



## DEL FRISCO'S RESTAURANT GROUP, INC.

### COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the "Board") of Del Frisco's Restaurant Group, Inc. (the "Company") appoints a Compensation Committee of at least three members, consisting, subject to the transition and "controlled company" rules and exceptions applicable to a company listed on the NASDAQ Global Select Market ("NASDAQ"), entirely of independent directors, and designates one member as chairperson. For purposes hereof, an "independent" director is a director who meets the NASDAQ definition of "independence" for directors and compensation committee members, in each case as determined by the Board. Additionally, subject to the transition and "controlled company" rules and exceptions applicable to a company listed on NASDAQ, at least two members of the Compensation Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, subject to the transition rules under Section 162(m) of the Internal Revenue Code, as "outside directors" for purposes of Section 162(m). A subsequent determination that any member of the Compensation Committee does not qualify as a "non-employee director" or an "outside director" will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

2. Purpose, Duties, and Responsibilities. The purpose of the Compensation Committee is to assist the Board in discharging its responsibilities relating to compensation of the Company's executive officers and directors. Among its specific duties and responsibilities, the Compensation Committee will:

- (a) Oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- (b) Administer and make recommendations to the Board with respect to the Company's incentive-compensation and equity-based compensation plans that are subject to Board approval.
- (c) Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation; *provided, however,* that if at any time the Committee does not consist of entirely independent directors then the Committee shall recommend the CEO's compensation to the independent directors for approval

thereby. The CEO may not be present during voting or deliberations on his or her compensation.

- (d) Oversee the evaluation of the executive officers other than the CEO and set the compensation of such other executive officers based upon the recommendation of the CEO.
- (e) Approve stock option and other stock incentive awards for executive officers and directors; *provided, however*, that if at any time the Committee does not consist of at least two “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act, then the Committee shall recommend any option or other stock incentive awards proposed to be granted to any “officer” for the purposes of Rule 16a-1(f) under the Exchange Act to the full Board or a committee thereof consisting entirely of independent directors for approval thereby.
- (f) Review and approve the design of other benefit plans pertaining to executive officers.
- (g) Review and approve employment agreements and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.
- (h) Approve, amend or modify the terms of any compensation or benefit plan that does not require shareholder approval.
- (i) Review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that Securities and Exchange Commission (“SEC”) rules require 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 annual report and proxy statement.
- (j) Review the compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board.
- (k) At least annually, assess the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company’s annual report and proxy statement.
- (l) Annually evaluate the performance of the Compensation Committee and the adequacy of the committee’s charter.

3. Subcommittees. The Compensation Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Compensation Committee consisting of not less than two members of the committee.

4. Outside advisors. The Compensation Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist the committee in the evaluation of director, CEO or senior executive compensation. The Compensation Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Compensation Committee, and will receive appropriate funding, as determined by the Compensation Committee, from the Company for payment of compensation to any such advisers. The Compensation Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Compensation Committee or management) that provide advice to the Compensation Committee, in accordance with NASDAQ listing standards.

5. Meetings. The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities.