

## **John B. Sanfilippo & Son, Inc. Corporate Governance Guidelines**

The Board of Directors (the “**Board**”) of John B. Sanfilippo & Son, Inc. (the “**Company**”) is committed to enhancing long-term stockholder value while maintaining the highest standards of responsibility, ethics and integrity. In that regard, the Board has adopted the following corporate governance guidelines (the “**Guidelines**”) to reflect the principles by which the Company and the Board operate, including as to the role, composition, structure and functions of the Board. The Guidelines should be interpreted or viewed in the context of the certificate of incorporation and bylaws of the Company, the charters of the various committees of the Board, and the other governance related policies and documents of the Company. The Board will review these guidelines from time to time and make such changes as it deems necessary or appropriate.

### **1. Role of the Board**

The Board is the ultimate decision-making and oversight body of the Company, except with respect to matters reserved to the stockholders or otherwise delegated by the Board to a committee of the Board. The Board oversees and provides policy guidance regarding the business, its strategy and affairs of the Company. The Board monitors overall corporate performance, the integrity of the financial, disclosure and other controls of the Company, and the effectiveness of its legal, ethics and compliance programs. The Board, including through its committees, oversees risk management at the Company. The Board elects the Chairman of the Board (“**Chairman**”), the Chief Executive Officer and the other officers of the Company in accordance with the bylaws.

### **2. Board Leadership**

If the Board elects a Chairman who is not “independent” under the rules of the principal stock exchange on which the Common Stock of the Company (our “**Common Stock**”) is listed for trading, the position of Lead Independent Director will be established. The Lead Independent Director shall be (a) “independent” under the rules of the principal stock exchange on which our Common Stock is listed for trading and (b) elected by a vote of the directors of the Board who have been elected by holders of our Common Stock. As a guideline, the Lead Independent Director is anticipated to serve in that capacity for a two-year term, which term can be extended or reduced (or an individual serving in such capacity removed) based on the vote of such Common Stock elected directors of the Board. The Lead Independent Director shall (i) have the authority to call meetings of such independent directors of the Board and will chair all such meetings (other than with respect to any meeting or executive session held by any committee of the Board), (ii) serve as the primary liaison between the Chairman and such independent directors regarding matters specific to the operation, functions and duties of the Board, (iii) coordinate and communicate with the Chairman in respect of the development of agendas for meetings of the Board, and (iv) be available for consultations and communications with major stockholders and other third parties, as requested by management or otherwise appropriate.

### **3. Director Responsibilities**

Directors are expected to advise the Chairman and the chairperson of the Nominating and Governance Committee of the Board (the “**Governance Committee**”) prior to accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such director is a member. Directors are also expected to report changes in their employment, business or professional affiliations or responsibilities, including retirement, to the Chairman and the chairperson of the Governance Committee. Directors should not serve on the board of directors of more than four (4) public companies, including the Company.

The independent directors shall meet as often as necessary to fulfill their responsibilities, including in executive session (including committee session) without the presence of non-independent directors and management, with the Lead Independent Director chairing such meetings other than committee executive sessions. In general, the Lead Independent Director will communicate, as determined appropriate by the independent directors, feedback from such executive sessions to the Chairman.

Directors shall preserve the confidentiality of the proceedings and deliberations of the Board and the confidential information given or presented to the Board.

The Board believes that management of the Company speaks for the Company. Accordingly, while individual board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, it is expected that, absent unusual circumstances or the requirements of committee charters, such meetings or communications will occur only with the knowledge of and concurrence by management.

### **4. Director Qualifications**

The Governance Committee shall review with the full Board, not less frequently than annually, the skills and characteristics that should be reflected in the composition of the Board as a whole. The review should include an examination of the extent to which the requisite skills and characteristics are reflected in the then current Board members, and should identify any particular qualifications that should be sought in new directors for the purpose of augmenting the skills and experience represented on the Board.

While there is no single set of characteristics required to be possessed by a member of the Board, the Governance Committee considers whether to nominate a director candidate for election by the holders of our Common Stock based on a variety of criteria, including, but not limited to: (a) personal integrity of the candidate; (b) whether the candidate has demonstrated achievement in one or more forms of business, professional, governmental, communal, scientific or educational endeavors sufficient to enable the candidate to make a significant and immediate contribution to the Board, including its discussion and decision-making regarding the array of complex issues facing the Company; (c) the level of familiarity of the candidate with our business and competitive

environment; (d) the ability of the candidate to function effectively in an oversight role; (e) the understanding of the candidate of the issues affecting a public company of a size and complexity similar to the Company; and (f) whether the candidate has, and is prepared to devote, adequate time to the Board and its committees. Under exceptional and limited circumstances, the Governance Committee may approve the candidacy of a candidate notwithstanding the foregoing criteria if the Governance Committee believes the service of such a nominee is in the best interests of the Company and those of the holders of our Common Stock.

In selecting such Board candidates, the Governance Committee and the Board take diversity into account, seeking to ensure a representation of varied perspectives and experience, although neither the Governance Committee nor the Board has prescribed specific standards for diversity or adopted a specific diversity policy in respect of the Board.

However, the Governance Committee considers certain items to be minimum requirements for nomination. Those requirements are: (a) a commitment to the duties and responsibilities of a director; (b) the ability to contribute meaningfully to Board oversight; and (c) an outstanding record of integrity in prior professional activities.

