



B&G FOODS, INC.

Corporate Governance Guidelines

1. Director Qualifications

The Board of Directors of the Company must have a majority of directors who meet the criteria for independence required by the New York Stock Exchange or such other national securities exchange or exchanges on which the Company's securities are then listed. No director will qualify as "independent" unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). In determining whether a director is independent, the Board will broadly consider all relevant facts and circumstances.

The Nominating & Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of each members' diversity, age, skills, and experience in the context of the needs of the Board. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the best interests of the stockholders. Nominees for directorship will be recommended by the Nominating & Governance Committee in accordance with the policies and principles set forth in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Nominating & Governance Committee and the Chairman of the Board.

The Board of Directors currently has eight members. However, the Board would consider increasing the size of the Board in order to accommodate the availability of one or more outstanding candidates. Similarly, the Board would consider reducing the size of the Board, or maintain a vacancy, if it cannot identify available candidates meeting the Board's qualification standards. The size and composition of the Board shall be appropriate for effective deliberation of issues relevant to the Company's business and related interests.

No Director may stand for election to the Board after reaching the age of 75.

Directors are expected to advise the Chairman of the Board, the Chairman of the Nominating & Governance Committee and the Corporate Secretary prior to accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such director is a member. Directors are also expected to report changes in their business or professional affiliations or responsibilities, including retirement, to the Chairman of the Board, the Chairman of the Nominating & Governance Committee and the Corporate Secretary. A director should offer to resign if the Nominating & Governance Committee concludes that the director no longer meets the Company's requirements for service on the Board. There shall be no pre-determined limitation on the number of other boards of directors on which the directors of the Company may serve; however, the Board expects individual directors to use their judgment in accepting

directorships of other corporations or charitable organizations and to allow sufficient time and attention to Company matters.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating & Governance Committee will review each director's continuation on the Board every year. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

2. Director Responsibilities

Management is responsible for the day-to-day business operations of the Company. The Board is elected by the stockholders to provide oversight and strategic guidance to senior management. The basic responsibility of the directors is to exercise their business judgment and to act in what they reasonably believe to be in the best interests of the Company and its stockholders, in a manner consistent with their fiduciary duties. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, and to the benefits of indemnification and exculpation to the fullest extent permitted by applicable law and the Company's Certificate of Incorporation, Bylaws and any indemnification agreements, as applicable, as such documents have been adopted and amended from time to time by the Board.

The Board shall hold meetings of the entire Board on at least a quarterly basis. The Board of Directors of the Company will schedule regular executive sessions where non-management directors (i.e., directors who are not company officers but who do not otherwise have to qualify as "independent" directors) meet without management participation. The independent directors shall meet as often as necessary to fulfill their responsibilities, including at least annually in executive session without the presence of non-independent directors and management. The Chairman of the Board (or, in the Chairman's absence or if the chairman is not an independent director, another independent director designated by the non-management directors) presides over executive sessions of the non-management directors and the independent directors.

Directors are expected to attend annual meetings of stockholders at which they are nominees for election, Board meetings and meetings of the committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Directors shall preserve the confidentiality of the proceedings and deliberations of the Board and the confidential information given or presented to the Board.

The Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer. Separating these roles allows the Company's Chief Executive Officer to focus on the day-to-day management of the Company's business and the Chairman, an independent director, to lead the Board and focus on providing advice and independent oversight of management. Given the time and effort that is required of each of these positions and the Board's preference to have an independent director lead the Company's Board, the Board currently believe it is best to separate these roles. However, the Board shall periodically assess the Board's leadership structure, including whether these roles shall

remain separate and whether the Board's leadership structure is appropriate given the specific characteristics of the Company.

The Chairman shall, in consultation with the Chief Executive Officer, establish the agenda for each Board meeting. At the beginning of the year the Chairman shall, in consultation with the Chief Executive Officer, establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

In their roles as Directors, all Directors owe a duty of loyalty to the Company. This duty of loyalty mandates that directors act in the best interests of the Company and not act for personal benefit at the expense of the Company. The Company has adopted a Code of Business Conduct and Ethics. Directors should be familiar with the Code's provisions and should consult with the Company's General Counsel and Chief Compliance Officer in the event of any issues that arise with respect to the matters set forth in the Code.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected, however, that Board members would do this with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management.

3. Board Committees

The Board will have at all times an Audit Committee, a Compensation Committee and a Nominating & Governance Committee which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the Securities and Exchange Commission and the New York Stock Exchange or such other national securities exchange or exchanges on which the Company's securities are then listed. All of the members of these committees will be independent directors under the criteria established by the New York Stock Exchange or such other national securities exchange or exchanges on which the Company's securities are then listed. Committee members will be appointed by the Board upon recommendation of the Nominating & Governance Committee with consideration of the desires of individual directors. It is the opinion of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance, and report the results of such evaluation to the Board.

