

JOHN B. SANFILIPPO & SON, INC.

COMPENSATION COMMITTEE CHARTER

Purpose and Authority

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of John B. Sanfilippo & Son, Inc. (the “Company”) shall be to (among other things) discharge the responsibilities of the Board relating to the review and determination of compensation of the executive officers.

In carrying out its purposes, the Committee is authorized to take all actions that it deems necessary or appropriate and may draw upon and direct internal resources of the Company. To such end, the Committee may engage such compensation consultants, external legal advisors (which may be, but need not be, the regular corporate counsel to the Company) and other advisors as it shall deem desirable from time to time, at the cost and expense of the Company, in each case in accordance with applicable law and the terms of this Charter. The Committee shall have the sole authority to retain, oversee and terminate any such consultants or advisors, including the sole authority to determine fees and terms of retention. The Committee is also authorized to delegate to a subcommittee thereof the responsibilities provided for under this Charter (the “Charter”), so long as the member or members of such subcommittee are independent directors as contemplated by this Charter, or otherwise as consistent with applicable law and this Charter. Prior to selecting a compensation consultant, external legal counsel to the Committee and other advisors, the Committee shall assess the independence of such advisors, taking into account such factors as required by The Nasdaq Stock Market (“Nasdaq”), the Securities and Exchange Commission (the “Commission”) and applicable law and such other factors as the Committee determines are relevant.

The Committee shall not act as a fiduciary with respect to any benefit plans or programs under the rules and regulations of the Employee Retirement Income Security Act of 1974, as amended, or otherwise, except as may be required by applicable law.

Membership

The members of the Committee shall be appointed by the Board after considering the recommendation of the Corporate Governance Committee. The Committee shall select the Chairperson of the Committee on an annual basis. Members may be removed by the Board in accordance with the bylaws of the Company. If a member of the Committee ceases to be a director of the Company, the individual shall thereupon cease to be a member of the Committee.

The Committee shall be comprised of not less than three members of the Board, each of whom shall: (i) be a “Non-employee Director” for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended (“Exchange Act”), (ii) satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “IRC”), and (iii) satisfy any other applicable laws, rules and regulations.

The Chairperson shall chair all meetings of the Committee, coordinate the evaluation of the performance of the Chief Executive Officer of the Company (the “CEO”) and perform such other activities as from time to time are assigned by the Committee.

Meetings

The Committee shall meet at such times as it deems necessary to fulfill its purpose and responsibilities, but shall meet at least twice each fiscal year of the Company. The Committee shall establish its own schedule and agenda, coordinated by the Chairperson. The Chairperson or any member of the Committee may call special meetings of the Committee upon at least 24 hours notice to each Committee member, either personally, by telephone, by mail, or by other means of electronic transmission.

The Committee shall maintain written minutes of its meetings. The Committee may meet by telephone or videoconference and may take action by unanimous written consent. A majority of the Committee members, but not less than two, shall constitute a quorum. A majority of the Committee members present at any Committee meeting at which a quorum is present may act on behalf of the Committee. The Committee may adopt other procedural rules in addition to the foregoing from time to time as it shall determine consistent with the bylaws of the Company and this Charter.

The CEO may not be present during voting or deliberations by the Committee with respect to the CEO’s compensation.

The Committee may request the cooperation, including the attendance at meetings or portions thereof, and assistance as may be requested from time to time, of the executive officers and other employees of the Company.

Responsibilities Related to Compensation

1. At least annually, establish performance goals and objectives relevant to the compensation of the CEO and other executive officers. Evaluate the performance of the CEO and other executive officers in light of the approved performance goals and objectives.
2. Review from time to time market comparisons of the compensation of the CEO and other executive officers.
3. At least annually, review and approve the manner and amount of compensation with respect to the CEO and other executive officers, including base salary and annual or other cash incentive opportunities (whether under a compensation plan or otherwise), except as otherwise provided in this Charter.
4. At least annually, review and approve the manner and amount of equity-based compensation with respect to the CEO and other executive officers, except as otherwise provided in this Charter and subject to any limitations set by the Board from time to time.

5. Review and recommend to the Board for approval from time to time the adoption and amendment of equity-related, incentive and other performance-related compensation plans (cash or equity based). The Committee will determine the individuals eligible to participate therein.
6. Review and recommend to the Board for approval all retirement and other such benefit plans and policies covering the executive officers of the Company and any amendments thereto. The Committee will determine the individuals eligible to participate therein.
7. Review and approve any employment agreements and severance agreements, plans or policies covering the executive officers of the Company. The Committee will determine the individuals eligible to participate in any such plan or policy or enter into any such agreement.
8. Review and recommend to the Board for approval non-employee director compensation and benefit arrangements, including any equity based compensation.
9. Administer all equity-related, incentive and other performance-related compensation plans covering the executive officers of the Company in accordance with the terms of such plans and the provisions of this Charter.
10. If and to the extent the Company provides for performance-based compensation subject to the requirements of Section 162(m) of the IRC, the Committee shall establish and certify the attainment of performance goals, as required by Section 162(m).
11. Prepare for inclusion in the Company's annual proxy statement a Compensation Committee Report that complies with the rules and regulations of the Commission and any other applicable laws, rules and regulations. Such report will describe the Committee's review and discussion with management of the Compensation Discussion and Analysis (the "CD&A") and will indicate, based upon such review and discussion, the Committee's recommendation to the Board as to whether the CD&A should be included in the Company's proxy statement or other applicable filings.
12. Review and recommend to the Board regarding stockholder proposals that relate to compensation or votes that relate to compensation, including, without limitation, any stockholder votes related to any type of compensation proposed by or paid by the Company.
13. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 with respect to loans to directors and officers of the Company.

With respect to any compensation related decision or matter that is covered by the Related Person Transaction Policy (or similar policy of the Company covering related party transactions), approval shall also be conditioned on approval by the Audit

Committee as contemplated by the charter of the Audit Committee. If all of the members of the Audit Committee serve on the Compensation Committee and such members approve of or ratify a compensation related decision or matter that is covered by the Related Person Transaction Policy (or similar policy of the Company covering related party transactions) at a meeting of the Compensation Committee (or by written consent), such approval shall also be deemed to constitute approval or ratification by the Audit Committee.

General Responsibilities of the Committee

1. At least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board.
2. Conduct an annual review of the performance of the Committee.
3. Report regularly to the Board.
4. Develop and periodically review the policies, procedures and guidelines for compliance with applicable rules of the Exchange Act, the Commission, Nasdaq and any other governing regulatory authority regarding compensation.
5. Conduct or authorize investigations into any matters within the scope of the responsibilities of the Committee.
6. At least annually, the Committee shall assess the independence of any compensation consultant who has performed services for the Committee, taking into account such factors as required by the Commission and applicable law and such other factors as the Committee determines are relevant.
7. At least annually, the Committee shall assess whether any of the Company's compensation policies and practices give rise to risks that are reasonably likely to have a material adverse effect on the Company.
8. Such other matters as requested by or delegated from the Board from time to time.

Authority of the Committee

Any noncompliance by the Committee or any member thereof with the Exchange Act, rules of the Commission, Nasdaq or this Charter shall not invalidate the underlying corporate authority of the Committee.

Approved and Adopted: January 28, 2016