In addition, the Governance Committee is responsible for ensuring that:

- all of the directors elected by holders of our Common Stock are independent, as defined under the rules of the principal stock market on which our Common Stock is listed for trading;
- all members of the Audit Committee satisfy the financial literacy requirements required under the rules of the principal stock market on which our Common Stock is listed for trading;
- at least one of the Audit Committee members qualifies as an audit committee financial expert under the rules of the Securities and Exchange Commission; and
- at least one of the independent directors has experience as a senior executive at a public company or a substantially-large private company.

## **5. Selection and Nomination of Board Nominees**

In selecting a nominee for the Board, the Governance Committee may receive suggestions from many different groups, including, but not limited to, the current and former executive officers and directors of the Company, and such suggestions may or may not be in response to a request from the Governance Committee. As described below, the Governance Committee will also consider nominations from holders of our Common Stock. From time to time, the Governance Committee may engage a third party (for a fee) to assist in identifying and selecting potential director candidates.

After identifying a potential director nominee for election by the holders of our Common Stock and deciding to further pursue the potential nominee, the Governance Committee will then evaluate the potential nominee by using information collected from a variety of sources. Those sources include, but are not limited to, publicly available information, information provided by knowledgeable members of the Company, information provided by the potential candidate and information provided by any third party recruiter.

Class A Directors are nominated (and elected) by the holders of the Class A Common Stock (the “**Class A Stock**”) of the Company. However, the holders of the Class A Stock shall consult with the Governance Committee regarding any individuals so proposed for nomination in accordance with the charter of the Governance Committee.

## **6. Independence of Common Stock Directors**

Each of the Common Stock-elected directors on the Board must meet the criteria for independence required by the rules of the principal stock market on which our Common Stock is listed for trading. In addition, no director will qualify as “independent” unless the Board affirmatively determines that the director has no material relationship with the Company. In determining whether a director is independent, the Board will broadly consider all relevant facts and circumstances.

## **7. Size of Board**

The number of directors constituting the full Board shall be determined from time to time by the Board within any limits prescribed by (and in accordance with the other terms and conditions set forth in) the certificate of incorporation and bylaws of the Company.

## **8. Age Limitation**

No director may stand for election to the Board after reaching the age of 78, unless this requirement is waived by the Board for a reason determined by the Board to be in the best interests of the Company and its stockholders.

## **9. Term Limits**

The Board does not believe that it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they could cause the Company to lose the contribution of directors who over time have developed increasing insight into the Company and its operations and therefore provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Governance Committee annually reviews director contributions to the Board and periodically reviews director tenure and considers director refreshment.

## **10. Board Committees**

The Board will have at all times an audit committee, a compensation committee, and a nominating and governance committee, which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and to the extent applicable, the rules of the principal stock market on which our Common Stock is listed for trading. All of the members of such committees will be independent directors under the criteria established by the rules of the principal stock market on which our Common Stock is listed for trading. Committee members will be appointed by the Board upon the recommendation of the Governance Committee.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the respective committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance and report the results of such evaluation to the Board.

The chairperson of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in its charter. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop or advise on the agenda for each committee meeting.

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate and delegate to such committees such authority permitted by applicable law and the bylaws of the Company.

## **11. Board Meetings; Director Attendance**

The Board will hold regularly scheduled meetings and may hold additional special meetings as necessary. Directors are expected to attend all meetings, except if unusual circumstances make attendance impractical. Directors are also expected to attend annual and special meetings of stockholders. Meetings may be held by means of telephone conference or other video or communications equipment by means of which all persons participating in the meeting can hear each other and be heard.

## **12. Advance Distribution of Materials**

Information relevant to the understanding of the Board of matters to be discussed at an upcoming Board meeting should be distributed before the meeting to all members whenever feasible and appropriate. Each director is expected to review this information in advance to facilitate the efficient use of meeting time. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and that distributing materials on these matters prior to Board meetings may not be appropriate.

## **13. Director Compensation**

On an annual basis, the Compensation and Human Resources Committee (the “**Compensation Committee**”) of the Board shall report and make recommendations to the full Board regarding the compensation of the Board as it compares to the compensation of the boards of other selected companies. The report and recommendation shall take such form as shall be determined by the Committee, and the Compensation Committee will engage and consider the input of its independent compensation consultant in such regard. The form and amount of director compensation (for non-employee directors) shall be determined by the full Board following report and recommendation of the Compensation Committee.

## **14. Stockholder Communications with Directors**

The Company has established a policy for stockholder communications with directors. Stockholders wishing to communicate with the Board as a whole, or with certain directors individually, may do so by sending a written communication to the following address:

John B. Sanfilippo & Son, Inc.  
Stockholder Communications with Directors  
Attn: Corporate Secretary  
1703 N. Randall Road  
Elgin, Illinois 60123-7820

Each such communication will be received for handling by the Secretary of the Company for the sole purpose of determining whether the contents represent a communication to the Board as a whole or to an individual director. The Secretary will maintain originals of each communication received and will provide copies to the addressee(s) and any appropriate committee(s) or director(s) based on the expressed desire of the communicating stockholder. The Board, the committee(s) or the applicable individual director(s) may elect to respond to the communication as each deems appropriate.

*Adopted September 8, 2022*