

J & J SNACK FOODS CORP.

CORPORATE GOVERNANCE GUIDELINES

Adopted November 9, 2022

J & J Snack Foods Corp. (the “Company”) is managed under the direction of the Board of Directors (the “Board”), which is elected by the shareholders. The primary responsibility of the Board is to protect and promote the best interests of the Company and its shareholders by providing advice, counsel and oversight to the Company’s management. The following corporate governance guidelines have been adopted and approved by the Board. Along with the Company’s Amended and Restated Certificate of Incorporation (the “Certificate”), Revised Bylaws (the “Bylaws”) and the charters and key policies of the committees of the Board, these guidelines provide the framework for the governance of the Company.

Purpose

1. ***The Board.*** The Board is responsible for overseeing the management of the Company. To this end, the Board reviews and approves the business philosophy, policies, controls and goals recommended by management and ensures that they are properly implemented by management.

The Board believes its effectiveness is enhanced by being comprised of individuals with diverse backgrounds, skills and experience that are relevant to the role of the Board and the needs of the business. Accordingly, the Board, through its Nominating and Corporate Governance Committee, will regularly review the changing needs of the business and the skills and experience of its members with the intention that the Board will be periodically “renewed” as certain directors rotate off and new directors are recruited. The Board’s commitment to diversity and “renewal” will be tempered by the need to balance change with continuity and experience. Further, the Nominating and Governance Committee will include, and will have any search firm it engages include, female and racially and/or ethnically diverse candidates in the initial pool from which the Nominating and Governance Committee selects director candidates.

Membership

2. ***Independence of the Board.*** In order for a director to be deemed “independent,” the Board must affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and otherwise meets the standards for independence as defined by applicable law and the rules of the Nasdaq Stock Market, Inc. (“Nasdaq”).

The Board will have a majority of directors who meet the criteria for independence. Each independent director of the Board shall promptly notify the Chairman of the Board of any developments that may impair such director’s independence. The Company will disclose its independence determinations in its annual proxy statement. Reference to listing

standards of Nasdaq shall mean Nasdaq's listing standards and listing requirements and rules of the Securities and Exchange Commission applicable to companies listed on Nasdaq.

3. ***Size of the Board.*** The Board shall periodically review the size and composition of the Board to assess whether the personal experience and expertise of the individual directors, and the overall mix of experience, expertise, independence and diversity of backgrounds among all the directors, will enable the Board to most effectively monitor the Company's performance and participate in providing direction to the Company and otherwise are in accordance with these Corporate Governance Guidelines.
4. ***Selection of Directors.*** The Board will recommend to shareholders individuals who the Board believes have the skills, experience and expertise to successfully perform the role of a Company director, subject to the provisions of the Company's Certificate and Bylaws. The Company endeavors to have a Board representing diverse backgrounds and a wide range of professional experience in areas that are relevant to the Company's business and its status as a public company. Accordingly, the Board will consider the diversity of a director candidate based on broader principles such as diversity of perspective, experience and expertise, as well as those factors commonly associated with diversity such as diversity of gender, ethnicity, race, national origin and any other such factors under applicable Nasdaq requirements. Directors will be nominated and elected in accordance with the Company's Certificate and Bylaws.

If any nominee for director in an uncontested election receives a greater number of votes "withheld" than votes "for" such election, the Company's Director Resignation Policy requires that such nominee must promptly tender his or her resignation to the Board following certification of the vote, which the Board shall accept or reject within 90 days of the shareholder vote.

5. ***Director Terms and Tenure.*** The Board does not impose arbitrary limits on the number of terms a director may serve.
6. ***Board Leadership.*** The Board will exercise its discretion in combining or separating the offices of Chairman of the Board and Chief Executive Officer. This determination will be based on the Board's judgment of the best interests of the Company and its shareholders from time to time.
7. ***Compensation of Directors.*** The Board will periodically review the compensation of the directors to ensure that such compensation is reasonable and competitive.
8. ***Equity Ownership of Directors.*** The Board has established stock ownership guidelines for the non-employee directors serving on the Board. Within three years of joining the Board, a non-employee director must attain and hold 1,500 shares of the Company's Common Stock.

9. ***Director Orientation and Continuing Education.*** The Company may conduct periodic continuing education for directors and may also arrange for director participation in director education programs offered by third parties that are cost effective and relevant.

Meetings

10. ***Number of Board Meetings.*** The number of Board meetings will vary with circumstances. Meetings may be held telephonically or by other means of remote communication permitted by law.
11. ***Meeting Attendance and Preparation.*** Absent extenuating circumstances, directors are expected to attend regularly scheduled Board and committee meetings and to participate telephonically (or by other means of remote communication permitted by law) in regularly scheduled Board and committee meetings when they are unable to attend in person. Each director is expected to be familiar with the agenda for each meeting, have reviewed the materials distributed in advance of the meeting and be prepared to participate fully in the consideration of all scheduled items of business. In addition, directors are expected to attend the Company's annual meeting of shareholders.
12. ***Conduct of Meetings.*** The Board will conduct its meetings in a manner that ensures open communication, objective and constructive participation and timely resolution of issues. To the extent possible, relevant materials will be distributed to Board members well in advance of each meeting.
13. ***Executive Sessions.*** The independent directors will meet at regularly scheduled executive sessions without any members of management. To the extent possible, such executive sessions will be held in conjunction with regularly scheduled meetings of the Board.

Responsibilities

14. ***Succession Planning and Management Development.*** The Nominating and Governance Committee shall make recommendations to the Board with respect to potential successors for key management positions. The Board shall develop and periodically update a plan of action for implementation should the Chief Executive Officer retire or become unexpectedly unable to continue to serve the Company as Chief Executive Officer.
15. ***Evaluation of Board Performance.*** The Nominating and Corporate Governance Committee shall oversee a process for performance evaluations of the Board as a whole.

Committees

16. ***Board Committees.*** Certain Board responsibilities are delegated to the Audit, Compensation and Nominating and Corporate Governance Committees, subject to the provisions of Company's Certificate and Bylaws. All significant committee actions will be reported to the Board. Ad hoc committees may be established periodically by the Board.

17. ***Committee Charters.*** Each committee will have its own charter that sets forth the purposes, composition, duties and responsibilities of the committee, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations. Each charter shall be reviewed annually by each respective committee; and changes, if any, will be recommended to the Board for consideration.
18. ***Committee Composition.*** To the extent required by the Nasdaq listing standards, committees will be comprised of independent directors.
19. ***Rotation of Committee Chair and Membership.*** Committee membership and leadership may be rotated periodically, taking into account the need for continuity and expertise.
20. ***Committee Meetings and Agendas.*** Committee chairs will be responsible for leadership of the committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. Materials related to agenda items are provided to committee members sufficiently in advance of meetings where necessary to allow the members to review and prepare for discussion of the items at the meeting.

Resources

21. **Board Advisors.** The committees of the Board shall have the authority to retain such independent advisors and/or consultants to the extent provided in the respective committee charters or as otherwise may be approved by the Board.
22. **Board Access to Senior Management.** Board members may have access to the Company's executive officers. Board members will use their reasonable judgment to be sure that contact with management is not distracting to the Company's business operations and that the Chief Executive Officer is appropriately informed.

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