

EQUITY GRANT PROCEDURES, LAST AMENDED 9/15/14

The following Equity Grant Procedures (“Procedures”) shall apply to the granting of equity under the 2010 Stock Incentive Plan or any future equity plan (collectively, the “Plan”) with respect to all grants that may be made under the Plan by the Compensation Committee (“Committee”) of the Board of Directors of The Cheesecake Factory Incorporated (“Company”) to employees of the Company and its subsidiaries and affiliates.

The General Counsel is the Equity Grant Compliance Officer. All questions regarding compliance with this Equity Granting Procedure shall be directed to the General Counsel, or in her absence, the Stock Plan Administrator, and all decisions regarding the equity granting process shall be made in accordance with the Plan and this Procedure. In the event of a conflict, the Plan shall control. If needed, the General Counsel may seek outside advice to ensure compliance with the Plan. Any request for an exception to the equity grant policy set forth below must be submitted to the General Counsel. Any waiver of this policy must be authorized in writing by the General Counsel and must be consistent with the Plan.

A. Preparing Equity Grant Proposals for Approval by the Compensation Committee

1. All stock options and other equity awards shall be granted only on pre-set dates, which dates shall be set by the Compensation Committee at least 60 days in advance.

2. The effective date of the personnel action that precipitates a proposed equity grant must be on or before the date of the Compensation Committee meeting. Examples:

- A. A newly hired executive’s official date of hire (start date).
- B. The effective date of a promotion from corporate Senior Manager to Director, Director to Vice President, etc.
- C. For MEP participants, the date of entry into the MEP program. (While salaries and job titles may precede entry into the MEP, official entry into the MEP occurs at the beginning of a quarter according to the terms of the MEP document.)

3. The Vice President, Compensation and Benefits (VP C&B), or in his absence, the Stock Plan Administrator, shall prepare a list of proposed equity grants for submission to General Counsel as described below. Each proposed grant list shall specify the program to which it applies (e.g., MEP I-GM; MEP-2-EKM; New Hire; Promotion; Annual, etc.) and the type of equity grant (e.g., Non-qualified Option; Restricted Shares, Restricted Stock Units, etc.). In addition, each proposed grant list shall indicate the name of each grantee and TMX number, number of shares or other equity vehicle proposed for award, and the specific vesting schedule of each tranche. Each proposal also shall include an estimated cost to the Company of such grant based upon then applicable option expense accounting. Any unusual or special circumstances shall be noted in the “notes” column.

4. Prior to submission of each proposed equity grant list to General Counsel, the VP C&B shall obtain the approval of the following officers of the Company, as evidenced by their signatures on the equity grant proposal (two signatures required for all grants):

MEP

- A. CEO Restaurant Division or President or CEO. If there is no Restaurant Division President, the Chief Operating Officer/SVP Operations of the Company or Restaurant Division
- B. SVP Human Resources (SVP HR) or Chief Financial Officer (CFO)

New Executive Hires

- A. SVP HR or CEO or VP Talent
- B. CFO or CEO (if he/she is not 1st signatory)

Executive Promotions

- A. CEO
- B. SVP HR or CFO

Annual grants

- A. CEO
- B. SVP HR or CFO

5. The VP C&B shall then forward the executed equity grant request containing the signatures of all required approvers to General Counsel no later than three (3) days before the scheduled Compensation Committee meeting at which the proposed grants are to be presented (i.e., by Monday for a Thursday meeting). In special circumstances, the General Counsel only may accept equity grant request as late as one (1) business days before the Compensation Committee meeting, in the discretion of the General Counsel.

6. The General Counsel shall review the proposed equity grant request for missing and/or incomplete information and/or approval signatures. If the request requires correction or clarification, the General Counsel shall return the equity grant request to the VP C&B for revision. The revised equity grant request, with all required signatures, then shall be returned to the General Counsel.

7. The General Counsel shall then send the proposed equity grant request, in final form and with all required signatures, to the members of the Compensation Committee for consideration prior to the Compensation Committee's next scheduled meeting by inclusion in the Agenda Book for the meeting and posting in Director's Desk.

