



Code of Ethics for Directors and Senior Financial Officers

INTRODUCTION

This Code of Ethics (this "Code") has been adopted and approved by the Board of Directors of Snyder's-Lance, Inc. (the "Company") with the purpose of assuring that all members of the Board of Directors of the Company and the Senior Financial Officers of the Company and its subsidiaries understand and adhere to high ethical standards of conduct. In accordance with this Code, the Company expects its Directors and Senior Financial Officers to adhere to high ethical standards of conduct in all business activities and to act in a manner that will enhance the Company's standing as a vigorous and ethical competitor within the business community.

This Code applies to the members of the Board of Directors (the "Directors") and to the principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions (collectively, the "Senior Financial Officers"). This Code is intended to qualify as a "code of conduct" within the meaning of Rule 5610 of The NASDAQ Stock Market LLC ("NASDAQ") and as a "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. In addition to this Code, the Senior Financial Officers are also subject to the Company's general Code of Ethics applicable to all of its employees and officers.

STANDARDS OF CONDUCT

The Directors and Senior Financial Officers of the Company are subject to the following standards of conduct. Each Director and Senior Financial Officer will:

- Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest (as described under the heading "Conflicts of Interest" below) in personal and professional relationships;
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- Comply with applicable governmental laws, rules and regulations as well as the rules and regulations of NASDAQ and any other self-regulatory organizations of which the Company is a member;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated; and
- Take reasonable measures to protect the confidentiality of non-public information about the Company and to prevent the unauthorized disclosure of such information unless such disclosure is required by applicable law or regulation or other legal or regulatory process.

CONFLICTS OF INTEREST

A "conflict of interest" arises when a Director's or Senior Financial Officer's judgement is or may be influenced by considerations of improper personal gain to such individual or to another person. Situations that create the appearance of a conflict may cause public relations or other problems damaging to the Company. The Company's general Code of Ethics, which applies to Senior Financial Officers, describes examples of common conflict of interest situations that may arise with respect to Senior Financial Officers.

With respect to Directors, a conflict of interest may arise if the Director takes actions or has interests that may make it difficult to perform the Director's work for the Company objectively and effectively. Conflicts with respect to a Director also arise if the Director, or a member of the Director's family, receives improper personal benefits because of the Director's position with the

Company. Except as authorized by the Board of Directors or its Governance and Nominating Committee, no outside Director of the Company shall have a direct economic relationship with the Company. Company loans to, or guarantees of obligations of, Directors and their family members are prohibited. Any proposed affiliation with a for-profit enterprise or any proposed transaction, involving the Company or a subsidiary of the Company, in which a Director has a direct economic or beneficial interest shall be analyzed and reviewed by the Governance and Nominating Committee of the Board for potential conflicts.

To provide for the ethical handling of conflicts of interest, Senior Financial Officers and Directors are required to promptly report any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the Chief Executive Officer or the Legal Department. As necessary, such person will consult with the Chairman of the Board, the Lead Independent Director, the Chairman of the Governance and Nominating Committee or the entire Board of Directors. Additionally, Directors of the Company should recuse themselves from participation in any decision of the Board in which there is a conflict between their private interests and the interests of the Company.

CORPORATE OPPORTUNITIES

Directors and Senior Financial Officers of the Company are subject to constraints on their ability to take for their own benefit any business opportunity in the lines of business of the Company that is discovered through the use of Company property or information, or by virtue of their employment with the Company or membership on the Board. Directors may be permitted to pursue such an opportunity only if all material facts are disclosed to the Board, and the disinterested members of the Board determine that the Company should not pursue the opportunity and instead authorize the Director to do so. In accordance with the Company's general Code of Ethics applicable to all employees and officers, all employees of the Company, including Senior Financial Officers, are prohibited from taking such opportunities.

REPORTING VIOLATIONS

Directors and Senior Financial Officers must promptly report any possible violation of this Code, including transactions or relationships that reasonably could be expected to give rise to a violation, to the Chairman of the Board or the Legal Department. The Company strictly prohibits any retaliation against a Director or Senior Financial Officer who, in good faith, reports known or suspected violations. Directors and Senior Financial Officers may choose to remain anonymous in reporting any violations of this Code.

ACCOUNTABILITY AND ADHERENCE

The Board of Directors, its Governance and Nominating Committee or another committee thereof will investigate any reported violations of this Code and will determine appropriate disciplinary actions, up to and including termination of employment or removal from the Board. Such disciplinary actions will be based on the facts and circumstances of each particular case and shall be reasonably designed to deter wrongdoing and promote accountability for adherence to the Code. Violations of this Code may also constitute violations of law which may result in criminal or civil penalties.

WAIVERS AND AMENDMENTS

Waivers of or amendments to this Code must be approved by the Board of Directors, its Governance and Nominating Committee or another committee thereof. Waivers will be granted on a case-by-case basis in the sole discretion of the Board of Directors, its Governance and Nominating Committee or another committee thereof, and any such waiver or amendment shall be publicly disclosed to the extent required by the Securities and Exchange Commission or NASDAQ.

ANNUAL CERTIFICATION

Each year, all members of the Board of Directors and the Senior Financial Officers are required to certify that they have received and read a copy of the Code of Ethics for Directors and Senior Financial Officers and to certify compliance with the Code.

CONCLUSION

This Code of Ethics for Directors and Senior Financial Officers contains general guidelines for conducting the business of the Company in accordance with high standards of business conduct. Please contact the Legal Department with any questions about compliance with this Code. This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. The Company reserves the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

Amended: May 3, 2012

SNYDER'S-LANCE, INC.

CERTIFICATION REGARDING CODE OF ETHICS FOR DIRECTORS AND SENIOR FINANCIAL OFFICERS

The undersigned Director or Senior Financial Officer of Snyder's-Lance, Inc., (the "Company") hereby certifies that the undersigned:

1. Has received, read and retained a copy of the Company's Code of Ethics for Directors and Senior Financial Officers (the "Code"), and understands the Code and the responsibilities of the undersigned thereunder; and
2. Will comply with the Code in connection with all activities undertaken by the undersigned, or in which the undersigned participates or provides assistance, while serving as a Director or Senior Financial Officer of the Company.

Date:

Signature:

Typed or Printed Name:

Position or Title: