

SENECA FOODS CORPORATION
COMPENSATION COMMITTEE CHARTER

Dated as of June 1, 2007

This charter shall be reviewed, updated and approved annually by the board of directors.

Purpose

The Compensation Committee of the Board of Directors is to, among other things, discharge the Board's responsibilities relating to the compensation of the Company's executives and to produce the report that the rules and regulations of the Securities and Exchange Commission (the "SEC") require to be included in or incorporated by reference into the Company's annual report and proxy statement.

Membership

The membership of the Committee shall consist of at least three directors. Each Committee member must qualify as an independent director under the listing standards of the NASDAQ National Market. In addition, each member of the Committee shall be a "non-employee director" as that term is defined under Securities Exchange Act Rule 16b-3 and an "outside director" as that term is defined for the purposes of the Internal Revenue Code section 162(m). No member of the Committee shall occupy a position disclosable as a compensation committee interlock under SEC regulations.

The members of the Committee shall be appointed by the Board based upon nominations by the Company's Corporate Governance and Nominating Committee. The members of the Committee will serve at the discretion of the Board. The Board of Directors shall appoint one member of the Compensation Committee as chairperson. He or she shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making Committee assignments and reporting to the Board of Directors.

Meetings

The Compensation Committee shall meet as often as may be deemed necessary or appropriate in its judgment, generally two times each year, either in person or telephonically. The Committee is expected to maintain free and open communication with the management of the Company. The Committee may create subcommittees who shall report to the Compensation Committee. The Committee shall report to the full Board of Directors with respect to its meetings. The majority of the members of the Committee shall constitute a quorum. The Committee may invite the President and Chief Executive Officer, Chairman of the Board, Secretary, Chief Financial Officer, or any other officer desired by the Committee or its Chairman. No such person may be present during any discussions and deliberations of the Committee regarding the compensation of any such person.

Committee Performance Evaluation

The Committee will engage in an annual self-assessment with the goal of continuing improvement, and will annually review and reassess the adequacy of its charter and recommend any changes to the full Board.

Outside Advisors

The Compensation Committee shall have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist in the full performance of its functions.

Responsibilities

The Compensation Committee's primary responsibilities include:

1. Review and approve all compensation programs applicable to executive officers of the Company, including all forms of salary paid to executive officers of the Company and the grant of all forms of bonus and stock compensation provided to the executive officers of the Company.
2. In consultation with senior management, establish, review, and evaluate the long-term strategy of employee compensation and the types of stock and other compensation plans used by the Company.
3. Review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and any other factors the Committee deems appropriate. In connection with this evaluation, the Committee may request and receive input from other non-employee Board members either formally or informally.
4. Approve any new compensation plan or any material change to an existing compensation plan whether or not subject to stockholder approval, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to shareholder approval, oversee the activities of the individuals and committees responsible for overseeing the Company's compensation plans, and discharge any responsibilities imposed on the Committee by any of these plans.
5. In consultation with management, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

6. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
7. Review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis" (the "CD&A"), and based on such review and discussion, make a recommendation to the Board as to whether the CD&A should be included in the Company's proxy statement.
8. Prepare the Compensation Committee Report to shareholders to be included with the annual proxy statement.
9. Recommend to the Board the compensation for Board members.
10. Any other compensation matters as from time to time may be directed by the Board.

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