8. The Compensation Committee shall consider the proposed equity grant request for approval at the next regularly scheduled meeting (see paragraph 1 above) at which a quorum is present. There are no exceptions to this process. The Compensation Committee's decision with respect to grant

of equity awards shall be documented in meeting minutes by the Secretary of the meeting, and the details of any equity grants approved by the Compensation Committee shall be appended as an exhibit to the minutes of the meeting. If no meeting occurs, or if a quorum is not present, any proposed equity grants may be resubmitted for consideration at the next regularly scheduled Compensation Committee meeting.

9. The Grant Date shall be the date that the Compensation Committee meets to approve the proposed equity grants, and the exercise price (for options) shall be 100% of the Fair Market Value of the shares of Common Stock of the Company on the Grant Date, as defined in the Plan (generally, closing sales price at date of grant). If the Compensation Committee approves an equity grant on a day when there is no closing sales or closing bid price, the exercise price shall be the Fair Market Value at the close of the last preceding day for which such quotation exists, as set forth in the Plan.

10. Following approval of any equity grants by the Compensation Committee, and no later than the close of business on the third business day following the Grant Date, the General Counsel (or the Secretary of the Compensation Committee meeting) shall send a copy of the approved equity grant request to (i) the VP C&B, and (ii) the Company's Stock Plan Administrator (SPA), including the Grant Date. The SPA shall note the exercise price of any stock options as the FMV of the shares of common stock of the Company on the Grant Date, as set forth in the Plan.

11. Any administrative errors shall be corrected at the next scheduled meeting of the Compensation Committee, as approved by such Committee, and reflected in the minutes of the meeting. In no event shall there be an adjustment of the Grant Date of an approved equity grant. The administrative error shall be noted on the request for such corrected grant. Some examples of administrative errors that may be corrected pursuant to this procedure are as follows:

- New Hire grantee inadvertently left off the list of proposed grants at the meeting subsequent to his or her Hire Date, cured by requesting the grant at the next meeting, with the vesting schedule and Grant Date (and consequently, the exercise price) established at the subsequent Compensation Committee meeting.
- Incorrect TMX number for Grantee corrected by notes to Compensation Committee on next grant request but no change in the Option (or Grant Date) originally granted.

B. Post-approval Process Prior to Vesting/Exercise

1. **All grants.** The SPA shall prepare (directly or in conjunction with a third party administrator) equity grant documents and distribute such documents to grantees in a timely manner as set forth below and in accordance with applicable accounting rules. In each instance the SPA shall provide notice of approval of any equity award to the grantee no more than thirty (30) days from the Grant Date (i.e., the date of approval by the Compensation Committee). If for any reason documentation and delivery of an approved grant shall occur more than thirty (30) days after the Committee's approval of the grant, the SPA shall (i) provide notice to the grantee of all pertinent

information related to the grant and (ii) follow up with equity grant documents as soon as reasonably practicable thereafter.

2. Process for Non-Section 16 Grants. For all new grants other than those to Section 16 Filers (see paragraph B.3 below for process for Section 16 Filers), the SPA shall complete and upload a new grant award template and any information required to be provided in connection with delivery of the Plan Prospectus (see paragraph B.4 below) to Charles Schwab & Co. (“Schwab”) within two (2) business days of receipt of the approved grants. If the award is of restricted stock, the SPA will notify Schwab that a new grant requires Exhibit A be included in the grant agreement documents. Schwab shall then post the uploaded information into the Schwab Equiview database, so that the information may be viewed online. (Note: All new grants posted to Equiview have a “hold” assigned by Schwab that prevents any grantee notification or acceptance pending further review of the grant by the Company.)

Once the SPA receives confirmation from Schwab that the upload has been posted on Equiview, the SPA will notify the Company’s designated reviewer, currently the Senior Manager of Strategy and Finance or the Senior Vice President, Finance and Strategy if the Senior Manager of Strategy and Finance is not available.

Once the designated reviewer approves the uploaded grants, the approval must be forwarded to Schwab. Upon receipt of the approval, Schwab will remove the new grant hold and initiate the online grant acceptance (“OGA”) function by sending a notification letter to the grantee with instructions on how to accept the grant online.

