

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
HOSTESS BRANDS, INC.
ADOPTED AS OF NOVEMBER 4, 2016**

I. PURPOSE OF THE COMMITTEE

The purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Hostess Brands, Inc. (the “Company”) shall be to assist the Board in selecting director nominees and in fulfilling its responsibilities with respect to corporate governance.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the NASDAQ Stock Market (the “NASDAQ”), and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall be responsible for carrying out the activities set forth below. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

Nominating

- developing and annually assessing relevant criteria and qualifications to be utilized in selecting nominees for Board membership;
- identifying, recruiting, evaluating, and screening candidates for Board membership, including any candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s annual proxy statement;
- selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders or special meeting of stockholders at which one or more directors are to be elected;

- recommending to the Board director nominees to fill vacancies on the Board, as necessary;
- reviewing, assessing, and recommending nominees for membership on, and chairmanship of, the various committees of the Board;
- evaluating, and when appropriate recommending, changes to the size of the Board or its various committees; and
- when and if appropriate, considering and recommending the removal of a director for cause, in accordance with the applicable provisions of the Company's Certificate of Incorporation and Bylaws.

The Committee shall identify candidates without regard to any candidate's race, color, disability, gender, national origin, religion or creed.

Corporate Governance

- implementing and overseeing compliance with the Company's corporate governance policies;
- making necessary recommendations to the Board concerning the Company's Certificate of Incorporation, Bylaws, Committee Charters, or other matters related to corporate governance; and
- overseeing the evaluation of the Board and management and making appropriate recommendations to improve performance.

V. DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may, in its sole discretion, retain or obtain the advice of legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel or other adviser retained by the Committee, the expense of which shall be borne by the Company.

Nothing herein shall be construed to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

The business of the Company is managed under the direction of the Board and the various committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not expected to assume an active role in the day-to-day operation or management of the Company.