

**BOB EVANS FARMS, INC.**  
**CHARTER OF THE**  
**COMPENSATION COMMITTEE**  
**OF THE BOARD OF DIRECTORS**

*Amended and Restated as of February 25, 2014*

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

**I. PURPOSE**

The purpose of the Compensation Committee is to:

- (a) Discharge the responsibilities of the Board relating to compensation of the Company’s executive officers;
- (b) Produce an annual report on executive compensation to be included in the Company’s proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (“SEC”);
- (c) Review and discuss with the Company’s management the disclosures contained in the Company’s “Compensation Discussion and Analysis” (“CD&A”) and recommend to the Board of Directors whether the CD&A should be included in the Company’s Annual Report on Form 10-K and its proxy statement; and
- (d) Perform such other duties for the Company as may be requested by the Board from time to time.

**II. COMPOSITION**

The Compensation Committee shall serve at the pleasure of the Board. The Compensation Committee shall consist of at least three members of the Board, each of whom shall be appointed by the Board. Each member of the Compensation 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. All Compensation Committee members must:

- (a) Satisfy the independence requirements prescribed by the applicable Corporate Governance Rules of The NASDAQ Stock Market (“NASDAQ”) and under the rules and regulations of the Securities and Exchange Commission (“SEC”), in each case as may be in effect from time to time;
- (b) Qualify as “Non-Employee Directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (“Exchange Act”);
- (c) Qualify as “Outside Directors” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended (“Code”), and the regulations promulgated thereunder; and
- (d) No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries other than for service as a director of the Company or as otherwise permitted under the listing standards of NASDAQ.

Members of the Compensation Committee will be appointed for one-year terms and shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. The Board may fill vacancies on the Compensation Committee and remove a member of the Compensation Committee at any time with or without cause.

### **III. MEETINGS**

The Compensation Committee shall meet at least two times annually and may convene more frequently as requested by the Chairperson or a majority of the Committee members. The Compensation 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 Compensation Committee may designate a Chairperson by majority vote of the full Compensation Committee membership, or those members present, as the case may be. All Compensation 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 By-laws.

The Compensation Committee shall maintain minutes of its meetings, which minutes shall be filed with the permanent records of the Board.

The Compensation Committee may act by a majority of its members at a meeting or without a meeting if all members of the Compensation 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 Compensation Committee shall provide the Board with a report of the Compensation Committee's activities and proceedings at each regularly scheduled meeting of the Board.

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

The compensation of the Company's Chief Executive Officer and all other executive officers (as that term is defined by Rule 16a-1(f) under the Exchange Act) must be determined by the Compensation Committee. The Company's Chief Executive Officer may not be present during the Compensation Committee's deliberations or voting regarding his or her compensation, but may be present during the Compensation Committee's deliberations regarding the compensation of all other executive officers of the Company.

The Compensation Committee may meet in separate executive sessions with its advisors, management, partners (employees), general counsel, internal audit, and the independent auditor to discuss matters that the Compensation Committee believes warrant Compensation Committee attention.

### **IV. RESPONSIBILITIES**

The Compensation 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 Compensation Committee's primary responsibilities include:

1. Reviewing with Company management and approving the general compensation policy for executive officers of the Company, and such other employees of the Company and its subsidiaries as directed by the Board. In performing this responsibility, the Compensation Committee shall take into consideration any matters it deems relevant, including, without limitation, the Company's strategic and financial plans and their relationship to the Company's total compensation program.

