

**Sara Lee Corporation**  
**Corporate Governance, Nominating and Policy Committee Charter**

**Committee Structure and Operations**

The Sara Lee Corporation Corporate Governance, Nominating and Policy Committee (the “Committee”) shall consist solely of three or more independent Directors who satisfy the independence requirements of the Sarbanes-Oxley Act of 2002 and the rules of the New York Stock Exchange.

The Committee may use the services of outside experts and consultants, including search firms, to identify director candidates and to otherwise assist the Committee. The Committee shall have the sole authority to retain and terminate such experts and consultants and to approve their fees and other retention terms. The Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees of the Committee. The Chairman of the Committee will report regularly to the Corporation’s Board of Directors (the “Board”) on the Committee’s activities, findings and recommendations.

**Responsibility and Authority of the Committee**

The Committee’s authority and responsibility are broadly defined to include:

- 1) assisting the Board in identifying qualified individuals to become Board members and determining the composition of the Board and its committees;
- 2) recommending changes in Director compensation to the Board;
- 3) oversight of matters relating to corporate governance, including Board policies, procedures and practices;
- 4) oversight of the evaluation of the Board and its committees; and
- 5) oversight of the Corporation’s activities and positions on significant corporate social responsibility and public policy issues that impact its employees, investors, customers, consumers and communities.

In accomplishing these objectives, the Committee will:

- a) establish and annually review criteria (including, among other things, considerations of diversity, age, specific business, financial and accounting expertise and accomplishments and international background) for Board membership;
- b) identify and conduct appropriate and necessary inquiries into the backgrounds and qualifications of possible Director candidates;

- c) recommend Director nominees for approval by the Board and election by the stockholders;
- d) recommend committee assignments to the Board;
- e) maintain a process for rotating Directors among Board committees consistent with the Rotation Guidelines, as may be amended from time to time by this Committee;
- f) determine whether revisions to the Corporation's Corporate Governance Guidelines should be recommended to the Board;
- g) maintain and implement a process for reviewing on an annual basis the performance of the Board and each of its committees;
- h) annually evaluate the performance of the Committee and the adequacy of its Charter;
- i) consider questions of possible conflicts of interest of Board members and of senior management;
- j) review and, as appropriate, approve all related person transactions, as such term is defined in Item 404 of the SEC's Regulation S-K, on an ongoing basis, including transactions covered by the Corporation's Related Person Transaction Policy;
- k) review and, as appropriate, approve requests of any director to join the board of directors of another company or to become affiliated with another business entity;
- l) review the Corporation's policies and procedures, including with respect to employee safety, diversity, sustainability and environmental matters, to ensure that they are consistent with Sara Lee's ethical commitment to its employees, investors, customers, consumers and communities;
- m) review the key public policy positions pursued by the Corporation;
- n) examine periodically any of the Corporation's business practices that could be susceptible to critical scrutiny by employees, legislators or the public at large; and
- o) review the Corporation's policies and practices in support of charitable, educational and business organization.

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