



B&G Foods, Inc.

Quality Foods Since 1889

Audit Committee Charter

Purpose

The primary function of the Audit Committee is to assist the Board of Directors in the oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications and independence and the performance of the Company's internal audit function and independent registered public accounting firm. The Audit Committee shall also prepare the Audit Committee Report required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

The Audit Committee shall fulfill its oversight responsibilities by reviewing the following: the financial reports and other financial information provided by the Company to its shareholders, the SEC and others; the Company's systems of internal controls regarding finance, accounting, legal compliance and business conduct that Management and the Board have established; and the Company's auditing, accounting and financial processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of and adherence to these processes and systems. The Audit Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting process and internal control systems;
- review¹ and appraise the audit efforts of the Company's independent registered public accounting firm and exercise ultimate authority over the relationship between the Company and its independent registered public accounting firm; and
- provide an effective, open avenue of communication among the independent registered public accounting firm, financial and senior Management and the Board of Directors.

In the exercise of its oversight responsibilities, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements fairly present the Company's financial position and results of operation and are in accordance with generally accepted accounting principles. Instead, such duties remain the responsibility of Management and the outside independent registered public accounting firm. Nothing contained in this charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation

¹ Auditing literature, particularly, Statement of Auditing Standards No. 100, defines the term "review" to include a particular set of required procedures to be undertaken by independent accountants. The members of the Audit Committee are not independent accountants, and the term "review" as used in this Audit Committee Charter is not intended to have this meaning. Consistent with footnote 47 of SEC Release No. 34-42266, any use in this Audit Committee Charter of the term "review" should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of interim financial statements.

Law. Further, nothing contained in this charter is intended to alter or impair the right of the members of the Committee under the Delaware General Corporation Law to rely, in discharging their responsibilities, on the records of the Company and on other information presented to the Committee, Board or the Company by its officers or employees or by outside experts.

Composition of the Audit Committee

The Committee shall consist of three members of the Board. The members shall be appointed by action of the Board and shall serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as its chair. With respect to each Committee member, the Board shall affirmatively determine that the member satisfies the requirements for “independence” imposed by the New York Stock Exchange, the American Stock Exchange or such other national securities exchange or exchanges on which the Company’s securities are then listed, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), and all rules and regulations promulgated thereunder by the SEC. Each Committee member must be financially literate, as defined by the Board in its business judgment, or must be able to become financially literate within a reasonable period of time after his or her appointment to the Committee. The Audit Committee must have at least one member with accounting or related financial management expertise, as defined by the Board in its business judgment. If an Audit Committee member simultaneously serves on the audit committee of more than three public companies, the Board must determine that such simultaneous service does not impair the ability of such member to serve effectively on the Committee and must disclose such determination in the annual proxy statement.

Determination of the true, actual and effective independence of any Audit Committee member that has or had some relationship with the Company, will be made by the Board of Directors in accordance with the requirements of the SEC and the New York Stock Exchange, the American Stock Exchange or such other national securities exchange or exchanges on which the Company’s securities are then listed, with weight given to both prudent principles and “appearances.”

The Audit Committee shall be designated and its membership appointed in accordance with and subject to the Company’s Bylaws.

Meetings and Procedure

The Committee shall meet quarterly with the independent registered public accounting firm and Management in advance of any earnings press release to review the Company’s financial statements consistent with its responsibilities and duties. The Committee shall also meet more frequently as circumstances dictate. As part of its job to foster effective, open communication, the Committee should meet at least quarterly with Management, the independent registered public accounting firm and the internal auditors, if any, in separate executive sessions to discuss any matters that the Committee believes should be discussed privately. The Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed.

The Committee shall report to the Board of Directors at each regularly scheduled Board meeting on significant results of its activities.

The Committee shall have the authority to establish its own rules and procedures consistent with the Bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action.

The Committee may, in its discretion, utilize the services of the Company’s regular corporate legal counsel with respect to legal matters or, at its discretion, retain other legal, accounting or other advisors if the Committee determines that such counsel is necessary or appropriate under the

circumstances. The Audit Committee shall have sole authority to approve all fees and terms of engagement of such advisors, and the Company shall provide sufficient funding for the payment of any such advisors retained by the Committee.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- Discuss with Management and the independent registered public accounting firm the Company's annual and interim financial statements, earnings press releases, earnings guidance and any reports or other financial information submitted to the shareholders, the SEC, analysts, rating agencies and others, including any certification, report, opinion or review rendered by the independent accountants.
- Review the regular internal reports to Management prepared by the internal auditors, if any, and Management's response.
- Discuss with Management and the independent registered public accounting firm the Quarterly Reports on Form 10-Q, the Annual Reports on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," and any related public disclosure prior to its filing. If appropriate, recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.

