

# THE J. M. SMUCKER COMPANY

## CORPORATE GOVERNANCE GUIDELINES

(Adopted April 14, 2008, and last revised January 15, 2015)

The directors of The J. M. Smucker Company (the “Company”) have adopted these Corporate Governance Guidelines to provide guidelines for the governance of the Company. The Nominating and Corporate Governance Committee will review these guidelines, including the additional criteria and policies attached as Exhibit A and made a part hereof, on an annual basis and, subject to approval by the directors, make such revisions as may be necessary or appropriate.

### Role of the Directors

The directors have the broad general authority that is defined in the Ohio Revised Code and the Company’s Amended Articles of Incorporation. In exercising its authority, the directors consider the interests of the Company’s consumers, customers, employees, suppliers, and communities in order to serve its shareholders.

In fulfilling its role, the directors will, in addition to their other responsibilities,

- select and evaluate on an on-going basis the performance of the Chief Executive Officer and Chairman of the Board;
- set the tone for and monitor compliance with the Company’s ethical standards as set forth in the Company’s Code of Ethics and Business Conduct, Basic Beliefs and Commitment to Each Other;
- ensure effective succession planning;
- regularly review Company strategy;
- regularly review Company financial performance against the financial plan;
- ensure sound control systems and implementation of these systems;
- identify appropriate director candidates;
- ensure a compensation system for officers elected by the directors (collectively, the “Officers”) that is performance based and is fair and equitable to the Officers and to the Company and is transparent to shareholders;
- review and approve significant corporate actions, including, without limitation, disposal of significant capital assets, significant capital expenditures, and establishing and implementing the Company’s dividend policy; and
- undertake an annual review of the performance of the directors.

In carrying out its responsibilities, the directors will have access to Company management, counsel, independent auditors, and other independent advisers as the directors deem appropriate.

In addition, the independent directors will, on a regular basis, hold meetings in executive session without the presence of management. These meetings will be chaired by the Chair of each Committee, other than the Executive Committee, the Benefit Plans Design Committee, and the Benefit Plans Administrative Committee, on a rotating term of one year, commencing with the Chair of the Nominating and Corporate Governance Committee and followed by the Chair of the Executive Compensation Committee and the Chair of the Audit Committee. Executive sessions of the directors will be held in conjunction with regularly scheduled meetings of the directors, other than the meeting held on the day of the annual shareholders' meeting. In the latter event, an executive session will be held only at the specific request of a director.

## **Committees**

Consistent with the Company's Amended Regulations, the Company has established the following committees (each, a "Committee" and collectively, the "Committees"):

1. Nominating and Corporate Governance Committee;
2. Executive Compensation Committee;
3. Audit Committee;
4. Executive Committee;
5. Benefit Plans Design Committee; and
6. Benefit Plans Administrative Committee.

All of the members of the Committees will be appointed by the directors and will serve at the pleasure of the directors. The directors will also have the authority to define the duties of each Committee and delegate authority to such Committees to act on behalf of the directors. Each Committee listed above, other than the Executive Committee, the Benefit Plans Design Committee, and the Benefit Plans Administrative Committee, will consist of at least three members, each of whom will meet the definition of an "independent director" set forth in the criteria attached hereto as Exhibit A and will also be consistent with any additional requirements which may be imposed by the New York Stock Exchange (the "NYSE"), the U.S. Securities and Exchange Commission (the "SEC"), or other regulatory or legislative body. The members of the Audit Committee and the Executive Compensation Committee must also meet the additional requirements set forth in the respective charters of those Committees.

The duties of the Committees will be as set forth in separate Committee charters as approved by the directors. The directors also may from time to time create certain administrative committees.

Consistent with the NYSE listing requirements, the Nominating and Corporate Governance, Executive Compensation, and Audit Committee charters; these guidelines; and any attachments are included on the Company's website and are available upon request in writing sent to the Secretary of the Company.

**EXHIBIT A**  
**TO THE J. M. SMUCKER COMPANY**  
**CORPORATE GOVERNANCE GUIDELINES**

The following criteria, policies, and procedures are an integral part of the Company's Corporate Governance Guidelines and are intended to provide additional guidance to the directors in carrying out its responsibilities.

