boeing Company, and extraordinarily excited to have her with us. She was the Chief Council for Global Law Affairs. Stewart, if you could stand. Stewart Glendinning comes to us from Molson Coors, where he was President and CEO of International, and I'm sure you'll all get to know Stewart over time, he's a great addition, and we're excited about the contributions that they'll make to our business.

I stood at this podium, not in this building, but at the hotel a year ago. I'm honored to be the CEO of Tyson and honored to be chosen, and honored to still be the CEO of Tyson. We have had an incredible year, as Dennis has said, and we're really looking forward to continuing that momentum.

We're making progress on a number of fronts. Some of you may have seen we were voted for the second time, two years in a row, as Fortune's Most Admired Company in Food Production. That's not an easy thing to do. Of all the categories that represented the score, we had number one status in each one, and that is on the back of 122,000 hard-working team members that make that happen, and you can be proud of this Company for delivering that.

What I also want to talk about today, more importantly, is what are we going to do going forward, so what are we going to accomplish. We're ambitious. We have a very bold strategy. We want to sustainably feed the world with the fastest-growing portfolio of protein brands. Well,

the world is going to grow from where it is today to 9.5 billion by 2050, and we've got to do it in a way that's sustainable. That is something that we are continuing to work on. I appreciate the proposal. You will know that we are very focused on making sure we grow and grow sustainably. We're already upgrading existing plants, we're doing a lot, we're investing a lot of capital to make sure that we do that. The tailwind that we're getting from tax reform is going to allow us to accelerate—I keep looking over this way for Justin Whitmore, our Chief Sustainability Officer—accelerate investments and continue to become more sustainable.

So, as John said, our aspiration, our purpose is to continue to raise the expectations the world has of us, the good that we can do, not just good in our communities, not just good as it relates to sustainability, but just being good people, and we have fantastic people and they are good. From time to time, we'll make mistakes, but we will pick ourselves up, brush ourselves off, learn lessons, move forward and continue to make this Company super-powerful going forward.

Thank for being a shareholder.

Mr. Chairman, back to you.

John Tyson

Thanks, Tom. Tom and I both believe, along with the Senior Leadership Team, that our purpose statement is the way forward for the future of this Company, raise the world's expectations for how much good food can do. Our purpose statement reminds all of us, all 122,000 team members, of our role as a food company and as a person who lives in the communities where we live and operate. Food brings us together. We have lunch with our colleagues, we hang out with our friends, we gather with our families. Our great team members and our products allow us to be part of the fun and the memories of the times in folks' lives. It truly is an honor.

Nonetheless, responsibility of providing safe, accessible, quality, affordable, sustainable food to millions of people around the world is something we take seriously, myself, my family, the Senior Leadership Team of this Company. We accept and understand the importance of producing food in a sustainable manner that reflects our core values. There are some people who assume large scale is wrong, but if they knew our great people who work to make great products, to make their communities better places, they would be impressed, as I am every day.

As the world expects more from us, we'll keep raising the expectations of ourselves each and every day, year after year, whether it's taking care of our work place, taking care of our environment, taking care of our animals, but most important, taking care of each and every one of our team members.

Out of respect, and as a big thank you, I am so happy that more than 100,000 of our team members, our front line team members, are receiving a one-time bonus this year as a result of tax reform. We're glad that we can do this for all the great people of this Company.

Tyson Foods is a modern food company, we've come a long ways from Emma Street, with unmatched scale, and with that comes responsibility, and as a company, we'll never stop trying to do the right thing. We will strive to be more transparent and better communicators, and as we continue to grow, we will continue to raise your expectations of how much food can do.

So, to everyone, to the team members in this building, thank you for letting us come down here. We thank you for being here. We ask that you travel safe and we do hope to see you next year. Thank you and God bless.