

SENECA FOODS CORPORATION
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER

Dated as of May 27, 2004

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

Purpose

The Corporate Governance and Nominating Committee of the Board of Directors is responsible for identifying, screening, recruiting and presenting director candidates to the Board of Directors. The Committee also nominates directors for committee membership.

Membership

The membership of the Committee shall consist of at least three directors determined by the Board of Directors to meet the independence requirements of the NASDAQ Stock Market, Inc. The Board of Directors shall appoint one member of the Corporate Governance and Nominating 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 Corporate Governance and Nominating 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 Corporate Governance and Nominating 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 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 recommends any changes to the full Board.

Outside Advisors

The Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee's primary responsibilities include:

- To determine what types of backgrounds are needed to help strengthen the Board and to nominate candidates to fill vacancies accordingly.
- To be alert to the needs of the Board and maintain an active file of suitable candidates for consideration as nominees to the Board, which candidates may include, if the Committee deems it advisable, candidates recommended by the Chief Executive Officer and other members of the Board. In developing the file, the Committee shall consider, where appropriate, the independence of each candidate.
- To review director candidates submitted by shareholders.
- To conduct director evaluations upon renomination for election.
- To recommend to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be elected by the Board to fill vacancies. Recommendations should include a review by the Committee of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.
- To recommend to the Board those directors to be selected for membership on the various Board committees, and which individual should be designated Chair for each such committee.
- To sponsor and oversee performance evaluations for the Board as a whole, the directors and management.
- To develop and review periodically, and at least annually, the Code of Business Conduct and Ethics to ensure that they are appropriate for the Corporation and comply with applicable laws, regulations and listing standards, and to recommend any desirable changes to the Board.
- To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.