

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”), in its capacity as a committee of the Board of Directors (the “Board”), has overall responsibility for approving and evaluating officer compensation plans, policies and programs and employee benefit programs of 1-800-FLOWERS.COM, Inc. (the “Company”). The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

Committee Membership/ Meetings

1. The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating & Corporate Governance Committee. The Committee shall consist of no fewer than three members. The members of the Committee shall meet the criteria for independence required by (i) the listing rules of the NASDAQ Stock Market (“NASDAQ”) and (ii) the applicable rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). The Committee shall meet at such times as it deems necessary or appropriate to carry out its responsibilities. The members of the Committee may be replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall review the overall compensation structuring of the Company to determine that it establishes appropriate incentives for officers and employees at all levels. All incentives, while industry-dependent and different for different categories of officers and employees, should further the Company’s long-term strategic plan and should be consistent with the culture of the Company and the overall goal of enhancing enduring shareholder value.

2. The Committee shall annually review, approve and recommend to the Board, for the CEO and the senior executives, including the Section 16 Officers, of the Company: (a) the annual compensation, including base salary level for Section 16 Officers, (b) the annual incentive opportunity level and performance measures for Section 16 officers under the Sharing Success Program, (c) equity grants and performance measures under the Long-Term Incentive and Share Award Plan, (d) the Sharing Success Program, (e) new and amendments to existing employment agreements, severance arrangements and change in control agreements/provisions, in each case as, when and if appropriate, and (f) any special or supplemental benefits. The Company’s chief executive officer (the “CEO”) may not be present during any voting or deliberations regarding his or her compensation.

3. The Committee may review and make recommendations to the Board with respect to the compensation of all non-executive officers and other key employees.

4. The Committee shall annually review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans and make grants thereunder pursuant to delegated authority.

5. The Committee shall review and make recommendations to the Board with respect to all employee benefit and related programs adopted by the Company.

6. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

7. The Committee may form and delegate authority to subcommittees when appropriate for non-Section 16 executive officers compensation or incentives.

8. The Committee shall make regular reports to the Board.

9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

10. The Committee shall perform such other duties and carry out such other responsibilities as may be assigned to the Committee by the Board from time to time or as designated in plan documents.

Appointment of External Advisors

1. The Committee shall have the authority to appoint, retain, engage or otherwise obtain the advice of independent or outside legal counsel, compensation consultants, accountants or other advisors, in each case at its sole discretion and as it determines to be necessary or appropriate. The Committee shall be directly responsible, and have sole authority, for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

2. The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent. However, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following six independence factors:

- (i) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation committee;

- (v) Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

3. Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under the requirements of the SEC: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

4. For the avoidance of doubt, the Committee is not required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other adviser to the compensation committee. The retention of any outside advisors shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

