

## **Sara Lee Corporation Audit Committee Charter**

### **Committee Structure and Operations**

The Sara Lee Corporation Audit Committee (“the Committee”) shall consist solely of Directors who satisfy the independence requirements of the Sarbanes-Oxley Act of 2002 and the rules of the Securities and Exchange Commission (the “SEC”), and the New York Stock Exchange, Inc. (the “NYSE”).

Each member shall have the ability to read and understand the Company’s basic financial statements. At least one member of the Committee shall be an audit committee financial expert in accordance with the rules and regulations of the SEC and at least one member (who may also serve as the audit committee financial expert) shall have accounting or related financial management expertise in accordance with NYSE listing standards. All such determinations shall be in the judgment of the Board of Directors (the “Board”).

The Committee shall have at least three members. Committee members shall not simultaneously serve on the audit committees of more than two other public companies. Members of the Committee may not receive consulting, advisory or other compensatory fees from the Corporation or any of its subsidiaries, other than in his or her capacity as a member of the Board, the Committee or any other committee of the Board. The Chairman of the Committee will report regularly to the full Board on the Committee’s activities, findings and recommendations.

### **A. Purpose of the Committee**

The purpose of the Committee is to assist the Board in its oversight of the following broadly defined areas:

- a) the Corporation’s accounting and financial reporting principles and policies and internal audit controls and procedures;
- b) the integrity of the Corporation’s financial statements and the independent audit thereof;
- c) the Corporation’s compliance with legal and regulatory requirements and the Corporation’s compliance programs;
- d) evaluating the qualifications, independence and performance of the independent registered public accounting firm (the “independent accountant”) and the performance of the Corporation’s Internal Audit function;
- e) preparing any reports required of the Committee by the rules of the SEC, including a report in the Corporation’s annual proxy statement;
- f) selecting the Corporation’s independent accountant;

- g) compliance by management with the existing major accounting and financial policies of the Corporation;
- h) evaluating the Corporation's policies with respect to risk assessment and risk management; and
- i) evaluating its own performance and the adequacy of its Charter on an annual basis.

## **B. Scope of Oversight**

The function of the Committee is oversight. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Corporation. It is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures.

Each member of the Committee shall be entitled to rely, to the maximum extent permitted under applicable law, on (i) the integrity of those persons and organizations within and outside the Corporation from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board). Such information shall include, but is not limited to, the certifications of the CEO and CFO required by the SEC and the NYSE as well as the reports to the Committee on the due diligence processes which support said certifications.

Management of the Corporation is responsible for the preparation, presentation and integrity of the Corporation's financial statements. Management also is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations.

The independent accountant is responsible for planning and carrying out a proper audit and reviews, including reviews of the Corporation's financial statements prior to filing with the SEC and other procedures. The independent accountant shall report directly to the Committee.

## **C. Responsibility and Authority of the Committee**

The Committee shall have the following responsibility and authority:

- 1) Oversight of the Corporation's Relationship with the Independent Accountant
  - a) to select, retain, terminate and oversee the independent accountant that will audit the books, records and accounts of the Corporation and its subsidiaries with respect to each of their fiscal years (the "Annual Audit") or performing other audit, review or attest services;

- b) to preapprove all auditing, review or attest services and permitted non-audit services (including the fees and terms) in accordance with the Sarbanes-Oxley Act of 2002;
- c) to set clear hiring procedures for employees or former employees of the independent accountant who participated in any capacity in the audit of the Corporation;
- d) to discuss the scope of the prospective Annual Audit and approve the proposed fees to be paid to the independent accountant;
- e) to obtain and review, at least annually, a report from the independent accountant describing:
  - the independent accountant's internal quality-control procedures;
  - any material issues raised by the most recent internal quality-control review, peer review, and Public Company Accounting Oversight Board review of the independent accountant, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent accountant, and any steps taken to deal with any such issues; and
  - all relationships between the independent accountant and the Corporation, as well as all relationships between the independent accountant and the Corporation's subsidiaries, affiliates and other related entities;
- f) to discuss with the independent accountant any relationships, services or material issues that may have an impact on the objectivity, independence or competence of the Corporation's independent accountant and to take appropriate action to satisfy itself of the outside auditors' objectivity, independence and competence;
- g) to obtain and review, prior to the completion of each Annual Audit, a report from the independent accountant describing (i) all critical accounting policies and practices to be used, (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountant and (iii) other material written communications between the outside auditors and management, such as any schedule of unadjusted differences;
- h) to resolve any disagreements between management and the independent accountant regarding financial reporting; and
- j) to evaluate, at least annually, the qualifications, performance and independence of the independent accountant and the lead audit partner of the independent accountant.