**1. Independent Directors**

The Company requires that a majority of its directors must be "independent" as required by the rules of the NYSE and SEC, or by such other applicable rules or regulations as may be established. The directors, on an annual basis, will make a determination as to the independence of each director. The directors will then certify their conclusions as to such independent status, and the Company will disclose these conclusions and the reasons therefore in the Company's proxy statement relating to its annual meeting of shareholders.

In general, "independent" means that a director has no material relationship with the Company or any of its subsidiaries. The existence of a "material" relationship must be determined upon a review of all relevant facts and circumstances, and generally is a relationship that might reasonably be expected to compromise the director's ability to maintain his or her independence from management.

The directors will consider the issue of materiality from the standpoint of the entity with which the director has an affiliation as well as from the standpoint of the director.

The directors will use the following criteria, in conjunction with the rules of the NYSE and SEC, in reaching its conclusions regarding the independence of a director:

- no director will be qualified as "independent" unless the directors affirmatively determine 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, and the Company will, on an annual basis, disclose these affirmative determinations;
- no director who is a former employee of the Company can be deemed "independent" until three years after the end of his or her employment relationship with the Company;
- no director whose immediate family member is a former Officer of the Company can be deemed independent until three years after the end of the Officer's relationship with the Company;
- no director who receives, or whose immediate family member receives, more than \$120,000 in direct compensation from the Company in any 12 month period within the last three years, other than director and Committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), can be "independent" until three years

after he or she ceases to receive more than \$120,000 in direct compensation during such time period;

- no director can be “independent” if (a) the director is a current partner or employee of a firm that is the Company’s internal or external auditor; (b) the director has an immediate family member who is a current partner of such a firm; (c) the director has an immediate family member who is a current employee of such a firm and personally works on the Company’s audit; or (d) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company’s audit within that time;
- no director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the Company’s present Officers serve on that company’s compensation committee can be “independent” until three years after the end of such service or employment relationship;
- no director who is an executive officer or employee, or whose immediate family member is an executive officer, of a company (excluding charitable organizations) that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1,000,000 or 2% of such other company’s consolidated gross revenues, can be “independent” until three years after falling below such threshold; and
- no director can be “independent” if the Company has made charitable contributions to any charitable organization in which such director serves as an executive officer if, within the preceding three years, contributions by the Company to such charitable organization in any single fiscal year of such charitable organization exceeded the greater of \$1,000,000 or 2% of such charitable organization’s consolidated gross revenues.

The directors will treat immediate family members the same as the director when determining independence and in determining whether a material relationship exists. To the extent the above criteria is more restrictive than the rules of the NYSE and SEC, such criteria will apply.

A director whose primary professional position or responsibility materially changes (other than through internal promotion) from the position or responsibility they held when they were elected as a director should volunteer to resign as a director. This offer of resignation will provide an additional opportunity for the directors, through the Nominating and Corporate Governance Committee, to review the qualifications of such director under the circumstances and afford the directors, at their discretion, the opportunity to replace such director with an individual whose professional position or responsibility may be more consistent with the policies of the directors.

The directors will advise the Chairman of the Board whenever they accept an invitation to serve on another public company board and, absent the prior unanimous consent of the directors, will in no event serve on more than three public company boards (including the Company) at any one time. There should be an opportunity for the directors, through the Nominating and Corporate Governance Committee, to review such director’s ability to fulfill

his or her responsibilities as a director if he or she serves on more than three public company boards.

## **2. Director Qualifications**

The Nominating and Corporate Governance Committee will be responsible for identifying and recommending individual director candidates. In its review, the Nominating and Corporate Governance Committee will consider such factors as it deems appropriate and will recommend nominees who have the highest personal and professional integrity, and who have demonstrated exceptional ability and judgment. The Nominating and Corporate Governance Committee will also refer to the following criteria in its review of candidates:

