Wm. Wrigley Jr. Company

Principles of Corporate Governance
(Adopted as of January 31, 2008)

ROLE

The Board of Directors recognizes that as the manager of the affairs of the Company, it acts as overseer of Company management, who are charged, under the direction of the Chief Executive Officer, to conduct the Company's business in a manner that is designed to protect and enhance the interests of, and assure the Company's long-term vitality for, all its stakeholders, including its stockholders, employees, consumers, customers and communities.

DUTIES AND RESPONSIBILITIES

The Board will oversee the Company's:

a. corporate strategy;
b. senior management succession and management structure;
c. risk management process;
d. corporate reputation and culture;
e. talent management;
f. capital structure;
g. executive compensation practices;
h. significant transactions;
i. stakeholder returns; and
j. board effectiveness.

GOVERNANCE POLICIES

1. All major corporate decisions shall be considered and taken by the full Board.

2. Each member of the Board will covenant to assist in the creation of an environment that fosters open, honest and transparent participation and deliberation of all issues and matters before the Board and to appropriately challenge both management and other Board members in candid debate on the issues, all with a goal to arrive at a single, unified position at the conclusion of any discussion or upon taking a decision.

3. Non-employee Directors of the Company may receive compensation or other remuneration from the Company only for the Director's service as a Director.

4. Each Director should be a stockholder of the Company and have a meaningful financial stake in Company stock. The Board believes it

appropriate for each individual Director to maintain a meaningful ownership position in the Company, which shall be no less than two times the amount of the annual retainer.

5. The Board respects the capabilities of each of its Directors and the advantage to the Company of having Directors sit on more than one board. However, it is equally important that each Director have sufficient time to adequately execute the Director's duties. The Board believes, therefore, that any Director who is a full-time employee of an organization other than the Company should sit on no more than three (3) public company boards (in addition to his/her own organization, or a total of four (4) public company boards), while a Director who is not a full-time employee of an organization other than the Company, should sit on no more than a total of six (6) public company boards. In addition, no member of the Company's Audit Committee shall simultaneously serve on the audit committees of more than two (2) other public companies (or a total of three (3) public company audit committee memberships). The Board, upon the recommendation of the Corporate Governance Committee, reserves the right to waive these limitations to the extent it reasonably believes, in good faith, that it is in the best interest of the Board and the Company to retain the services of an otherwise qualified Director and that such Director is able to sit on such additional board(s) or audit committees while continuing to make substantial and valuable contributions to the Board and the Company and to devote sufficient time, energy and attention to the diligent performance of such Director's duties for the Board and the Company. To effect an efficient and appropriate transition from one board to another, the Board recognizes that it may be necessary for a Director, for a period not to exceed eleven (11) months, to actually sit on one more board than called for under these guidelines without requesting the waiver referenced above.

6. A Director shall advise the Chairman of the Board, if any, the Executive Chairman, Chief Executive Officer, the Chairman of the Corporate Governance Committee or the Corporate Secretary in advance of accepting any other public company directorship or any assignment to the audit or compensation committee of the board of such company. An executive officer of the Company shall advise the Chairman of the Board, if any, the Executive Chairman, if any, or the Chief Executive Officer in advance of accepting any directorship on a for-profit Board of Directors.

7. The Board shall monitor and review the performance of the Executive Chairman of the Company and the Chief Executive Officer on an annual basis. In addition, the Board shall review management succession plans and establish policies and procedures regarding the succession of the Chief Executive Officer,

including in the event of an emergency or the Chief Executive Officer's retirement.

8. The Company's Chief Financial Officer and Corporate Secretary shall be responsible for providing an orientation for new non-employee Directors. Each new non-employee Director shall, within six months of becoming a Director, spend a day at the Leadership Center for personal briefings by senior management on the Company's strategic plans, its financial statements and its key policies and practices.

9. All incentive compensation plans that could permit the issuance of Company stock shall be approved by the Board and presented to the stockholders for approval.

BOARD COMPOSITION

1. The Board shall at all times be comprised of a majority of independent Directors as "independent" is defined from time to time by the Board, subject to applicable law, which Director Independence Standards shall be attached hereto as Exhibit A. The Director Independence Standards must at least meet the independence requirements set forth in the New York Stock Exchange listing standards, as may be amended from time to time.

