

BOB EVANS FARMS, INC.

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Amended and Restated August 24, 2016

This Charter (“Charter”) identifies the purpose, authority, composition, meetings and responsibilities of the Audit Committee (“Audit Committee”) of the Board of Directors (“Board”) of Bob Evans Farms, Inc. and its subsidiaries (“Company”).

I. PURPOSE

The purpose of the Audit Committee is to:

- (a) Oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements and the integrity of the Company’s financial statements;
- (b) Oversee the qualifications, independence and performance of the Company’s independent auditors;
- (c) Oversee the qualifications, independence and performance of the Company’s internal audit function;
- (d) Oversee the Company’s system of disclosure controls and procedures, internal controls over financial reporting and compliance with ethical standards adopted by the Company;
- (e) Oversee the Company’s risk management functions; and
- (f) Perform such other duties as may be requested by the Board from time to time.

II. AUTHORITY

The Audit Committee has authority to:

- (a) Directly appoint, retain, compensate, evaluate, and terminate the Company’s independent auditors. The independent auditors report directly to the Audit Committee.
- (b) Oversee the work of the independent auditors, including the resolution of disagreements between management and the independent auditors.
- (c) Pre-approve the audit engagement, including fees and terms, and all other audit or permitted non-audit services performed by the Company’s independent auditors to the extent required and in a manner consistent with applicable law.

- (d) Retain independent legal, accounting, and other advisors to the extent the Audit Committee deems it necessary to assist the Audit Committee in carrying out its duties.
- (e) The Company shall provide for appropriate funding, as determined solely by the Audit Committee, for payment of compensation to the independent auditors engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Company, compensation to any other advisors employed by the Audit Committee and ordinary administrative expenses of the Audit Committee that the Audit Committee determines are necessary or appropriate in carrying out its duties.
- (d) Approve the retention or removal of the internal audit function and approve the internal audit plan for the fiscal period.
- (f) Conduct or authorize investigations into any matters within the scope of the Audit Committee's responsibilities, and obtain advice and assistance from outside legal, accounting and other advisors as necessary for it to perform its duties and responsibilities, taking into consideration the need to involve the general counsel or outside legal counsel to preserve the Company's attorney-client privilege.
- (g) Seek any information the Audit Committee requires from employees of the Company (all of whom are directed to cooperate with the Audit Committee's requests) or external parties.
- (h) Meet with the Company's officers, independent auditors, internal audit function or outside counsel, as necessary.

The Audit Committee may delegate to its Chairperson such power and authority as the Audit Committee deems to be appropriate, except such power and authority required by law to be exercised by the whole Audit Committee or by a subcommittee, which the Audit Committee has the authority to form and delegate to, consisting of one or more Audit Committee members, when appropriate. The Audit Committee has delegated the power and authority to its Chairperson to pre-approve all audit and permitted non-audit services, and the decisions made pursuant to such delegated power and authority are to be reported to the Audit Committee at its next scheduled meeting.

III. COMPOSITION

The Audit Committee shall serve at the pleasure of the Board. The Audit Committee shall consist of at least three members of the Board, each of whom shall be appointed by the Board. Each member of the Audit 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. Additionally, all Audit Committee members must satisfy the independence requirements prescribed by applicable rules of The NASDAQ Stock Market ("NASDAQ") as well as Section 10A of the Securities Exchange Act of 1934 and the rules promulgated by the Securities and Exchange Commission ("SEC") thereunder.

All members of the Audit Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Audit Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. At least one

member of the Audit Committee must qualify as an “audit committee financial expert” as defined in the applicable rules or criteria established by the SEC, and as determined by the Board.

No member of the Audit Committee may have participated in the preparation of the financial statements of the Company at any time during the past three years.

IV. MEETINGS

The Audit Committee shall meet at least four times annually and may convene more frequently as requested by the Chairperson or a majority of the Committee members. The Audit 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 the Audit Committee may designate a Chairperson by majority vote of the full Audit Committee membership, or those members present, as the case may be. All Audit 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 Audit Committee shall maintain minutes of its meetings, which minutes shall be filed with the permanent records of the Board.

The Audit Committee may act by a majority of its members at a meeting or without a meeting if all members of the Audit 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 Audit Committee will provide the Board with a summary of the Audit Committee’s activities and proceedings at each regularly scheduled meeting of the Board, or more often if requested by the chairman of the board of directors.

The Audit Committee shall meet periodically with management, the internal auditors and the independent auditors in separate executive sessions to discuss any matters that the Audit Committee or one of these groups believes should be discussed.

The Audit Committee may have in attendance at its meetings such members of management, the internal auditors and the independent auditors, or others, as the Audit Committee may deem necessary or desirable to provide the information the Audit Committee needs to carry out its duties and responsibilities.

