

COMPENSATION COMMITTEE CHARTER

Approved by the Board of Directors October 29, 2024

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 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, and (c) administer the Company’s equity and other incentive compensation plans.

B. Membership and Qualifications

1. The Committee shall consist of three (3) or more directors, one of whom shall be designated by the Board as Chair of the Committee. Committee members will be appointed and removed by the Board in its discretion.

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 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, as amended (the “Exchange Act”) 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. The Committee may meet in person or by telephone or video conference call or by other similar modes of communications, and may act by unanimous written consent. The Chair will preside, when present, at all meetings of the Committee. In the absence of the Chair, the Committee shall select another member to preside.

2. **Compensation strategies.** The Committee shall oversee the Company’s overall compensation strategies.

3. **Management development, succession planning and human capital management.** 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 CEO succession

plan. In addition, the Committee shall review and discuss with management the Company's strategies and policies regarding human capital management, which may include, without limitation, those regarding recruiting, talent development and retention.

4. **Evaluation and compensation of the CEO.** 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 the 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 non-management 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 and restrictive covenants.** The Committee shall review and approve any employment agreement, post-employment agreement or restrictive covenants such as non-competition or non-solicitation agreements and/or policies governing the same (or any material amendment thereto) between the Company or its subsidiaries and the CEO or Senior Officers.

9. **Stock ownership guidelines.** The Committee shall recommend and approve the Company's stock ownership guidelines, and any amendments to such guidelines, and monitor compliance by directors, the CEO and Senior Officers and other management employees with the 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. **Risk and compensation.** The Committee shall oversee and, at least annually, review the assessment and mitigation of risks associated with the Company's compensation policies and practices and incentive compensation arrangements for its employees.

12. **Clawback administration.** The Committee shall administer the Company's Compensation Clawback Policy, including to interpret and make all determinations under the Compensation Clawback Policy.

13. **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 Exchange Act, and the rules and regulations of The Nasdaq Stock Market.

14. **Delegation.** The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

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

16. **Charter; performance evaluation.** The Committee shall review and reassess at least annually the adequacy of this charter and recommend changes as appropriate to the Corporate Governance and Nominating Committee of the Board 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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