

COMPENSATION COMMITTEE CHARTER

Approved by the Board of Directors October 26, 2016

A. Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Papa John’s International, Inc. (the “Company”) shall be to (a) determine the compensation of the chief executive officer (the “CEO”) and all other Senior Officers (as defined below) of the Company, (b) assist the Board in carrying out its responsibilities relating to: (1) oversight of the Company's overall compensation strategies; (2) compensation of directors and officers of the Company with a view to assisting the Company in attracting and retaining highly qualified senior management through competitive compensation and benefit programs; and (3) oversight for management development, organizational development and succession planning.

B. Membership and Qualifications

1. The Committee shall consist of three (3) or more directors.
2. Each member of the Committee shall be “independent” and otherwise eligible to serve on the Committee as determined by the Board, under the rules of the NASDAQ Stock Market, LLC applicable to directors and compensation committee members. Additionally, each member of the Committee shall qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities and Exchange Act of 1934 and as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

C. Authority and Responsibilities

To carry out its purpose, the Committee shall have authority and responsibilities that include the following:

1. **Meetings.** The Committee shall meet at least four times each year and more often as may be deemed necessary or appropriate in its judgment.
2. **Compensation strategies.** The Committee shall oversee the Company’s overall compensation strategies.
3. **Management development and succession planning.** The Committee shall review management development and succession planning with the Board at least annually and make recommendations to the Board regarding management development, organizational development, and succession planning including the approval of the CEO succession plan.
4. **Evaluation and Compensation of the Chief Executive Officer.** The Committee shall review and approve annually the corporate goals and objectives regarding compensation of the CEO. The Committee shall conduct an annual review of the performance of the CEO, based

on input from the Board as appropriate and shall determine his or her compensation based on the evaluation of his or her performance in light of the established corporate goals and objectives. The CEO may not be present during voting or deliberations with respect to determination of his or her compensation.

5. **Compensation of Other Senior Officers.** The Committee shall oversee the Company's process for evaluating the performance of the Company's other executive officers and any other officer who is a member of the Executive Leadership Team, as appointed from time to time by the CEO (collectively, the "Senior Officers"). The Committee shall, based on input from the CEO as appropriate, review and determine annually the compensation of such Senior Officers, including base salary, incentive compensation and bonuses, and equity compensation.

6. **Compensation of Directors.** The Committee shall annually review the compensation of directors for service on the Board and its committees and recommend changes to the Board as appropriate.

7. **Compensation Plans.** The Committee shall approve each of the Company's equity-based and incentive-based compensation plans and shall administer those plans, and shall recommend to the Board for approval any such plans or amendments to such plans requiring stockholder approval.

8. **Employment Agreements.** The Committee shall review and approve any employment or post-employment agreement (or any material amendment thereto) between the Company or its subsidiaries and the CEO or any other Senior Officer of the Company.

9. **Stock ownership guidelines.** The Committee shall monitor compliance by directors, and Senior Officers and other management employees, with the Company's stock ownership guidelines.

10. **Compensation Discussion & Analysis.** The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that the SEC requires be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report and proxy statement, and prepare the compensation committee report required by SEC rules for inclusion in the Company's proxy statement.

11. **Outside Advisors.** The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems appropriate to assist in discharging its responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, outside legal counsel or other advisor retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to any compensation consultants, outside legal counsel or other advisors retained by the Committee. The Committee will consider the independence of any compensation consultant, outside legal counsel or other advisor retained by the Committee or which provides advice to the Committee in accordance with the factors set

forth in Rule 10C-1(b)(4) under the Securities Exchange Act of 1934, as amended, and the rules and regulations of the NASDAQ Stock Market, LLC.

12. **Reports to the Board.** The Committee shall report to the Board the results of its deliberations and activities.

13. **Charter.** The Committee will review and reassess at least annually the adequacy of this charter and recommend changes as appropriate to the Corporate Governance and Nominating Committee for further recommendation to and approval by the Board. In addition, the Committee shall participate in an annual evaluation to assess its performance.

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