

# **BOB EVANS FARMS, INC.**

## **CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS**

*Amended and Restated February 18, 2016*

This Charter (this “Charter”) identifies the purpose, composition, meetings, and responsibilities of the Nominating and Corporate Governance Committee (the “Nominating Committee”) of the Board of Directors (the “Board”) of Bob Evans Farms, Inc. (the “Company”).

### **I. PURPOSE**

The purpose of the Nominating Committee is to:

- A. Identify and recommend to the Board for nomination, election or appointment qualified individuals for membership on the Board;
- B. Discharge the responsibilities of the Board relating to compensation of the Company’s directors;
- C. Oversee and advise the Board on corporate governance matters and practices;
- D. Oversee management, and advise the Board, regarding board and management succession; and
- E. Perform such other duties for the Company as may be requested by the Board from time to time.

### **II. COMPOSITION**

The members of the Nominating Committee shall serve at the pleasure of the Board. The Nominating Committee shall consist of at least three members of the Board, each of whom shall be appointed by the Board. Each member of the Nominating Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company. Each member of the Nominating Committee must meet the independence requirements of The NASDAQ Stock Market (“NASDAQ”) and any other applicable requirements, standards, laws or regulations relating to the Nominating Committee’s duties and responsibilities.

### **III. MEETINGS**

The Nominating Committee shall meet at least two times annually and may convene more frequently as circumstances dictate. The Nominating Committee shall be chaired by one of its members appointed by the Board. If the Board does not appoint a Chairperson or if the Chairperson is not present at a meeting, the members of Nominating Committee may designate a Chairperson by majority vote of the full Nominating Committee membership, or those members present, as the case may be. All Nominating Committee members are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company’s Bylaws

The Nominating Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Nominating Committee may act by a majority of its members at a meeting or without a meeting if all members of the Nominating Committee consent to the action in writing or by other means of electronic transmission permitted under applicable law and the Company's Bylaws. The Chairperson of the Nominating Committee shall provide the Board with a report of the Nominating Committee's activities and proceedings at each regularly scheduled meeting of the Board.

The Committee may have in attendance at its meetings such members of management, consultants, other directors or others as the Chairperson may deem necessary or desirable to provide the information the Nominating Committee needs to carry out its duties and responsibilities.

#### **IV. RESPONSIBILITIES**

The Nominating Committee shall have the authority to undertake the specific responsibilities outlined in this Charter and to undertake such other responsibilities as the Board may prescribe from time to time.

##### **A. Board and Committee Membership and Compensation:**

The following are the principal duties and responsibilities of the Nominating Committee with respect to membership on the Board and committees of the Board:

1. Establishing the criteria for selecting new directors. The Nominating Committee may consider any factors it deems appropriate, including, without limitation: judgment, skill, diversity, independence, strength of character, experience with businesses and organizations of comparable size, experience with a publicly traded company, experience and skill relative to other Board members, desirability of the candidate's membership on the Board and any committees of the Board and the ability of the candidate to represent the Company's stockholders. With regard to board candidates, the Nominating Committee will take into account the existing diversity reflected in the members of the Board including their professional experience, skills, backgrounds and viewpoints, as well as in gender, ethnicity and national origin. Identifying and evaluating candidates for Board membership on an ongoing basis in such manner as the Nominating Committee deems appropriate, and recommending to the Board the nominees to stand for election or re-election as directors at any meeting of stockholders at which directors are to be elected.
2. Considering candidates for director recommended by the Company's stockholders through the nomination procedures set forth in the Company's Bylaws. The Nominating Committee will not be obligated to consider candidates recommended by a stockholder who does not comply with the nomination procedures set forth in the Company's Bylaws.
3. In the case of a vacancy on the Board, recommending to the Board an individual to fill such vacancy through appointment by the Board or through election by the stockholders. In the case of a director nominee to fill a vacancy created by an increase in the size of the Board, until such time as the staggered board ceases to exist, recommending to the Board the class of directors in which the individual should serve.
4. Reviewing the qualifications and independence of the members of the Board and its various committees on at least an annual basis and making any recommendations to the Board that the Nominating Committee deems appropriate concerning any recommended change in the composition or size of the Board or its committees.

5. Considering matters relating to the retirement of Board members, including the recommended retirement age so that no person can be nominated for election nor appointed by the Board after reaching such age.
6. Evaluating in accordance with the Company's Bylaws resignations tendered by Board members that are conditional on such member not receiving a majority vote in a contested election, or with regard to a change of employment or business, and recommending to the Board whether to accept any such resignation.
7. Recommending to the Board the compensation for directors, including committee and committee chair fees, equity-based awards, perquisites and other similar items as appropriate.
8. Determining director stock ownership guidelines and annually reviewing ownership levels for compliance.