Independent Registered Public Accounting firm

- Have sole authority for the appointment, compensation, retention, oversight, termination and replacement of the Company's independent registered public accounting firm (subject, if applicable, to stockholder ratification). Such appointment shall satisfy Sections 10A(j) and (l) of the Exchange Act and any rules promulgated thereunder with respect to audit partner rotation and conflict of interest, respectively. The independent registered public accounting firm shall report directly to the Audit Committee. The Company shall provide sufficient funding for the payment of the independent registered public accounting firm.
- Pursuant to Section 10A(i)(1) of the Exchange Act, pre-approve all auditing services and all non-audit services to be provided by the independent registered public accounting firm, provided that the Audit Committee shall not approve any prohibited non-audit services set forth in Section 10A(g) of the Exchange Act. The Chairperson of the Committee shall have the authority to review and approve all such proposals, provided that the estimated fees relating to each such proposal do not exceed \$100,000, and shall report back to the full Committee at each meeting.
- Periodically, the Committee should review and discuss with the independent registered public accounting firm all significant relationships such firm has with the Company which might affect its independence. In connection with this review, the independent registered public accounting firm shall provide the Committee with a written statement delineating all relationships between the independent registered public accounting firm and the Company.

- Review the performance of the independent registered public accounting firm with both Management and the independent registered public accounting firm.
- Subject to the overall direction of the Audit Committee, the internal audit function will be managed on a day-to-day operational basis by the Chief Executive Officer.
- Periodically meet with the independent registered public accounting firm separately and privately to hear its views on the adequacy of the Company's internal controls, any special audit steps adopted in light of material control deficiencies and the qualitative aspects of the Company's financial reporting, including the quality and consistency of both accounting policies and the underlying judgments, or any other matters raised by it.
- Obtain and review a report from the independent registered public accounting firm at least annually regarding (a) the independent registered public accounting firm's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review, or peer review, of the firm, 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 firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent registered public accounting firm and its related entities and the Company and its related entities.

Financial Reporting Processes

- Review with financial Management and the independent registered public accounting firm the quality and consistency, not just the acceptability, of the judgments and appropriateness of the accounting principles and financial disclosure practices used by the Company, including an analysis of the effects of any alternative GAAP methods on the financial statements. This discussion shall cover the degree of aggressiveness or conservatism of both the accounting principles employed and the underlying judgments.
- Approve any significant changes to the Company's auditing and accounting principles and practices after considering the advice of the independent registered public accounting firm and Management.
- Focus on the reasonableness of control processes for identifying and managing key business, financial and regulatory reporting risks.
- Discuss with Management the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- Periodically meet with appropriate representatives of Management and the internal auditors, if any, separately and privately to consider any matters raised by them, including any audit problems or difficulties and Management's response.
- Periodically review the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the financial statements of the Company.

Process Improvement

- Following the completion of the annual audit, review separately with Management and the independent registered public accounting firm any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- Periodically review processes and policies for communicating with investors, analysts and rating agencies.
- Review and resolve any disagreement between Management and the independent registered public accounting firm in connection with the annual audit or the preparation of the financial statements.
- Review with the independent registered public accounting firm and Management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Business Conduct and Legal Compliance

- Review the Company's Code of Business Conduct and Ethics and review Management's processes for communicating and enforcing this Code.
- Review Management's monitoring of the Company's compliance with the organization's Code of Business Conduct and Ethics, and ensure that Management has the proper review system in place to ensure that the Company's financial statements, reports, and other financial information disseminated to governmental organizations and to the public satisfy legal requirements.
- Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.

Other Responsibilities

- Establish and review periodically procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.
- Provide the report for inclusion in the Company's Annual Proxy Statement that is required by Item 306 of Regulation S-K of the Securities and Exchange Commission.
- Through its Chair, report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations, if any.

- Establish policies for the Company's hiring of employees or former employees of the independent registered public accounting firm who were engaged on the Company's account.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
- Annually evaluate the Committee's performance, and report the results of such evaluation to the Board.

Effective Date

This Audit Committee Charter was last amended by the Board of Directors and is effective as of May 22, 2007.