

**CHARTER OF THE
FINANCE AND RISK MANAGEMENT COMMITTEE
OF THE BOARD OF DIRECTORS**

I. PURPOSE OF COMMITTEE

The purpose of the Finance and Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of The Hershey Company (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to the Company’s management of its assets, liabilities and risks.

II. COMMITTEE MEMBERSHIP

The Committee shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc. and the Company’s Corporate Governance Guidelines (the “Governance Guidelines”).

Members and the chairperson shall be appointed by the Board as set forth in the Governance Guidelines.

III. COMMITTEE OPERATIONS

The Committee shall meet in person or telephonically as frequently as required at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by written consent, when deemed necessary or desirable by the Committee or its chairperson.

IV. COMMITTEE DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

1. Review and recommend to the Board any changes regarding the capital structure of the Company, including the issuance of common and preferred equity or hybrid securities, share repurchases, stock splits or stock dividends and the issuance or calling of debt instruments;
2. Review and recommend to the Board the declaration of cash dividends, including any change in the rate of cash dividends, as applicable;
3. Review and recommend to the Board the Company’s annual capital plan, and review, assess and approve, or recommend to the Board for approval as appropriate, individual capital projects over \$10 million in accordance with guidelines established for the Committee by the Board;
4. Review and recommend to the Board any business acquisitions and/or dispositions of assets in excess of \$10 million;

5. Within guidelines established by the Board, review and approve, or review and recommend to the Board for approval, as appropriate, significant proposed “off balance sheet” transactions;
6. Review the Company’s corporate insurance program at least annually;
7. Develop, review at least annually and recommend to the Board policies and procedures governing the use of financial instruments, including derivative instruments;
8. Review at least annually and recommend to the Board the Company’s principal commercial and investment banking relationships, including banking and treasury authorizations, and the material terms of the Company’s credit facilities and commercial paper programs;
9. Review the Company’s annual budget and monitor performance against operational plans and report to the Board on these matters at least annually;
10. Review at least annually and recommend to the Board the Company’s credit ratings strategy and assist management with the nature of management’s communications with the rating agencies;
11. Review and oversee the development, implementation and execution by management of the Company of a comprehensive risk management program containing policies and procedures for identifying, controlling, mitigating or eliminating operational, financial, strategic, compliance and other risks and guidelines regarding the Company’s tolerance for risk;
12. In consultation with the Audit Committee of the Board, discuss at least annually the guidelines and policies governing the process by which senior management of the Company and relevant departments of the Company assess and manage the Company’s exposure to risk;
13. Conduct post-acquisition reviews and major capital expenditures reviews over \$10 million;
14. Review the organization and staffing of the Company’s risk management function; and
15. Prepare and issue the evaluation required under “Performance Evaluation” below and execute any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

V. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

VI. PERFORMANCE EVALUATION

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

VII. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Company shall provide for appropriate funding, as determined by the Committee, for payment to such third parties and for administrative expenses that are necessary or appropriate for the Committee in carrying out its duties.