

# THE CHEESECAKE FACTORY INCORPORATED

## Corporate Governance and Nominating Committee

### Policies and Procedures Regarding Board of Directors Candidates

(Amended and Restated February 11, 2016)

The Corporate Governance and Nominating Committee (the "Committee") is responsible for identifying candidates for nomination or appointment to the Board of Directors. To fulfill this function, the Committee will at least annually review the size and composition of the Board of Directors 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 a stockholder of record or beneficial owners who timely complies with these policies and procedures.

1. **Minimum qualifications.** The Committee has identified the following minimum qualifications for candidates for nomination to the Board:
  - Each candidate must consent in writing to be named in our proxy statement as a nominee and to serve as a director of the Company if nominated, elected or appointed, and qualified.
  - Each candidate must agree that if elected he or she will submit an irrevocable resignation to our corporate 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's service as a director must not cause us or any of our subsidiaries to lose, or to be threatened with the loss of, any application for, right to the use of, or entitlement to, any material governmental license, authorization or permit.
  - 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.
  - No candidate or family member (as defined under NASDAQ rules) of a candidate may have any current material personal, financial or professional interest in any company which is determined by the Committee to be a significant competitor of ours.
  - Each candidate must be prepared to participate fully in Board activities, including active membership on at least one Board committee, and not have other personal or professional commitments that would, in the Committee's sole judgment, interfere with or limit his or her ability to do so.

- Each candidate shall be prepared not to serve as a member of the board of directors of more than two publicly traded companies in addition to ours without prior approval of the majority of the Independent Directors.

2. **Criteria for Evaluating Candidates; Diversity.** In evaluating nominations, the Committee will seek to achieve a balance of different capabilities and overall diversity, including in the areas of personal and professional experiences and backgrounds, financial, managerial and operational knowledge, variety of opinions and perspectives, and other differentiating characteristics with the goal of seeking and selecting candidates that will enhance the Board's ability to adequately perform its responsibilities, increase shareholder value, and adhere to good corporate governance practices. The Committee will consider the following criteria in evaluating candidates for nomination in light of the size and composition of the Board of Directors and its committees:

In evaluating nominations, the Committee will take into consideration a 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, managerial and operational knowledge; variety of opinions and perspectives; and other differentiating characteristics with the goal of seeking and selecting candidates who will enhance the Board's ability to perform its responsibilities, increase stockholder value and adhere to good corporate governance practices.

The Committee will consider the following criteria 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 is a party to any action or arbitration adverse to us or any of our subsidiaries.
- Whether the candidate would contribute to Board diversity in the broadest sense (including, without limitation, characteristics such as age, gender, ethnicity, education, geography and personal and professional experiences)
- Whether the candidate would qualify as an "independent" director as defined by The NASDAQ Stock Market's listing standards.
- Whether the candidate would qualify as an "audit committee financial expert."
- Whether the candidate has been involved in any legal proceeding that would be required to be disclosed by us pursuant to Item 401(f) ("Involvement in Certain Legal Proceedings") of Regulation S-K.
- Whether any business relationships exist, or have existed, that would be required to be disclosed pursuant to Item 404 ("Transactions with Related Persons, Promoters and Certain Control Persons") of Regulation S-K.

- The candidate's reputation for judgment and honesty.
- Whether we would be required to disclose any of the relationships described in Item 407(e) of Regulation S-K.
- 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.
- Whether the candidate has provided accurate and complete responses to any requests for additional information by the Committee.
- Other relevant characteristics that would enhance the Board's ability to adequately perform its responsibilities, increase stockholder value, and adhere to good corporate governance practices.
- Any history of criminal convictions.
- Whether the candidate has agreed to be interviewed by the Committee, if requested.

In addition, the Committee may consider whether the nomination and election of the candidate would result in less than two-thirds of the Board being "independent directors" as defined in our policies and procedures.

3. **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 if nominated, elected or appointed, and qualified to serve;
- 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.

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