

HORMEL FOODS CORPORATION GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purposes of the Governance Committee are to identify and recommend individuals qualified to become members of the Board of Directors, to oversee succession planning for the Corporation's Chief Executive Officer, to ensure the Corporation's personnel resources are being managed responsibly and effectively, and to develop and recommend to the Board a set of corporate governance principles applicable to the Corporation.

MEMBERSHIP

The Committee will consist of two or more members of the Board appointed from time to time by the Board. The Committee will consist solely of nonemployee Directors who meet the independence requirements of the New York Stock Exchange. Members of the Committee are subject to removal at any time by a majority of the Board. Any resulting vacancy may be filled by the Board.

DUTIES AND RESPONSIBILITIES

The Committee will:

1. Establish criteria for selecting new directors (considering goals for Board composition and individual qualifications) and evaluate potential candidates in accordance with established criteria.
2. Review and respond to director nominations or recommendations submitted in writing by the Corporation's stockholders.
3. Recommend to the Board a slate of candidates for presentation to the stockholders at each Annual Meeting of Stockholders, and one or more nominees for each vacancy on the Board that occurs between Annual Meetings of Stockholders.
4. Recommend to the Board qualified members of the Board for membership on Committees of the Board and the Chair of each Committee.
5. Conduct an annual review of the Lead Director position and make recommendations to the Board regarding use of the position, duties of a Lead Director, and a qualified member of the Board for election as Lead Director.
6. Review executive succession plans, and ensure that a qualified successor to the Corporation's Chief Executive Officer is at all times identified, and an emergency succession plan is in place.
7. Develop and recommend to the Board a set of corporate governance principles for the Corporation.
8. Monitor compliance with the Corporation's corporate governance principles.
9. Periodically reassess the Corporation's corporate governance principles and recommend to the Board revisions to such principles.

10. Evaluate and recommend to the Board objectives, policies and programs regarding the Corporation's management of its human resources.
11. Oversee the annual evaluation of the Board and management, with the assistance of the Lead Director.
12. Conduct an annual performance evaluation of the Committee.

The Committee will provide regular reports of its activities to the Board.

MEETINGS

The Committee will meet once annually, or more frequently as circumstances dictate. A majority of the members of the Committee will constitute a quorum for the transaction of business.

RESOURCES AND AUTHORITY

The Committee will have the resources and authority appropriate to discharge its responsibilities, including the authority to use internal personnel and to engage external search firms to identify director candidates, and will have sole authority to retain and terminate any such search firm and to approve the fees and other retention terms related to the appointment of such firm.

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.

ADOPTION OF CHARTER

This amended and restated Charter was adopted by the Board of Directors on January 27, 2009.