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BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

May 4, 2016

Jeannette L. Knudsen
Senior Vice President, General Counsel and Secretary
The J. M. Smucker Company
1 Strawberry Lane
Orrville, Ohio 44667

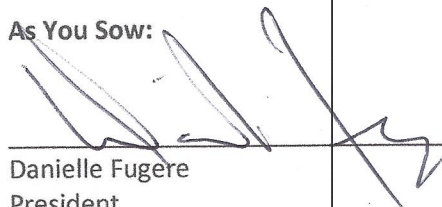
Dear Ms. Knudsen:

As You Sow appreciates the dialogue with The J. M. Smucker Company (the "Company") regarding nanomaterials and food additives. Following As You Sow's submission of the enclosed shareholder proposal for inclusion in the 2016 proxy statement, and subsequent discussions with the Company, As You Sow and the Company have agreed to the following actions.

1. **Withdrawal.** As You Sow has agreed to withdraw the shareholder proposal filed on behalf of Lutra Living Trust, and agrees that such proposal need not appear in the Company's definitive proxy statement for its 2016 annual meeting of shareholders.
2. **Company Actions.** The Company agrees to evaluate alternatives to the nano-titanium dioxide currently used in its food products, including the alternative called Avalanche™ made by Sensient Technologies. The Company agrees to report back to As You Sow on whether it intends to adopt alternatives that do not contain nanoparticles and, if not, why it has decided not to do so. The Company also agrees to respond to As You Sow's request to make a public statement on its website regarding its policy on use of nanomaterials in food products and food packaging, including its definition of nanomaterials. The Company will inform As You Sow about the progress and results of its evaluations by January 2017, and further agrees to continue good-faith dialogue during this time period.

This agreement will become effective on the date the last party below executes this agreement.

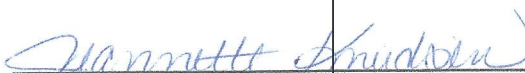
As You Sow:



Danielle Fugere
President
As You Sow

5/10/16
Date

The J. M. Smucker Company:



Jeannette L. Knudsen
Senior Vice President, General Counsel and Secretary
The J. M. Smucker Company

May 4, 2016
Date

Enclosure: Shareholder Proposal



WHEREAS:

Nanotechnology is the science of manipulating matter at the molecular scale to build structures, tools, or products. While nanotechnology allows the creation of new particles and devices, the scientific community has raised serious questions about the safety of nanoparticles, especially when eaten.

Independent laboratory testing indicates that The J.M. Smucker Company uses titanium dioxide, a metal oxide used to whiten foods, which contains nanoparticles designed to better reflect light.

Because of their small size, nanoparticles are more likely to enter cells, tissues, and organs where they may interfere with normal cellular function and cause damage and cell death. Peer-reviewed scientific research suggests that nanomaterials (including those larger than 100 nm) may not be safe for ingestion. There is no consensus on what size is safe, or what long-term effects these materials may have.

Several in-vivo and in-vitro studies on the effects of titanium dioxide nanoparticles have raised concerns including that such nanoparticles may cause inflammation, cell death, and/or DNA damage (including DNA strand breaks and chromosomal damage in bone marrow and peripheral blood). (See Trouiller 2009; Lai 2008; Gerloff 2009; Tassinari 2013; Gui 2013; Lucarelli 2004).

The National Research Council reported in 2012 that “regulators, decision-makers, and consumers still lack the information needed to make informed public health and environmental policy and regulatory decisions” about nanoparticles.

Similarly, the U.S. Food and Drug Administration has not enacted regulations to protect consumer health related to the use of nanomaterials in food, but has issued guidance stating:

- Nanoparticles can have chemical, physical, and biological properties that differ from those of their larger counterparts; and...
- “We are not aware of any food ingredient . . . intentionally engineered on the nanometer scale for which there are generally available safety data sufficient to serve as the foundation for a determination that the use of a food ingredient . . . is GRAS [Generally Recognized As Safe].”

Companies that use, intend to use, or simply allow the use of nanomaterials in their food and food packaging products may face significant financial, legal, or reputational risk. Proponents believe that the best way for The J.M. Smucker Company to protect consumers, and shareholder value, is to avoid using nanoparticles until and unless they have been subject to robust evaluation and demonstrated to be safe for human health and the environment.

RESOLVED:

Shareholders request the Board publish, within six months of the 2016 annual meeting, at reasonable cost and excluding proprietary information, a report on the company’s use of nanomaterials. This report should identify products or packaging that currently contain nanoparticles, the purpose of such use, and actions management is taking to reduce or eliminate the risk nanoparticles may pose to human health and the environment, including



AS YOU SOW

eliminating the use of nanomaterials until or unless they are proven safe through long-term testing.