2. While it is the Board's expectation that all future non-employee Directors will be independent, it reserves the right to elect Directors who do not meet the then established independence standards if, in the Board's determination, such a Director would make substantial and valuable contributions to the Board and the Company by reason of the individual's unique wisdom and experience.

3. The Company's Articles of Incorporation set forth the number of Directors to be between nine (9) and twelve (12), which is the range in which the Board believes it can function efficiently as a body, while maintaining appropriate diversity of experience.

4. The Board is responsible for determining the selection criteria for its own members, and for recommending nominees to stockholders. The Board has delegated to the Corporate Governance Committee the preparation and maintenance of a set of Director criteria (see "Facets" attached to these Principles) and for screening any new Director candidates, with the counsel of the Chairman of the Board, if any, and the Executive Chairman, as the case may be. The Corporate Governance Committee will annually review the Facets to assure their applicability and the make-up of the Board to assure the proper compliment of talents and expertise.

5. If a Director's principal occupation or business association changes from that which existed at the time the Director was elected to the Board, that Director shall immediately report the change and tender his/her resignation as a Director for consideration by the Corporate Governance Committee. The Corporate Governance Committee will recommend to the Board what action, if any, to take with respect to the resignation.

6. The Board does not believe that arbitrary term limits on Director's service are appropriate. Each Director is currently elected for a three-year term. At the conclusion of each term, the Corporate Governance Committee will evaluate each Director and recommend to the full Board whether or not to renominate any Director.

7. Any nominee for director in an uncontested election who receives a greater number of votes "withheld" from his or her election than "for" such election shall promptly tender his or her resignation to the Board. The Corporate Governance Committee (or such other Committee designated by the Board) shall recommend to the Board whether to accept or reject the resignation or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days following the date of the certification of the election results. The director who tenders his or her resignation will not participate in the Board's decision with respect to that resignation.

<u>BOARD OPERATIONS</u>

1. Each Director is expected to devote sufficient time, energy and attention to ensure the diligent performance of the Director's duties and to attend all regularly scheduled Stockholder, Board and Committee meetings.

2. It is the general policy of the Board that Directors will not stand for re-election after reaching age 70. The Board may elect to waive this policy in individual cases.

3. It is the Board's policy for any employee-Director who retires from the Company to automatically retire from the Board, unless the Corporate Governance Committee recommends continued service on the Board.

4. The Company's Chairman of the Board, the delegee of the Chairman, if any, or Chief Executive Officer, presides at all meetings of the Board.

5. The Chairman of the Board, the delegee of the Chairman, if any, or Chief Executive Officer, is responsible for establishing the agenda for each meeting of the Board.

6. At the beginning of each year, a calendar containing the known items for consideration by the Directors at each regularly scheduled Board and Committee meeting for the succeeding year shall be circulated among the Directors.

7. Each Director shall be encouraged to suggest inclusion of items on the agenda, request the presence of or a report by any member of management or, at any Board or Committee meeting, raise subjects that may not be on the agenda for that meeting.

8. The Board does not believe that at this time it is either necessary or desirable to establish a "lead" Director. The Company's Board is small and collegial so as to encourage, foster and allow appropriate communication among the Directors and with the Chairman of the Board or Chief Executive Officer, as the case may be.

9. It is important for the Board to understand the Company's business and to be appropriately informed before making any decisions. As such, in discharging their duties, Directors may rely on the Company's senior executives and the Company's outside advisors and auditors. In recognition of this responsibility, the Directors shall receive materials to be addressed at a Board or Committee meeting sufficiently in advance of any meeting to allow adequate review and preparation for that meeting. To the extent the Board or a Committee must meet on very short notice, materials may only be available at that meeting.

10. Each Director shall have full and free access to any member of management. It is assumed that Directors will use judgment to be sure that any contact with management is not distracting to the general business operations of the Company.

11. It is the Board's practice to have various members of senior management, throughout a given year, make presentations to the Board for better understanding of the Company's business. As part of each presentation, adequate time shall be reserved for questions by, and discussions among, Directors

12. At least once a year, the Board shall be presented with the Strategic Business Plan of the Company for the ensuing year.