3. Process for Section 16 Grants. For Section 16 Filer grants, the SPA will prepare equity grant documents in accordance with the approved and distribute the grant documents, including the applicable Plan Prospectus (see below), to grantees within thirty (30) days from the Grant Date. If the award is of restricted stock, the SPA will also complete Exhibit A to the Award Agreement, regarding alternatives for delivery of physical share certificates. As noted in paragraph B.1 above, if for any reason documentation and delivery of an approved grant shall occur more than thirty (30) days after the Compensation Committee’s approval of the grant, the SPA shall (i) provide notice to the grantee of all pertinent information related to the grant, and (ii) follow up with equity grant documents as soon as reasonably practicable thereafter. In each instance the SPA shall provide notice of approval of any equity award to the grantee no more than thirty (30) days from the Grant Date (i.e., the date of approval by the Compensation Committee).

4. Delivery of Plan Prospectus and SEC Filing List. The SPA shall deliver to each recipient of an equity grant under the Plan a copy of the current Plan Summary and Prospectus related to his or her grant. Each Prospectus must include a list of the Company’s SEC filings incorporated by reference into the Prospectus, which list is maintained in a separate document (the “SEC filing list”) and is to be delivered concurrently with the Prospectus. The Stock Plan Administrator shall update the SEC filing list monthly (i.e., prior to each Prospectus delivery date).

C. Maintaining the Designated Insider List

The Company maintains a list of those individuals designated as “insiders” (the “Designated Insiders” or “DI”) under the Special Trading Policy and Procedures (“STPP”) and requires each DI to execute an acknowledgment of receipt of the STPP. Designated Insiders may not transact in the Company’s securities during a closed trading window or when they are in possession of material, nonpublic information about the Company (see Section E below). The Designated Insider trading list is updated as follows:

1. The SPA shall maintain the list of Designated Insiders. Individuals in the following categories shall automatically be placed on the DI list: (i) all corporate officers at Director level and above; (ii) all members of the Board of Directors; (iii) all members of the Legal Department; (iv) all members of the Audit Department; (v) administrative assistants to each Executive Officer; (vi) each member of the Finance department with access to consolidated financial information and (vii) all RVPs, ADOs, AKOMs, and CKOMs. Other individuals (“Selected Staff”) may be added to the insider list as determined by the SPA in consultation with General Counsel and SVP HR. Selected Staff may include the following positions: (i) each member of the Information Technology department with elevated privileges having access to consolidated financial information or other material, non-public information of the Company or (ii) any other staff member whose position requires that he or she have access to consolidated financial information or other material, non-public information of the Company.

2. As new positions are created, the VP C&B will obtain the General Counsel’s determination as to whether or not such position should be added to the DI list. As individuals change within an established position, the VP C&B will notify the SPA so that the insider list is updated contemporaneously with such changes.

3. The VP HR, VP Talent, Corporate Talent Selection Manager, and VP C&B will monitor new hires at Corporate, and the Director of Bakery HR will monitor new hires in the Bakery, and recommend inclusion on the DI list to the SPA as appropriate. The SPA shall prepare an updated DI list bi-annually in September and in March, and provide copies to the General Counsel.

4. Each week, the Compensation & HR Systems Department (CHRS) shall send a list of corporate and bakery administrative new hires and internal job code changes to the SPA. The SPA shall review this list for potential additions to the DI list and contact the applicable department head to discuss the potential addition, if required. Any questions as to whether an individual should be included on the DI list shall be directed to the General Counsel for final determination. In addition, the SPA shall review the monthly equity grants approved by the Compensation Committee to identify new hires and promoted staff members who should be added to the DI list.

5. Each September and March, the SPA shall verify the Selected Staff list by contacting applicable department heads and shall reconcile the DI list to the Officer Codes maintained in Equiview (Charles Schwab’s database).

6. Each December, the SPA shall perform the following additional procedures to ensure all required individuals are included on the DI list: (i) review the list of Directors and above; and (ii) review the current list of ADOs, AKOMs and CKOMs.

