

# THE CHEESECAKE FACTORY INCORPORATED

## Audit Committee Charter

(As amended and restated as of May 27, 2015)

### A. Purpose

The Audit Committee (“Committee”) is established by the Board of Directors of The Cheesecake Factory Incorporated (“Company”) primarily for the purpose of overseeing the accounting and financial reporting processes of the Company, including internal controls over such processes, and audits of the financial statements of the Company.

The Committee is primarily responsible for: (1) monitoring the quality and integrity of the Company’s financial statements and internal controls over financial reporting; (2) monitoring the Company’s compliance with legal and regulatory requirements; (3) monitoring the independent auditor’s qualifications, performance and independence; (4) monitoring the performance of the Company’s internal audit function; (5) providing an avenue of communication among the independent auditors, management, the Internal Auditor, and the Board; and (6) issuing the report required by the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

The Board of Directors has approved this charter in compliance with the listing requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”) applicable to the Company and this charter shall be interpreted and construed in a manner consistent with those requirements and any applicable requirements of the federal securities laws and the Securities and Exchange Commission.

### B. Composition

**1. Members.** The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by a majority vote of the Board.

**2. Qualifications.** Each member of the Committee shall meet all applicable independence, financial literacy and other requirements of law and the Nasdaq listing requirements. At least one member of the Committee shall meet the applicable Securities and Exchange Commission definition of “audit committee financial expert.” If no members satisfy such definition, the Committee shall promptly so inform the Board.

**3. Membership on Other Audit Committees.** No member of the Committee may serve on the audit committee of more than two public companies in addition to the Company without the prior determination by a majority of the independent directors of the Board that such concurrent service would not impair the member’s ability to serve effectively as a member of the Committee. Any such determination must be disclosed in the Company’s annual proxy statement.

**4. Chair.** The Chair of the Committee shall be appointed by the Board.

**5. Removal and Replacement.** Any vacancies on the Committee shall be filled by a majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee may be removed except by majority vote of the independent directors of the Board then in office.

**6. Compensation.** Director's fees (including any additional amounts paid to chairs of committees and to members of committees of the Board) and participation under the Company's equity plans that permit participation by non-employee directors are the only compensation a member of the Committee may receive from the Company.

**7. Funding.** The Company shall provide appropriate funding, as determined by the Committee, for payment of (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

## **C. Operations**

**1. Meetings.** The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least once each fiscal quarter. The Chair of the Committee or a majority of the members of the Committee also may call a special meeting of the Committee. The Committee may meet separately, periodically, with management and/or the general counsel. The Committee also may meet separately with the independent auditor and separately with the Internal Auditor and shall endeavor to do so at least once each fiscal quarter.

**2. Agenda.** The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

**3. Report to Board.** The Committee shall timely make available to the Board the minutes of its meetings. The Committee shall periodically and as needed deliver to the Board a report on any significant actions taken by the Committee. The Committee shall further report regularly to the Board and will review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, the performance of the internal audit function and other matters of importance to the Board.

**4. Self-Evaluation; Assessment of Charter.** The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of the self-

evaluation. The Committee shall periodically assess the adequacy of this Charter and recommend any changes to the Board.

#### **D. Authority and Duties**

##### *Independent Auditor's Qualifications and Independence*

1. The Committee shall be directly responsible for the appointment, retention, termination and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and its subsidiaries (with the input, if the Committee so desires, of Company management and, as appropriate, management and boards of directors of the Company's subsidiaries). Any such registered accounting firm must report directly to the Committee. The independent auditors are ultimately accountable to the Committee.

2. The Committee shall have the sole authority to approve the independent auditor's fee arrangements and other terms of service, and to preapprove any permitted non-audit services to be provided by the independent auditor. The Committee shall not approve any non-audit services to be performed by the independent auditor if the audit team members receive any discretionary compensation from the audit firm with respect to such services performed by the independent auditor. The Committee may delegate the preapproval of audit and permitted non-audit services to one or more of its members, provided that such members shall report any such approvals to the full Committee at the next regularly scheduled meeting of the Committee.

