

SONIC CORP.

AUDIT COMMITTEE CHARTER

(Amended and Restated - November 15, 2002)

Purpose

The Audit Committee (the "Committee") is established by the Board of Directors for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company.

The Committee is responsible for assisting the Board's oversight of (1) the quality and integrity of the Company's financial statements and related disclosure, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, (4) the performance of the Company's internal audit function and independent auditors and (5) related-party transactions.

This Charter amends and replaces the Audit Committee Charter originally adopted by the Board on April 25, 2000.

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board.
2. Qualifications. Each member of the Committee shall meet all applicable independence, financial literacy and other requirements of law and the Nasdaq Stock Market, Inc. ("Nasdaq"), or the rules of any other exchange on which the Company's shares may be traded. Each member of the Committee shall be able to read and understand financial statements. In addition, at least one member of the Committee must meet the applicable Securities and Exchange Commission ("SEC") and Nasdaq definitions of "financial expert" as may become applicable. Each member of the Committee is prohibited from owning or controlling 20 percent or more of the Company's voting securities, or such lower number as may be established by applicable law. No member of the Committee will receive any compensation from the Company except for Board or Committee service.
3. Chair. The Chair of the Committee shall be appointed by the Board.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four times per year and as more frequently as circumstances require. The Committee shall have the opportunity to meet with the independent auditors without members of management present at each regularly scheduled meeting of the Committee, and may meet periodically, with other members of management, the general counsel and the internal auditor, upon request.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be communicated to the members of the Committee in advance.

3. Report to Board. The Committee shall report regularly to the entire Board and shall maintain the minutes of its meetings with the corporate records of the Company.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically and recommend any changes to the Board.
5. Continuing Education. The Company is responsible for providing the Committee with educational resources relating to accounting principles and procedures, current accounting topics pertinent to the Company and other materials as requested by the Committee. The Company shall assist the Committee in maintaining appropriate financial literacy.

Authority and Duties

Independent Auditor's Qualifications and Independence

6. Authority to Appoint Independent Auditor. The Committee has the sole authority to appoint, determine funding for, oversee and, where applicable, replace the independent auditor employed by the Company to audit its financial statements. The Committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board and the Committee, as representatives of the Company's shareholders.
7. Approval of Non-Audit Services. The Committee has the sole authority to approve in advance any non-audit services permissible under applicable law to be provided by the independent auditor. The Committee shall review with the lead audit partner whether any of the senior audit team members receive any discretionary compensation from the audit firm with respect to non-audit services performed by the independent auditor.
8. Evaluation of Independent Auditor. The Committee shall obtain and review with the lead audit partner, annually or more frequently as the Committee considers appropriate, a report by the independent auditor describing: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting independent audits carried out by the independent auditor, and any steps taken to deal with these issues; and (to assess the independent auditor's independence) all relationships between the independent auditor and the Company. The Committee shall assure the regular rotation of the lead audit partner every five years.
9. Evaluation of Senior Members of Audit Team. The Committee shall review the experience, qualifications and performance of the senior members of the independent auditor team as part of the selection process.
10. Approval of Employment of Members of Independent Auditors. The Committee shall approve in advance the hiring of any person who is an employee or was a former employee of the independent auditor during the preceding three fiscal years.

Related Party Transactions

11. Approval of Related Party Policies. The Committee shall review and approve policies and procedures with respect to proposed transactions between the Company and related-parties.
12. Approval of Related Party Transactions. The Committee shall review and approve in advance all such related-party transactions.

Financial Statements and Related Disclosure

13. Review of Financial Statements. The Committee shall review the annual audited financial statements and quarterly financial statements with management and the independent auditor, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", before the filing with the SEC of the Company's Form 10-K and furnishing of interim reports on Form 10-Q. The review by the Committee shall include their judgment about the quality, not just the acceptability of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.
14. Report of Audit Committee. The Committee shall also prepare its report to be included in the Company's annual proxy statement as required by SEC regulations.
15. Review of Earnings Press Releases. The Committee (or a Committee designee) shall review the information to be included in management earnings press releases before they are issued. The Committee shall review generally with management the nature of the financial information and earnings guidance provided to analysts and rating agencies.
16. Review of Policies and Practices. The Committee shall review with the independent auditor: (a) all critical accounting policies and practices to be used by the Company in preparing its financial statements, (b) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (c) other material communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences. In addition, the Committee shall review with the independent auditor any audit problems or difficulties and management's response.
17. Review of Disclosure Controls. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, the effectiveness of the Company's disclosure controls and procedures.
18. Review of Financial Reporting Practices. The Committee shall review with management, and any outside professionals as the Committee considers appropriate, important trends and developments in financial reporting practices and requirements and their effect on the Company's financial statements.

Performance of the Internal Audit Function and Independent Auditors

19. Review of Proposed Audit Process. The Committee shall review with management, the internal auditor and the independent auditor, the scope, planning and staffing of the proposed audit for the current year.
20. Review of Internal Audit Department. The Committee shall periodically review the internal audit department's organization, responsibilities, plans, results, budget and staffing. In addition, management shall consult with the Committee on the appointment, replacement, reassignment or dismissal of the principal internal auditor.
21. Review of Internal Controls. The Committee shall review with management, the internal auditor and the independent auditor, the quality, adequacy and effectiveness of the Company's internal controls and any significant deficiencies or material weaknesses in internal controls.
22. Review of Risk Management. The Committee shall periodically review the Company's policies with respect to risk assessment and risk management.

Compliance with Legal and Regulatory Requirements

23. Review of Legal Matters. The Committee shall periodically review with management, and any internal or external counsel as the Committee considers appropriate, any legal matters (including the status of pending litigation) that may have a material impact on the Company, and any material reports or inquiries from regulatory or governmental agencies.
24. Reporting of Complaints. The Committee shall establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters or potential violations of law, and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or potential violations of law.
25. Compliance Reports. The Committee shall obtain reports from management, the internal auditor and the independent auditor regarding compliance with all applicable material legal and regulatory requirements, including the United States Foreign Corrupt Practices Act.
26. Retention of Advisors. In discharging its oversight role, the Committee shall have access to all Company books, records, facilities and personnel. The Committee may engage and determine funding for independent external counsel or other advisors, in its sole discretion.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate.

Clarification of Audit Committee's Role

The Committee's responsibility is to provide assistance to the Board in fulfilling its oversight responsibility to the shareholders, potential shareholders, and investment community relating to the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, the internal audit function and the annual independent audit of the Company's financial statements. It is the responsibility of the Company's management to prepare the consolidated financial statements in accordance with applicable law and regulations and of the Company's independent auditor to audit those financial statements. In discharging its oversight role, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the financial and other information provided to the Committee by such persons or organizations.

The Board believes the Committee's policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.