7. The SPA shall notify Schwab of any changes to the DI list within one (1) week of such changes becoming effective.

D. Special Trading Policy Acknowledgement Procedures

1. All other Designated Insiders shall execute an acknowledgement of receipt of the STPP. In addition, Section 16 Filers shall also execute the Addendum to the STPP. All such acknowledgments shall be circulated by the SPA and the executed documents shall be maintained by the SPA. However, if the Designated Insiders (other than Section 16 Filers) have Schwab accounts, they may acknowledge receipt of the STPP as part of the OGA process through Schwab. These acknowledgements may be accessed through Schwab's Equiview database.

2. Each March, the SPA shall review the list Selected Staff on the DI list to ensure each person has executed an acknowledgement of the STPP. The SPA shall circulate the form of acknowledgement for signature to any Selected Staff member who does not have a current acknowledgement on file with either the SPA or through Equiview. The SPA shall then maintain the executed acknowledgements, filed by year. Execution of the form of acknowledgement may also be made electronically, if such a mechanism is made available by the IT department.

3. Any amendment to the STPP and/or Addendum to the STPP shall be circulated to the Designated Insiders and an acknowledgement of receipt of the new STPP and/or Addendum shall be obtained from each individual required to acknowledge receipt of the STPP and/or Addendum, as described in paragraph D.1 above, no later than sixty (60) days following such amendment to the STPP and/or Addendum to the STPP.

E. Opening and Closing of Trading Window under Special Trading Policy

The General Counsel and SPA are primarily responsible for monitoring the opening and closing of the trading window under the Company's STPP. The process for administering the trading windows is as follows:

1. Notification of regularly scheduled closing of window period and blocking of trading ability in Company-established accounts with third party broker (currently Charles Schwab) (the "Schwab Accounts"): On or before the last day of an open window period, and no later than the date and time at which the trading window is scheduled to close, the Stock Plan Administrator shall send an email communication to each Designated Insider subject to the STPP, including all Section 16 Filers. The email shall be substantially in the form attached hereto as Exhibit E-1. The SPA shall proceed to block trading of each Designated Insider in his or her Schwab Account. The SPA shall block trading of each Designated Insider through Schwab Accounts as of the date and time of the closing of the window, no earlier and no later.

2. Notification of regularly scheduled opening of window period and unblocking of trading ability in Schwab accounts: On or before the last day of a closed window period, the SPA shall send an email communication to each Designated Insider. The email shall be substantially in the form attached hereto as Exhibit E-2. The SPA shall proceed to unblock trading of each Designated Insider's Schwab Account. The SPA shall unblock trading of each Designated Insider (see FN 3 below) on the date and time of the opening of the window, no earlier and no later.

3. Internal notification of unscheduled closing of window period: The first recipient, either the General Counsel or the Chief Financial Officer (CFO), of information regarding an event that may trigger closing of a trading window, shall inform the other and the Chief Executive Officer (CEO) and the SPA of the advisability of closing the trading window. If this communication is oral, a confirming email message shall be sent as soon as possible thereafter. The SPA will then send an email communication, following the same distribution process as set forth in paragraph E.1 above, which notifies the Designated Insiders (or a specific group thereof with knowledge of the event) that the trading window has closed. The email shall be substantially in the form attached hereto as Exhibit E-3, with changes as approved by the General Counsel.

Immediately upon receipt of notification by General Counsel or the CFO, either by email or oral communication, the SPA shall block trading in each Designated Insider's (see FN 3 below) Schwab Account. The SPA shall send an email communication, substantially in the form attached as Exhibit E-4 with changes as approved by the General Counsel, that announces the reopening the trading window on (i) the third trading day following the public disclosure of the event that triggered the closure of the window, or (ii) a later date approved by the General Counsel, provided that the reopening date is within an open trading window permitted under the Special Trading Policy and Procedures.

