

Corporate Governance Committee Charter

Purpose. The purpose of the Corporate Governance Committee is to monitor trends and issues in corporate governance, develop and recommend a set of corporate governance guidelines applicable to General Mills (the “Company”) and assist the Board of Directors in identifying and evaluating director candidates.

Membership and Organization. The Corporate Governance Committee shall consist of four or more members of the Board of Directors. The members and the Chair of the Corporate Governance Committee shall be appointed and may be removed by the Board of Directors.

Each member of the Corporate Governance Committee shall be “independent” as defined from time to time by the listing standards of the New York Stock Exchange and the Company’s categorical standards.

The Corporate Governance Committee may make such delegations of its authority and responsibilities as it deems appropriate, and shall periodically review such delegations.

The Corporate Governance Committee shall have authority and resources to select and retain search firms, consultants and/or other advisors to provide the Committee independent counsel, as needed. The Committee shall have the sole authority to establish and approve the terms of engagement, including fees and other terms.

Meetings. The Corporate Governance Committee shall meet at least three times during each fiscal year, either in person or telephonically, and at such times and places as it determines. A majority of the members of the Committee shall constitute a quorum for transacting business at a meeting. The Committee may take action by the affirmative vote of a majority of the Committee members present at a meeting. The Committee may also take action by unanimous written consent.

Duties and Responsibilities. The Committee shall meet as appropriate to perform the following key duties and responsibilities:

1. Review and recommend any changes to the Company’s corporate governance policies and practices and oversee compliance with these requirements.
2. Recommend changes in the organization and procedures of the Board and its committees.
3. Review and recommend to the Board of Directors any changes to the Company’s Certificate of Incorporation or By-laws.

4. Identify and recommend director nominees for election or appointment to the Board and develop selection criteria, policies and procedures for evaluating director nominees, including nominees recommended by stockholders.
5. Recommend policies on Board size and composition.
6. Recommend policies on tenure and retirement of directors.
7. Evaluate the re-nomination and continuing service of incumbent directors, as impacted by factors including retirement, changes in principal employment or primary occupation, conflicts of interest and attendance.
8. Recommend whether the Board should accept or reject any resignation tendered by a director who received a greater number of votes “against” his or her election than “for” such election in an uncontested election of directors.
9. Review, and determine whether to approve or ratify, transactions between the Company and related persons.
10. Periodically evaluate independence standards and the independence of each director and director nominee and make recommendations to the Board of Directors with regard to their independence.
11. Recommend to the Board the appointment of the members and chair of each committee.
12. Review stockholder proposals submitted for inclusion in the Company’s annual proxy materials and recommend responses.
13. Oversee the evaluation of the Board of Directors and evaluate performance of the Committee annually.
14. Reassess the adequacy of this charter annually and recommend any proposed changes.
15. Prepare and submit to the Board of Directors periodic reports describing all actions taken by the Committee.
16. Perform all other duties and responsibilities delegated to the Committee by the Board of Directors.

June 2012