2. As part of the Committee's review of compensation packages for executive officers, the Compensation Committee will periodically review and approve the Company's comparator "peer" group companies for compensation purposes, which is one of many factors that the Committee may use in determining compensation.
3. Reviewing and approving the compensation of the Company's executive officers, including base salary, equity-based awards, bonuses, long-term compensation, perquisites and other incentives. In determining the appropriate compensation to be awarded to the Chief Executive Officer and other executive officers, the Compensation Committee may consider any matters it deems relevant, including, without limitation:
  - (a) The performance of each executive officer, including the level of achievement of goals and objectives established by the Compensation Committee;
  - (b) The Company's performance, including stockholder return and the level of achievement of goals and objectives established by the Compensation Committee;
  - (c) The incentive awards given to each executive officer in the past;
  - (d) The recommendations of independent compensation consultants, if any; and
  - (e) Reviews of compensation paid to executive officers at peer companies selected by the Compensation Committee.
4. Reviewing with Company management and approving all forms of compensation (including all compensation under a "plan," as such term is defined in Item 402(a)(6) of Regulation S-K promulgated by the SEC, and all non-plan compensation) to be provided to the executive officers of the Company and such other employees of the Company and its subsidiaries as directed by the Board.
5. Administering each of the Company's equity-based plans and any other plans that the Compensation Committee is required to administer pursuant to the terms of the plan or applicable laws, rules or regulations (including, without limitation, Rule 16b-3 under the Exchange Act, NASDAQ rules and Section 162(m) of the Code and the rules promulgated thereunder). In its administration of these plans, the Compensation Committee may, unless otherwise directed by the Board or the terms of the applicable plan:
  - (a) Determine the individuals eligible to participate in each plan;
  - (b) Grant equity awards or other awards authorized under each plan to individuals eligible for such grants; and
  - (c) Make such changes to each plan and the awards granted thereunder as the members of the Compensation Committee deem appropriate, to the extent stockholder approval is not required and to the extent permitted by the respective plan and the provisions of applicable laws, rules and regulations.
6. Oversee and periodically review with management, the design, operation and management of all of the Company's employee benefit plans, including but not limited to any Section 401(k) plan, supplemental employee retirement plan, deferred compensation plans and employee stock purchase plan, and make recommendations to the Board in accordance with the requirements of the governing plan documents. Responsibility for day-to-day administration of the plans,

including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications (such as the disclosure of information about plan fees, expenses and investment options to participants and beneficiaries in Section 401(k), 403(b) and other types of defined contribution plans, if investments are participant-directed), is the sole responsibility of management.

7. Preparing a “Compensation Committee Report” for inclusion in or incorporation by reference into the Company’s proxy statement and Annual Report on Form 10-K in accordance with the rules and regulations of the SEC.
8. Reviewing and discussing with the Company’s management the disclosures contained in the Company’s CD&A and related disclosures, and recommend to the Board of Directors based on this review whether the CD&A should be included in the Company’s Annual Report on Form 10-K and its proxy statement.
9. Reviewing incentive and other compensation arrangements to confirm that compensation does not encourage unnecessary or excessive risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and executive compensation.
10. Participating at least annually in a joint meeting with the Audit Committee to oversee management’s risk assessment of the Company’s compensation policies and practices.
11. Reviewing and discussing with the Company’s management any disclosures required by Item 402(s) of Regulation S-K relating to the Company’s compensation risk management, including, without limitation, whether and the extent to which the Company compensates and incentivizes its employees in ways that may create risks that are reasonably likely to have a material adverse effect on the Company.
12. Reviewing and discussing with the Company’s management any disclosures required by Item 402 of Regulation S-K and other regulations of similar import relating to the Committee’s retention of compensation consultants, the determination of the independence of such consultant, and the related disclosure required for the Company’s proxy statement.
13. Evaluating the need for, provisions of, and forms of employment contracts/severance arrangements for the Company’s Chief Executive Officer, and change in control and severance benefits for the other executive officers.
14. Reviewing and making recommendations to the Board with respect to incentive compensation plans and equity-based plans in accordance with applicable laws, rules and regulations, including, without limitation, the rules and regulations of the SEC and NASDAQ.
15. Determining management stock ownership guidelines and annually reviewing ownership levels for compliance.
16. Reviewing and making recommendations to the Board with respect to adopting, amending and overseeing the policies and practices related to the Company’s recoupment, or the forfeiture by employees, of incentive compensation as the Compensation Committee determines to be necessary or appropriate and in accordance with any legal requirements.
17. Providing recommendations to the Board of Directors on Company sponsored compensation-related proposals to be considered at the Company’s annual meeting, including Say-on-Pay and Say-on-Frequency proposals, including a review and consideration of the results of such votes.

18. Periodically review and discuss reports generated by management, the Compensation Committee's consultant, or legal counsel (i.e., in-house counsel or external counsel), regarding market and legislative trends in executive compensation, and the potential impact these market and legislative trends may have on the Company, and determining any necessary actions or responses to them.

19. Reviewing and reassessing this Charter annually and submitting any suggested changes to the Board for review.

## **V. GENERAL**

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

As required under the NASDAQ rules or any subsequent rules, before engaging a compensation adviser (other than in-house legal counsel), the Compensation 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.