4. Procedure for notification of stock repurchase program brokers of unscheduled closing of window period: The CFO shall be responsible for advising the Company's brokers authorized to repurchase the Company's securities of the Company's STPP. Upon a determination that an unscheduled closure of the window period will occur, the CFO will inform each trading broker acting on behalf of the Company pursuant to a stock purchase agreement (but excluding brokers acting under any Section 10b5-1 trading plans who shall continue to act in accordance with such plans) to immediately suspend all trades in the Company's securities. If such information is communicated orally, the CFO shall send an email confirmation as soon as feasible thereafter. The CFO shall request all such brokers to confirm by email as soon as possible that all trades have been suspended until further notice from the CFO. If the CFO does not promptly receive a confirming response in writing (and if closure was made after trading hours, in all events prior to the opening of the NASDAQ market on the next trading day), the CFO shall continue to follow up with the brokers to confirm that the repurchases have been suspended until email confirmation has been received from all brokers engaged in the repurchase transactions. All confirmations from participating brokers shall be forwarded by the CFO to the General Counsel.

F. Exercises of Equity Grants

The procedures for exercise of equity grants are beyond the scope of this memo. However, in the case of any exercise by a grantee who is a Section 16 filer, the SPA shall advise General Counsel, CFO and the Vice President of Investor Relations as soon as reasonably feasible of such exercise, which may be made by supplying a copy of the file Form 4.

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Exhibit E-1 – closing window

In accordance with the Company's Special Trading Policy and Procedures, the Company's trading window for transactions in Company securities will close at the end of business on [day and date]. This means that you and members of your household may not trade in securities of the Company until the trading window reopens and you are not aware of material, nonpublic information about the Company. Please refer to the Special Trading Policy for additional information about trading restrictions that may apply to you.

If you have any questions about this process, please send me an email or give me a call at [phone].

Exhibit E-2 – opening window

In accordance with the Company's Special Trading Policy and Procedures, the Company's trading window for transactions in Company securities will open at the start of business on [date].

Please note that even though the trading window will be open, you and members of your household may not transact in Company securities if you are aware of material, nonpublic information about the Company.

[For Section 16 officers and directors: In addition, any transactions in Company securities by you, members of your household and any other person whose transactions in our stock you control or influence, must be pre-cleared with [name], our Trade Clearance Officer, unless pursuant to a current 10b5-1 trading plan. Please remind your broker that all transactions must be pre-cleared in compliance with the Company's Special Trading Policy and Procedures, including the Addendum for Section 16 Filers.]

If you have any questions with respect to the above, please contact me via email or by phone at [number].

Exhibit E-3 – unscheduled closing

In connection with recent events that have not yet been disclosed to the public, we are instituting a special black-out period for trading in the Company's securities. As a result, the trading window will be closed for you beginning [immediately] [specify date and time]. This means that you and members of your household may not trade in securities of the Company until the trading window reopens and you are not aware of material, nonpublic information about the Company. Please refer to the Special Trading Policy for additional information about trading restrictions that may apply to you. Please note that the imposition of this special black-out period is considered material, nonpublic information and may not be shared except in accordance with Company policy.

If you have any questions about this process, please send me an email or give me a call at [phone].

Exhibit E-4 – reopening after unscheduled closing

As you know, we instituted a special blackout period for trading in the Company’s securities beginning on [date]. We will re-open the trading window for transactions in Company securities at the start of business on [date].

Please note that even though the trading window will be open, you and members of your household may not transact in Company securities if you are aware of material, nonpublic information about the Company.

[For Section 16 officers and directors: In addition, any transactions in Company securities by you, members of your household and any other person whose transactions in our stock you control or influence, must be pre-cleared with [name], our Trade Clearance Officer, unless pursuant to a current 10b5-1 trading plan. Please remind your broker that all transactions must be pre-cleared in compliance with the Company’s Special Trading Policy and Procedures, including the Addendum for Section 16 Filers.]

If you have any questions with respect to the above, please contact me via email or by phone at [number].

Roles and Responsibilities as of September 15, 2014:

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| CEO | David Overton |
| President , CFRI | David Gordon |
| CFO and Trade Clearance Officer | Doug Benn |
| General Counsel and Equity Grant Compliance Officer | Debby Zurzolo |
| SVP Human Resources and VP Talent | Dina Barmasse |
| SVP Finance and Strategy | Matt Clark |
| VP Finance and Controller | Cheryl Slomann |
| VP Compensation & Benefits | Rich Frings |
| VP Investor Relations | Jill Peters |
| Stock Plan Administrator | Michael Chandler |
| Company designated reviewer | Etienne Marcus |