3. The Committee shall obtain and review with the independent auditor, annually or more frequently as the Committee considers appropriate, a report by the independent auditor describing: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry, review or investigation by governmental, professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the independent auditor, and any steps taken to deal with these issues; and (to assess the independent auditor's independence) all relationships between the independent auditor and the Company (consistent with Public Company Accounting Oversight Board Rule 3526). The Committee shall be responsible for actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and for taking, or recommending that the Board of Directors take, appropriate action to oversee the independence of the independent auditor. The Committee shall, in addition to assuring the regular rotation of the lead audit partner and reviewing audit partner (such that neither such partner shall have performed services for the Company for more than any five consecutive fiscal years), consider whether there should be regular rotation of the audit firm.

4. The Committee shall evaluate the qualifications, independence and performance of the Company's independent auditor, including the lead partner of the independent auditor, and, in its sole discretion make decisions regarding the replacement or termination of the independent auditor when circumstances warrant. In making its evaluations, the Committee

should take into account the opinions of management. The Committee will present its conclusions with respect to replacement or termination of the independent auditor to the Board.

5. The Committee shall preapprove the hiring of any employee or former employee of the independent auditor who was a member of the Company's audit team during the preceding three fiscal years. In addition, the Committee shall preapprove the hiring of any employee or former employee of the independent auditor (within the preceding three fiscal years) for senior positions within the Company, regardless of whether that person was a member of the Company's audit team. In no event may the Company hire a Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Controller or person in any equivalent capacity who, within one year prior to the initiation of the audit, was an employee of the independent auditor who participated in any capacity in the Company's audit.

#### *Financial Statements and Related Disclosure*

1. The Committee shall review the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," before the filing of the Company's Form 10-K and Form 10-Q. Any material changes in accounting principles or accounting for new significant items will be reviewed.

2. The Committee shall review with management earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided to analysts and rating agencies, which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance. This task can be delegated to the Chair of the Committee or the Chair's designee.

3. The Committee shall review with management, the independent auditor, and, if appropriate, the Company's Internal Auditor, the following: (a) all critical accounting policies and practices (and changes therein) of the Company, to be used by the Company in preparing its financial statements, (b) major issues regarding the accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (c) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor, (d) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company (e) the major financial risk exposures and the steps management has taken to monitor and control such exposures, and (f) other material communications between the independent auditor and management, such as any schedule of unadjusted differences. In addition, the Committee shall regularly review with the independent auditors any difficulties the auditor encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with

management, which could include such matters as: (i) any accounting adjustments that were noted or proposed by the independent auditor but were “passed” (as immaterial or otherwise); (ii) communications between the independent auditor’s audit team and national office respecting auditing or accounting issues presented by the engagement; and (iii) any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditor to the Company and management’s response thereto, if any.

4. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company’s disclosure controls and procedures, and elicit any recommendations that they may have for the improvement of such disclosure control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of disclosure controls to identify on a timely basis material information that should be disclosed to current and prospective investors.

5. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, important trends and developments in financial reporting practices and requirements and their effect on the Company’s financial statements.

6. The Committee shall attempt to resolve all disagreements between the Company’s independent auditor and management regarding financial reporting.

7. The Committee shall prepare the report required by the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

#### *Performance of the Internal Audit Function and Independent Auditors*

1. The Committee shall review with management and the independent auditor the scope, planning and staffing of the proposed financial statement audit for the current year.

2. The Committee shall be responsible for the appointment and termination of the Internal Auditor who shall report directly to the Committee (with “dotted line” reporting to the Chief Financial Officer). The Committee shall review and approve the Internal Auditor’s responsibilities, annual work plan, results, budget, compensation and staffing.

3. The Committee shall review with management, the Internal Auditor and the independent auditor the quality, adequacy and effectiveness of the Company’s internal controls and any significant deficiencies or material weaknesses in internal controls, and shall elicit from management, the Internal Auditor or the independent auditor any recommendations that they may have for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions or procedures which might be deemed illegal or otherwise improper.

