

**THE MARCUS CORPORATION**  
**Proposed Amended and Restated**  
**Corporate Governance and Nominating Committee Charter**

**Adopted: January 11, 2005**

This Corporate Governance and Nominating Committee Charter (“Charter”) is intended to assist the Corporate Governance and Nominating Committee (“Committee”) of the Board of Directors (“Board”) of The Marcus Corporation (“Company”) in carrying out its duties and responsibilities. This Charter is in addition to, and is not intended to change or interpret, any federal or state law or regulation, the rules of the Securities and Exchange Commission (“SEC”), the listing standards of the New York Stock Exchange (“NYSE”), the Wisconsin Business Corporation Law, or the Company’s Articles of Incorporation or Bylaws. This Charter is not intended to, and does not, create any legal or fiduciary duties or responsibilities or form the basis for a breach of fiduciary duty or potential liability. This Charter is subject to modification and interpretation by the Board.

**A. General Role.**

The Committee is generally responsible for adopting policies, procedures and practices designed to help ensure that the Company’s corporate governance policies, procedures and practices continue to assist the Board and the Company’s management to effectively and efficiently promote the best interests of the Company’s shareholders. The Committee also is responsible for recommending to the Board a slate of director nominees for election at each of the Company’s annual meetings of shareholders, and otherwise for determining the Board committee members and chairmen, subject to Board ratification, as well as recommending to the Board director nominees to fill vacancies or new positions on the Board or its committees that may occur or be created from time to time, all in accordance with the Company’s Bylaws and applicable law.

**B. Members.**

The Committee shall consist of at least three directors, one of whom shall be the Chairman, all of whom shall meet the independence and other requirements of the SEC, the NYSE listing standards, other applicable laws and the Company’s Bylaws, except as otherwise determined by the Board in accordance with the requirements of the SEC, the listing standards of the NYSE, other applicable laws and the Company’s Bylaws. Committee members may be removed in accordance with the Company’s Bylaws.

**C. Meetings.**

Absent unusual circumstances, the Committee shall meet at least twice annually in accordance with the Company’s Bylaws. In addition, special meetings shall be held as circumstances require as determined by the Committee’s Chairman or by any two other members of the Committee in accordance with the Company’s Bylaws. The Committee may invite to its meetings such other directors, members of Company management and such other persons or advisors as the Committee or its Chairman deems necessary or

appropriate in order to carry out the Committee's duties and responsibilities. The Committee, through its Chairman, shall report its activities to the Board at the Board meeting next following each Committee meeting so that the Board is kept fully informed of the Committee's activities on a current basis. Minutes of each Committee meeting shall also be distributed to the Board as and when appropriate.

**D. Corporate Governance Responsibilities.**

The Committee's responsibilities related to corporate governance matters shall include the following:

1. To develop and adopt an initial set of corporate governance policy guidelines designed to assist the Board in the exercise of its duties and responsibilities and to provide for effective and efficient corporate governance policies that help promote the best interests of the Company's shareholders.
2. To, at least annually, review such corporate governance policy guidelines and take such actions as the Committee deems necessary or appropriate.
3. To develop and adopt a Company Code of Conduct (which shall include a Code of Conduct specifically applicable to the Company's senior financial officers) designed to ensure that the Company and its employees comply with the highest business standards of integrity and ethical and moral business conduct. The Committee shall be responsible for overseeing the interpretation and enforcement of the Code of Conduct.
4. To, at least annually, review the Company's Code of Conduct and take such actions as the Committee deems necessary or appropriate.
5. To receive and review the reports that the Company's General Counsel is required to provide to the Committee every three months pursuant to the Company's Code of Conduct, to consider any issues raised in such report in executive session, and to take such actions as the Committee deems necessary or appropriate. Any waivers of or changes in the Code of Conduct granted for directors, officers or senior financial officers may only be granted by the Committee and shall be promptly publicly disclosed to the Company's shareholders in accordance with the requirements of the SEC, the listing standards of the NYSE and other applicable laws.
6. To receive and review, in executive session, matters brought to the Committee's attention by the Company's employees pursuant to the Company's Code of Conduct, and to take such actions as the Committee deems necessary or appropriate.
7. To consider all related party transactions involving the Company and any director, officer, senior financial officer or any related party and other questions of actual and potential conflicts of interest or appearances of impropriety of or involving the Company's directors, officers or senior financial officers as they may arise; to

approve or disapprove of such matters; and, when determined necessary or appropriate, to issue to a director, officer or senior financial officer instructions on how to conduct himself/herself in such matters so as to ensure that the best interests of the Company are protected. In considering whether or not to approve of any such matters, the Committee shall consider, among other factors or circumstances determined to be relevant, whether or not the relationship or transaction is on terms and conditions not materially less favorable to the Company than could be obtained from an independent third party (including obtaining independent support for such conclusion); the reasons for and the benefits obtainable by the Company from such relationship or transaction; the impact of such relationship or transaction on the director's or officer's ability to continue to serve the best interests of the Company; and shareholder reaction to such relationship or transaction. The Committee shall ensure that all approved related party transactions or other actual and potential conflicts of interest or appearances of impropriety, to the extent determined material, are properly disclosed to the Company's shareholders in accordance with the requirements of the SEC, the listing standards of the NYSE and other applicable laws.

