

**CHARTER  
OF THE  
NOMINATING AND GOVERNANCE COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
RED ROBIN GOURMET BURGERS, INC.**

- 1. Purpose.** The purpose of the Nominating and Governance Committee (the "Committee") of Red Robin Gourmet Burgers, Inc. ("Company") is to (a) identify individuals qualified to become members of the Board of Directors (the "Board"), consistent with criteria approved by the Board, and to select, or to recommend that the Board select, the director nominees for each annual meeting of shareholders or otherwise to fill any vacancies on the board that may occur from time to time; (b) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (c) oversee the evaluation of the board and management; and (d) take such other actions within the scope of this charter (this "Charter") as the Committee deems necessary or appropriate.
- 2. Membership.** The Committee will be comprised of at least three directors. All members of the Committee will be, in the business judgment of the Board, "independent" under the independence requirements of NASDAQ and applicable law. The members of the Committee will be appointed by and serve at the discretion of the Board. Committee members may be removed at any time by a majority vote of independent directors then serving on the Board. Committee members will be elected annually for a term of one year. Vacancies will be filled by majority vote of independent directors serving on the Board. The Board will appoint the Chairperson of the Committee.
- 3. Specific Responsibilities and Duties.** The Board delegates to the Committee the express authority to do the following, to the fullest extent permitted by applicable law and the Company's charter and bylaws:

  - (a) Board Composition.** Evaluate the size and composition of the Board, develop criteria for Board membership, and evaluate the independence of existing and prospective directors.
  - (b) Candidates and Nominees.** Actively seek and evaluate qualified individuals to become new directors as needed. Develop and review the Board's criteria for selecting new directors, including standards for director independence. Establish procedures to solicit, review, and recommend to the Board, potential director nominees proposed by shareholders. Select or recommend that the Board select, the director nominees for the annual meeting of stockholders.

Criteria that will be used in connection with evaluating and selecting new directors will include factors relating to whether the director candidate would meet the definition of independent required by the NASDAQ, as well as skills, occupation, and experience in the context of the needs of the Board.

- (d) **Current Directors.** Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.
- (e) **Committees.** Evaluate the nature, structure and operations (including the authority to delegate to subcommittees) of other Board committees. Make recommendations to the Board as to qualifications of members of the Board's committees, committee member appointment and removal, and committee reporting to the Board.
- (f) **Governance Guidelines.** Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company. Monitor and reassess from time to time these corporate governance guidelines.
- (g) **Communication.** Oversee and review the Company's process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received.
- (h) **Oversight of Board, Management and Committee Evaluations.** Take such steps as the Committee deems necessary or appropriate with respect to oversight of the evaluation of the Board, management, and each Board committee.
- (i) **Annual Review.** Annually review the Committee's own performance.
- (j) **Review Charter.** Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. Publish the Charter as required by the rules and regulations of applicable law and as otherwise deemed advisable by the Committee.
- (k) **Recommendations; Reports.** Make recommendations and report to the Board and other Board committees with respect to nominating and corporate governance policies of the Company or any of the foregoing matters.

- (l) **Other Actions.** Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.
- 4. **Meetings.** The Committee will meet once during each fiscal quarter of the Company and at such other times as its Chairperson or a majority of the Committee determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board committees will govern meetings of the Committee.
- 5. **Minutes.** The Chairperson of the Committee shall cause minutes to be kept of each meeting.
- 6. **Reliance; Experts; Cooperation.**
  - (a) **Retention of Counsel and Advisors.** The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties.
  - (b) **Search Firm.** The Board delegates to the Committee the sole authority, in its discretion, (a) to decide whether to retain a search firm to assist the Committee in identifying, screening and attracting director candidates, (b) to terminate any such firm, and (c) to approve the search firm's fees and other retention terms.
  - (c) **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the Company's independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.
  - (d) **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
  - (e) **Required Participation of Employees.** The Committee shall have unrestricted access to the Company's independent public accountants, outside advisors, consultants, internal auditors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend any meeting of the Committee or

to meet with any members of, or consultants or advisors to, the Committee.