4. The Committee shall review with the Chief Financial Officer, Internal Auditor and independent auditor, the following: (a) the Company’s internal controls and evaluate whether the Company is operating in accordance with its prescribed policies, procedures and code of conduct, (b) all significant deficiencies in the design or operation of internal controls

which could adversely affect the Company's ability to record, process, summarize, and report financial data, including any material weaknesses in internal controls identified by the Company's independent auditors and Internal Auditor, (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls, and (d) any significant changes in internal controls or in other factors that could significantly affect internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.

**5.** The Committee shall review any proposed revisions to the Company's code(s) of conduct.

**6.** The Committee shall review the certifications and reports required by Sections 302, 404 and 906 of the Sarbanes-Oxley Act of 2002. The Committee shall review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weakness therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

#### *Compliance with Legal and Regulatory Requirements*

**1.** The Committee shall review with management and any internal or external counsel as the Committee considers appropriate, any legal matters (including the status of pending litigation) that may have a material impact on the Company and any material reports or inquiries from regulatory or governmental agencies.

**2.** The Committee shall review with the general counsel the adequacy and effectiveness of the Company's procedures to ensure compliance with its legal and regulatory responsibilities. The Company's general counsel shall have "dotted line" reporting to the Committee.

**3.** The Committee shall obtain from the Company's independent auditors any information pursuant to Section 10A of the Securities and Exchange Act of 1934, as amended.

**4.** The Committee shall establish procedures, as set forth in Annex A hereto, for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, misuse or inappropriate use of corporate assets or auditing matters or potential violations of law, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or potential violations of law.

**5.** The Committee shall cause to be made an investigation into any appropriate matter brought to its attention within the scope of its duties.

**6.** The Committee shall review the Company's policies relating to conflicts of interest and review and approve any proposed "related party transactions." The term "related party transaction" shall mean any transaction that would be reported pursuant to Item 404 of

Regulation S-K. The Committee shall consider the results of any review of these policies and procedures by the Company's independent auditors or Internal Auditor.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to all Company books, records, facilities and personnel. The Committee may retain legal, financial or other advisors, as the Committee may deem necessary or appropriate, who will report to the Committee. The same advisors may be engaged by other committees of the Board of Directors.

#### *Clarification of Audit Committee's Role*

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to prepare consolidated financial statements in accordance with applicable law and regulations and of the Company's independent auditor to audit those financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Committee by such persons or organizations.

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## **Annex A**

### **Procedures for the Submission of Complaints or Concerns Regarding Financial Statement Disclosures, Accounting, Internal Accounting Controls, Misuse or Inappropriate Use of Corporate Assets or Auditing Matters**

**(Amended and Restated 5/20/09)**

1. The Company shall forward to the Audit Committee of the Board of Directors any complaints that it has received for submission to the Audit Committee regarding omissions or misstatements in financial statement disclosures, erroneous or fraudulent accounting, failures in internal accounting controls, misuse or inappropriate use of corporate assets or other auditing matters.
2. Any employee of the Company may submit, on an anonymous basis if the employee so desires, any concerns regarding financial statement disclosures, accounting, internal controls, misuse or inappropriate use of corporate assets or auditing matters by setting forth such concerns in writing and forwarding them in a sealed envelope to the Chair of the Audit Committee, c/o Vice President, Internal Audit, P. O. Box 66, Agoura Hills, CA 91376-0066 , such envelope to be labeled with a legend such as: "To be opened by the Audit Committee or Vice President-Internal Audit Only". If an employee would like to discuss any concerns regarding such matters with the Audit Committee, the employee should indicate this on the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate. Absent an express waiver of confidentiality in the written submission, the identity of any employee who makes such a submission or otherwise communicates with the Audit Committee shall remain strictly confidential.
3. At each of its meetings, including any special meeting called by the Chair of the Audit Committee following the receipt of any information pursuant to this Annex, the Audit Committee shall review and consider any such complaints or concerns that it has received and take any action that it deems appropriate in order to respond thereto.
4. Any communications received by the Audit Committee which do not involve concerns regarding financial statement disclosures, erroneous or fraudulent accounting, failures in internal accounting controls, misuse or inappropriate use of corporate assets or other auditing matters may be referred by Vice President, Internal Audit or the Audit Committee directly to the appropriate management officer for review and appropriate action.
5. The Audit Committee shall retain any such complaints or concerns for a period of no less than 7 years.