## 2) Financial Statements and Disclosure Matters

- a) to review and discuss with management and the independent accountant the audited financial statements to be included in the Corporation's Annual Report on Form 10-K, including disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," prior to its filing and to review, outside of the presence of management, (i) the results of the Annual Audit with the independent accountant, including any problems or difficulties encountered by the independent accountant and management's response;
- b) to review and discuss with management and the independent accountant the Corporation's interim financial results to be included in the Corporation's quarterly reports on Form 10-Q, including disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," prior to the filing of the reports;
- c) to discuss with management and the independent accountant significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles;
- d) to discuss with management quarterly and year-end earnings announcements (including the use of "pro forma" or "adjusted" non-GAAP information) prior to their release. Such discussions may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made. The Chair of the Committee, or his or her designee from the Committee, may represent the entire Committee for purposes of reviewing earnings press releases;
- e) to review, at least annually, the quality and adequacy of the Corporation's financial reporting processes, internal control over financial reporting and disclosure controls and procedures, including whether there are any significant deficiencies or material weaknesses in the design or operation of such processes, controls and procedures, any corrective action taken with respect to such significant deficiencies and weaknesses, and any fraud involving management or other employees with a significant role in such processes, controls and procedures;
- f) to review, at least annually, (i) the material reserves established for contingent liabilities of the Corporation and its subsidiaries, (ii) the Corporation's major financial risk exposures and the Corporation's policies for managing such risks and (iii) any "off-balance sheet" transaction or off-balance sheet assets or liabilities; and
- h) following the completion of the review of the Annual Audit to meet separately with the independent accountant and management to discuss any issues and questions raised by the independent accountant with respect to the Annual Audit and to report the Committee's findings on any such issues to the Board.

### 3) Oversight of the Corporation's Internal Audit Function

- a) to review the appointment and replacement of the head of the Corporation's Internal Audit function (or other appropriate employee) who has direct responsibility for the internal audit function of the Corporation;
- b) to review with the head of the Corporation's Internal Audit function any significant reports to management prepared by the internal auditing department and management's responses or, as appropriate, receive copies or summaries of such reports and responses;
- c) to review with the head of the Corporation's Internal Audit function the scope of the internal audit plan, particularly in relation to the planned scope of the outside audit; and
- d) to review with the head of the Corporation's Internal Audit function and management, as appropriate, outside of the presence of the independent accountant, (i) the results of audits performed by the Internal Audit staff during the immediately preceding fiscal year, (ii) the independence from management of the Internal Audit function, and (iii) the overall performance of the Internal Audit staff.

### 4) Compliance and Other Oversight Responsibilities

- a) to be available from time to time to receive, or at the discretion of the Chairman of the Committee to meet with respect to, reports, suggestions, questions or recommendations from the independent accountant, the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer, the head of the Corporation's Internal Audit function or the General Counsel of the Corporation (or other appropriate officers or employees) relating to the responsibilities and functions of the Committee;
- b) to oversee and review compliance with procedures adopted by the Committee for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters, and to review these procedures at least annually and implement appropriate changes;
- c) to review this Charter at least annually and recommend any changes to the Board
- d) to report its activities to the Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate;
- e) to meet at least annually with the Corporation's Business Practices Officer to (i) review the administration of the Global Business Practices program and the

procedures for identifying, investigating and pursuing any alleged violation of the Global Business Standards (“GBS”) or the Global Standards for Business Partners (“GSBP”), (ii) review and make determinations regarding exceptions to the GBS or GSBP, and (iii) receive updates, and provide counsel to the Corporation’s Business Practices Officer, with respect to actual and alleged violations of the GBS or GSBP;

- f) to conduct an annual performance evaluation of the Committee; and
- g) to meet separately, periodically, with management, with the head of the Corporation’s Internal Audit function, with the Corporation’s chief legal officer and with the independent accountant, as appropriate.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services; provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, and access to the resources and funding, necessary to discharge its responsibilities, including, without limitation, the authority, as it deems appropriate in its sole discretion, to engage an independent accountant for special audits, reviews and other procedures and to retain special counsel and other experts and consultants.

Dated January 30, 2003; last amended on March 25, 2009.