



# Governance and Nominating Committee Charter

## I. Committee Membership

The Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Brinker International, Inc. (the "Company") shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the requirements of the New York Stock Exchange (the "NYSE").

The members of the Committee shall be appointed by the Board. Candidates to serve on the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

## II. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson and may designate one member as its vice-chair. Meetings of the Committee shall be presided over by the chairperson of the Committee or, in the absence of a chairperson, by the vice-chair. The Committee shall meet in person or telephonically as often as may be deemed necessary or appropriate, in its judgment, at a time and place determined by the Committee chairperson, with further meetings to occur or actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson. To the extent practical, Committee meetings should be held in conjunction with regularly scheduled Board meetings. Either the chairperson of the Committee, the Chairman of the Board or the Lead Director (if any), or the Chief Executive Officer may call a meeting.

At all meetings of the Committee, a majority of the Committee shall be sufficient and necessary to constitute a quorum for the transaction of business. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee. The Committee may also act by unanimous written consent.

The Committee shall keep regular minutes of its meetings and proceedings and report on the same to the Board at the next meeting.

## III. Committee Purposes and Responsibilities

The purposes and responsibilities of the Committee include the following:

1. To periodically review the size and composition of the Board to assess the capabilities of serving directors and the Board as a whole, as well as additional capabilities considered necessary or desirable in light of existing and future Company needs;
2. To develop criteria for evaluating prospective candidates to the Board or any committee thereof, including any specific minimum qualifications for recommendation to the Board and any specific qualities or skills necessary for one or more directors to possess;
3. To identify individuals believed to be qualified to become Board members consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders and to fill vacancies in the office of a director (including a vacancy created by an increase in the size of the Board);
4. To assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board;
5. To consider director candidates recommended by the Company's stockholders; such consideration shall be in accordance with the policy developed by the Committee and adopted by the Board, if any (which policy shall be included in the Company's proxy statement);
6. To develop and recommend to the Board standards to be applied in making determinations on (i) the "independence" of directors under the rules of the NYSE and the Securities and Exchange Commission ("SEC"), (ii) qualifications for service on Board committees, and (iii) standards and

recommendations regarding the “audit committee financial expert,” as defined by the rules of the SEC.

7. To identify Board members qualified to serve on any committee of the Board including the Committee and to recommend committee members and chairpersons for appointment by the Board. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members;
8. To exercise oversight of the evaluation process for the Board, as a whole, its committees, and individual directors;
9. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review those principles at least once a year and to monitor compliance with these principles;
10. At least annually, review the compensation paid to, and stock ownership guidelines for, non-management (i.e., independent) Directors and make recommendations to the full Board for its consideration on such matters;
11. At least annually, review the composition of each committee of the Board and make recommendations to the Board as may be needed in accordance with the Board's Corporate Governance Guidelines;
12. To annually recommend to the Board the member to be nominated for election as non-executive Chairman of the Board and/or Lead Director, as applicable;
13. To oversee preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operation of the Committee;
14. The Committee shall oversee policies regarding succession planning for the Chief Executive Officer in the event of an emergency impacting the Chief Executive Officer;
15. Periodically, the Committee shall conduct a peer review process for all directors (including the Chairman of the Board or the Lead Director (if any)), focusing on such director's contribution to the Board and the Committees upon which he or she serves, and specifically focusing on areas in which the other directors believe such director could improve in his or her service to the Board. The results of the peer review, including continued service on the Board, will be discussed with each director in accordance with the process adopted by the Committee;
16. To approve directorships at other for-profit organizations offered to directors of the Company;
17. To oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement;
18. To discuss with the Company's General Counsel any significant legal matters relating to the Company's compliance policies, including material notices to or inquiries received from governmental agencies, compliance systems with respect to legal and regulatory requirements and programs to monitor compliance with the Company's code of conduct and ethics;
19. To oversee the orientation process for new directors and continuing education for directors;
20. To annually review the Company's policies and programs relating to social responsibility and environmental and sustainability matters, and to make recommendations to management as it deems appropriate with respect to such matters; and
21. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to governance matters and the nomination of the Board and committee members.

#### **IV. Performance Evaluation**

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

#### **V. Delegation to Subcommittee**

The Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Committee.

#### **VI. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of outside counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any search firm or other advisors or experts employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Committee is empowered to investigate any matter within the scope of its mandate brought to its attention with full access to any relevant books, records and facilities of the Company.

#### **VII. Committee Reports**

The Committee shall prepare the following reports:

1. An annual performance evaluation of the Committee, as described under "Performance Evaluation" above.
2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

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