

J & J SNACK FOODS CORP.

COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the “Charter”) has been adopted by the Board of Directors (the “Board”) of J & J Snack Foods Corp. (the “Company”).

I. Purpose

The Compensation Committee (the “Committee”) is responsible for formulating, evaluating and approving the compensation of the Company’s officers (as that term is defined in Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”), overseeing all compensation programs involving the issuance of the Company’s stock and other equity securities of the Company and preparing an annual report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with applicable rules and regulations.

II. Composition

The Committee shall be comprised of three or more members, all of whom must qualify as independent directors (“Independent Directors”) under the listing standards of the Nasdaq Stock Market, Inc. (“NASDAQ”). In order for options granted by this Committee to qualify for exemption from Section 16(b) of the Exchange Act, members of this Committee or any subcommittee appointed for such purpose must also meet the definition of Non-Employee Director as defined in Rule 16b-3 of the Exchange Act or any successor rule thereto.

Notwithstanding any provision contained herein, one director who is not independent as defined in Rule 4200 of the NASDAQ Market Place Rules and is not a current officer or employee or a Family Member (as such term is defined by the NASDAQ rules) of such person, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the committee is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual proxy statement subsequent to such determination, the nature of the relationship and the reasons for the determination. A member of the Committee appointed under this exception may not serve longer than two years.

The Committee members shall be appointed by the Board. The Board shall appoint one member of the Committee as chairperson. If a Chair is not elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If a Committee Chair is not present at a meeting, the members of the Committee may designate an acting Chair.

The members shall serve for a term of one year or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by

majority vote of the full Board. The Board shall have the authority to fill vacancies or add additional members to the Committee.

A member shall promptly notify the Committee and the Board if the member is no longer an Independent Director or Non-Employee Director and such member shall be removed from the Committee unless the Board determines that an exception to the Independent Director requirement is available under the NASDAQ rules with respect to such member's continued membership on the Committee and should be made or unless the Board determines that it is not necessary for the Committee to be comprised of non-employee directors for purposes of Section 16 under the Exchange Act.

III. Meetings and Procedures

Consistent with the Company's Certificate of Incorporation, Bylaws and applicable state law, the following shall apply:

- The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter.
- The Committee shall meet at least annually and more frequently as circumstances require.
- The Chair of the Committee or a majority of the members of the Committee may call special meetings of the Committee.
- The Chair, in consultation with other members of the Committee shall set the length of each meeting and the agenda of items to be addressed at each meeting and shall circulate the agenda to each member of the Committee in advance of each meeting (at least three days in advance in the case of the annual meeting).
- A majority of the members of the Committee shall constitute a quorum.
- The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee and/or provide such pertinent information as the Committee requests, except that the Chief Executive Officer (the "CEO") of the Company shall not attend any meeting of the Committee (or portion thereof) at which the CEO's compensation is determined.
- Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting.
- The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Responsibilities and Duties of the Compensation Committee

The Compensation Committee has the following duties and responsibilities:

- Annually review and determine the compensation of the CEO and other officers without the CEO being present during the voting or deliberations of the compensation committee with respect to his or her compensation.
- Review and approve compensation paid to family members of officers and directors.
- Determine the Company's policy with respect to the application of Internal Revenue Code Section 162(m).
- Approve the form of employment contracts, severance arrangements, change in control provisions and other compensatory arrangements with officers.
- Approve cash incentives and deferred compensation plans for officers (including any modification to such plans) and oversee the performance objectives and funding for executive incentive plans.
- Approve compensation programs and grants involving the use of the Company's stock and other equity securities, including the administration of the Stock Option Plan.
- Prepare an annual report on executive compensation for inclusion in the Company's proxy statement for each annual meeting of shareholders in accordance with applicable rules and regulations.
- Monitor compliance with legal prohibitions on loans to directors and officers of the Company.
- Review the Committee's performance annually.
- Review and reassess the adequacy of this Charter annually and recommend to the Board any appropriate changes.
- Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

V. Investigations and Studies; Outside Advisors

- A. The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other advisor.
- B. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee.
- C. The Company must provide for appropriate funding, as determined by the Compensation Committee of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee.

- D. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Compensation Committee other than in-house legal counsel only after taking in consideration the following factors:
- i. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
 - ii. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
 - iii. the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
 - iv. any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Compensation Committee;
 - v. any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
 - vi. any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with the Executive Officer of the Company.