13. At each regularly scheduled Board and Committee meeting, time shall be set aside to meet in executive session. For purposes of these Principles, "executive session" shall mean a meeting of the

Board or Committee where only the non-employee Directors are present. At each executive session of the Board, the presiding Director will rotate among the Directors based on service on the Board, beginning in January 2003 with the Director with the most service on the Board at such time. When any Committee meets in executive session, the Chairman of the Committee will preside. In the event that not all non-employee Directors are also independent, the independent members of the Board and each Committee shall meet in executive session at least once each year.

12. The Board has the authority to retain, pay and terminate advisors, consultants and agents (which can be recommended by management) engaged by the Board to assist in the fulfillment of the Board's or the Committee's duties and responsibilities.

COMMITTEES OF THE BOARD

1. Committees of the Board shall be established from time to time to facilitate and assist in the execution of the Board's responsibilities.

2. There are currently three standing Committees: Audit, Compensation and Corporate Governance.

3. Each Committee shall have a written charter identifying its purpose and duties and responsibilities.

4. The charter of each Committee, and these Principles, will, upon approval by the respective Committee and the Board, respectively, be published on the Company's website, www.wrigley.com, and will be mailed to any stockholder upon request, free of charge.

5. The Chairman of each Committee shall report the actions and significant activities of their meetings to the Board after each Committee meeting.

6. The Audit, Compensation and Corporate Governance Committees will be comprised of only independent Directors.

7. Any Director who is not a member of a particular Committee may attend, in a non-voting capacity, any other Committee meeting with the approval of the Committee Chairman or a majority of the members of the Committee.

8. The Chairman of the Committee determines the frequency, length and agenda for the meetings of the Committees.

9. Materials related to agenda items shall be provided to Committee members sufficiently in advance of the meeting to allow the

members to prepare for the meeting. To the extent the Committee must meet on very short notice or it is determined that the subject matter to be discussed is too sensitive to be in writing, certain matters will be discussed only at a meeting.

10. The Corporate Governance Committee shall review annually the independence of all non-employee Directors.

11. The Corporate Governance Committee will facilitate an annual self-assessment of the Board's and each Committee's performance. The results of the assessment shall be discussed with the full Board and the assessment of each Committee shall be discussed with such Committee. The assessment will include a review of any areas in which the Board, a Committee or management believes the Board or a Committee can make a better contribution to the Company. The purpose of the assessment is to increase the Board's and the Committee's effectiveness. Any Director may, at any time, comment to the Chairman of the Board, if any, the Executive Chairman, Chief Executive Officer, the Corporate Secretary, the Chairman of the Corporate Governance Committee, or the Board, on the performance of the Board or any Committee.

12. The Corporate Governance Committee, after consultation with the Chairman of the Board, the Executive Chairman or the Chief Executive Officer, as the case may be, will make recommendations to the Board with respect to the assignment of Board members to various Committees. After reviewing the Corporate Governance Committee's recommendations, the Board is responsible for appointing the Chairman and members to Committees on an annual basis.

13. The Board does not believe in a strict policy on the regular rotation of Committee Chairs or members, but the Corporate Governance Committee's annual review will evaluate the benefits to be derived from maintaining continuity of experienced members against the benefits of membership changes based on each Director's unique set of qualifications, diversity of experience and viewpoints.

14. The Compensation Committee shall make recommendations to the Board regarding compensation and benefits for the non-employee Directors. Board compensation and benefits shall be reviewed periodically, but no less than every third year. The Board believes that this compensation should be fair, reasonable, and competitive and should encourage increased ownership of Company stock over time.

15. Each Committee may delegate any of its responsibilities to subcommittees as that Committee deems necessary or appropriate.

CONFLICTS OF INTEREST

1. Each Director is expected at all times to adhere to the Company's Code of Business Conduct.

2. With respect to any Director, there shall be no exceptions to, or waivers of compliance with, any provision of the Code.

3. If an actual or potential conflict of interest arises, including any related party transaction, the Director shall promptly inform the Chairman of the Board, if any, the Executive Chairman, Chief Executive Officer or the Corporate Secretary. If a significant conflict of interest cannot be resolved, the Director should resign.