- all director candidates should be committed to the Company's culture and Basic Beliefs and will be individuals of integrity, intelligence, and strength of character having a balance of skills, knowledge, diversity, background, and experience beneficial to the Company;
- non-employee director candidates should meet the independence requirement of the NYSE and the Company's Corporate Governance Guidelines to the extent necessary to ensure that a majority of the directors are independent as defined above;
- non-employee director candidates should also maintain independence necessary for an unbiased evaluation of management performance;
- non-employee director candidates should be able to effectively carry out responsibilities of oversight of the Company's strategy;
- director candidates should have either significant experience in a senior executive role with a major business organization or relevant experience from other professional backgrounds;
- director candidates should have a working knowledge of corporate governance issues and the changing role of boards, together with a firm commitment to attend and participate in meetings of the directors and related directors' activities; and
- director candidates should not have any affiliations or relationships with competitive businesses or organizations or other activities, which could lead to a real or perceived conflict of interest.

All director candidates will be evaluated and selected consistent with the Company's policy of nondiscrimination.

## **3. Director Compensation**

Compensation paid to non-employee directors will be commensurate with compensation paid to non-employee directors of companies of comparable size and stature. Non-employee directors will be reimbursed for all necessary and reasonable expenses in connection with their performance of director responsibilities. Non-employee directors may not receive compensation from the Company other than for service as a director. Directors who are employees of the Company will not receive any compensation for their service as a director. The Executive Compensation Committee will periodically review the status of director

compensation, but any changes in the compensation of directors will require the approval of the directors.

#### **4. Ownership of Company Shares**

The directors believe that share ownership for its directors aligns the interest of each director with the interest of the Company's shareholders and further promotes the Company's commitment to sound corporate governance. The directors have established a minimum share ownership requirement for its directors as set forth in The J. M. Smucker Company Stock Ownership Guidelines for Directors and Executive Officers.

#### **5. Director Retirement**

Absent specific action by the directors, non-employee directors will not be eligible for nomination after attaining age 72. Absent specific action by the directors, an employee director, after retirement as a full-time employee, will not be eligible for re-election upon the expiration of his or her current term or after age 72, whichever last occurs.

#### **6. Meeting Attendance and Communications**

A director will attend at least 75 percent of all regular and special meetings of the directors.

Directors are encouraged to participate actively in open discussion during meetings, to give advice and counsel to the Chief Executive Officer and Chairman of the Board when called upon between meetings, and to bring to the attention of management matters that could contribute to the Company's well-being. Information that is important to the directors' understanding of the Company's business will be distributed to the directors a reasonable time in advance of the directors' meetings. Directors are expected to review meeting materials in advance of all directors' meetings.

#### **7. Director Orientation**

The Secretary of the Company will provide all newly elected directors with an orientation regarding the Company's organizational and governance documents, recent SEC filings, corporate structure and organizational charts, and related information concerning the Company's business and its strategic and operational plans. The Secretary of the Company will also provide such additional director training and orientation as appropriate.

#### **8. Chairman and President as Directors**

The Company's Amended Regulations provide that the Company may elect a Chairman of the Board and will elect a President, and that both will be directors. One person may hold both offices.

## **9. Ethics and Conflicts of Interest**

Company affairs are to be conducted in conformity with high moral and ethical standards and, to this end, each director is expected to set an example by adhering to the highest standards of conduct. A director should disqualify himself or herself from voting on any matter as to which such director's objectivity and judgment may be impaired by reason of self-interest or otherwise. Directors will be expected to sign, on an annual basis, and abide by the Company's Code of Ethics and Business Conduct, which includes the Company's policy on conflicts of interest.

## **10. Succession Planning**

The Chief Executive Officer will conduct an annual evaluation of the performance of the senior management team and will conduct a review of management development and succession planning. The Chief Executive Officer will report annually to the Nominating and Corporate Governance Committee his recommendations on succession planning. The Nominating and Corporate Governance Committee will work with the Chief Executive Officer to plan for CEO succession in the event of a normal retirement and in the event of an unexpected occurrence. The Nominating and Corporate Governance Committee is responsible for reviewing the performance of the Chief Executive Officer and Chairman of the Board on an on-going basis.

## **11. Securities Reports**

Each director is responsible by law for filing timely reports with the SEC with respect to all changes in the beneficial ownership of Company securities. To facilitate the filing of these reports, each director executes a power of attorney authorizing the Secretary and certain other individuals to prepare and file a report on his or her behalf when so requested.