

THE CHEESECAKE FACTORY INCORPORATED
Corporate Governance and Nominating Committee Charter

Amended and Restated As Of June 5, 2012

ARTICLE I

Purposes

The Board of Directors has established the Corporate Governance and Nominating Committee (the “Committee”) for the following purposes:

- To review periodically issues and developments related to corporate governance and, as appropriate, make recommendations to the Board of Directors with respect to corporate governance standards;
- To review and make recommendations to the Board of Directors with respect to stockholder corporate governance proposals;
- To evaluate and recommend to the Board of Directors the establishment and composition of committees of the Board of Directors;
- To oversee and recommend programs and activities for the continuing education of members of the Board of Directors;
- To establish a policy with respect to the number of directorships in other companies that may be held by a member of the Board of Directors;
- To identify potential candidates for nomination or appointment as directors, including those to fill any vacancy on the Board of Directors, and to recommend to the Board of Directors director nominations to be presented for stockholder approval at the annual meeting; and
- To ensure that effective processes are in place to provide continuity of executive leadership and to assess if such leadership possesses sufficient depth and talent to execute long term strategies.

ARTICLE II

Composition

1. *Members.* The Committee shall consist of as many members as the Board of Directors shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board of Directors at the first meeting to be held following the annual meeting of stockholders of the Company.

2. *Qualifications.* Each member of the Committee shall be “independent” as defined under the listing standards of the Nasdaq Stock Market.
3. *Chairperson.* The Chairperson of the Committee shall be appointed by the Board of Directors.
4. *Vacancies.* Any vacancies on the Committee shall be filled by the Board of Directors at the next meeting of the Board of Directors following the occurrence of the vacancy.

ARTICLE III

Authority And Operations

The Committee shall meet at least two times annually. The Committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to the bylaws of the Company. The Committee shall have the authority to retain legal, financial or other advisors as the Committee may deem necessary or appropriate and such advisors shall report directly to the Committee. The same advisors may be engaged by other committees of the Board of Directors.

ARTICLE IV

Succession Planning

The Committee shall assist the Chief Executive Officer in succession planning for key executive positions, in the following areas:

- Implementation of a succession plan for executive officer positions, including identification of potential internal candidates and assessment of development areas required to address both current and long term needs of the Company;
- Development of a process for periodic review of designated candidates’ readiness and reporting results of such reviews to the Board on an annual basis;
- Preparation of a contingency plan for temporary emergency absences of the Chief Executive Officer due to disability or other unexpected event; and
- Preparation of a long term continuity plan for succession to the Chief Executive Officer position, including identifying suitable candidates for appointment to management positions who could be developed as part of the Chief Executive Officer succession plan.