4. The Board will resolve any conflict of interest involving the Chairman of the Board, Executive Chairman, Chief Executive Officer, Chief Operating Officer, President, any Executive Vice President or Senior Vice President, the Chief Financial Officer, Vice President – Finance, Treasurer, Controller or General Counsel.

5. The Executive Chairman and Chief Executive Officer will resolve any conflict of interest issue, including a related party transaction, involving any other elected officer of the Company.

MISCELLANOUS

1. The Board believes that management should generally speak for the Company. It is recommended that a Director refer all inquiries from institutional investors, analysts, the press or customers to the Corporate Secretary or the Senior Director of Corporate Communications.

2. In order to assist the Board in the exercise of its responsibilities and to serve the best interests of the Company and its stockholders, the Board has adopted the following Principles of Corporate Governance. These Principles should be interpreted in the context of all applicable laws, the Company's Amended and Restated Certificate of Incorporation, as it may be amended from time to time, the Company's Bylaws and the Company's other corporate governance documents and policies.

3. These Principles are intended to serve as a flexible framework within which the Board may conduct its business and are not a set

of legally binding obligations. These Principles are subject to modification from time to time by the Board as it may deem appropriate or as may be required by applicable laws and regulations.

Exhibit A

Wm. WRIGLEY Jr. Company

DIRECTOR INDEPENDENCE STANDARDS

It is the policy of the Board of Wm. Wrigley Jr. Company ("Wrigley') that a majority of its members be independent of Wrigley management. A Director is independent if the Board affirmatively determines that the director does not have any direct or indirect material relationship with Wrigley or its affiliates[1] or any member of senior management of Wrigley or his or her affiliates. The determination of independence of Directors will be disclosed in the proxy statement for each annual meeting of stockholders of Wrigley, and specific explanation will be provided only for any Director who is not considered to be independent. The Board has established the following standards to assist it in making the determination of director independence:

1. A Director is not independent if the Director is or within the preceding three years was:

    - employed by Wrigley or any of Wrigley's affiliates;

    - affiliated with or employed by a present or former independent auditor of Wrigley or any of Wrigley's affiliates;

    - an employee of a company at the same time an executive officer of Wrigley or any of Wrigley's affiliates is or was a member of that company's compensation committee.

2. A director is not independent if an immediate family member[2] of the Director is or within the preceding three years was:

    - employed as an executive officer of Wrigley;

    - affiliated with or employed by a present or former independent auditor of Wrigley or any of Wrigley affiliates and participates or participated, as the case may be, in the independent auditor's audit, assurance or tax compliance (but not tax planning) practice;

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[1] The term "affiliates" means any corporation or other entity that controls, is controlled by or is under common control with Wrigley, evidenced by the power to elect a majority of the board of directors or comparable governing body of such entity.

[2] For the purpose of these independence standards, the term "Director's immediate family member" means spouse, parents, children, siblings, mothers-and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-laws and anyone (other than domestic employees) sharing the Director's home.

- an employee of a company at the same time an executive officer of Wrigley or any of Wrigley's affiliates is or was a member of that company's compensation committee.

3. A Director is not independent if the Director or the Director's immediate family member receives or has received, during any twelve month period within the preceding three years, more than $100,000 as direct compensation from Wrigley other than director and committee fees and pension and other deferred compensation for prior services as director (or, in the case of the immediate family member, salaries and other benefits as employee of Wrigley or any Wrigley affiliate).

4. A Director is not independent if the Director or the Director's immediate family member is or was, within the preceding three years, a director, executive officer (or the Director only is or was an employee of the entity), general partner or an equity holder of 1% or more, of an entity to which Wrigley makes or made, or from which Wrigley receives or received, payment for property or services in any single fiscal year in excess of the greater of $1 million or 1% of that entity's consolidated gross revenues.

5. A Director is not independent if the Director or the Director's immediate family member is or was, within the preceding three years, a director, executive officer (or the Director only is or was an employee of the entity), partner or an equity holder of 1% or more, of a entity which is indebted to Wrigley, or to which Wrigley is indebted and the aggregate indebtedness of either party to the other in any single fiscal year in excess of the greater of $1 million or 1% of that party's consolidated assets.

