

**THE J. M. SMUCKER COMPANY**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**(Adopted April 15, 2003, and last revised January 15, 2015)**

The purposes of the Nominating and Corporate Governance Committee (the “Committee”) are to assist the directors in identifying qualified individuals to become directors and in developing and assuring compliance with corporate governance principles applicable to directors and The J. M. Smucker Company (the “Company”).

**Composition**

The size of the Committee will be determined by the directors, provided that the Committee will always have at least three members, each of whom will be “independent” under the rules of the New York Stock Exchange (the “NYSE”).

The directors will 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. Identify New Director Candidates. The Committee will identify and recommend individual candidates to become directors and will consider management and shareholder recommendations for director candidates. In recommending director candidates, the Committee will consider such factors as it deems appropriate and will recommend nominees who have the highest personal and professional integrity, and who have demonstrated exceptional ability and judgment. The Committee will also refer to the Criteria for Director Candidates attached as Appendix A to this charter when reviewing potential director candidates.
2. Evaluate Incumbent Directors. The Committee will evaluate whether an incumbent director should be nominated for re-election upon expiration of such director’s term. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director’s performance as a director.
3. Evaluate Chief Executive and Chairman. The Committee will evaluate the performance of the Chief Executive Officer and the Chairman of the Board.
4. Recommend Committee Memberships. The Committee will make recommendations to the directors regarding the Committees’ memberships.
5. Develop Corporate Governance Guidelines. The Committee will develop and recommend to the directors Corporate Governance Guidelines. At least annually, the Committee will (i) review those guidelines and recommend changes, if appropriate, and (ii) at least annually lead the directors in a discussion of major corporate governance issues.
6. Directors Self-Evaluation. The Committee will develop and recommend to the directors, for their approval, an annual self-evaluation process of the directors. Upon approval by the directors, the Committee will administer the self-evaluation process.

7. Review Possible Conflicts of Interest. To the extent they should arise, the Committee will consider possible conflicts of interest of directors and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
8. Succession Planning. The Committee will annually review succession planning issues and report its findings and recommendations, if any, to the directors.
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. Director Orientation/Training. The Committee will, as it deems appropriate, make recommendations regarding director orientation and continuing training of the directors.
11. Shareholder Communications. The Committee will develop and recommend to the directors, for their approval, procedures regarding the means by which shareholders may communicate with directors.
12. Risk Assessment and Management. At least annually, the Committee will review and discuss with senior management the Company's risks associated with the Board of Directors' organization, membership, and structure, succession planning for Directors and officers, and corporate governance.
13. Other Delegated Duties or Responsibilities. The Committee will perform such other duties or responsibilities as the directors may from time to time delegate to it.

### **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 specify from time to time.

The Committee may request any officer of the Company, or any representative of the Company's advisers, 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 funding to compensate any consultants and any independent advisers retained by the Committee. The Committee will have the sole authority to engage search firms to assist in the identification of director candidates and the sole authority to set reasonable fees and other retention terms for such search firms.

### **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.

**APPENDIX A  
TO THE J. M. SMUCKER COMPANY  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**CRITERIA  
FOR  
DIRECTOR CANDIDATES**

- All director candidates should be committed to the Company's culture and Basic Beliefs and will be individuals of integrity, intelligence, and strength of character having a balance of skills, knowledge, diversity, background, and experience beneficial to the Company;
- Non-employee director candidates should meet the independence requirement of the NYSE and the Company's Corporate Governance Guidelines to the extent necessary to ensure that a majority of the directors are independent;
- Non-employee director candidates should also maintain independence necessary for an unbiased evaluation of management performance;
- Non-employee director candidates should be able to effectively carry out responsibilities of oversight of the Company's strategy;
- Director candidates should have either significant experience in a senior executive role with a major business organization or relevant experience from other professional backgrounds;
- Director candidates should have a working knowledge of corporate governance issues and the changing role of boards, together with a firm commitment to attend and participate in meetings of the directors and related directors' activities; and
- Director candidates should not have any affiliations or relationships with competitive businesses or organizations or other activities, which could lead to a real or perceived conflict of interest.

All director candidates will be evaluated and selected consistent with the Company's policy of nondiscrimination.