

SNYDER'S-LANCE, INC.

COMPENSATION COMMITTEE CHARTER

November 5, 2015

The Compensation Committee (the "Committee") of the Board of Directors of Snyder's-Lance, Inc. (the "Corporation") shall consist of no fewer than three members of the Board of Directors of the Corporation (the "Board"). Each member of the Committee shall be "independent" in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of the NASDAQ Stock Market. No less than two of the members of the Committee shall be a "Non-Employee Director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and satisfy the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986 ("Section 162(m)").

The members of the Committee and its Chairman shall be appointed by the Board at the Annual Meeting of the Board. The Chairman and each of the members shall serve until the next Annual Meeting of the Board and until their successors are appointed and qualified. Members of the Committee and its Chairman may be removed by the Board at any time.

The Committee shall meet at least two times during each fiscal year of the Corporation and may act by written consent. The Chairman of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda. The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Committee may delegate to one or more executive officers the authority to make grants of equity based compensation to eligible individuals who are not executive officers.

The duties, responsibilities and authority of the Committee are as follows:

1. Provide overall guidance to officer compensation programs, including salaries and any other forms of compensation.
2. At least once during each fiscal year, review the officer compensation program, including salary, profit sharing, incentive compensation plans and such other features as appropriate.
3. The Committee has the right at any time to obtain advice, reports or opinions from internal and external counsel, compensation consultants and expert advisors and has the authority to hire and terminate independent legal, compensation, financial and other advisors as it may deem necessary, at the Corporation's expense, without consulting with, or obtaining approval from, any officer of the Corporation in advance. Prior to retaining or obtaining the advice of any advisor to assist it in the performance of his duties, the Committee shall take into consideration factors relative to the advisor's independence from management as specified in NASDAQ rules.

4. Make recommendations to the Board as to performance criteria for the Chief Executive Officer and, with the Chairman of the Board and the Lead Independent Director, evaluate the performance of the Chief Executive Officer and report to the Board on such evaluation, with the Chief Executive Officer and any officer who reports directly to the Chief Executive Officer excused from the meeting during such report.

5. Make recommendations to the Board and the independent directors as to the annual compensation of the Chief Executive Officer of the Corporation, fix the annual compensation of the other officers of the Corporation, fix the long term compensation of each officer, including the Chief Executive Officer, and report all such compensation to the Board. The Chief Executive Officer may not be present during deliberations or voting concerning the Chief Executive Officer's compensation.

6. Take into consideration the most recent shareholder advisory vote, required by Section 14A of the Exchange Act, on executive compensation ("Say on Pay") and the tax-deductibility requirements of Section 162(m) when reviewing and approving compensation for executive officers.

7. Recommend to the Board the establishment or modification of employee stock-based plans for the Corporation and its subsidiaries (the "Plans").

8. The general administration of the Plans.

9. The selection of the employees to whom options, stock appreciation rights ("SAR's"), restricted stock or other stock based compensation under the Plans shall be awarded and the determination of (a) the number of shares to be covered by each award, (b) whether and the extent to which SAR's shall be granted with respect to an award, (c) the consideration to the Corporation for the granting of awards and (d) the establishment of the option price and/or the term of the award at the time of the grant.

10. The modification, extension, replacement or renewal of outstanding options, SAR's and other stock awards, acceptance of the surrender of outstanding options, SAR's and other stock awards to the extent not theretofore exercised and the granting of new options, SAR's and other stock awards in substitution therefor.

11. The interpretation of the Plans and the establishment of regulations, provisions, procedures and conditions of options, SAR's and other stock awards and the grant thereof under the Plans.

12. Determination of whether payment upon the surrender of SAR's is in cash, Common Stock of the Corporation or a combination thereof and whether payment or part payment of the option price upon the exercise of an option will be accepted in Common Stock of the Corporation.

13. In reviewing and making recommendations regarding or approving the Plans, including whether to adopt, amend or terminate any such Plans, the Committee shall consider the results of the most recent Say on Pay Vote.

14. To review and recommend to the Board for approval the frequency with which the Corporation will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation's Proxy Statement.

15. At least once a year, review and make recommendations to the Board as to the compensation of the Chairman of the Board.

16. At least once a year, review and make recommendations to the Board as to the compensation of the Lead Independent Director and the other members of the Board who are not employees of the Corporation.

17. To review and discuss with management the Corporation's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Corporation's Annual Report on Form 10-K and Proxy Statement and produce the compensation committee report on executive officer compensation required to be included in the Corporation's Proxy Statement or Annual Report on Form 10-K.

18. Review the Committee's Charter, structure, processes, membership requirements and performance and submit any recommended changes to the Board at least once a year.

19. Such other duties and responsibilities as may be directed from time to time by the Board.