8. To, at least annually, ensure that the Board and each of its committees conduct a self-evaluation and take such actions as the Committee deems necessary or appropriate. Such evaluations will be based on compliance with the list of expectations and responsibilities of the Board and its committees set forth in the Company's Corporate Governance Policy Guidelines.
9. To, at least annually, conduct an evaluation of the responsibilities, structure, size and composition of the Board and its committees and take such actions as the Committee deems necessary or appropriate.
10. To, from time to time, if the Committee determines it to be necessary or appropriate, review the Board's policies on retirement, term limits for directors and/or mandatory rotation of committee chairmen and/or committee membership and take such actions as the Committee deems necessary or appropriate.
11. To, from time to time, if the Committee determines it to be necessary or appropriate, review the Company's new director orientation program and continuing director education program and take such actions as the Committee deems necessary or appropriate.
12. To, from time to time, if the Committee determines it to be necessary or appropriate, consult with the Company's General Counsel and outside legal counsel, if determined necessary or appropriate, with respect to the terms and conditions of the Company's Articles of Incorporation and Bylaws as they relate to corporate governance matters and take such actions as the Committee deems necessary or appropriate, subject to Board and shareholder approval, if applicable, in accordance with the Company's Bylaws and applicable law.
13. To, from time to time, if the Committee determines it to be necessary or appropriate, conduct such reviews, investigations and surveys as the Committee

may consider necessary or appropriate in the exercise of its duties and responsibilities.

14. To, from time to time, if the Committee determines it to be necessary or appropriate, take such other actions or make such recommendations regarding the manner of governance of the Company that the Committee believes may help enhance the best interests of the Company and its shareholders, as the Committee shall deem necessary or appropriate.

**E. Director Nomination Responsibilities.**

The Committee's responsibilities related to the nomination of directors, which shall be exercised in consultation with the Company's Chairman of the Board and Chief Executive Officer, shall include the following:

1. To establish criteria for prospective director nominees, which may be or include the criteria set forth in the Company's Corporate Governance Policy Guidelines.
2. To establish and effectively communicate to shareholders a method for shareholders to recommend director nominees in accordance with the Company's Bylaws for the Committee's consideration.
3. To evaluate all prospective director nominees, including those nominated by shareholders in accordance with the Company's Bylaws.
4. To conduct appropriate inquiries into the backgrounds and qualifications of prospective director nominees.
5. To annually recommend for approval by the Board and the Company's shareholders a slate of director nominees, and to otherwise recommend for approval by the Board director nominees to fill vacancies or new positions on the Board as they may occur or be created from time to time, all in accordance with the Company's Bylaws.
6. To review and recommend to the Board an appropriate course of action with respect to or upon the resignation, retirement or removal of any then currently serving director, including whether a new director should be appointed by the Board prior to the Company's next shareholder meeting, all in accordance with the Company's Bylaws.
7. To, on an annual basis, determine which directors shall serve as members and chairmen of the Board's committees, subject to Board ratification. In making its determinations, the Committee shall take into consideration (a) balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors which may result from the rotation of committee members and chairmen; (b) subject matter expertise; (c) applicable SEC, IRS or NYSE requirements; (d) tenure; and (e) the desires of individual Board members.

8. To plan in advance for continuity on the Board as current directors are scheduled to retire from the Board in accordance with the Company's Bylaws.
9. If a then serving director shall resign his or her position due to a change in the employment position that he or she held when he or she first became a member of the Board, the Committee shall review, in consultation with the Chairman of the Board and Chief Executive Officer, the continued appropriateness of such director's Board membership and shall take such action as the Committee deems necessary or appropriate, subject to ratification by the Board and compliance with the Company's Bylaws.
10. To, from time to time, if the Committee determines it to be necessary or appropriate, select and retain independent consultants, search firms and experts to provide independent advice to the Committee with respect to the Company's director nominees and nominating policies, practices and procedures and to help identify, screen and check potential director candidates, and to otherwise assist the Committee in carrying out its duties and responsibilities. The cost of such consultants, search firms and experts shall be paid for by the Company.
11. To, from time to time, if the Committee determines it to be necessary or appropriate, conduct such reviews, investigations and surveys as the Committee may consider necessary or appropriate in the exercise of its duties and responsibilities.

**F. Unrestricted Committee Communications.**

The Committee shall have unrestricted lines of communication with the Company's Chief Executive Officer, Chief Financial Officer, General Counsel, independent auditors and outside legal counsel at all times. The Committee may also, as it deems necessary or appropriate, obtain advice and assistance from independent legal, accounting or other advisors, which advisors shall be paid for by the Company.

**G. Annual Review of Charter.**

The Committee shall, at least annually, review and reassess the adequacy of this Charter and, if determined necessary or appropriate, make recommendations to the Board. During this review process, the Committee may seek the input of the Company's Chief Executive Officer, General Counsel, outside counsel and/or other experts or advisors with regard to the adequacy of this Charter and the necessity or desirability of any amendments.