

THE MARZETTI COMPANY
AMENDED CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS

I. Structure & Membership of Committee

This Charter governs the structure and operation of the Nominating and Governance Committee (the “Committee”). The Committee’s role, as more specifically described below, is to identify and evaluate persons qualified to become board members, consistent with criteria approved by the Board of Directors (the “Board”), to present to the Board qualified slates of nominees for election to the Board by the Company’s shareholders, to recommend candidates to fill vacancies occurring between annual shareholder meetings, to recommend to the Board the appointment of directors to committees of the Board, to develop and periodically review the Company’s Corporate Governance Principles, to recommend changes to the Corporate Governance Principles to the Board, to monitor compliance with the Corporate Governance Principles, to oversee the evaluation of the Board and management, and to carry out all obligations imposed upon a nominating and governance committee pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) and of The Nasdaq Global Select Market (“Nasdaq”) as the same may be applicable from time to time.

The Committee shall be composed of no fewer than three members (each, a “Member”). The actual number of Members of the Committee will be determined from time to time by the Board. Each Member of the Committee shall meet the independent requirements set forth by the SEC and Nasdaq. The Members of the Committee and the chair of the Committee (the “Chair”) shall be appointed annually by the Board and shall serve for a term expiring at the next annual meeting of shareholders.

II. Meetings, Resources and Authority

The Committee shall meet as often as deemed necessary by its Chair or by any two Members. Meetings of the Committee shall be called by the Chair, the Chair of the Board or the Chief Executive Officer of the Company. Electronic participation in meetings is acceptable if effected in compliance with the Company’s Code of Regulations. The Chair will, in consultation with the other Members and appropriate officers of the Company, establish the agenda for each Committee meeting. The Chair will preside at each meeting. In the event the Chair is not present at a meeting, the Members present at that meeting shall designate one of the remaining Members as the acting chair of such meeting. The Committee shall cause appropriate minutes to be prepared and preserved with respect to its proceedings and shall report its actions to the next following meeting of the Board. The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more Members when appropriate.

The Committee shall have authority, in its areas of responsibility, to retain at Company expense advisors and to approve and require payment of fees charged by such advisors. The Committee shall have the authority to form and delegate authority to subcommittees as it deems

appropriate. Furthermore, the Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. In the performance of its duties, the Committee and its Members shall have unrestricted access to management.

III. Duties and Responsibilities

In discharging its duties, the Committee shall perform the following activities as well as such additional activities as it deems appropriate in light of then applicable rules and regulations of the SEC and Nasdaq. The Committee shall:

- A. seek, identify and review, in consultation with the Company's Chief Executive Officer, candidates for the Board and to recommend to the Board candidates for election or re-election to the Board, and, in connection with such recommendation, disclose the source from which the recommendation of such candidate came;
- B. evaluate and measure criteria to be used by the Board for selecting new directors and nominating incumbent directors for re-election to the Board, including the identification of those skills and accomplishments which should be possessed by a member of the Board given the then-membership of the Board, including such factors as the ethical values, personal integrity and business reputation of the candidate, his or her financial acumen, reputation for effective exercise of sound business judgment, strategic planning capability, indicated interest in providing attention to the duties of a member of the Board, experience with the management of public companies or other large organizations, consumer packaged goods, particularly retail food companies, investment banking or the banking industry, accounting and finance, supply chain, retail or mass marketing, manufacturing processes, technology or in other areas where such person's talents may contribute to the effective performance by the Board of its responsibilities;
- C. following consultation with the Chair of the Board and taking into consideration the factors set forth in the Company's Corporate Governance Principles, recommend to the Board for its approval directors to serve as members and chair of each Board committee;
- D. consider and review the qualifications of those director candidates recommended by shareholders in a fair and unbiased manner, and by application of the same tests and standards which are considered in connection with candidates independently identified by the Committee or otherwise brought to its attention including, without limitation, those factors described in III. B. and customary vetting procedures and background checks, above, as long as such shareholder recommendations are:
 - 1. delivered to the Company's Corporate Counsel in compliance with the requirements of Article II of the Company's Code of Regulations and applicable laws, rules and regulations;

2. in writing and include a resume of the prior relevant activities of the proposed candidate and the views of the recommending shareholder regarding his or her qualifications; and
 3. accompanied by a written statement from the proposed candidate agreeing to be identified in the proxy statement as a nominee and, if elected, to serve as a director;
- E. review and make recommendations to the Board regarding the Company's response to shareholder proposals for inclusion in the Company's annual proxy statement relating to corporate governance and other matters;
 - F. assist the Board in determining and monitoring whether or not each director and prospective director is "independent" within the meaning of any rules and law applicable to the Company and consider possible conflicts of interest of directors and management and make recommendations to the Board to prevent, minimize, or eliminate such conflicts of interest;
 - G. monitor and evaluate the training orientation and training needs of directors and make recommendations to the Board where appropriate;
 - H. periodically review the company's share ownership policy, monitor compliance and evaluate whether exceptions should be made to the Company's share ownership policy;
 - I. report to the Board regarding the number and identity of directors who were present and who were absent at the most recent annual shareholders meeting and to encourage attendance by Board members at all shareholder annual meetings;
 - J. develop CEO succession plans and corporate governance crisis plans to recommend to the Board;
 - K. develop and, following approval thereof by the Board, implement a process for the receipt of communications from shareholders to directors;
 - L. review external developments in corporate governance matters to identify best practices and recommend action to management and the Board where appropriate, including any changes to the Company's Amended and Restated Articles of Incorporation and Amended and Restated Regulations;
 - M. develop and recommend to the Board for approval a set of Corporate Governance Principles and a Code of Conduct applicable to the Company, review such Corporate Governance Principles and Code of Conduct annually or more frequently, if appropriate, and recommend changes in the Corporate Governance Principles or Code of Conduct to the Board as necessary;
 - N. monitor compliance with the Corporate Governance Principles and the Code of Conduct;

- O. periodically review the Company's policies, disclosure and activities regarding corporate social responsibility, including with respect to governance factors. Such review will include a review of the Company's management of risks related to sustainability and the environment;
- P. develop and recommend to the Board for its approval a periodic self-evaluation process of the Board and its committees, and oversee the self-evaluation process;
- Q. periodically review the Board's committee structure and recommend any changes to the Board;
- R. cause appropriate minutes to be prepared and preserved with respect to its proceedings and report its actions to the next following meeting of the Board.

IV. Annual Review

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its own performance and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee will conduct its review in such manner as it deems appropriate.