

THE J. M. SMUCKER COMPANY
EXECUTIVE COMPENSATION COMMITTEE CHARTER

(Adopted April 15, 2003, and last revised January 25, 2012)

(Attachment A last revised January 25, 2012)

Purposes

The primary responsibility of the Executive Compensation Committee (the “Committee”) is to approve the compensation arrangements for the executive officers elected by the directors (individually, an “Officer” and collectively, the “Officers”) of The J. M. Smucker Company (the “Company”) and to periodically review the compensation paid to the non-employee directors, as such responsibilities are more specifically identified below.

Composition

The directors will determine the size of the Committee, provided that the Committee will always have at least three members.

Each Committee member will be “independent” under the rules of the New York Stock Exchange and the Company’s Corporate Governance Guidelines. Specifically, the members of the Committee will be independent of management and free from any relationship that, in the opinion of the directors, could interfere with the exercise of independent judgment for the purpose of determining the fairness of compensation arrangements for Officers and providing the recipients of compensation the protection afforded by such independent oversight. Further, each member of the Committee will be a “non-employee director” as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and an “outside director” as that term is defined for purposes of Section 162(m) of the Internal Revenue Code, as amended.

The directors select Committee members and the Committee chair. Each Committee member will serve at the pleasure of the directors for such term as the directors may decide or until such Committee member is no longer a director.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Compensation for Officers – In consultation with senior management, the Committee will develop and implement the Company’s compensation program for Officers, including annual salaries, incentive-compensation awards, equity-based plan awards and perquisites.
2. Officer Agreements – The Committee will review and approve any proposed employment agreement with, and any proposed severance or retention plan, consulting agreement or other agreement with any Officer.
3. Alignment of Corporate Goals and Compensation – The Committee will review and approve, at least annually, corporate goals and objectives relating to the compensation

- of the Officers and evaluate the Officers' performances in light of those goals and make recommendations to the directors with respect to the Company's 2010 Equity and Incentive Compensation Plan and other equity-based plans. The Committee will review and approve the compensation of the Officers.
4. Equity Incentive Plans – The Committee will review, approve, and administer, to the extent the plan contemplates administration by the Committee, the Company's equity incentive plans and grants of equity or equity-based awards, in the manner and on such terms and conditions as may be prescribed by the Company's equity incentive plans. The Committee's administrative authority will include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.
 5. Officer Benefits – The Committee will review and approve any new benefit programs, or changes to existing benefit programs, which are unique to the Officers.
 6. Succession Planning – The Committee will review compensation issues relating to management succession, as appropriate.
 7. Compensation Regulatory Compliance – In consultation with senior management, the Committee will oversee regulatory compliance with respect to compensation matters.
 8. Non-employee Director Compensation – The Committee will review and, as appropriate, make recommendations to the directors regarding the compensation paid to the non-employee directors. In its periodic evaluation of director compensation, the Committee will refer to the policy statement on director compensation attached to this charter as Attachment A.
 9. Committee Reports to the Directors – The Committee will report its activities to the directors in such manner and at such times as the Committee or the directors deem appropriate, but not less frequently than annually.
 10. Annual Regulatory Reporting Compliance – The Committee, with the assistance of management and any outside consultants the Committee deems appropriate, will (a) review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis," and based on this review, make a recommendation as to whether to include it in the Company's proxy statement relating to the Company's annual meeting of shareholders, and (b) prepare a Compensation Committee Report to be included in the Company's proxy statement relating to the Company's annual meeting of shareholders.
 11. Risk Assessment and Management – The Committee, with the assistance of management and any outside consultants the Committee deems appropriate, will (a) oversee the risk assessment of the Company's compensation arrangements applicable to the Company's Officers and other employees, (b) in connection with such oversight, assess reports and other information provided by Company management and such outside consultants as the Committee deems appropriate, and (c) review and discuss at least annually the relationship (if any) between the Company's risk management policies and practices and the Company's compensation arrangements.

12. Oversee Shareholder Communications Related to Executive Compensation – The Committee will (a) oversee shareholder communications on executive compensation matters, including shareholder votes on executive compensation, and (b) assess the results of shareholder advisory votes on executive compensation.
13. Stock Ownership Guidelines for Directors and Officers – The Committee will develop stock ownership guidelines for the Company’s directors and Officers.

Meetings

The Committee will meet as frequently as necessary to carry out its responsibilities under this charter. The Committee will have the authority to delegate any of its responsibilities to subcommittees or other committees of directors as the Committee may deem appropriate. The Committee chair will conduct the meetings and will have such other responsibilities as the Committee or the directors may designate from time to time.

The Committee may request any Officer, or any representative of the Company’s advisors, to attend a meeting or to meet with any member or representative of the Committee.

Resources and Authority

The Committee will have appropriate resources and authority to discharge its responsibilities, including reasonable funding to compensate any consultants and any independent advisors retained by the Committee. The Committee will have the sole authority to engage compensation consultants to assist in the evaluation of non-employee director and Officer compensation and the sole authority to set the fees and other retention terms of such compensation consultants. Such consultant(s) will report directly to the Committee and will not perform any services directly on behalf of management.

Annual Review

At least annually, the Committee will review this charter and evaluate its performance against the requirements of this charter. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

**ATTACHMENT A
TO THE J. M. SMUCKER COMPANY**

EXECUTIVE COMPENSATION COMMITTEE CHARTER

**POLICY STATEMENT
ON
DIRECTOR COMPENSATION**

The Executive Compensation Committee (the “Committee”) of The J. M. Smucker Company (the “Company”) is responsible for periodically, as appropriate, reviewing the compensation for directors. Any suggested recommendations for changes will be submitted to the directors for review. This Policy Statement has been adopted to suggest general principles that the Committee intends to follow.

1. The Committee, or a subcommittee designated by the Committee, with the assistance of outside compensation advisors, will periodically benchmark the compensation of directors against companies of similar size in similar industries.
2. Director compensation should be a combination of cash and Company shares and should periodically be reevaluated to determine appropriate percentages of cash and shares.
3. A portion of the share component of compensation should be in some form of equity ownership.
4. Directors should be able to elect to defer a portion of compensation until their director service is completed.
5. Directors should be reimbursed for their reasonable travel and other expenses related to director services.
6. The current policy encourages director participation in The J. M. Smucker Company Matching Gifts Program.