

**SANDERSON FARMS, INC.
NOMINATING AND GOVERNANCE
COMMITTEE CHARTER**

Purpose

The Nominating and Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for annual meetings of stockholders and any special meetings of stockholders or meeting of directors at which directors are to be elected; (2) to recommend to the Board corporate governance principles and practices applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; (4) to recommend to the Board director nominees for the Board committees; and (5) to make recommendations to the Board concerning director compensation.

Committee Membership

The Nominating and Governance Committee shall consist of not less than three directors. Each member must be a person who meets the independence requirements of the Nasdaq Stock Market and any other requirements of applicable laws or regulations.

The members of the Nominating and Governance Committee shall be appointed annually by the Board upon the recommendation of the prior fiscal year's Nominating and Governance Committee, and shall serve at the pleasure of the Board.

The Board shall appoint one member of the Nominating and Governance Committee as its Chairperson and one member as its Vice Chairperson.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting. If the Committee Chairperson is not present at a meeting, the Committee Vice Chairperson shall preside. If neither the Chairperson nor the Vice Chairperson is present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

The Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

If the Company becomes legally required by contract or otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors need not be subject to the nominating committee process.

The Nominating and Governance Committee shall, when requested by the Board, actively seek individuals qualified to become board members for recommendation to the Board. The Nominating and Governance Committee shall also annually recommend to the Board director nominees for the Audit, Compensation and Nominating and Governance Committees.

The Nominating and Governance Committee shall seek to complete customary vetting procedures and background checks with respect to individuals suggested for potential Board membership by stockholders of the Company or other sources.

The Nominating and Governance Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans, equity-based compensation plans and stock ownership guidelines.

The Nominating and Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

The Nominating and Governance Committee shall annually, or more frequently as it deems appropriate, review and reassess the adequacy of the corporate governance principles and practices of the Company and recommend any proposed changes to the Board for approval.

The Nominating and Governance Committee shall annually, or more frequently as it deems appropriate, review the succession planning for the Company's senior executive officers, including but not limited to the Chief Executive Officer and will do so in concert with the Compensation Committee.

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate. Any such subcommittee shall consist solely of persons who are members of the Committee.

The Nominating and Governance Committee shall make regular reports to the Board.

The Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating and Governance Committee shall annually review its own performance and shall report thereon to the Board.

Procedures Governing Nominations for Election as Director

The Nominating and Governance Committee will consider potential nominees for director proposed by its members, members of the Board of Directors, the Company's stockholders and/or management.

Stockholders who are not also members of the Company's Board of Directors or management should submit notice of their proposed nominees for director in writing to the Nominating and Governance Committee at the Company's general offices.

Stockholders should include the following information in their written notice:

- (a) The stockholder's name and address;
- (b) A representation that the stockholder is a holder of record or a beneficial owner (in which case evidence of such beneficial ownership shall be submitted if requested by the Nominating and Governance Committee) of shares of the Company as of the date of the notice;
- (c) The name, age, business and residence addresses, and principal occupation and experience of each proposed nominee;
- (d) Such other information regarding each nominee proposed by the stockholder that the stockholder wishes the Nominating and Governance Committee to consider;
- (e) The consent of each proposed nominee to serve as a director of the Company if elected; and
- (f) A representation signed by each proposed nominee that states that such proposed nominee meets all of the qualifications set forth in Article IV of the Company's bylaws.

Persons wishing to propose nominees for consideration at the Company's annual meeting of stockholders must submit notice of their proposed nominee to the Nominating and Governance Committee no later than September 15 of the year prior to the annual meeting.

Anyone proposing nominees to the Nominating and Governance Committee should consider the minimum qualifications, skills and qualities that the Nominating and Governance Committee believes must be met by a committee-recommended nominee and are necessary for a director of the Company to possess, as follows:

- (a) significant business experience in production, preferably related to agriculture, or in marketing, finance, accounting or other professional disciplines;
- (b) prominence and a highly respected reputation in his or her profession;
- (c) a global business and social perspective;

- (d) a proven record of honest and ethical conduct, personal integrity and good judgment;
- (e) a commitment to congeniality with and mutual respect for other members of the Board and management;
- (f) concern for the long-term interests of stockholders; and
- (g) significant time available to devote to Board activities and to enhance his or her knowledge of the Company's industry.

The Nominating and Governance Committee shall review and reassess these criteria from time to time as appropriate and recommend changes to the Board.

Nothing in this policy shall preclude a stockholder from nominating persons for election as director from the floor at any annual or special meeting of stockholders called for that purpose by following the advance notification procedures set forth in Article III, Section 9 of the Company's bylaws.

The Nominating and Governance Committee may interview candidates for nomination for election as director who have been proposed to the Nominating and Governance Committee in accordance with this Charter and who are not incumbent directors. The Nominating and Governance Committee may elect to invite members of the Company's management to participate in the interviews. When all interviews are complete, the Nominating and Governance Committee shall vote to determine a slate of nominees to be submitted to the Board of Directors. The Nominating and Governance Committee shall use the same process to evaluate potential nominees proposed by stockholders as it uses to evaluate any other potential nominee.