

**JACK IN THE BOX INC.  
COMPENSATION COMMITTEE CHARTER  
Amended and Restated May 11, 2017**

**A. AUTHORITY**

The Board of Directors (the "Board") of Jack in the Box Inc. (the "Corporation"), by resolution dated April 29, 1994, established the Compensation Committee (the "Committee").

This Charter is intended to be one component of the flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Corporation. The Charter does not establish by its own force any additional fiduciary duties.

**B. PURPOSE**

The Committee is appointed by the Board in order to assist it in discharge of the Board's responsibilities relating to:

- oversight of :
  - the evaluation of management,
  - determination of the compensation and benefits of the executive officers of the Corporation, and
  - succession planning
- shareholder communications relating to executive compensation,
- stock incentive plans, and
- director compensation.

**C. COMMITTEE MEMBERSHIP**

1. The Committee will consist of at least three directors. The members and the Chair of the Committee will be appointed by the Board on an annual basis after considering the recommendations of the Nominating & Governance Committee, and will serve until their successors are duly appointed, or until their earlier resignation or removal. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee. The Board may remove any member from the Committee or designate a new Chair of the Committee at any time with or without cause.
2. All Committee members will meet the definitions of (i) a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (ii) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iii) an "independent director" and eligible to serve on the compensation committee, as determined by reference to the NASDAQ Stock Market ("NASDAQ") Listing Rules. All Committee members shall also be independent according to any additional standards of independence that may be adopted by the Board from time to time.
3. No Board member will serve on this Committee if such Board member has been within the last 12 months or is currently part of an interlocking directorate in which

any executive officer of the Corporation serves on the board of directors of an entity that employs such Board member as an executive officer. As used in this Charter, the term “executive officer” means a person designated by the Board as an executive officer of the Company for purposes of Section 16 of the Securities Exchange Act of 1933, as amended.

## **D. COMMITTEE RESPONSIBILITIES**

### **1. Executive Compensation**

The Committee will:

- (a) Annually review and approve the Corporation's executive compensation principles and objectives and periodically review related policies and plans. The Committee will also evaluate and discuss with the CEO alternative compensation approaches;
- (b) Annually review market data to assess the Corporation's competitive position with respect to the components of its executive compensation (including base salary, annual incentives, long-term incentives, perquisites, and benefits);
- (c) Approve the composition of any peer group used for comparison purposes;
- (d) For any non-CEO executive officer of the Corporation, annually confirm the occurrence of performance evaluations and review and approve, or recommend to the Board, compensation, including: (i) the annual base salary level, (ii) the annual incentive opportunity level and the annual performance goals, (iii) the long-term incentive opportunity level and long-term performance goals, and (iv) any material perquisite or supplemental benefits; with regard to new executive officer hires or promotions, the Committee may delegate to the Committee Chairman the approval of a compensation package subject to the Chairman reporting back to the Committee on such matters at the Committee's next meeting;
- (e) Review and approve compensation-related matters outside the ordinary course, which may include employment agreements, relocation arrangements, severance arrangements, and change in control agreements, for executive officers; and
- (f) Approve the adoption, amendment or rescission, as well as the administration of cash incentive compensation and equity compensation plans, programs and policies in which the CEO and other executive officers and key employees may be participants, and, when the Committee deems appropriate, exercise its discretion in the administration of such plans, including:
  - (1) approving the number of shares authorized for issuance under equity compensation plans (which approval may be subject to stockholder approval);

- (2) approving equity grant guidelines for executive officers;
- (3) approving individual grants to executive officers and the total grants to other employees;
- (4) interpreting the plans and making any other determinations that the Committee deems necessary or desirable for administration of the plans;
- (5) determining rules and regulations relating to the plans;
- (6) modifying or canceling existing grants;
- (7) approving classes of employees (by position) eligible to participate in the equity plans, and imposing such limitations, restrictions and conditions upon any awards as the Committee deems appropriate; and
- (8) delegating to management the administration of incentive compensation and equity compensation plans to the extent permitted by law, by such plans, and subject to such policies and guidelines as the Committee shall approve.

## 2. **CEO Compensation**

### (a) Annual Compensation.

The Committee will:

- (1) review and approve performance goals and objectives for the CEO on an annual basis, which will then be discussed with the entire Board;
- (2) with input from the full Board, at year end, evaluate the performance of the CEO in meeting his or her goals and objectives, and other qualitative and quantitative factors, including the possession of high quality business and professional skills and the highest personal and professional ethics, integrity and values, and commitment to representing the best interest of the Corporation and its stakeholders; and
- (3) review and approve, or recommend to the Board, total compensation for the CEO, including: (i) the appropriate annual base salary; (ii) the annual incentive compensation potential payout percentages and payout level; and (iii) any perquisite or supplemental benefits, based upon the evaluation of comparative data and such other factors as may be deemed appropriate by the Committee.

### (b) Long-Term Compensation.

Annually, the Committee will:

- (1) consider the performance of the Corporation on key performance metrics;
  - (2) consider the value of total direct compensation,, including incentive compensation awarded to other CEOs in the Corporation's peer group, and related performance;
  - (3) review tally sheets that include such information as the number of stock options, restricted stock units and similar awards granted to the CEO in prior years, and the total value of the CEO's outstanding equity and other incentive awards;
  - (4) consider such other factors as may be deemed appropriate by the Committee, including the performance of the CEO; and
  - (5) based on its consideration of these items, review and approve the long-term incentive awards for the CEO.
- (c) Deliberations. The CEO may not be present during voting or deliberations regarding compensation of the CEO.

