



## Executive Committee Charter

**December 6, 2010**

The Executive Committee of the Board of Directors of Snyder's-Lance, Inc. shall be comprised of not fewer than five members.

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

The Executive Committee shall have and may exercise the full authority of this Board of Directors, except as delegated expressly to the independent directors or to other committees and except that the Executive Committee shall have no authority to:

1. authorize or approve distributions, except according to a formula or method, or within limits, prescribed by the Board of Directors;
2. approve or propose to shareholders action that the North Carolina Business Corporation Act (the Act) requires to be approved by shareholders;
3. fill vacancies on the Board of Directors or on any of its committees;
4. amend the Articles of Incorporation pursuant to G.S. 55-10-02 of the Act;
5. adopt, amend or repeal the Bylaws;
6. approve a plan of merger not requiring shareholder approval;
7. authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors;
8. authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board of Directors may authorize the Executive Committee (or a senior executive officer of the Corporation) to do so within limits specifically prescribed by the Board of Directors; or
9. authorize or approve the acquisition or disposition of any asset with a cost or value in excess of \$5 million except that the Board of Directors may authorize the Executive Committee (or a Senior Executive Officer of the Corporation) to do so within limits as specifically prescribed by the Board of Directors.