**B. Corporate Governance:**

The following are the principal duties and responsibilities of the Nominating Committee with respect to corporate governance matters and practices:

1. Developing and recommending to the Board for approval, and then periodically reviewing the adequacy of, corporate governance guidelines and principles and recommending any proposed changes to such policies for Board review and approval.
2. Reviewing the Company's compliance with Securities and Exchange Commission ("SEC") and NASDAQ rules and other applicable legal or regulatory requirements pertaining to corporate governance.
3. Recommending to the Board such changes to the Board's committee structure, including but not limited to recommending the need for new or special committees or the elimination of a committee, as well as to committee functions or substantive areas of coverage, as the Nominating Committee deems advisable.
4. Maintaining policies regarding the review and approval of "related person" transactions as well as reviewing and, if the Nominating Committee deems appropriate, approving or ratifying "related person" transactions under applicable law and rules adopted by the SEC and NASDAQ.
5. Reviewing and making recommendations to the Board regarding the appropriate organizational and board leadership structure. To the extent that the Committee determines that the organizational structure would benefit from the appointment of a lead independent director, reviewing and recommending to the Board the director deemed appropriate for this position.
6. Overseeing management and reviewing the Company's succession plan for the Chief Executive Officer and other executive officers of the Company, including succession in the event of retirement or emergency.
7. Reviewing legislative initiatives and any external developments in the area of corporate governance and assess the impact they may have on the Company.

8. Leading an annual review of the Board, the Board's Committees, as well as the individual Directors, and evaluating the effectiveness of each.
9. Reviewing the operations and effectiveness of the Board of Directors, including, but not limited to, considering and setting the regularly scheduled meetings of the Board and each of its Committees, as well as the date of the annual meeting of shareholders.
10. Overseeing an orientation program for new directors with respect of the business and structure of the Company and their responsibilities as Board and Committee members, as well as continuing education programs for all Board members.
11. Reviewing and making recommendations to the Board with respect to stockholder proposals.
12. Reviewing with management, and making recommendations to management and the Board, with respect to stockholder activism.
13. Reviewing at least annually any reviews or like evaluations of the Company's corporate governance by Glass Lewis and Institutional Shareholder Services Inc., and reporting on such to the Board.
14. The Committee will review directorships and committee assignments on other public companies held by prospective directors, or offered to current directors or executive officers of the Company, and will provide its recommendation to the Board regarding the allowance of such services.
15. Recommending to the Board such additional actions related to corporate governance matters as the Nominating Committee deems necessary or advisable from time to time.
16. Reviewing and reassessing the adequacy of this Charter annually and recommending any proposed changes to the Board for approval. This Charter and any amendments shall be publicly disclosed at the times and in the manner required by the applicable rules or criteria established by the SEC and NASDAQ.
17. Reviewing at least annually the Company's policies and activities regarding charitable and political activities and donations.

## **V. GENERAL**

The Nominating Committee has the authority, to the extent it deems necessary or appropriate, to retain one or more consultants to assist in the identification and evaluation of director nominees, and to assist in the evaluation of director compensation. The Nominating Committee shall have sole authority to retain and terminate any such consultants, including sole authority to approve the consultant's fees and other retention terms. The Nominating Committee also has the authority, to the extent it deems necessary or appropriate, to retain other advisors, including legal advisors. The Company will provide for appropriate funding, as determined by the Nominating Committee, for payment of compensation to any consultants or other advisors retained by the Nominating Committee.

As required under the NASDAQ rules or any subsequent rules, before engaging a compensation adviser (other than in-house legal counsel), the Committee shall consider all factors as could affect the independence of such consultant, counsel or advisor as may be identified from time to time in the rules

and regulations of the SEC and the listing standards of NASDAQ relevant to that adviser's independence from management, including the following:

- Any other services provided to the Company and its subsidiaries by the company who employs the compensation adviser;
- The amount of fees received from the Company and its subsidiaries by the company who employs the compensation adviser as a percentage of the company's total revenue;
- The policies and procedures of the company who employs the compensation adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation adviser with a member of the Compensation Committee;
- Any stock of the Company owned by the compensation adviser; and
- Any business or personal relationship between the Company's executive officers and the compensation adviser or the company employing such individual.