

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 discharge the responsibilities of the Board relating to the compensation of the executive officers of the Company. The Committee shall also oversee the evaluation of management and produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission (the “Commission”) and any other applicable laws, rules and regulations.

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 compensation consultants, 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. 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.

The Committee shall not act as a fiduciary with respect to any benefit plans or programs under the Employee Retirement Income Security Act 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 Chairman 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, and (iii) satisfy any other applicable laws, rules and regulations. As a “controlled company” the “independence” requirements of The Nasdaq Stock Market (“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, 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 year. The Committee shall establish its own schedule and agenda, coordinated by the Chairman. The Chairman 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 Compensation

1. Oversee the establishment of annual, long-term and other 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. Review and recommend to the Board for approval the manner and amount of compensation (including without limitation base salary, bonus, equity-related incentives and other perquisites and benefits) and all other employment related terms (including participation in all plans and policies) and agreements with respect to the CEO and all other executive officers.
4. Review and recommend for approval all retirement and other such benefit plans, policies and arrangements for the employees of the Company and any amendments thereto; and determine the employees eligible to participate therein, except as may be delegated by the Committee.

5. Review and make recommendations to the Board from time to time with respect to the adoption and amendment of stock option, incentive and other performance-related compensation plans (cash or equity based) as well as any change of control type plans and policies.
6. Review and recommend to the Board for approval non-employee director compensation and benefit arrangements, including any equity based compensation.
7. Administer all stock option, equity-related, incentive and other performance-related compensation plans; grant and amend stock options and other awards under such plans; and determine related eligibility and award criteria.
8. 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.
9. Review and make recommendations 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.

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 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. 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: November 3, 2010