

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF BOB EVANS FARMS, INC.  
(Revised February 16, 2010)**

This Charter (this “Charter”) identifies the purpose, composition, meetings and responsibilities of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Bob Evans Farms, Inc. (the “Company”).

**PURPOSE**

The purpose of the Compensation Committee is to:

- Discharge the responsibilities of the Board relating to compensation of the Company’s directors and executive officers;
- Produce an annual report on executive compensation to be included in the Company’s proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”); and
- Perform such other duties for the Company as may be requested by the Board from time to time.

**COMPOSITION**

The Compensation Committee shall serve at the pleasure of the Board. The Compensation Committee shall consist of at least three members of the Board, each of whom shall be appointed by the Board. Each member of the Compensation Committee shall be free of any relationship that, in the opinion of the Board, may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director of the Company. All Compensation Committee members must:

- Satisfy the independence requirements prescribed by applicable rules of The NASDAQ Stock Market (“NASDAQ”);
- Be “Non-Employee Directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and
- Be “Outside Directors” as defined by Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and the regulations promulgated thereunder.

**MEETINGS**

The Compensation Committee shall meet at least two times annually and may convene more frequently as circumstances dictate. The Compensation Committee shall be chaired by one of its members appointed by the Board. If the Board does not appoint a Chairperson or if the Chairperson is not present at a meeting, the members of the Compensation Committee may designate a Chairperson by majority vote of the full Compensation Committee membership, or those members present, as the case may be. All Compensation Committee members are expected to attend each meeting, in person or via teleconference or other means of electronic communications permitted under applicable law and the Company’s By-laws.

The Compensation Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Compensation Committee may act by a majority of its members at a meeting or without a meeting if all members of the Compensation Committee consent to the action in writing or by other means of electronic transmission permitted under applicable law and the Company’s By-laws. The Chairperson of the Compensation Committee shall provide the Board with a report of the Compensation Committee’s activities and proceedings at each regularly scheduled meeting of the Board.

The Compensation Committee may have in attendance at its meetings such members of management or human resources, compensation consultants or others as the Compensation Committee may deem necessary or desirable to provide the information the Compensation Committee needs to carry out its duties and responsibilities. Notwithstanding the foregoing, the compensation of the Company's Chief Executive Officer and all other executive officers (as that term is defined by Rule 16a-1(f) under the Exchange Act) must be determined by the Compensation Committee. The Company's Chief Executive Officer may not be present during the Compensation Committee's deliberations or voting regarding his compensation, but may be present during the Compensation Committee's deliberations regarding the compensation of all other executive officers of the Company.

### **RESPONSIBILITIES**

The Compensation Committee shall have the authority to undertake the specific responsibilities outlined in this Charter and to undertake such other responsibilities as the Board may prescribe from time to time. The Compensation Committee's primary responsibilities include:

1. Reviewing with Company management and approving the general compensation policy for executive officers and directors of the Company, and such other employees of the Company and its subsidiaries as directed by the Board. In performing this responsibility, the Compensation Committee shall take into consideration any matters it deems relevant, including, without limitation, the Company's strategic and financial plans and their relationship to the Company's total compensation program.
2. Reviewing and approving the compensation of the Company's executive officers, including base salary, equity-based awards, bonuses, long-term compensation, perquisites and other incentives. In determining the appropriate compensation to be awarded to the Chief Executive Officer and other executive officers, the Compensation Committee may consider any matters it deems relevant, including, without limitation:
  - The performance of each executive officer, including the level of achievement of goals and objectives established by the Compensation Committee;
  - The Company's performance, including stockholder return and the level of achievement of goals and objectives established by the Compensation Committee;
  - The incentive awards given to each executive officer in the past;
  - The recommendations of independent compensation consultants, if any; and
  - Reviews of compensation paid to executive officers at peer companies selected by the Compensation Committee.
3. Reviewing with Company management and approving all forms of compensation (including all compensation under a "plan," as such term is defined in Item 402(a)(6) of Regulation S-K promulgated by the SEC, and all non-plan compensation) to be provided to the executive officers of the Company and such other employees of the Company and its subsidiaries as directed by the Board.
4. Administering each of the Company's equity-based plans and any other plans that the Compensation Committee is required to administer pursuant to the terms of the plan or applicable laws, rules or regulations (including, without limitation, Rule 16b-3 under the Exchange Act, NASDAQ rules and Section 162(m) of the Code and the rules promulgated thereunder). In its administration of these plans, the Compensation Committee may, unless otherwise directed by the Board or the terms of the applicable plan:

- Determine the individuals eligible to participate in each plan;
  - Grant stock options or other awards authorized under each plan to individuals eligible for such grants; and
  - Make such changes to each plan and the awards granted thereunder as the members of the Compensation Committee deem appropriate, to the extent stockholder approval is not required and to the extent permitted by the respective plan and the provisions of applicable laws, rules and regulations.
5. Preparing a Compensation Committee Report for inclusion in or incorporation by reference into the Company's proxy statement and Annual Report on Form 10-K in accordance with the rules and regulations of the SEC.
  6. Reviewing and discussing with the Company's management the disclosures contained in the Company's "Compensation Discussion and Analysis" (the "CD&A") and, based on such review and discussion, making a recommendation as to whether the CD&A should be included in the Company's Annual Report on Form 10-K and its proxy statement.
  7. Reviewing and discussing with the Company's management any disclosures required by Item 402(s) of Regulation S-K relating to the Company's compensation risk management, including, without limitation, whether and the extent to which the Company compensates and incentivizes its employees in ways that may create risks that are reasonably likely to have a material adverse effect on the Company.
  8. Evaluating the need for, and provisions of, change in control contracts and employment contracts/severance arrangements for the Company's Chief Executive Officer and other executive officers.
  9. Recommending to the Board the compensation for directors, including committee and committee chair fees, equity-based awards, perquisites and other similar items as appropriate.
  10. Reviewing and making recommendations to the Board with respect to incentive compensation plans and equity-based plans in accordance with applicable laws, rules and regulations, including, without limitation, the rules and regulations of the SEC and NASDAQ.
  11. Reviewing and reassessing this Charter annually and submitting any suggested changes to the Board for review.

### **GENERAL**

The Compensation Committee has the authority, to the extent it deems necessary or appropriate, to retain one or more compensation consultants to assist in the evaluation of director and executive officer compensation. The Compensation Committee shall have sole authority to retain and terminate any such compensation consultant, including sole authority to approve the compensation consultant's fees and other retention terms. The Compensation Committee also has the authority, to the extent it deems necessary or appropriate, to retain other advisors, including legal and accounting advisors. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to any compensation consultants or other advisors retained by the Compensation Committee. In deciding to retain or obtain the advice of any compensation consultant, the Committee shall consider any matters it deems relevant, including, without limitation, (1) the nature and scope of services to be provided by such consultant to the Committee and (2) the nature and scope of any other services provided during the last completed fiscal year (or expected to be provided during the current fiscal year) by such consultant or its affiliates to the Company or its affiliates.