

JOHN B. SANFILIPPO & SON, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose and Authority

The purpose of the Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of John B. Sanfilippo & Son, Inc. (the “Company”) shall be to discharge the responsibilities of the Board relating to (i) corporate governance and (ii) compliance by the Company with certain related legal and regulatory requirements. The Committee shall also make recommendations to the Board with respect to the nomination of individuals proposed to be elected by the holders of Common Stock to serve on the Board (“Common Stock Directors”) and oversee the evaluation of the Board.

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 such internal resources of the Company and may engage such search firms, 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. The Committee shall have the sole authority to retain and terminate any such consultant, firm or advisor, 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.

Membership

The members of the Committee shall be appointed by the Board after considering the recommendation of the 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 independent directors as defined by the rules of The Nasdaq Stock Market, Inc. (“Nasdaq”) and (ii) satisfy any other applicable laws, rules and regulations. As a “controlled company” the “independence” requirements of Nasdaq are not applicable to the Committee, however, the Board has determined that the Company will nevertheless comply with such requirements.

The Chairperson shall chair all meetings of the Committee 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 year. 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 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 Nominations and Corporate Governance

1. Annually review the size, composition and operation of the Board and of each committee of the Board, including the number of Board and committee meetings, and make recommendations to the Board with respect thereto as determined appropriate by the Committee.
2. Review, as needed, the corporate governance principles, practices and policies of the Company, including the application and effectiveness thereof, and make recommendations to the Board with respect thereto as determined appropriate by the Committee. Monitor current and emerging corporate governance trends and issues applicable to the Company.
3. Annually review the codes of ethics and business conduct policies of the Company, including the application and effectiveness thereof, and make recommendations to the Board with respect thereto as determined appropriate by the Committee.
4. Develop and annually review criteria with respect to the qualifications (including any minimum qualifications deemed appropriate by the Committee) for Common Stock Directors.
5. Consider questions and review and make recommendations to the Board regarding the independence of members of the Board under the applicable standards for members of the Board and each committee thereof.
6. Recommend to the Board the nominees for Common Stock Director positions for the annual meeting of stockholders. Evaluate the nomination for re-election of current Common Stock Directors.
7. Recommend to the Board as soon as reasonably practicable new Common Stock Directors to occupy any such vacancies on the Board, whether such arise due to the

creation of new directorships to be elected by the holders of Common Stock, the resignation or removal of Common Stock Directors or otherwise.

8. The Committee shall develop and establish guidelines with respect to evaluating Common Stock Director nominees and shall consider director candidates recommended by holders of Common Stock pursuant to the guidelines.

9. Assist, if and as needed, in the screening and recruiting of Common Stock Directors.

10. Recommend directors for appointment to the various committees of the Board. Evaluate the performance of the Board and the various committees of the Board.

11. Recommend to the Board, subject to the terms of the Company's bylaws, removal of a director as a member of a committee of the Board, including without limitation as a result of such director no longer meeting the applicable independence criteria for service on the respective committee.

12. Approve and review, as needed, the procedures with respect to director orientation and continuing education guidelines for members of the Board.

13. Review and make recommendations to the Board regarding stockholder proposals that relate to corporate governance or qualifications of Common Stock Directors.

14. Approve and review, as needed, all matters related to any directors nominated by holders of Common Stock in accordance with any applicable laws, rules and regulations.

15. Develop policies and procedures for communications between security holders and members of the Board and for attendance by directors at the meetings of the Board.

16. Consult with the respective holders of Class A Common Stock regarding any individuals proposed for nomination by the holders of Class A Common Stock ("Class A Directors") in accordance with the Company's Restated Certificate of Incorporation and bylaws.

17. Discuss, from time to time, director succession and other corporate governance matters impacting the Board and the Company, including, at the Committee's discretion, with the holders of Class A Common Stock and/or the Class A Directors.

General Responsibilities of the Committee

1. Review and assess the adequacy of this Charter on an annual basis, 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 review, as needed, the policies, procedures and guidelines for compliance with applicable rules of the Securities Exchange Act of 1934 (“Exchange Act”), the Securities and Exchange Commission (“Commission”), Nasdaq and any other governing regulatory authority regarding corporate governance or the nomination of Common Stock Directors.
5. Conduct or authorize investigations into any matters within the scope of the responsibilities of the Committee.
6. Such other matters as requested by 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: November 2, 2016