

**O'CHARLEY'S INC.
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER**

The Nominating and Corporate Governance Committee of the board of directors of O'Charley's Inc. shall consist of a minimum of three directors. Members of the committee shall be appointed and may be removed by the board of directors. All members of the committee shall be independent directors, and shall satisfy the proposed NASDAQ standards for independence for members of the board of directors.

The purpose of the committee shall be to assist the board in identifying qualified individuals to become board members, in determining the composition of the board of directors and its committees, in monitoring a process to assess board effectiveness and in developing and implementing the Company's Corporate Governance Guidelines.

In furtherance of this purpose, the committee shall have the following authority and responsibilities:

1. To lead the search for individuals qualified to become members of the board of directors and to recommend to the Board director nominees to be presented for shareholder approval at the annual meeting. The committee shall recommend individuals as director nominees who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who would be the most effective, in conjunction with the other members of the board, in collectively serving the long-term interests of the shareholders.
2. To review the board of directors' committee structure and to recommend to the board for its approval directors to serve as members of each committee. The committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
3. To develop and recommend to the board of directors for its approval a set of Corporate Governance Guidelines. The committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the board of directors as necessary.
4. To develop and recommend to the board of directors for its approval an annual self-evaluation process of the board, its committees and its members. The committee shall oversee the annual self-evaluations.

The committee shall have the authority to delegate any of its responsibilities to subcommittees as the committee may deem appropriate in its sole discretion.

The committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain any other advisors as the committee may deem

appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms.

The committee shall report its actions and recommendations to the board as it deems appropriate. The committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the board for approval.