V. RESPONSIBILITIES

The Audit 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. The Audit Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

A. Financial Reporting / Internal Control Over Financial Reporting

The following are the principal responsibilities of the Audit Committee with respect to the oversight of financial reporting and internal control over financial reporting:

1. Reviewing and discussing with management the chief financial officer, the head of internal audit and the representatives of the independent auditors annually, before each audit begins, the overall scope of their respective annual audit plans, including adequacy of staffing,

professional services to be provided, the audit procedures to be used and fees to be charged by the independent auditors.

2. Reviewing and discussing with management and the independent auditors major issues regarding accounting principles and financial statement presentation, including: (a) any significant changes in the Company's selection or application of accounting principles and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements; (c) the development, selection and disclosure of critical accounting estimates and policies and practices and the use thereof; and (d) analyses of the effect of alternative GAAP methods on the Company's financial statements, including the ramifications of the use of alternative disclosures and treatments and the treatment preferred by the independent auditors.
3. Reviewing and discussing with management and the independent auditors the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures and aggregate contractual obligations, on the Company's financial statements, and any related disclosures.
4. Reviewing and discussing with the independent auditors the matters required to be communicated by the independent auditors related to the conduct of their audit, as well as, providing to the independent auditors certain required information relevant to the audit, in accordance with applicable Public Company Accounting Oversight Board ("PCAOB") Auditing Standards, as amended from time to time. Such review and discussion shall include, but shall not be limited to, (i) any problems or difficulties the independent auditors encountered in the course of their audit work, (ii) any restrictions on the scope of the independent auditors' activities or on access to requested information, and (iii) any significant disagreements with management, and in each case management's response to such matter.
5. Reviewing and discussing with internal audit and the representatives of the independent auditors their respective reports and the results of their respective audits.
6. Requiring that the independent auditors share with the Audit Committee all material written communications between the independent auditors and management, including reviewing any "management letter," "internal control" letter or "schedule of unadjusted differences" issued, or proposed to be issued, by the independent auditors.
7. Reviewing and discussing with management and the independent auditors the Company's annual audited financial statements, the quarterly unaudited financial statements, and the disclosures to be made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" prior to the filing of each such periodic report, including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. As to the Annual Report on Form 10-K, after such review, if the Audit Committee so determines, to recommend to the Board that the Company's audited financial statements be included in the Annual Report on Form 10-K.
8. Discussing with the independent auditors, the head of internal audit, management and the Company's financial and accounting personnel, their assessments of the adequacy and effectiveness of the Company's systems of disclosure controls and procedures and internal

- control over financial reporting and related accounting and financial controls and any special audit steps adopted in light of material control deficiencies.
9. Requiring that the Company establish and maintain a disclosure control committee, with a written charter and such other policies and procedures (collectively, “Disclosure Control Policy”), as deemed necessary. Annually the Audit Committee will review the Disclosure Control Policy.
 10. Overseeing the Company’s Disclosure Control Policy with respect to the review of the periodic reports, proxy statements and other disclosure documents that the Company files with the SEC by (a) receiving and reviewing minutes of the Company’s disclosure control committee; and (b) having direct access to the disclosure control committee or any member of the disclosure control committee, as the Audit Committee deems necessary.
 11. Reviewing disclosures made by the Company’s principal executive officer, principal financial officer, and other persons who provide them with sub-certifications, during the certification process for each earnings release, Quarterly Report on Form 10-Q and Annual Report on Form 10-K, about (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting, (b) any fraud that involves management or other employees who have a significant role in the Company’s internal controls and (c) any significant changes in the Company’s internal control over financial reporting which occurred during the last fiscal quarter.
 12. Discussing with management and the independent auditors, the types and presentation of financial information to be disclosed in the Company’s earnings releases (paying particular attention to any use of “pro forma” or “adjusted” non-GAAP information and reconciliations of the same) as well as reviewing any financial information or earnings guidance provided to investors, or analysts and/or rating agencies.
 13. Discussing with the independent auditors and the internal auditors any problems or difficulties they encountered in the course of their audit work, including any restrictions on the scope of their activities or access to requested information, and any significant disagreements with management.
 14. Reviewing the Company’s compliance with pronouncements of the Financial Accounting Standards Board, the American Institute of Certified Public Accountants, the PCAOB, the SEC, NASDAQ or other similar bodies or agencies that could have an impact on the Company’s financial statements.

