

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER



A. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Papa John's International, Inc. (the "Company") shall be:

- to assist the Board in identifying qualified individuals for service as directors of the Company and as Board committee members;
- to develop and monitor a process for evaluating Board effectiveness; and
- to oversee the development and administration of the Company's corporate governance guidelines and code of ethics and business conduct.

B. Membership and Qualifications

1. The Committee shall consist of three (3) or more directors.
2. Each member of the Committee shall be "independent" as determined by the Board according to all applicable independence requirements under law or regulation.

C. Authority and Responsibilities

To carry out its purpose, the Committee shall have the following authority and responsibilities:

1. **Director nominations.** The Committee shall lead the search for qualified candidates to serve as new directors, evaluate incumbent directors before recommending renomination, and recommend all such approved candidates to the Board for appointment or nomination to the Company's stockholders. The Committee shall select as candidates for appointment or nomination individuals of high personal and professional integrity and ability who can contribute to the Board's effectiveness in serving the interests of the Company's stockholders.
2. **Board size and composition.** The Committee shall evaluate from time to time the size and composition of the Board and recommend to the Board any desired changes.

3. **Board committees.** The Committee shall review the Board's committee structure and composition and recommend annually to the Board directors to serve as members of each committee, and the chairman of each committee.

4. **Board self-evaluation.** The Committee shall facilitate the Board's self-evaluation process to assess the effectiveness of Board and committee practices and the performance of the Board and its committees as a whole.

5. **Corporate governance guidelines.** The Committee shall develop, recommend to the Board and administer such corporate governance guidelines and practices as required by law or regulation or that the Committee otherwise deems appropriate. The Committee shall oversee the development and maintenance of, and shall approve, policies of the Company requiring adherence to a code of ethics and business conduct by the Company's directors, officers and employees.

6. **Stockholder proposals and communications.** The Committee shall review and make recommendations to the Board regarding any proposals of the Company's stockholders that relate to corporate governance. The Committee may develop such policies and procedures as it deems appropriate with respect to (a) the acceptance and consideration of any nominations for director received from stockholders, subject to the requirements of any applicable laws and regulations and the Company's Certificate of Incorporation and Bylaws, and (b) other communications by the Company's stockholders to the Board.

7. **Director compensation.** The Committee shall review the Company's director compensation and benefits from time to time and make recommendations to the Board.

8. **Outside advisors.** The Committee shall have the authority to engage any search firm to assist in identifying director candidates. The Committee further shall have the authority to retain such outside counsel and other advisors as the Committee deems appropriate to assist in discharging its responsibilities.

9. **Reports to the Board.** The Committee shall report to the Board the results of its deliberations and activities.

10. **Charters.** The Committee shall review at least annually the adequacy of this charter and recommend any desired changes to the Board. The Committee further shall review any requested changes to the charters of other Board committees and recommend any approved changes to the Board.

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