

## **THE MARZETTI COMPANY**

### **AMENDED CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

#### **I. Structure of Committee**

This Charter governs the structure and operation of the Compensation Committee (the “Committee”). The Committee’s role, as more specifically described below, is to determine the annual compensation of the Chief Executive Officer, the President, and other “executive officers” (as defined under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) of the Company, including both direct and indirect payments, to approve and evaluate all compensation plans, policies and programs of the Company as they affect the executive officers, and to review and approve the Company’s equity compensation programs relating to all of its employees. In the performance of its duties, it shall assume and carry out all obligations imposed upon a compensation committee pursuant to the existing rules and regulations of the Securities and Exchange Commission (“SEC”) and of The Nasdaq Stock Market, Inc. (“Nasdaq”).

The Committee shall be composed of no fewer than three members. The actual number of members of the Committee will be determined from time to time by the Board. Each member of the Committee shall meet the independence requirements set forth by the SEC and Nasdaq, as well as any other requirements imposed by applicable law, regulations or rules. Each Committee Member (“Member”) shall also qualify as a “non-employee director” as defined in Rule 16b-3 of the Exchange Act, as amended, and as an “outside director” as defined in Section 162(m) of the Internal Revenue Code.

The Committee members and the Committee Chair (the “Chair”) shall be appointed by the Board of Directors (the “Board”) based on the recommendations of the Nominating and Governance Committee. Each member shall serve for a term expiring at the next annual meeting of Directors. Committee members may be removed by the Board at any time in its discretion.

#### **II. Meetings**

The Committee shall meet as often as is deemed necessary by the Chair or by any two Committee members. Electronic participation in meetings is acceptable if effected in compliance with the Company’s Code of Regulations. The Chair will, in consultation with the other Committee members and appropriate officers of the Company, establish the agenda for each Committee meeting. The Chair will preside at each meeting. In the event the Chair is not present at a meeting, the members present at that meeting shall designate one of the remaining members as the acting chair of such meeting. The Committee shall cause appropriate minutes to be prepared and preserved with respect to its proceedings and shall report its actions to the next following meeting of the Board.

The Committee may request any officer or other employee of the Company, or any representative of the Company’s legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless

specifically invited by the Committee. Notwithstanding the foregoing, the Chief Executive Officer may not be present while the Committee is voting on or discussing the Chief Executive Officer's compensation. Any Committee member may be excused from a meeting to permit the remaining members to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

### **III. Resources and Authority**

The Committee shall have the authority and direct responsibility to retain, compensate, and perform oversight of independent consultants, independent counsel, and other independent advisors to assist in carrying out its responsibilities, and shall have the sole authority to retain and terminate such advisors. The Committee shall have the sole authority to retain and terminate compensation consultants to assist in the evaluation of executive officer compensation and the sole authority to approve the fees and other retention terms of such compensation consultants. Notwithstanding the above, the Committee shall retain advisors after taking into consideration factors relevant to advisor independence under the applicable rules of the SEC and Nasdaq, including the requirements of Nasdaq Rule 5605(d)(3).

The Committee shall also have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding, in such amounts as the Committee deems necessary, to compensate any consultants or any other advisors retained by the Committee. In the performance of its duties, the Committee and its members shall have unrestricted access to management.

### **IV. Duties and Responsibilities**

In discharging its duties, the Committee shall perform the following activities as well as such additional activities as it deems appropriate in light of its general purpose and the then applicable rules and regulations of the SEC and Nasdaq:

- A. **CEO Objectives and Performance.** Annually review and approve corporate goals and objectives relevant to the Company's Chief Executive Officer's compensation, to evaluate the Chief Executive Officer's performance in light of such goals and objectives and to provide a report thereon to the Board.
- B. **CEO Compensation.** Annually review and determine base salary, incentive compensation and equity based compensation for the Chief Executive Officer and to report the Committee's determination to the Board for the Board's consideration in establishing such compensation. In determining the incentive compensation and the equity-based compensation of the Chief Executive Officer, the Committee shall consider, among other factors, the Company's current performance, the return to shareholders, the value of similar incentive and equity-based awards to chief executive officers at comparable companies and the value of incentives and equity-based awards granted to the Chief Executive Officer in past years. The Chief Executive Officer shall not be present during such voting or deliberations.

- C. **President Compensation.** Annually review, approve, and, when appropriate, recommend to the Board for approval, the recommendations of the Chief Executive Officer as to base salary, incentive compensation and equity based compensation for the President and the compensation structure applicable to the President, and review, approve, and, when appropriate, recommend to the Board for approval, policies relating to perquisites for the President. In the event that the positions of Chief Executive Officer and President are held by the same person, such person's compensation shall be reviewed, evaluated, determined and approved in the manner set forth above for the Chief Executive Officer.
- D. **Other Executive Officer Compensation.** Annually review and approve the recommendations of the Chief Executive Officer as to base salary, incentive compensation and equity based compensation for other executive officers of the Company and the compensation structure applicable to other members of senior management, and review and approve policies relating to perquisites for executive officers. The President may, when appropriate, assist the Chief Executive Officer in making recommendations to the Committee as to the compensation of executive officers other than the Chief Executive Officer and President.
- E. **Offers, Employment Agreements and Severance Arrangements.** Review and approve offers to potential executive officers to join the Company, and review and approve any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any executive officer of the Company. The Committee shall review and approve any severance or other termination payments proposed to be made to any executive officer of the Company.
- F. **Retention of Compensation Consultants.** In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the applicable independence factors specified in Nasdaq Listing Rules. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- G. **Regulatory Compliance.** In consultation with appropriate officers of the Company, oversee regulatory compliance with respect to compensation matters, and, as may be required, establishing performance goals and determining whether performance goals have been attained for purposes of Section 162(m) of the

Internal Revenue Code, and oversee compliance with respect to any other applicable laws, rules and regulations.

- H. **Compensation Programs.** Annually review and consider and advise respecting the Company's programs and strategies respecting direct compensation, equity-based compensation and retirement pay programs. The Committee will also administer the Company's equity-based incentive compensation plans and other plans adopted by the Board that contemplate administration by the Committee. The Committee, or a subcommittee, shall approve all grants of stock options and other equity-based awards, subject to the terms and conditions of applicable plans. The Committee's administrative authority shall include the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.
- I. **Board Reports.** Regularly report to the Board on the Committee's activities and to deliver to the members of the Board copies of the Committee's minutes.
- J. **CD&A.** Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") required by Regulation S-K, Item 402 and, based upon such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's Annual Report on Form 10-K and proxy statement for the annual meeting of the Company's stockholders
- K. **Compensation Committee Report.** Provide, over the names of the Committee members, the Compensation Committee report required by Regulation S-K, Item 407 for the Company's Annual Report on Form 10-K and proxy statement for the annual meeting of Company's stockholders.
- L. **Review Director Compensation.** Periodically review director compensation in relation to other comparable companies and in the light of such other factors as the Committee may deem appropriate. The Committee shall discuss this review with the Board.
- M. **Other Delegated Duties.** Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

## V. Annual Review

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its own performance and report the results of this evaluation to the Board. The evaluation will include establishment of the goals and objectives of the Committee for the upcoming year. The Committee review and evaluation will conduct its review in such manner as it deems appropriate.