

## **THE CHEESECAKE FACTORY INCORPORATED**

### **Policy Statement Regarding Lead Director**

#### **Amended and Restated effective June 5, 2012**

The Board of Directors of The Cheesecake Factory Incorporated (Company) considers it both of value and appropriate to appoint an independent board member to serve as "Lead Director" who will perform such duties and responsibilities as the Board of Directors (Board) may determine. The specific responsibilities of the Lead Director (LD) are as follows:

- Preside at required executive sessions of the independent/non-management directors. The LD shall preside at any Board meeting at which the Chairman of the Board (Chairman) is not able to attend. In addition, the LD has the authority to call meetings of the non-management/independent directors.
- Serve as principle liaison on Board-wide issues between the independent directors and the Chairman. At the request of the Chairman, the LD is the recipient of information from the Chairman, senior management and/or other employees of the company on sensitive issues and, where appropriate, brings that information to the appropriate Board Committee(s). The LD shall be available to independent directors to discuss concerns about the Company and its performance and to relay those concerns, where appropriate, to the Chairman and/or the full Board.
- Work with the Chairman on setting and approving the schedule for Board of Directors' and Board Committee meetings.
- Work with the Chairman on setting and approving detailed agenda for Board meetings.
- Direct the retention of consultants and advisors who report directly to the Board.
- Serve as requested by the Chairman or the full Board as liaison for consultation and communication with shareholders.
- Oversee, working with the appropriate Board Committees, the annual evaluation of the Board and its committees.
- Evaluate, along with members of the Compensation Committee and all members of the Board, the Chief Executive Officer's performance and meet with the Chief Executive Officer to discuss the Board's evaluation.

The LD shall have the authority to retain such counsel or consultants as the LD deems necessary to perform his or her responsibilities.