

O'Charley's Inc.

Compensation and Human Resources Committee Charter

The Compensation and Human Resources Committee (the "Committee") of the Board of Directors (the "Board") of O'Charley's Inc. (the "Company") shall consist of not less than three outside members of the Board of Directors, each of whom shall be a "non-employee director" for purpose of Section 16 of the Securities Exchange Act of 1934, an "outside director" for purpose of Section 162(m) of the Internal Revenue Code of 1986, as amended, and satisfy such independence requirements of the NASDAQ Stock Market as may be promulgated from time to time. The Committee and its chairperson shall be elected annually by the Board of Directors.

The Board of Directors delegates to the Committee strategic and administrative responsibility on a broad range of issues. The Committee's basic responsibilities are (1) to assure that the Chief Executive Officer ("CEO"), other officers, and key management of the Company are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies and (2) ensuring that the overall personnel needs of the Company are being met.

Specifically, the Committee shall be responsible for the following:

1. Review annually and approve the Company's stated compensation strategy to ensure that management are rewarded appropriately for their contribution to Company growth and profitability and that the executive compensation strategy supports organization objectives and shareholder interests.
 2. The Committee shall have the sole authority to retain and terminate a compensation consultant to be used to assist in the evaluation of director, CEO, other officer and key executives' compensation and shall have sole authority to approve the consultant's fees and other retention terms, all at the Company's expense.
 3. Review annually and determine the individual elements of total compensation for the CEO and communicate in the annual Board Compensation Committee Report to shareholders the factors and criteria on which the CEO's compensation for the last year was based, including the relationship of the CEO's performance to that of the Company's results.
 4. Review and approve the individual elements of total compensation for the executive officers and key management other than the CEO and communicate in the annual Compensation Committee Report to shareholders the specific relationship of corporate performance to executive compensation. Typically, this will be accomplished based upon the recommendations of the CEO after review of comparative compensation and performance data.
 5. Approve revisions to the Company's salary range structure, salary increase guidelines, and increases associated with executive promotions.
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6. Assure that the annual incentive compensation plan is administered in a manner consistent with the Company's compensation strategy and the terms of the plan as to the following:

- Participation,
- Target annual incentive awards,
- Basis for funding and specific performance levels related thereto,
- Actual awards paid to senior management, and
- Total funds reserved for payment under the plan.

7. Administer the Company's long-term incentive plans in a manner consistent with the terms of the plans as to the following:

- Participation,
- Grant values and awards to recipients,
- Vesting requirements,
- Total shares reserved for awards, and,
- Specific funding criteria and performance levels.

8. Determine the need for and approve any employment contracts and/or change of control agreements.

9. Issue a report on executive compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.

10. Review the Company's employee benefit programs and approve changes subject to legal compliance, and where appropriate, shareholder or Board of Director approval.

11. Recommend to the full Board the remuneration of outside directors including payments for: (a) special projects, (b) attendance at Board meetings, and (c) participation in board committees, as well as (d) the issuance of awards of stock and stock options in accordance with the rules in effect under Section 16 of the Securities Exchange Act of 1934.

12. Review significant human resources processes for the Company to ensure the overall personnel needs of the Company are being met, including:

- Reviewing with the CEO matters pertaining to management succession and management development,
- Reviewing future personnel needs and recruitment program results,
- Reviewing the diversity of the Company's management and hourly employees and Company initiatives designed to increase the diversity of the Company's workforce,
- Reviewing areas of human resources risk, and
- Reviewing Company initiatives designed to attract and retain outstanding personnel.