

# LANCASTER COLONY CORPORATION

## AMENDED CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

### **I. Structure of Committee**

This Charter governs the structure and operation of the Nominating and Governance Committee (the “Committee”). The Committee’s role, as more specifically described below, is to identify and evaluate persons qualified to become board members, consistent with criteria approved by the Board of Directors (the “Board”), to present to the Board of Directors qualified slates of nominees for election to the Board by the Company’s shareholders, to recommend candidates to fill vacancies occurring between annual shareholder meetings, to develop and periodically review the Company’s Corporate Governance Principles, to recommend changes to the Corporate Governance Principles to the Board, to monitor compliance with the Corporate Governance Principles, to oversee the evaluation of the Board and management, and to carry out all obligations imposed upon a nominating and governance committee pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and of The Nasdaq Stock Market, Inc. (“Nasdaq”) as the same may be applicable from time to time.

The Committee shall be comprised of no fewer than three members. Each member of the Committee shall meet the independent requirements set forth by the SEC and Nasdaq. The members of the Committee and its Chair shall be appointed by the Board, and shall serve for a term expiring at the next annual meeting of Directors. The members of the Committee may be removed by the Board at any time in its discretion.

### **II. Meetings**

The Committee shall meet as often as deemed necessary by its Chair or by any two Committee members. Electronic participation in meetings is acceptable if effected in compliance with the Company’s Code of Regulations. The Committee shall have authority, in its areas of responsibility, to retain at Company expense independent advisors and to approve and require payment of fees charged by such advisors. The Committee shall have the authority to form and delegate authority to subcommittees as it deems appropriate. Furthermore, the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms. In the performance of its duties, the Committee and its members shall have unrestricted access to management.

### **III. Duties and Responsibilities**

In discharging its duties, the Committee shall perform the following activities as well as such additional activities as it deems appropriate in light of then applicable rules and regulations of the SEC and Nasdaq. The Committee shall:

- A. identify and review, in consultation with the Company’s Chief Executive Officer, candidates for the Board of Directors and to recommend to the Board candidates for

election or re-election to the Board, and, in connection with such recommendation, disclose the source from which the recommendation of such candidate came;

- B. evaluate and measure those skills and accomplishments which should be possessed by a prospective member of the Board given the then membership of the Board, including such factors as the ethical values, personal integrity and business reputation of the candidate, his or her financial acumen, reputation for effective exercise of sound business judgment, strategic planning capability, indicated interest in providing attention to the duties of a member of the Board, contribution of a diverse frame of reference, diverse points of view, diverse ethnic, age and gender, personal skills in marketing, manufacturing processes, technology or in other areas where such person's talents may contribute to the effective performance by the Board of its responsibilities;
- C. following consultation with the Chairman of the Board, recommend to the Board for its approval directors to serve as members and Chair of each Board committee;
- D. review the Committee Charter from time to time for adequacy in light of current conditions and to recommend any appropriate changes to the Board, including, without limitation, those changes which may be required by the SEC with respect to the process of receipt and review of recommendations from shareholders regarding possible Board candidates;
- E. consider and review the qualifications of those Director candidates recommended by shareholders in a fair and unbiased manner and by application of the same tests and standards which are considered in connection with candidates independently identified by the Committee or otherwise brought to its attention including, without limitation, those factors described in III. B., above, as long as such shareholder recommendations are:
  - 1. delivered to the Company's Corporate Counsel no later than June 30 of the year in which such shareholder proposes that the recommended candidate stand for election;
  - 2. in writing and include a resume of the prior relevant activities of the proposed candidate and the views of the recommending shareholder regarding his or her qualifications; and
  - 3. accompanied by a written statement from the proposed candidate agreeing to be identified in the proxy statement as a nominee and, if elected, to serve as a Director;
- F. report to the Board regarding the number and identity of Directors who were present and who were absent at the most recent annual shareholders meeting and to encourage attendance by Board Members at all shareholder annual meetings;
- G. develop CEO succession plans and corporate governance crisis plans to recommend to the Board;

- H. develop and, following approval thereof by the Board, implement a process for the receipt of communications from shareholders to Directors;
- I. review external developments in corporate governance matters and recommend action to management and the Board where appropriate;
- J. develop and recommend to the Board for approval a set of Corporate Governance Principles applicable to the Company, review such Corporate Governance Principles annually or more frequently, if appropriate, and recommend changes in the Corporate Governance Principles to the Board as necessary;
- K. monitor compliance with the Corporate Governance Principles;
- L. develop and recommend to the Board for its approval a periodic self-evaluation process of the Board and its committees, and oversee the self-evaluation process;
- M. periodically review the Board's committee structure and recommend any changes to the Board; and
- N. cause appropriate minutes to be prepared and preserved with respect to its proceedings, and report its actions to the next following meeting of the Board.