

FORM **BCA 8.12**  
**FEMALE AND MINORITY**  
**DIRECTORS REPORT**  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
501 S. Second St., Rm. 350  
Springfield, IL 62756  
217-782-7808  
www.cyberdriveillinois.com

**PAID**  
JUL 22 2020  
DEPARTMENT OF BUSINESS SERVICES

**FILED**  
JUL 21 2020

JESSE WHITE  
SECRETARY OF STATE



CD0277745

Payment must be made by check or money order payable to Secretary of State.

**FILING FEE: \$25.00** File prior to: 3-1 Year: 2020 File #: 5185-4152 Approved: SL

Corporate Name: John B. Sanfilippo & Son, Inc.  
Registered Agent: Michael Valentine, CFO  
Registered Office: 1703 N. Randall Rd.  
City, IL, ZIP: Elgin, IL 60123

County: Kane

**A COPY OF THE CORPORATION'S MOST RECENT SEC 10-K MUST ACCOMPANY THIS REPORT.**

- 1. Is the corporation a publicly held corporation with its principal executive office located in Illinois?  YES  NO
- 1a. Principal address of executive office in Illinois:  
1703 N. Randall Road, Elgin, IL 60123
- 2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers. (If additional space is required, please attach an additional page(s) as needed.)  
See attached.
- 3. Set forth the self-identified gender of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)  
See attached.
- 4. Set forth the race or ethnicity of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)  
See attached.
- 5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)  
See attached.
- 6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)  
See attached.
- 7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers. (If additional space is required, please attach an additional page(s) as needed.)  
See attached.

Under the penalty of perjury and as an authorized officer, I declare that this report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

**Item 8 must be signed.**

⇒ 8. By  Corp. Controller 2-3-20  
Any Authorized Officer's Signature Title Date

**Form BCA 8.12**

Female and Minority Report

for

John B. Sanfilippo & Son, Inc. ("JBSS")

1. Yes
2. While there is no single set of characteristics required to be possessed by a member of the Board of Directors, the Governance Committee will consider whether to nominate a director candidate for election by the holders of our Common Stock based on a variety of criteria, including, but not limited to: (a) the candidate's personal integrity; (b) whether the candidate has demonstrated achievement in one or more forms of business, professional, governmental, communal, scientific or educational endeavors sufficient to enable the candidate to make a significant and immediate contribution to the Board of Directors' discussion and decision-making regarding the array of complex issues facing our company; (c) the candidate's level of familiarity with our business and competitive environment; (d) the candidate's ability to function effectively in an oversight role; (e) the candidate's understanding of the issues affecting a public company of a size and complexity similar to our company; and (f) whether the candidate has, and is prepared to devote, adequate time to the Board of Directors and its committees. Under exceptional and limited circumstances, the Governance Committee may approve the candidacy of a candidate notwithstanding the foregoing criteria if the Governance Committee believes the service of such a nominee is in our best interests and those of the holders of our Common Stock.

In selecting candidates, the Governance Committee and the Board of Directors take diversity into account, seeking to ensure a representation of varied perspectives and experience, although neither the Governance Committee nor the Board of Directors has prescribed specific standards for diversity or adopted a specific diversity policy.

However, the Governance Committee considers certain items to be minimum requirements for nomination. Those requirements are: (a) a commitment to the duties and responsibilities of a director; (b) the ability to contribute meaningfully to the Board of Directors' supervisory management of the company and its officers; and (c) an outstanding record of integrity in prior professional activities.

In selecting a nominee for our Board of Directors, the Governance Committee may receive suggestions from many different groups including, but not limited to, the company's current and former executive officers and directors, and such suggestions may or may not be in response to a request from the Governance Committee. As described below, the Governance Committee will also consider nominations from holders of Common Stock. From time to time, the Governance Committee may engage a third party for a fee to assist it in identifying potential director candidates.

After identifying a potential director nominee for election by the holders of our Common Stock and deciding to further pursue the potential nominee, the Governance Committee will then evaluate the potential nominee by using information collected from a variety of sources. Those sources include, but are not limited to, publicly available information, information provided by knowledgeable members of the company and information provided by the potential candidate. The Governance Committee may contact the potential nominee to determine his or her interest and willingness to serve as a director and may conduct one or more in-person or telephonic interviews with the potential candidate. The Governance Committee may contact references of the potential candidate or other members of the professional community who may have relevant knowledge of the potential candidate's qualifications and successes. The Governance Committee may compare the potential candidate's information to all such information collected for other potential candidates.

The Governance Committee has discussions, from time to time, regarding director tenure, director succession planning and the overall skills possessed by each member of the Board of Directors to help ensure that the Board of Directors possesses the necessary perspectives to oversee management and effectively monitor the company's operations. The Governance Committee has reviewed director tenure and refreshment best practices in light of the composition of the Board of Directors and considered strategies to maintain a qualified, diverse and experienced Board of Directors.

JBSS recognizes how building a diverse culture advances superior financial and operating performance and how increased diversity can help us in recruiting and retaining talent. As defined in our annual proxy statement (Form DEF14A), the Sanfilippo Group and Valentine group beneficially own shares entitled to cast approximately 75% of votes eligible to be cast on matters submitted to stockholders and therefore John B. Sanfilippo & Son, Inc. is defined and qualifies as a controlled company under Nasdaq listing rules. Therefore, as a company controlled by two families for the last 60 years, our executive officers are direct descendants of our company's founding family (Jeffrey Sanfilippo, CEO, Jasper Sanfilippo Jr., COO and Mike Valentine, CFO).

Some of the criteria to be used in our eventual replacement of our executive officers may be as follows: (a) the candidate's personal integrity; (b) whether the candidate has demonstrated achievement in one or more forms of business or professional endeavors sufficient to enable the candidate to make a significant and immediate contribution to the company and decision-making regarding the array of complex issues facing our company; (c) the candidate's level of familiarity with our business and competitive environment; (d) the candidate's ability to function effectively in an executive role; and (e) the candidate's understanding of the issues affecting a public company of a size and complexity similar to our company. In selecting candidates, the hiring process will take diversity into account, seeking to ensure a representation of varied perspectives and experience, although the company does not have prescribed specific standards for diversity or adopted a specific diversity policy. Our code of conduct states, in part, that JBSS is an equal opportunity employer and recognizes and encourages the uniqueness of individual contribution within its team environment. In all aspects of employment including recruitment, hiring, discipline, compensation and benefits, training, promotion, transfer, and termination, all Associates are expected to treat individuals solely on the basis of their abilities to meet job requirements. Associates should do so without regard to factors such as race, religion, color, ethnic or national origin, age, disability, gender, sexual orientation, marital status, creed, citizenship status, genetic information, gender identity and/or expression, pregnancy, childbirth and related medical conditions, parental status, veteran status or any other factor prohibited by law.

JBSS is (and we believe our stockholders are) extremely pleased with the performance of our Board and executive management in achieving consistent, profitable growth for our shareholders. Over the past decade, we have experienced record stock price gains and earnings per share growth. For example, from October 2009 to the present, our stock price has risen from \$12.72 to over \$90.00 per share and JBSS has declared approximately \$19.00 in total cash dividends per share since the 2013 fiscal year. We believe that the Common Stock Directors and executive management have performed admirably in their stewardship of our resources and excelled in their oversight and management responsibilities.

3. Eight male, one female
4. All Caucasian
5. See #2 above.
6. See #2 above.
7. See #2 above.