

**TYSON FOODS INC. SHAREHOLDER PROPOSAL
FOR AN INDEPENDENT DIRECTOR TO SERVE AS CHAIR OF THE BOARD**

RESOLVED: That the shareholders of Tyson Foods, Inc. urge the board to take the necessary steps to require that an independent director who is not nor was formerly the chief executive of the company serve as chair of the board.

Supporting Statement:

The board's ability to scrutinize management plans may be reduced when the board chair is also the chief architect of the management plan in his or her capacity as chief executive officer. By requiring that the chair be an independent director, the board may be able to bring to bear more critical review of basic management plans. We at the Sierra Club believe such critical review is especially important at Tyson Foods because of its exposure to environmental liability.

According to our company's documents (2002 10k), "The Company's facilities for processing beef, chicken, pork and prepared foods and for housing live chicken and swine are subject to a variety of federal, state and local laws relating to the protection of the environment, including provisions relating to the discharge of materials into the environment, and to the health and safety of its employees,... In 2002, the Company incurred expenses of approximately \$83 million to maintain compliance with such regulations. . . . The Company incurred \$23 million in capital expenditures, primarily related to its Wastewater Treatment Facilities, in fiscal 2002 and anticipates capital expenditures of approximately \$24 million in fiscal 2003 for environmental projects primarily related to the Wastewater Treatment Facilities.

The Company incurs risk if its products are determined to be contaminated or cause illness or injury. This risk includes (1) cost of, and negative consumer reaction associated with, adverse publicity and product recalls; (2) exposure to related civil litigation; and (3) regulatory administrative penalties, which can include injunctive relief and other civil remedies, including plant closings."

We believe that these environmental liabilities count as some of the more conspicuous, difficult challenges the board must oversee. We think that such a board should be led by someone distinctly independent of any plan and implementation to address these challenges.

Numerous scholars have called for greater distinction between directors and management.

For these reasons, we urge you to vote FOR this proposal.