

TASTY BAKING COMPANY

STRATEGIC PLANNING COMMITTEE CHARTER

1. Committee Composition. The Committee shall be composed of not less than three (3) members, the majority of whom shall qualify as independent directors as required by the NASDAQ Stock Market Listing Standards. The Board shall appoint the members of the Committee and its Chairperson. Each member of the Committee shall serve for one year or until his or her successor has been appointed and qualified. The Board may at any time remove one or more directors as members of the Committee. The Chairperson and members of the Committee shall receive such compensation for their service on the Committee as the Board may determine from time to time.
2. Purposes. The purposes of the Committee shall be to assist the Board in fulfilling its responsibilities to oversee the strategic management of the Company, to focus the attention of the Board on long-range objectives for the Company, and to review and assess strategies to implement such long-range objectives, as such duties and responsibilities are more specifically set forth below.
3. Duties and Responsibilities. To carry out its purposes, the Committee shall have the following duties, responsibilities and authority:
 - (a) To review and recommend to the Board the strategic planning process, long-range objectives and strategic plan for the Company;
 - (b) To meet with the Chief Executive Officer and other members of management on at least an annual basis and review management's strategic planning process and the long-range financial and strategic plan of the Company taking into consideration the Company's position within its industry, the general marketplace and such other factors the Committee may deem appropriate;
 - (c) To review and advise the Board regarding strategic business issues, including acquisitions, mergers, divestitures, financings, capital structure and dividend policy;
 - (d) To have the sole authority to retain and terminate strategic advisors to the Committee, including sole authority to approve such advisor's fees and other retention terms;
 - (e) To delegate duties to subcommittees as the Committee deems necessary and appropriate; and
 - (f) To report its activities to the Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary and appropriate.
4. Resources. The Company shall provide the Committee appropriate funding, as

determined by the Committee, for payment of compensation to any strategic advisors, independent counsel or other advisors retained by the Committee.

5. Charter Review. The Committee shall review this Charter at least annually and recommend any changes to the Board and share its recommendations with the Nominating and Corporate Governance Committee.