

# THE CHEESECAKE FACTORY INCORPORATED

## Corporate Governance and Nominating Committee

### Policies and Procedures Regarding Board of Directors Candidates

(Amended February 13, 2019)

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of The Cheesecake Factory Incorporated (the “Company,” “we” or “us”) is responsible for identifying candidates for nomination or appointment to the Board. To fulfill this function, the Committee will at least annually review the size and composition of the Board and its committees, including the number of directors eligible for election at the annual meeting of stockholders. The Committee may solicit recommendations for nominees from other directors, members of management, or others. In addition, the Committee will consider recommendations of stockholders of record or beneficial owners that timely comply with these policies and procedures.

1. **Minimum qualifications.** The Committee has identified the following minimum qualifications for candidates for nomination to the Board:
  - Pursuant to our Bylaws, each candidate nominated by a stockholder must consent in writing to be named in our proxy statement as a nominee and to serve as a director of the Company if elected.
  - Pursuant to our Bylaws, each candidate must agree that if elected he or she will submit an irrevocable resignation to our Company’s secretary promptly following his or her election or reelection that will be effective upon (i) such director’s failure to receive a “majority vote” for reelection in any “uncontested election” (as those terms are defined in our Bylaws) at which he or she is subject to reelection; and (ii) acceptance of that resignation by the Board in accordance with the Bylaws and any policies and procedures adopted by the Board for such purposes.
  - Each candidate shall be an individual who has demonstrated integrity and ethics in his/her personal and professional life and has established a record of professional accomplishment in his/her chosen field.
  - Each candidate shall be prepared to represent the best interests of all of our stockholders and not just one particular constituency.
  - Each candidate must be prepared to participate fully in Board activities, including active membership on Board committee(s) if appointed as a committee member, and not have other personal or professional commitments that would, in the Committee’s sole judgement, interfere with or limit his or her ability to do so.

**Criteria for Evaluating Candidates; Diversity.** Our Board believes director diversity enhances dialogue in the boardroom, contributing to thorough analysis of proposals and informed decision-making. The Committee seeks to further develop the diverse characteristics of the Board with the goal of enhancing the Board's ability to adequately perform its responsibilities and adhere to good corporate governance practices.

In evaluating nominations, the Committee will take into consideration the overall composition of the Board, the balance of different capabilities and overall diversity in its broadest sense, including in the areas of personal and professional experiences, age, gender, ethnicity, geography, financial and managerial and operational knowledge; variety of opinions and perspectives; and other differentiating characteristics.

In addition, the Committee is committed to actively seeking highly qualified candidates who reflect diversity of gender and ethnicity to include in the pool from which Board nominees are chosen, including candidates from non-executive corporate positions and non-traditional environments.

The Governance Committee will periodically review and assess the effectiveness of the practices used in considering potential director candidates. Following this review, the Committee will present any recommendation for changes of the policy or protocols to the Board.

The Committee will consider the following criteria among other factors in evaluating candidates for nomination in light of the size and composition of the Board and its committees:

- Satisfaction of the minimum qualifications established by the Committee.
- Education and other training.
- Relevant personal and professional background, including financial, managerial and operational skills and knowledge and experience in both corporate and non-traditional environments, such as government, academia and non-profit organizations.
- Whether the candidate would qualify as an "independent" director as defined by Nasdaq's listing standards.
- The candidate's reputation for judgement and honesty.
- The existence of any of the relationships described in Item 407(e)(4) of Regulation S-K ("Compensation Committee Interlocks and Insider Participation").
- The number and identity of any other boards of directors of which the candidate is a member.
- Other professional and personal commitments that could affect the candidate's ability to serve.

2. **Procedure for Stockholder Recommendations of Candidates for Nomination.** The Committee will consider recommendations for nominations submitted by stockholders of record. In order to give the Committee sufficient time to evaluate a recommended candidate, the recommendation should be received by the Company's secretary at the Company's principal executive offices not later than the 120<sup>th</sup> calendar day before the date of the Company's proxy statement released to stockholders in connection with the previous year's annual meeting of stockholders. The recommendation must include all of the following:

- The stockholder's name, address and telephone number;
- The recommended candidate's name, address and telephone number;
- The written consent of the recommended candidate to be named in the Company's proxy statement and to serve as a director elected;
- A description of all arrangements or understandings in connection with such recommendation between the stockholder and the recommended candidate or between the stockholder and any other person or persons (including their names);
- A description of any business, familial or other financial or personal relationship between the stockholder and the recommended candidate; and
- Information with respect to the recommended candidate with respect to each of the criteria identified above for evaluating recommendations.

In the case of a special meeting called for the election of one or more directors, a recommendation should be received by the Company's secretary no later than the close of business on the tenth day following the date on which the Company makes public disclosure of the meeting date.

3. **“Independent Director”** The term “independent director” shall be defined as set forth in the listing standards of the Nasdaq Stock Market.