



## **Equity Nominating Committee**

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**Adopted as of December 28, 2009**

### **CHARTER OF THE EQUITY NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS OF PILGRIM'S CORPORATION**

Undefined capitalized terms have the meanings set forth in the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") of Pilgrim's Corporation (the "Company")

#### **Status**

The Equity Nominating Committee (the "Committee") is a committee of the Board constituted in accordance with the Certificate of Incorporation, the Bylaws and the Stockholders Agreement (collectively, the "Governance Documents").

#### **Purposes, Powers and Responsibilities**

The primary purposes, powers and responsibilities of the Committee are to select the individuals qualified to serve as Equity Directors on the Board for election by stockholders at meetings of stockholders and to fill vacancies in the directorships of Equity Directors and the Founder Director.

The Committee shall have such purposes, powers and responsibilities allocated to it by the Governance Documents. In addition, the Committee may pursue such other purposes, exercise such other powers and carry out such other responsibilities as may be delegated to it by the Board, and accepted by the Committee, from time to time consistent with the Governance Documents. The purposes, powers and responsibilities delegated to the Committee shall be pursued, exercised and carried out by the Committee consistent with the Governance Documents and otherwise as the Committee deems appropriate without requirement of Board approval, and any decision, action or omission of the Committee shall be at the Committee's sole discretion. While acting within the scope of the purposes, powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the purposes, powers and responsibilities delegated to it.

#### **Composition**

*Membership.* Subject to the Committee's removal rights described below, the Committee shall consist solely of all Equity Directors on the Board. The Committee will from time to time designate a Committee member as the chairperson of the Committee by a majority vote.

*Appointment and Removal.* Each Equity Director will automatically be appointed to the Committee upon his or her election or appointment to the Board without any further action required to be taken by the Board or the Committee. Committee members will serve for so long as they remain Equity Directors of the Board, unless they are earlier removed by the approval of a majority of the members of the Committee.

#### **Meetings, Procedures and Resources**

*Meetings.* The Committee will meet as often as it determines is necessary, but not less than annually. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide consistent with the Governance Documents. The Committee may meet in separate executive sessions with other directors, the chief executive officer and other Company employees, agents or representatives invited by the Committee.

*Procedures.* The Committee may establish its own procedures, including, without limitation, the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Governance Documents or applicable Exchange rules, laws or regulations. The chairperson or majority of the Committee members may call meetings of the Committee. A majority of the authorized number of Committee members will constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this Charter, the Bylaws or applicable Exchange rules. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the Company's corporate secretary for inclusion in the corporate records.

*Reports.* The Committee will report its director nominees for the annual meeting of stockholders to the Board at an appropriate time prior to preparation of the Company's proxy statement for the annual meeting. The Committee will also report to the Board as the Committee may otherwise determine to be appropriate.

*Annual Performance Review.* The Committee will evaluate its own performance as a committee and this Charter on an annual basis.

*Committee Access.* The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.

*Committee Advisers and Funding.* The Committee will have exclusive authority to retain at the Company's expense and terminate any independent counsel, search firm used to identify director candidates or other advisers to the Committee and to approve the related fees, expenses and other retention terms. The Committee may also utilize the services of the Company's regular legal counsel or other advisors.

*Reliance on Others.* Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law (or any successor law) for good faith reliance by members of the Committee on reports or other information provided by others.