

Aramark

STOCK COMMITTEE CHARTER

I. PURPOSE OF COMMITTEE

The purpose of the Stock Committee (the “Committee”) is to:

- A. Review and approve the terms and conditions of certain proposed transactions between directors or officers (and their permitted transferees) and the Corporation, including the granting of certain awards and the taking of certain actions, in each case, including under the equity compensation plans of the Corporation.
- B. Take certain actions and make certain determinations with respect to compensation for purposes of complying with certain provisions of Section 162(m) of the Internal Revenue Code and related provisions.

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 will be a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to the extent the Committee takes action intended to obtain an exemption from Section 16(b) of the Exchange Act and (ii) each member of the Committee will be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code (the “Code”) and the regulations and guidance promulgated thereunder, to the extent the Committee takes actions intended to obtain the exception for performance-based compensation under Section 162(m) of the Code; provided, however, 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 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 members shall set the agendas for Committee meetings and shall select a member to preside at each meeting.
- B. The Committee shall meet in person or telephonically at times and places determined by any member of the Committee, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee. 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. 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

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. Nothing contained herein shall be deemed to divest either the Compensation and Human Resources Committee of the Board of Directors (or any subcommittee thereof) or the Board of Directors of any powers related to the following.

- A. Pursuant to the authority expressly provided in, and as contemplated by, the Fifth Amended and Restated Aramark 2007 Management Stock Incentive Plan (as such may be amended from time to time, the "Amended 2007 Plan") and the Aramark 2013 Stock Incentive Plan (as such may be amended from time to time, the "2013 Plan", and together with the Amended 2007 Plan, each a "Plan")), the Committee is hereby designated as a "Sub-Committee" as defined in each of the Amended 2007 Plan and the 2013 Plan and vested with non-exclusive authority as a "Committee" pursuant to the terms of each of such Plans, to take any and all action which may be taken by a "Committee" pursuant to the terms of the Amended 2007 Plan and the 2013 Plan, respectively, including any actions which may be taken by a "Committee" pursuant to any award agreements entered into thereunder; including but not limited to:
 - 1. The authority to determine eligibility of participants, approve forms of agreements relating to Awards (as defined in each of the Plans, respectively), grant Awards, and take any and all action related thereto.
 - 2. The authority to make any determinations, adjustments and/or modifications and take any and all actions related to outstanding Awards under the Amended 2007 Plan and the 2013 Plan, respectively.

3. Otherwise administer the Amended 2007 Plan pursuant to the terms of Article III thereof, and otherwise administer the 2013 Plan pursuant to the terms of Section 4 thereof.
- B. Pursuant to the authority expressly provided in, and as contemplated by, the Amended and Restated Aramark Senior Executive Performance Bonus Plan (as such may be amended from time to time, the “Amended Bonus Plan”), the Committee is hereby designated as a “Sub-Committee” as defined in the Amended Bonus Plan, vested with non-exclusive authority as a “Committee” pursuant to the terms thereunder, to take any and all action which may be taken by a “Committee” pursuant to the terms thereof, including pursuant to any award agreements entered into thereunder, including but not limited to:
1. The setting of performance goals and bonus amounts pursuant to, and in accordance with, the terms of the Amended Bonus Plan.
 2. Determine the participants under the Amended Bonus Plan
 3. The certification of achievement of performance goals and the exercise of negative discretion with respect to bonus amounts, in each case, pursuant to and in accordance with the terms of the Amended Bonus Plan.
 4. The approval of any adjustments and the making of any determinations pursuant to, and in accordance with, the terms of the Amended Bonus Plan.
 5. Otherwise administer the Amended Bonus Plan pursuant to Section 7 thereof.
- C. It is expected that the Committee may otherwise review and approve the terms and conditions of proposed stock or equity award transactions between directors or officers (and their permitted transferees) and the Corporation, whether or not also reviewed and approved by the Board of Directors or another committee of the Board of Directors or subcommittee thereof; and shall have and may exercise such powers as are appropriate for the performance thereof.

Effective Date: February 3, 2015