

**Amended and Restated
Compensation Committee Charter
Tyson Foods, Inc.**

Mission

As part of the governance and oversight process of Tyson Foods, Inc. (the “Company”), the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company shall support the Board and work with management to ensure key executives are compensated in accordance with management philosophy, competitive practice and regulatory requirements. The Committee shall review, provide advice on and, where appropriate, approve compensation objectives, plans and levels.

Principal Responsibilities

1. Periodically review and provide oversight with respect to the Company’s compensation strategy, corporate goals and objectives relevant to management compensation and total compensation policy to ensure it supports business objectives, creates shareholder value, is consistent with shareholder interests, attracts and retains key executive talent required, and links compensation with Company, business unit and/or personal performance. The Committee will also work to ensure compensation matters are handled in a manner satisfactory to the Company’s principal shareholder as the Committee deems appropriate.
2. Review and approve the employment contract, annual performance goals, year end performance relative to these goals and total compensation for the Company’s CEO.
3. Review and approve the employment contract of any executive officer or former executive officer not compensated under the Company’s band structure.
4. Ratify employment contracts and related band level designations of any executive officer compensated under the Company’s band structure.
5. Review the Company’s band structure with management.
6. Refer to the full Board (subject to any required shareholder approval) all new equity-based plans or incentive compensation plans or amendments to existing equity-based plans or incentive compensation plans.
7. Approve and refer to the full Board all new compensation plans or amendments to existing plans with material cost impact.
8. Approve and refer to the full Board all employee benefit or retirement plan changes with a material cost impact.

9. Review periodically the peer groups used for competitive pay/performance benchmarking and analyze the total compensation for the CEO and each executive band level as compared to the relevant external benchmarks.
10. Review periodically and assure the Company's change of control, severance programs, executive benefits and perquisites are competitive and appropriate. The Committee shall approve changes in such benefits for the CEO.
11. Review and provide advice on new compensation objectives, plans and related levels for executives when proposed by management.
12. Review and have sole authority to approve the retention (including the fees and terms of such retention) and/or termination of any compensation consultant to be used to assist in the evaluation of director, CEO or management compensation.
13. Review and discuss annually with management the Compensation Discussion and Analysis ("CD&A") required by Item 402 of Regulation S-K and, based on such review and discussion, make a recommendation to the full Board as to whether the CD&A should be included in the Company's proxy statement and annual report.
14. Review the Company's determination of the extent, if any, to which the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company and determine if disclosure regarding the foregoing is necessary in the Company's proxy statement.
15. Review and consider the results of any stockholder advisory votes on executive compensation and recommend to the Board any adjustments to the Company's compensation policies and practices, including the frequency at which stockholder advisory votes on executive compensation should be held, that are necessary or appropriate in light of such votes.
16. Provide annually, over the names of the Committee's members, the required report of the Committee for inclusion in, or incorporation by reference into, the Company's proxy statement and annual report in accordance with applicable SEC rules and regulations.
17. Review and reassess the adequacy of this Charter annually and recommend and propose changes to the Board for approval. The Committee shall also annually review its own performance.
18. Make reports to the Board on the Committee's activities.
19. Carry out such other duties and responsibilities as may be assigned to the Committee by the Chairman of the Board.
20. In carrying out its responsibilities, the Committee will draw on the expertise of the management and corporate staff and, when appropriate, may hire outside legal,

accounting or other advisors or experts to assist the Committee with its work, subject to budget approval by the Chairman of the Board.

Composition of the Committee

The Committee shall consist of at least three directors who are “independent” of management (as such term is defined in the New York Stock Exchange listing requirements) and free from any relationship that, in the opinion of the Board would interfere with the exercise of independent judgment as a Committee member. 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. In addition, a director may serve on the Committee only if the Board determines that she or he (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. A quorum is three members. The Committee may form and delegate authority to subcommittees when appropriate; provided that the subcommittees are composed entirely of independent directors.

Process

The Committee will normally meet four times per year, in conjunction with regular meetings of the Board, 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.