

Nominating Committee Charter Tyson Foods, Inc.

Mission

As part of the governance and oversight process of Tyson Foods, Inc. (the “Company”), the Nominating Committee (the “Committee”) has been appointed by the Company’s Board of Directors (the “Board”) to 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, all in accordance with the Nominating Criteria set forth below.

Principal Responsibilities

1. Identify and evaluate individuals that the Committee believes may be qualified to become Board members and upon making such a determination recommend that the Board consider appointing such person 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.
2. With respect to individuals who may serve as independent directors of the Board, identify recommended candidates who satisfy the criteria for “independence” established by the listing requirements of the New York Stock Exchange (“NYSE”).
3. Identify Board members qualified to fill a vacancy on a committee of the Board and recommend to the Board that such nominee or nominees be considered for appointment to such committee.
4. Review and assess 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.
5. Carry out such other duties and responsibilities, consistent with this Charter, as may be assigned to the Committee by the Chairman of the Board.

In carrying out its responsibilities, the Committee will draw on the expertise of the management and corporate staff and, when appropriate, may hire outside experts or advisors to assist the Committee with its work. 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.

Composition of the Committee

The Committee shall consist of at least three directors, each of whom meets the independence requirements of the NYSE. The members of the Committee shall be appointed by the Board and shall serve for such terms as the Board may determine, or until their earlier resignation, death, or

removal by the Board. A quorum is a majority of the members of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

Process

The Committee will meet at least annually to carry out its responsibilities. Special meetings may be called by the Chairman of the Board and/or the Chairman of the Committee. Each meeting will have an “executive session” in which the Committee members meet without management present. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting and shall include 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 Securities Exchange Act of 1934, 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 or other members of the Board.