

Aramark

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE OF COMMITTEE

The purpose of the Nominating and Corporate Governance (the “Committee”) is to:

- A. Identify individuals qualified to become directors and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders;
- B. Recommend to the Board members to serve on committees and review and recommend changes to the structure and operation of the Board’s committees;
- C. Develop and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Corporation;
- D. Oversee the evaluation of the Board and, to the extent not considered by another committee, oversee the evaluation of management; and
- E. Review the Corporation’s public affairs matters.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of two or more members of the Board of Directors, each of whom shall be determined by the Board of Directors to be “independent” under the rules of the New York Stock Exchange; subject to an election by the Corporation to rely on the exemption available to controlled companies and the transition periods related thereto.

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.

III. COMMITTEE STRUCTURE AND OPERATIONS

1. 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.

2. The Committee shall meet in person or telephonically periodically at least two times annually 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.

3. 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.

4. In fulfilling its responsibilities, the Committee shall be authorized and entitled to delegate any or all of its responsibilities and powers to a subcommittee of the Committee or another committee of the Board.

5. 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.

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 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.

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 shall have the sole authority to retain outside counsel or other experts for this purpose including without limitation, experts on corporate governance. The Committee also shall have the sole authority to approve the fees payable to such counsel or experts and any other terms of retention.

A. Board and Governance

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of new directors to serve on the Board.
2. Subject to the provisions of applicable law and any applicable rules of the Securities and Exchange Commission, identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders

at an annual or special meeting. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and oversee the search and interview process for candidates. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board.

3. The Committee shall have sole authority to retain and to terminate any search firm or other consultants to be used to assist it in identifying candidates to serve as directors of the Corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.
4. Consider questions of independence of Board members and, to the extent not considered by another committee, consider possible conflicts of interest of Board members and executive officers.
5. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
6. Review and make recommendations to the full Board regarding whether members of the Board should stand for re-election. Consider matters relating to the retirement of Board members, including term limits or age limitations.
7. Evaluate candidates for nomination to the Board of Directors, including those recommended by shareholders on a substantially similar basis as it considers other nominees. In that connection, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.
8. Oversee evaluation of, at least annually, and as circumstances otherwise dictate, the Board and, to the extent not considered by another committee, management.

Corporate Governance

1. Consider the adequacy of the certificate of incorporation and by-laws of the Corporation and recommend to the Board of Directors, as conditions dictate, that it propose amendments to

the certificate of incorporation and by-laws for consideration by the stockholders.

2. Develop and recommend to the Board of Directors a set of corporate governance principles to be included in the Corporation's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.
3. Consider policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
4. Periodically review and monitor director's and officer's indemnification and insurance matters.

Committee Selection, Composition and Evaluation

1. Recommend members of the Board of Directors to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
2. Recommend members of the Board of Directors to serve as Chairpersons of the committees of the Board of Directors.
3. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.
4. Periodically review the charter, composition and performance of each committee of the Board of Directors and make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

B. Public Affairs

1. Review major activities related to the Corporation's identity and public and internal image.
2. Review the charitable contribution programs.

3. Review the general public relations activities.
4. Review management of the Corporation's Political Action Committee.
5. Review the advertising programs.
6. Review the major internal and external communications programs.
7. Review the selection of advertising and public relations consultants.

V. REPORTS

- A. 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.
- B. 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