6. A Director is not independent if the Director or the Director's immediate family member is or was, within the preceding three years, a director, executive officer (or the Director only is or was an employee of the organization), or trustee of a charitable organization or other not-for-profit organization, and Wrigley's contributions, or the contributions of any member of senior management of Wrigley, to such organization in any single fiscal year exceeds or exceeded the greater of $1 million or 1% of the organization's consolidated gross revenues.

7. A Director is not independent if the Director or the Director's immediate family member or an entity (in which the Director or the Director's immediate family member is a director, executive officer or partner), is a beneficial holder of more than 5% of the total number of shares of the Company's Common Stock and Class B Common Stock then outstanding.

8. A Director is not independent if the Director is an executive officer, partner, employee or holder directly or indirectly of 1% or more of the total number of outstanding shares, of an entity that supplies any banking, legal or accounting services to the Company or any other services with the exception of services provided on an occasional or minimal basis.

9. For relationships not covered by the above standards, the determination of whether such relationships are material for the purpose of determining whether a Director is independent, shall be made by Directors who satisfy the standards set out in paragraphs 1-8 above. In such situations, determination of independence shall be on a case-by-case basis, after consideration of all relevant facts and circumstances. For illustration purpose, if a Director is an executive officer of a company that has paid Wrigley in excess of the greater of $1 million or 1% of that company's consolidated gross revenues in the last one year for the purchase of Wrigley products, the Board could determine, after considering all relevant facts and circumstances, that the relationship is not material to make a finding that the Director is not independent. Wrigley must explain in its next annual proxy statement the basis for any determination by the Board that a relationship is not material even though the relationship did not meet the standards set forth under paragraphs 1-8 above.

   The Board shall undertake an annual review of the independence of all non-employee Directors. In advance of the meeting to make such review, each non-employee Director would be requested to supply the Board with complete information regarding the Director's relationships with Wrigley and its affiliates and with senior management and their affiliates to assist the Board to evaluate the Director's independence.

   Directors have an affirmative obligation to notify the Board of any material changes in their relationships, which may affect their independence status as determined by the Board. The obligation encompasses all relationships between Directors and Wrigley and its affiliates or members of senior management and their affiliates.

Exhibit B

Wm. WRIGLEY Jr. Company

BOARD OF DIRECTOR "FACETS"

It is expected that each director will contribute to the Company's long-term success, provide positive and equitable representation of stakeholder interests, be responsible when representing the Company publicly and advise and guide management as they execute the Company's strategy.

Each director will have the highest personal and professional ethics, integrity and values; will consistently exercise sound and objective business judgment; and will have a comfort with diversity in its broadest sense. Each director will be available to devote appropriate time to know the Company, its business and its industry, and participate in Board and Committee activities.

The Board as a whole should possess as many facets as possible. The Board should inventory their facets and use that inventory as a template when reviewing any potential candidate for the Board.

The "FACETS" are:

- Significant senior management experience or potential with evidence of leadership and strong operations successes in a variety of disciplines, including innovation, supply chain, marketing, financial management, sales and international operations. Consumer products experience will be a plus.
- A perspective that evidences resourcefulness, innovation, courage, urgency, creativity, inquisitiveness, strategic thinking, communications and a willingness to foster change.
- Understanding and vision with regard to present and future technology, its trends, and its potential current and long-term impact on global business.
- A long-term strategic perspective and global understanding.
- Sincere belief in the power and importance of people.
- Understanding the influence of and the need to balance a more than 100 year-old corporate heritage, and to preserve and enhance the Company's reputation, all with necessary change in a forward-looking perspective.
- Appreciating and understanding strong and sincere family interests as the underpinnings of a unique and successful corporate organization.
- Experience with and an understanding of mergers, acquisitions, divestitures and similar transactions, including the evaluation of potential and the successful integration of successful transactions.

- A willingness to be committed in a meaningful, participative and concerned way in the activities of the Board, the Company and management.

- Ability to advance debate on any topics, challenge positions without being disruptive, think proactively and to objectively analyze complex business matters and, as appropriate, achieve creative decisions.