

# **THE CHEESECAKE FACTORY INCORPORATED**

## **Compensation Committee Charter**

**Amended and Restated As of February 15, 2018**

### **ARTICLE I FORMATION**

Section 1. *Formation.* The Board of Directors of The Cheesecake Factory Incorporated, a Delaware corporation (the “Company”) has established a Compensation Committee of its Board of Directors (the “Committee”) pursuant to Section 141(c) of the Delaware General Corporation Law and Article III, Section 3.15 of the Company’s Bylaws.

### **ARTICLE II COMPOSITION**

Section 1. *Number of Members.* The Committee shall be comprised of not less than three (3) members of the Board of Directors of the Company. Subject to the foregoing, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board of Directors.

Section 2. *Appointment, Removal and Qualifications.* The Board of Directors shall appoint the members of the Committee and may remove any or all members in its discretion. Each member of the Compensation Committee shall meet (i) the independence requirements of the rules of the Nasdaq Stock Market; (ii) the “non-employee director” definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended; and (iii) the “outside director” definition of Section 162(m) of the Internal Revenue Code of 1986, all as amended from time to time.

### **ARTICLE III PURPOSES AND RESPONSIBILITIES**

Section 1. *Purposes and Responsibilities.* The purposes and responsibilities of the Committee shall include the following:

- (a) Determine the compensation of the Company’s Chief Executive Officer;
- (b) Determine the compensation of all other executive officers of the Company.
- (c) Review and approve all employment, retention and/or severance agreements for executive officers.
- (d) Prepare, or cause to be prepared, and approve the disclosures required by the rules of the Securities and Exchange Commission to be included in the Company’s proxy statement pursuant to the applicable item of Schedule 14A and Regulation S-K.

(e) Approve and administer (to the extent authorized by the Board of Directors or under the applicable plan) the Company's equity compensation plans.

(f) Subject to the terms and conditions of the Company's equity compensation plans, approve individual grants of equity of the types allowed by the Company's equity compensation plans.

(g) Make recommendations to the Board of Directors with respect to incentive compensation plans and equity-based plans.

(h) Review periodically and submit to the Board of Directors recommendations concerning existing or new executive officer compensation, benefits, equity plans or perquisites.

(i) Review periodically and submit to the Board of Directors recommendations concerning compensation, including any equity-based compensation, payable to its non-employee members for service on the Board of Directors or its designated committees.

(j) Make regular reports to the Board of Directors and propose any necessary action to the Board.

(k) Review and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board of Directors for approval.

(l) Perform such other specific functions as the Company's Board of Directors may from time to time direct.

#### **ARTICLE IV PROCEDURES**

Section 1. *Meetings.* The Committee shall meet at least twice each year and may hold additional meetings as may be necessary or appropriate. The Committee shall keep regular minutes of its meetings. The Company's Chief Executive Officer may not be present or voting during any deliberations with respect to his or her compensation.

Section 2. *Chairperson.* The Committee's Chairperson may be designated by the Board of Directors or, if it does not do so, the Committee members shall elect a Chairperson by a vote of a majority of the full Committee. The Chairperson of the Committee presides at each meeting of the Committee and, in consultation with the other members of the Committee, sets the frequency and length of each meeting and the agenda of items to be addressed at each meeting.

Section 3. *Authority and Access.* The Committee is at all times authorized to have direct, independent access to the Company's other directors and management. The Committee may select and retain an independent compensation consultant who shall provide advice and guidance as requested by the Committee and/or retain legal, financial or other advisors, as it deems necessary or appropriate, who will report directly to the Committee, but only after assessing their independence and any actual or potential conflicts of interest of such advisors in

accordance with the rules of the Securities and Exchange Commission and the listing requirements of Nasdaq, The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor it so retains. The Committee shall have sole authority to approve the fees and other retention terms of any such advisors, and the Company shall provide for appropriate funding for payment of any such fees accrued and approved by the Committee. The same advisors may be engaged by other committees of the Board of Directors. The Committee has the authority to delegate any of its responsibilities (other than the authority to grant equity awards) to subcommittees as the Committee may deem appropriate, provided the subcommittees are composed entirely of members of the Committee.