



**B&G Foods, Inc.**

*Quality Foods Since 1889*

## Compensation Committee Charter

### **Purpose**

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to the compensation of the Company's executive officers and directors. The Compensation Committee has overall responsibility for evaluating and approving executive officer and director compensation plans, policies and programs of the Company, as well as all equity-based compensation plans and policies.

### **Committee Membership**

The Compensation Committee shall consist of no fewer than three members. Each member of the Compensation Committee shall satisfy the independence requirements of 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, and meet the definitions of "non-employee director" for purposes of Rule 16b-3 promulgated by the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be appointed by the Board based on the recommendation of the Nominating & Governance Committee. Compensation Committee members may be replaced by the Board. The Board shall designate one member of the Compensation Committee to serve as its Chairman.

### **Meetings and Procedure**

The Compensation Committee shall meet at least twice annually, or more frequently as circumstances dictate. Special meetings may be convened as the Compensation Committee deems necessary or appropriate. The Compensation Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed. At least half the members of the Compensation 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.

### **Committee Authority and Responsibilities**

1. The Compensation Committee shall have the sole authority to retain at the expense of the Company and terminate any compensation consultant used to assist the Company, the Board or the Compensation Committee in the evaluation of the compensation of the chief executive officer ("CEO"), or any other executive officer or director and shall have sole authority to approve such consultant's fees and other retention terms.
2. The Compensation Committee also shall have the authority, to the extent it deems necessary or appropriate to carry out its responsibilities, to retain at the expense of the Company special legal,

accounting, actuarial or other advisors. The Compensation Committee shall have the sole authority to approve such advisors' fees and other retention terms.

3. The Compensation Committee annually shall review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance and relative stockholder returns, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and other factors that the Compensation Committee deems appropriate in connection with its review.
4. The Compensation Committee shall interpret, implement, administer, review and approve all aspects of remuneration to the Company's executive officers and other key officers, including their participation in incentive-compensation plans and equity-based compensation plans. The Compensation Committee also shall review and approve for the CEO and all other executive officers of the Company all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.
5. The Compensation Committee shall have the same authority with regard to all aspects of director compensation as it has been granted with regard to executive compensation, except that any ultimate decision regarding the compensation of any director shall be subject to the approval of the Board.
6. The Compensation Committee shall develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by any applicable law, regulation or national securities exchange rule) all stock ownership, stock option and other equity-based compensation plans of the Company, and all related policies and programs.
7. The Compensation Committee shall make individual determinations and grant any shares, stock options, or other equity-based awards under all equity-based compensation plans, and exercise such other power and authority as may be required or permitted under such plans, other than with respect to non-employee directors, which determinations shall be subject to the approval of the Board.
8. The Compensation Committee shall review and discuss with management the "Compensation Discussion and Analysis" to be included in the Company's annual proxy statement (or annual report on Form 10-K), and based on such review and discussions, (i) recommend to the Board of Directors whether the Compensation Discussion and Analysis should be included in the Company's annual proxy statement (or annual report on Form 10-K) and (ii) prepare and issue, in accordance with applicable rules and regulations of the SEC, an annual report on executive compensation for inclusion in the proxy statement (or annual report on Form 10-K).
9. The Compensation Committee may form and delegate authority to subcommittees as the Compensation Committee may deem appropriate.
10. The Compensation Committee shall report regularly to the Board, but not less frequently than annually.
11. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all

respects subject and subordinate to the Company's Certificate of Incorporation and Bylaws, as such documents may be amended from time to time, and all applicable laws.

12. The Compensation Committee annually shall review its own performance, and report the results of such review to the Board.

In addition to the activities described above, the Compensation Committee will perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's Certificate of Incorporation, Bylaws and the resolutions and other directives of the Board.

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