

Aramark

COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE OF COMMITTEE

The purpose of the Compensation and Human Resources Committee (the “Committee”) is to:

- A. Review and approve appointments to senior management positions;
- B. Discharge the responsibilities of the Board to the stockholders with respect to, and oversee the administration of, the Corporation’s compensation programs and compensation of the Corporation’s senior management;
- C. Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans;
- D. Review the senior management succession planning; and
- E. Prepare any report and/or review any discussion and analysis of executive compensation for inclusion in the Corporation’s Form 10-K or annual proxy statement, in accordance with the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and other regulatory bodies.

II. COMMITTEE MEMBERSHIP

- A. The Committee shall be comprised of two or more members of the Board of Directors; subject to an election by the Corporation to rely on the exemption available to controlled companies and the transition periods applicable to initial public offerings, each member shall be determined by the Board to be “independent” under the applicable rules of the New York Stock Exchange.
- B. The members of the Committee shall be appointed by the Board of Directors, shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal, and may be removed, with or without cause, by a majority vote of the Board of Directors.
- C. Additionally, it is expected that (i) each member of the Committee (or each member of a designated sub-committee thereof consisting of two or more members) will be a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and (ii) each

member of the Committee (or each member of a designated subcommittee thereof consisting of two or more members) will be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code and the regulations and guidance promulgated thereunder; provided, however, that the foregoing requirement shall not apply at any such time as there exists a separate committee of the Board composed of two or more members where each member qualifies as a “Non-Employee Director” and an “outside director” as described above; and provided further, that, pursuant to the exemption provided under Treasury Regulation Section 1.162-27(f) for a corporation that was not a publicly held corporation and then becomes a publicly held corporation, for such time as the Corporation may avail itself of the “reliance period” under such Treasury Regulation with respect to remuneration paid pursuant to a compensation plan or agreement that existed during the period in which the corporation was not publicly held, the Committee (or the designated subcommittee thereof or the separate committee of the Board) shall not be required to consist solely of two or more “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code and the regulations and guidance promulgated thereunder.

III. COMMITTEE STRUCTURE AND OPERATIONS

- A. Each member shall be entitled to one vote. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings. In the absence of the Chairperson of the Committee at a meeting, the Committee shall select another member to preside.
- B. The Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Chairperson. The Chairman, President and Chief Executive Officer or any member of the Committee may call meetings of the Committee.
- C. A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at any meeting at which there is a quorum shall be the act of the Committee.
- D. In fulfilling its responsibilities, the Committee shall be authorized and entitled to delegate any or all of its responsibilities and powers and authority to a subcommittee of the Committee; provided, however, that when appropriate, it is expected that any such subcommittee shall be composed solely of two or more members that have been determined to be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended and/or to satisfy the

requirements of an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code.

- E. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite such directors, members of management or other such persons to meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of its discussions to the extent appropriate. The Committee may also exclude from its meetings, or any portion thereof, any person it deems appropriate in order to carry out its responsibilities. As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the Chairman, President and Chief Executive Officer, the Corporation’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present. The Corporation’s Chairman, President and Chief Executive Officer should not attend any portion of a meeting while his performance or compensation is discussed unless specifically invited by the Committee. The Committee shall meet at least quarterly in executive session.

IV. FUNCTIONS, POWERS AND RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion retain, obtain the advice of and terminate any compensation consultant, independent legal counsel or other advisor for this purpose. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Subject to an election by the Corporation to rely on the exemption available to controlled companies, the Committee shall undertake an independence assessment prior to

selecting any compensation consultant, legal counsel or other advisers that will provide advice to the Committee (other than in-house legal counsel) taking into account such factors as may be required by the New York Stock Exchange from time to time. The Committee shall evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, the Committee or its Chairman shall pre-approve any services to be provided to the Corporation or its subsidiaries by any of the Committee's compensation consultants.

A. Human Resources

1. Review and approve the senior employees proposed for election as Corporate Officers.
2. Review and approve the appointment of new Executive Leadership Council Members who are hired into senior management positions (i.e. Band 2 and above and executive officers).
3. Review and approve appointments to senior management positions (i.e. Band 2 and above and executive officers).
4. Review and approve senior management succession policies, principles and procedures, including policies regarding succession of the Chairman, President and Chief Executive Officer.
5. Review and monitor the Corporation's diversity policies and programs.
6. Review and monitor the Corporation's labor relations.

B. Compensation and Benefits

1. Review and recommend to the Board the compensation and benefits of outside directors.
2. Review and approve salary bands assigned to and changes in salary bands of senior management (i.e. Band 2 and above and executive officers).
3. Review and approve corporate goals and objectives relevant to the compensation of the Chairman, President and Chief Executive Officer, including annual performance objectives.
4. Evaluate the performance of the Chairman, President and Chief Executive Officer in light of corporate goals and objectives and, based on such evaluation, review and approve the annual salary, bonus, equity compensation and other benefits, direct and indirect, of the Chairman, President and Chief Executive Officer.

5. In connection with executive compensation programs: (i) review and recommend to the full Board, or approve, new executive compensation programs; (ii) review on a periodic basis the operations of the Corporation's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s); (iii) establish and periodically review policies for the administration of executive compensation programs; and (iv) take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
 6. Establish and periodically review policies in the area of senior management perquisites and expense accounts.
 7. Review and approve employment contracts and/or other special agreements or transactions to be entered into with senior management.
 8. Review and discuss with management, on at least an annual basis, management's assessment of whether risks arising from the Corporation's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Corporation.
 9. Review and approve the administration of the Executive Leadership Council compensation and benefit plans.
 10. Review and approve the terms and conditions for all sums deferred by officers and directors.
 11. Discuss the results of the shareholder advisory vote on "say-on-pay," if any, with regard to the named executive officers.
- C. Monitoring Incentive and Equity-Based Compensation Plans and Stock Transactions
1. Review and make recommendations to the Board with respect to the Corporation's stock plans and non-qualified plans, supervise the administration of these plans, approve grants and contributions made under these plans and monitor compliance by executives with the rules and guidelines of these plans.
 2. Review and make recommendations to the Board with respect to the design of the Corporation's qualified and nonqualified profit sharing and retirement plans.

3. Review and approve all equity compensation plans of the Corporation that are not otherwise subject to the approval of the Corporation's stockholders.
 4. Review and approve the terms and conditions of proposed stock transactions between directors, officers or other employees and the Corporation including awards of shares or share options.
- D. Review and recommend to the full Board of Directors, or approve, all equity-based awards, including pursuant to the Corporation's equity-based plans.

V. REPORTS

- A. If applicable, prepare an annual compensation committee report for inclusion or incorporation by reference in the Corporation's proxy statement or Form 10-K, in accordance with applicable rules and regulations of the SEC and other applicable regulatory bodies.
- B. Oversee the preparation of a "Compensation Discussion and Analysis (CD&A)" for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board of Directors that the CD&A be included in the Corporation's annual proxy statement or annual report on Form 10-K, as applicable.
- C. Report regularly to the Board: (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.
- D. Maintain minutes or other records of meetings and activities of the Committee.

VI. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and

recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to “controlled companies” under the rules of the NYSE for so long as the Corporation remains a controlled company.

Effective Date: February 3, 2015