

**APPLEBEE'S INTERNATIONAL, INC.**  
**CORPORATE GOVERNANCE/NOMINATING**  
**COMMITTEE CHARTER**  
**ADOPTED JANUARY 2003**  
**REVISED DECEMBER 11, 2003**

**Purpose**

The Corporate Governance/Nominating Committee is appointed by the Board of Directors (1) to identify individuals qualified to become Board members, and to recommend to the Board persons to fill Board vacancies or to stand for election by shareholders; (2) to recommend to the Board corporate governance guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board nominees for each Board committee.

**Committee Membership**

The Corporate Governance/Nominating Committee shall consist of no fewer than three members. The members of the Corporate Governance/Nominating Committee shall meet the independence requirements of the NASDAQ Stock Market.

The members of the Corporate Governance/Nominating Committee shall be appointed and replaced by the Board at any time. The Corporate Governance/Nominating Committee chairperson or chairpersons shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Corporate Governance/Nominating Committee.

**Meetings**

The Corporate Governance/Nominating Committee shall meet at least three times a year, and more frequently as circumstances dictate. A majority of the members of the Corporate Governance/Nominating Committee shall constitute a quorum for the transaction of business.

The Corporate Governance/Nominating Committee will maintain written minutes of its meetings, which minutes will be filed with the Secretary of the Company.

The Corporate Governance/Nominating Committee will report to the Board of Directors regarding recommendations of the Corporate Governance/Nominating Committee submitted to the Board of Directors for action, and provide the Board copies of the minutes of its meetings.

**Committee Authority and Responsibilities**

1. The Corporate Governance/Nominating Committee shall have the sole authority to retain and terminate any search firm to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Corporate Governance/Nominating Committee shall also have authority to access Company

resources and to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. Each year, the Corporate Governance/Nominating Committee shall implement and follow a process designed to seek individuals qualified to become board members for recommendation to the Board and shall consider the re-election of existing directors. The Corporate Governance/Nominating Committee believes that having directors with relevant experience in business and industry, government, finance and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide a useful perspective on significant risks and competitive advantages and an understanding of the challenges the Company faces. The Corporate Governance/Nominating Committee shall monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively.

Taking this into account, for each year's nominations the Corporate Governance/Nominating Committee will take the following steps:

- a. With respect to nominating existing directors, the Corporate Governance/Nominating Committee will review relevant information available to it, including the latest board evaluations for such persons, and assess their continued ability and willingness to serve as a director. The Corporate Governance/Nominating Committee will also assess such persons contribution in light of the mix of skills and experience the Corporate Governance/Nominating Committee has deemed appropriate for the Board.
- b. With respect to nominations of new directors, the Corporate Governance/Nominating Committee will conduct a thorough search to identify candidates based upon criteria the Corporate Governance/Nominating Committee deems appropriate and considering the mix of skills and experience necessary to complement existing Board members. The Corporate Governance/Nominating Committee will then review selected candidates and make a recommendation to the Board. The Corporate Governance/Nominating Committee may seek input from other Board members or senior management in identifying candidates.

The Corporate Governance/Nominating Committee will consider nominations for the Board by stockholders the same way it evaluates other individuals for nomination as a new director. Such nominations must be made in accordance with the Company's Bylaws to be considered.

3. The Corporate Governance/Nominating Committee shall perform an annual assessment of the Board's performance. In addition, the Corporate Governance/Nominating Committee shall solicit and receive comments from all directors, assess each director's performance and periodically, but not less often than every three (3) years, report to the Board with an assessment of the director's performance, to be discussed with the full Board at the first Board meeting following the completion of such assessment.

4. The Corporate Governance/Nominating Committee shall oversee the formulation of, and shall recommend for adoption to the Board, a set of corporate governance guidelines. The Corporate Governance/Nominating Committee shall periodically review and reassess the Corporate Governance Guidelines of the Company and recommend appropriate changes to the Board for approval.
5. The Corporate Governance/Nominating Committee may form and delegate authority to subcommittees when appropriate.
6. The Corporate Governance/Nominating Committee shall review and approve annually the Company's compensation program for service on the Board of Directors or any of its committees.
7. The Corporate Governance/Nominating Committee shall review and reassess this Charter annually and recommend any appropriate changes to the Board for approval. The Corporate Governance/Nominating Committee shall annually review its own performance.
8. The Corporate Governance/Nominating Committee shall perform a periodic review of all Board committees' structure and governance charters to assess the need for any modifications or updates. In addition, the Corporate Governance/Nominating Committee shall make recommendations to the Board regarding the composition and responsibility of the Board committees.
9. The Corporate Governance/Nominating Committee shall review all conflicts of interest which may arise from time to time regarding members of the board or executive officers and review and approve all related party transactions which would require disclosure in the Company's proxy statement.