### 3. **Executive Compensation Disclosures**

The Committee will:

- (a) Review and discuss with management the Corporation's "Compensation Discussion and Analysis" disclosure section and other disclosures regarding executive compensation to be included in the Corporation's Proxy Statement, Form 10-K or other public filings.
- (b) Based on its review and discussion with management, recommend to the Board whether the Compensation Discussion and Analysis disclosure section should be included in the Corporation's Proxy Statement, Form 10-K or other public filing, as applicable, and approve the related report required by the rules and regulations of the Securities and Exchange Commission for inclusion in the Corporation's Proxy Statement, Form 10-K or other public filing, as applicable.

### 4. **Employee Retirement and Benefit ERISA Plans**

Unless and except to the extent delegated to another committee, the Board of Directors has delegated to the Compensation Committee all settlor authority for all employee benefit plans subject to the Employee Retirement Income Security Act of 1974 ("ERISA") that are sponsored by the Corporation or by majority owned domestic subsidiaries. The Committee shall render appropriate reports to the Board, and may delegate certain settlor duties to the Administrative Committee and other members of management to the extent permitted by law, by the terms of such plans and subject to such policies and guidelines as the Board or Committee shall approve.

5. **Director Compensation**

The Committee will annually approve the equity grants and compensation to Directors in connection with service on the Board, and periodically review (approximately every 3 years) the total compensation provided for service on the Board or any Committee thereof and review such compensation with the full Board.

6. **Executive Succession**

At the Board's request, the Committee will assist the full Board in its review of long range plans for management development and retention and executive succession and make appropriate recommendations with respect thereto.

7. **Stock Ownership Guidelines and Holding Requirements**

The Committee will approve and recommend to the Board any stock ownership guidelines and/or equity holding requirements for the Corporation's executive officers and non-employee directors.

8. **Stockholder Proposals**

The Committee will:

- (a) review and make recommendations to the Board regarding stockholder proposals relating to executive compensation, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans;
- (b) review and consider the results of any stockholder advisory votes on executive compensation; and
- (c) review and consider the results of any stockholder advisory votes on the frequency with which the Corporation will hold a stockholder advisory vote on executive compensation.

9. **Risk Oversight**

The Committee will discuss with management and report to the Board of Directors risk management issues relating to matters overseen by the Committee. The Committee will discuss and report to the Board the Corporation's major risk exposures and the risk monitoring and mitigation activities undertaken by management in connection with:

- (a) the design, administration and disclosure of the Corporation's compensation and benefits programs, including director compensation. The Committee's discussions will include determining whether the design, governance and risk oversight of the Corporation's compensation programs, particularly its incentive compensation programs, guard against imprudent risk taking that could have a material adverse effect on the Company;

- (b) executive succession planning; and
- (c) reputational risk to the extent such risk arises from the topics considered by the Committee.

10. **Consultants**

- (a) The Committee will obtain information and recommendations from external compensation consultants, experts and other advisors from time to time to assist in determining the form and amount of executive compensation. The Committee will have the sole authority to retain and to terminate any compensation consultants to be used to assist in the evaluation of director, CEO, or executive compensation and will have sole authority to approve the consultants' fees and other retention terms. The Compensation Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, including independent legal counsel. The Committee will be directly responsible for appointing, compensating and overseeing such independent consultants, lawyers and advisors ("advisors"), provided however that the Corporation must provide appropriate funding for the payment of reasonable compensation to such advisors as determined by the Committee.
- (b) Prior to retaining or receiving advice from any advisor (other than in-house legal counsel), the Committee will evaluate the independence of such advisor as required by applicable law and in accordance with the NASDAQ Listing Standards, including consideration of the six factors specified below:
  - (i) does the advisor's employer provide other services to the Company;
  - (ii) what percentage of the total revenue of the advisor's employer is represented by the fees received from the Company;
  - (iii) does the advisor's employer have policies and procedures designed to prevent conflicts of interest;
  - (iv) does any member of the compensation committee have any business or personal relationship with the advisor;
  - (v) does the advisor own any stock of the Company; and
  - (vi) does the advisor or his/her employer have any business or personal relationship with an Executive Officer of the Company.
- (c) The Committee is required to conduct the independence assessment as outlined above. However, the Committee is not prohibited from using non-independent advisors. The Committee is simply required to consider the enumerated independence factors before selecting, or receiving advice from, an advisor as specified in the NASDAQ Listing Standards.
- (d) With respect to compensation consultants that had a role in determining or recommending the amount or form of executive and

director compensation (subject to certain exceptions), the Corporation must comply with proxy disclosure rules requiring disclosure of conflicts of interest.

**11. Review Charter and Committee Performance**

The Committee will annually: (a) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; (b) approve an annual agenda of activities; (c) review its own performance.

**E. COMMITTEE MEETINGS AND ACTION**

1. A majority of the Committee members, but not less than two, will constitute a quorum.
2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
3. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if all of the Committee members execute, either before or after the action is taken, a consent, either in writing or by electronic transmission, and the consent is filed with the minutes of the Committee.
4. The Chair will make regular reports to the Board.
5. The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate.
6. The Committee Secretary (who will be the Corporate Secretary, or his or her designee) will give notice, if required, and keep minutes of all Committee meetings.
7. The Committee will meet at least two times per year and at such other times as may be requested by its Chair, the Board, or a majority of Committee members. The Committee will meet regularly in executive session.
8. The Committee Secretary and the management liaison (currently, the Vice President of Compensation & Benefits) will prepare a preliminary agenda. The Chair will make the final decision regarding the agenda.
9. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
10. The Committee Secretary should coordinate all submissions of materials to the Committee members, to the extent practicable.
11. The Committee may perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board deems necessary or appropriate.

12. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set for the Committee members shall be nonetheless duly authorized actions of the Committee for all corporate purposes.