

SCHOOL SPECIALTY, INC.

COMPENSATION COMMITTEE CHARTER

Effective as of October 16, 2015

I. PURPOSE

The primary responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors of School Specialty, Inc. (the “Company”) are to do the following: (a) review and approve the strategy and design of the Company’s compensation systems; (b) approve and report to the Board of Directors with respect to incentive compensation and equity-based or other compensation plans and recommend such plans for shareholder approval as required; (c) approve and recommend ratification from the Board of Directors by its independent directors regarding the compensation of the Chief Executive Officer; and (d) review and approve the salary, incentive, and other compensation of named executive officers other than the Chief Executive Officer and the Directors (including board, committee and chair compensation amounts).

II. COMMITTEE COMPOSITION

The Committee shall be comprised of at least three members, all of whom are “independent” directors (except that, at any time when the Board of Directors does not include at least three members who are “independent” directors, the Committee shall be comprised of two members, both of whom are “independent” directors). A director is “independent” if he or she meets the requirements for independence set forth in the rules of the Nasdaq National Market and the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the requirements for qualification as an “outside director” under Section 162(m) of the Internal Revenue Code. In addition, each member shall qualify as a “Non-Employee Director” for purposes of Rule 16b-3 under the Exchange Act.

The members of the Committee will be appointed by the Board of Directors. A member will serve until the earliest of (a) his or her successor is appointed, (b) until his or her resignation from the Committee, (c) until his or her position on the Committee is eliminated due to a reduction in the size of the Committee, (d) until he or she is removed from the Committee by the Board of Directors, or (e) until his or her service on the Board of Directors terminates. The chairperson of the Committee will be the member of the Committee appointed to serve in such capacity by the Board of Directors from time to time.

III. MEETINGS, COMMITTEE ACTIONS AND REPORTS

The Committee shall meet as often as the Committee or Committee chair determines, but not less frequently than annually. Meetings of the Committee may be called by any member of the Committee. The Committee chair shall prepare or approve an agenda in advance of Committee meetings. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing, and such writing or writings are filed with the minutes of the Committee. All decisions of the Committee shall be determined by an affirmative vote of the majority of members in attendance. A quorum of the

Committee shall be established when a majority of the members of the Committee are in attendance. Except as otherwise set forth in this Charter, the Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), notice and waiver of notice as are applicable to the Board of Directors.

If appropriate, the Committee shall report to the Board of Directors at the Board meeting following each Committee meeting or more frequently as necessary regarding the Committee's activities, findings, conclusions and recommendations.

IV. RESPONSIBILITIES AND POWERS

The Committee's responsibilities shall include the following:

- A. Review and update, as needed, the Company's executive compensation objectives, policies and philosophy.
- B. Review and approve the performance of the Company's executive officers as it relates to their compensation, including the Chief Executive Officer, whose compensation shall also be ratified by a majority of the independent members of the Board of Directors prior to being effective.
- C. Make recommendations to the Board of Directors with respect to the adoption of any incentive compensation and equity-based or other compensation plans that require full Board approval.
- D. Review and administer the Company's executive compensation plans, including all incentive compensation and equity-based or other compensation plans, and designate plan participants, establish objectives and applicable performance measurement criteria and approve awards.
- E. Review and approve employment agreements, severance arrangements, retirement arrangements, change-in-control agreements/provisions, and any special or supplemental benefits or perquisites for the Company's executive officers.
- F. Serve as the Committee required under Section 162(m) of the Internal Revenue Code with responsibility for establishing, administering, and certifying attainment of performance goals in order to comply with said Section as the Committee deems appropriate.
- G. Review the level and composition of compensation and benefits provided to non-employee members of the Board of Directors on a periodic basis, and approve any changes. Such approval shall also be ratified by a majority of the independent members of the Board of Directors.
- H. As required under the rules of the Securities and Exchange Commission, provide a Compensation Committee Report to be included in the Company's annual proxy statement which states whether (1) the Committee has reviewed and discussed with management the Compensation Discussion and Analysis required to be included in the Company's annual proxy statement, and (2) based on the review and discussion

referred to above, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual proxy statement.

- I. Take further action as necessary or appropriate upon authority provided by the Board of Directors with respect to any other compensation matters that may arise.

V. ANNUAL EVALUATION

The Committee shall review and assess the adequacy of this Charter annually and recommend any changes to this Charter for approval by the Board of Directors. In addition, the Committee shall conduct an annual evaluation of the performance of the Committee in concert with the Governance/Nominating Committee and shall present the results of such evaluation to the Board of Directors.

VI. DELEGATION; USE OF ADVISORS

The Committee may, if it deems appropriate from time to time, delegate authority with respect to any of its functions to a subcommittee of the Committee.

In the course of fulfilling its duties, the Committee shall have the sole authority to retain, at the Company's expense, a compensation consultant and shall have sole authority to approve the consultant's fees and other retention terms, and to terminate such compensation consultant. Likewise, the Committee shall have the sole authority to retain, at the Company's expense, legal, accounting or other advisors to advise the Committee within its scope of authority and responsibility, including sole discretion to approve the fees and other retention terms of any such advisor and to terminate any such advisor.

Advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent, when considered appropriate by the Committee. However, the Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.