

**CAMPBELL SOUP COMPANY
CHARTER OF THE GOVERNANCE COMMITTEE**

January 25, 2017

The Governance Committee is appointed by the Board of Directors and consists of at least four independent directors. All members of the Committee meet the requirements as to independence established by the New York Stock Exchange. The Committee shall meet as frequently as necessary to carry out its responsibilities.

The Committee's purpose is to oversee matters relating to the composition, organization and effectiveness of the Board and its committees, including (i) the identification of persons qualified to become Board members, consistent with criteria approved by the Board, (2) recommendation of director nominees for approval by the Board and nomination for election at the Annual Meeting of Shareholders, and (3) development, recommendation and review of corporate governance standards for the Company.

The responsibilities of the Committee include the following:

1. To make recommendations regarding the composition, organization, structure and operations of the Board and its committees.
2. To recommend to the Board criteria for the selection of new directors and oversee their recruitment.
3. To recommend ongoing qualification standards for directors, including standards for determination of director independence, criteria for evaluation of director performance, and policies regarding director tenure, retirement and succession.
4. To investigate, review and evaluate the qualifications of candidates for membership on the Board and to assess the contributions and performance of directors eligible for re-election.
5. To recommend director nominees for approval by the Board and nomination for election at the Annual Meeting of Shareholders, or, in the event of vacancies on the Board between meetings of shareholders, nominees for election by the Board until the next Annual Meeting.
6. To recommend the functions and monitor the operations of the Board committees, and recommend criteria for committee membership.
7. To recommend the appointment and removal of committee members and committee chairs.
8. To recommend candidates for the position of Chairman of the Board, and investigate, review and evaluate the qualifications of candidates for Chairman.
9. To make recommendations regarding the compensation of directors who are not employees of the Company, including principles for determining the form and amount of director compensation and share ownership requirements, and for reviewing those principles as appropriate.
10. To oversee and make recommendations regarding matters of corporate governance, including orientation of new directors and continuing education of directors, and the respective roles of the Board, the Board committees and the individual directors in the Company's governance process.
11. To review annually, and recommend any proposed changes to, the Company's Corporate Governance Standards.
12. To develop and recommend to the Board processes for annual self-evaluation of the performance and effectiveness of the Board and its committees and for annual evaluation of the Chairman of the Board, and oversee and report to the Board on the results of these evaluations.
13. To review and report to the Board on the annual self-evaluations of the other standing committees.

14. To review, evaluate and, as appropriate, approve or ratify transactions with related persons, in accordance with the Board's policy concerning such transactions.

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- The Chair reports to the Board following each meeting of the Committee on the principal matters reviewed or approved by the Committee and its recommendations as to actions to be taken by the Board.
- The Committee conducts an annual evaluation of its own performance and of the adequacy of its charter, and reports to the Board on the results of these evaluations.
- The Committee has the sole authority to retain and terminate any search firm to be used to assist in the identification of director candidates, and any compensation consultant to be used to assist in the evaluation of director compensation, including sole authority to approve the search firm's or compensation consultant's fees and other retention terms. The Committee also has the authority to obtain advice and assistance from other internal or external advisors.
- In response to a request by a Campbell director to join the board of another company or to become affiliated with another business entity, the Chair of the Committee shall evaluate and advise the Board whether, by reason of conflicts in regular meeting schedules or business or competitive considerations, simultaneous service on the other board or affiliation with the other entity may impede the director's ability to fulfill his or her responsibilities to Campbell.
- Subject to the requirements of applicable laws and regulations, the Committee has the authority to delegate any of its responsibilities to subcommittees, as it deems appropriate.