

RARE HOSPITALITY INTERNATIONAL, INC.

Governance/Nominating Committee Charter

I. Governance/Nominating Committee Purpose

The Governance/Nominating Committee is appointed by the Board of Directors to assist the Board in discharging its responsibilities with respect to corporate governance issues and membership of the Company's Board of Directors, to carry out the duties and responsibilities assigned to the Committee by the Board, including those required under the applicable securities laws, and the rules and regulations of the Nasdaq Stock Market ("Nasdaq") and, in general, to assist the Board in fulfilling its oversight responsibilities. The Governance/Nominating Committee's primary responsibilities are to:

- Evaluate corporate governance issues and recommend governance policies and procedures to the Board of Directors, as appropriate.
- Identify and evaluate potential candidates for membership on the Company's Board of Directors and recommend to the full Board persons to be nominated for election as directors of the Company.
- Evaluate actual or potential conflicts of interest that may develop between the Company and its directors and recommend to the Board appropriate actions and policies with respect to actual or potential conflicts of interest.
- Lead the Board in its evaluation of the performance of the Board of Directors and its committees and evaluate and recommend to the Board policies and guidelines for continuing education for directors.

II. Governance/Nominating Committee Composition and Meetings.

The Committee shall be composed of three or more directors and each member of the Committee shall be determined by the Board of Directors, to be an independent director as defined in the Company's corporate governance policy and the applicable rules of Nasdaq. The Board of Directors will evaluate and determine other appropriate qualifications of the Committee members from time to time.

The members and the Chairman of the Committee shall be appointed by the Board, on the recommendation of the Committee. Committee members are subject to removal by the Board pursuant to the terms of the Company's Bylaws.

The Committee shall meet at the request of the Chairman of the Board or the chair of the Committee and shall meet as often as necessary to carry out its responsibilities.

The Committee shall report periodically its actions, budget and expenditures to the Board.

III. Governance/Nominating Committee Responsibilities and Duties.

A. Development of Corporate Governance Guidelines and Procedures

The Committee is responsible for evaluating, formulating and recommending to the Board corporate governance guidelines and procedures designed to improve the Board's performance in its oversight function. Annually, the Committee shall review the Company's Corporate Governance Policy and report to the Board with respect to its review and any recommended changes to be considered by the Board.

B. Identification of Board Candidates

The Committee is responsible for identifying and evaluating individuals qualified to serve on the Board and recommending director nominees for selection by the full Board. At least annually, the Committee shall review with the Board the appropriate experience, skills and characteristics required of Board members including any specific, minimum qualifications that the Committee believes must be met by a nominee for election as a director and any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess.

The Committee is responsible for developing and implementing a screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- i. evaluate a candidate's independence from the Company's management and other principal service providers, and the effect of any relationships that might impair independence, in conjunction with the independence parameters included in the Company's Corporate Governance Policy;
- ii. consider candidates proposed by the Chief Executive Officer, by any director or by any shareholder, in accordance with procedures established by the Committee from time to time; and
- iii. maintain procedures to be followed by shareholders in submitting to the Committee recommendations for nominees for director.

In connection with considering nominations to the Board, the committee will review each incumbent director's contribution to the Board shortly before the end of such director's then-current term.

The Committee shall consider from time to time procedures for identifying actual or potential conflicts of interests between directors, or nominees for election as director,

and the Company and for reporting such actual or potential conflicts to the Committee. Upon the identification of any such actual or potential conflict, the facts surrounding the conflict shall be evaluated by the Committee, and, following such evaluation, the Committee shall recommend to the Board action which the Committee believes is appropriate.

The Committee may determine, from time to time, the advisability of retaining a search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at the Company's expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board and confer with the Chairman and Chief Executive Officer and the other current members of each committee. The Committee shall provide to the full Board the results of its evaluation, and the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide to the full Board its recommendation regarding a replacement committee member.

C. Other

The Committee shall review and reassess annually the adequacy of this Governance and Nominating Committee Charter and recommend any changes to the Board.

In addition, the Committee shall perform such other functions as are required by law, the Company's certificate of incorporation or its Bylaws, or as requested by the Board, and may take any other action permitted by applicable laws, rules, and regulations necessary to accomplish any action authorized by this Charter or to further the goals of the Committee as set forth in this Charter.