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate and delegate to such committees such authority permitted by applicable law and the Company's Bylaws as the Board sees fit.

4. Stock Ownership Guidelines

To further align the interests of our non-employee directors with the interests of our stockholders, each non-employee director is required to own the Company's common stock in an amount equal to three times his or her annual cash board service fee. Non-employee directors are required to achieve the relevant ownership threshold within five years after first becoming subject to the stock ownership guidelines. If there is a significant decline in the Company's stock price that causes a non-employee director's holdings to fall below the applicable threshold, the director will not be required to purchase additional shares to meet the threshold, but such director may not sell or transfer any shares until the threshold has again been achieved. The Nominating and Governance Committee shall periodically review these stock ownership guidelines.

5. Related Party Transactions

The Board recognizes that transactions involving the Company and related parties present heightened risk of potential or actual conflicts of interest which may interfere—or even appear to interfere—with the interests of the Company. Therefore, it is the policy of the Company that an independent committee designated by the Board shall review, approve or ratify any transaction with related parties required to be reported by the Company under the applicable rules and regulations governing related party transactions promulgated by the Securities and Exchange Commission.

6. Director Access to Officers and Employees

Directors have full and free access to officers and employees of the Company. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of the Chief Executive Officer and other senior officers of the Company deemed necessary by the Chief Executive Officer. If the Chief Executive Officer wishes to have additional Company personnel attend meetings of the Board on a regular basis, this suggestion should be brought to the Board for approval.

7. Director Compensation

The form and amount of director compensation will be evaluated annually by the Compensation Committee in accordance with the policies and principles set forth in its charter. In this regard, the Compensation Committee may request that management report periodically on the status of the Board's compensation in relation to the Company's competitors and other similarly situated companies. The Compensation Committee is aware that a director's independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an

organization with which the director is affiliated. The Board must critically evaluate each of these matters when evaluating the independence of each director.

8. Director Orientation and Continuing Education

All new directors must be provided with these Corporate Governance Guidelines and must participate in the Company's director orientation program, which should be conducted as soon as practicable after the annual meeting at which new directors are elected. This orientation will include presentations by senior management and outside advisors, as appropriate, to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the director orientation program, and any other programs that management may periodically provide for all directors on subjects that would assist them in discharging their duties. The Board or the Company will encourage, but not require, directors to periodically pursue or obtain appropriate programs, sessions or materials as to the responsibilities of directors of publicly-traded companies.

9. Management Evaluation and Succession

The Board (not including any members of management of the Company) will conduct an annual review of the performance of the Chief Executive Officer and any other member of senior management as the Board may deem appropriate, taking into account the views and recommendations of the Compensation Committee and the Nominating & Governance Committee, as set forth in their respective charters.

The Board will establish and review such formal or informal policies and procedures, in consultation with the Nominating & Governance Committee, the Chief Executive Officer and others as it considers appropriate regarding succession to the position of Chief Executive Officer and any other senior management position as the Board may deem appropriate, in the event of emergency or retirement.

10. Annual Performance Evaluation

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively, which evaluation shall include a review of these Corporate Governance Guidelines. Following the end of each fiscal year, the Nominating & Governance Committee will solicit comments from all directors and management and report to the Board with an assessment of the Board's performance during the prior fiscal year. The Nominating & Governance Committee's report will be discussed with the full Board. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

11. Communication with the Board of Directors

Stockholders, employees and all other interested parties may communicate with a member or members or committee of the Board by addressing their correspondence to the Board member or members or committee c/o Corporate Secretary, B&G Foods, Inc., Four Gatehall Drive, Parsippany, NJ 07054 or by e-mail to corporatesecretary@bgfoods.com. The Company's Corporate Secretary will review the correspondence and will determine, in his or her good faith judgment, which stockholder, employee or other communications will be relayed to the Board, any committee or any director. The Company's Corporate Secretary has the authority to discard or disregard any inappropriate communications or to take other appropriate actions with respect to any such inappropriate

communications. Subject to the foregoing, mail addressed to “Board of Directors,” “Independent Directors” or “Non-Management Directors” will be forwarded to the Chairman of the Board.

12. Amendment, Modification and Waiver

These Corporate Governance Guidelines may be amended, modified or waived by the Board, and waivers of these Corporate Governance Guidelines may also be granted by the Nominating & Governance Committee, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, as amended, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange or such other national securities exchange or exchanges on which the Company’s securities are then listed.

13. Effective Date

The Corporate Governance Guidelines were last amended by the Board and are effective as of August 2, 2016.