B. Oversight of the Company’s Relationship with the Independent Auditors

The following are the principal responsibilities of the Audit Committee with respect to oversight of the Company’s relationship with the independent auditors:

1. Monitoring and evaluating the independence, qualifications and performance of the independent auditors, and their appointment, by, among other things: at least annually, obtaining and reviewing a written report from the independent auditors regarding (a) the independent auditors’ internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the

- independent auditors; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditors and the Company, including the written disclosures and letter required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence. Actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, and taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditors.
2. At least annually, reviewing the experience, rotation and qualifications of the senior members of the independent auditors' team under applicable laws, rules and regulations.
 3. Reviewing and setting the policies, in compliance with applicable laws, rules and regulations, for the Company's hiring of present or former employees of the independent auditors.
 4. Establishing pre-approval policies and procedures, in compliance with the rules and criteria established by the SEC. Such pre-approval policies and procedures must be detailed as to the particular services to be provided, ensure that the Audit Committee knows precisely what services it is being asked to pre-approve and not include any delegation to management of the Audit Committee's responsibilities under applicable laws, rules and regulations to pre-approve all services provided by the independent auditors. Approval of a non-audit service to be performed by the independent auditors and, if applicable, the pre-approval policies and procedures established by the Audit Committee, shall be disclosed as required under applicable SEC rules.
 5. Reviewing and pre-approving all audit services and permitted non-audit services to be performed for the Company or any of its subsidiaries by the independent auditors, or any other auditing or accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services (other than with respect to de minimus exceptions permitted by applicable laws, rules and regulations). In no event shall the independent auditors perform any non-audit services for the Company which are prohibited by applicable law or the rules established by the SEC or the PCAOB (or other similar body as may be established from time to time).

C. Oversight of the Internal Audit Function

The following are the principal responsibilities of the Audit Committee with respect to oversight of the internal audit function:

1. Requiring that the Company has an internal audit function that reports directly to the Audit Committee.
2. Overseeing the independence of the internal audit function.
3. Meeting at least annually with the head of the internal audit function with no other members of management present.
4. Being responsible for the appointment or termination of the internal audit function who shall report directly to the Committee, and who reports to the Chief Financial Officer on an administrative basis.

5. Reviewing and approving the internal audit functions responsibilities and the annual internal audit plan and results.
6. Annually evaluating the effectiveness of the internal audit function.
7. Reviewing the results of the internal audits, including the assessment of the Company's risk management processes and system of internal control; and each significant matter brought up in the internal auditors' reports to the Audit Committee including recommendations to management, as well as management's responses.

D. Oversight of Risk Management and Compliance

The following are the principal responsibilities of the Audit Committee with respect to assisting the Board in fulfilling its oversight of risk management, including compliance, matters:

1. Assisting the Board in fulfilling its oversight responsibilities regarding the Company's policies and processes with respect to risk assessment and risk management, including any significant non-financial risk exposures.
2. Requiring the Company to establish and maintain procedures, and provide the necessary resources and mechanisms for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
3. Reviewing and discussing with management, the general counsel, internal audit and the independent auditors any correspondence with regulators or governmental agencies, and any employee complaints or reports, which raise material adverse issues regarding the Company's financial statements or accounting policies.
4. Obtaining regular updates from management and the general counsel regarding legal and regulatory matters, as well as compliance matters, which may have an impact on the Company's financial statements.
5. Reviewing and discussing with management, internal audit, and the independent auditors, the assessment of the Company's risk management processes and system of internal control, related to the Company's use, if any, of financial derivative instruments, including interest rate "swaps," as well as the joint oversight with the Finance Committee regarding the risk assessment related to the Company's use, if any, of financial derivatives instruments.
6. Overseeing the Company's policies, practices and procedures relating to risk management including, but not limited to:
 - (a) Requiring that the Company have a risk management function and process that identifies and evaluates the Company's major risk exposures, including emerging risks, and that management and the internal audit function charged with overseeing the risk management function report periodically to the Audit Committee on the risk management process and program.

- (b) Reviewing the Company's annual disclosures in its proxy statement and in its Form 10-K concerning the role of the Board and its committees in the risk oversight of the Company.
- (c) Reviewing and discussing with management and the internal audit function at least annually, issues relating to the assessment and mitigation of major risk factors affecting the Company.
- (d) Reviewing and discussing with the Board, at least annually, issues relating to the assessment and mitigation of major risk management factors affecting the Company.
- (e) Cooperating with the Nominating and Corporate Governance Committee regarding oversight of corporate compliance.
- (f) Joint oversight with the Compensation Committee regarding the annual risk assessment of the executive compensation program.

F. Additional Responsibilities

The following are the principal additional responsibilities of the Audit Committee:

1. Reviewing with the Board any issues which arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the independent auditors or the performance of the internal audit function.
2. Providing an open avenue of communication among the internal audit function, the independent auditors, management, and the Board.
3. Reviewing and approving the Audit Committee report to be included in the Company's annual proxy statement and any other information related to the responsibilities of the Audit Committee required to be disclosed under the rules of the SEC and NASDAQ.
4. At least annually, reviewing and reassessing the adequacy of this Charter and recommending any proposed changes to the Board. This Charter and any amendments hereto shall be publicly disclosed at the times and in the manner required by the applicable rules or criteria established by NASDAQ and the SEC.