

P.F. CHANG'S CHINA BISTRO, INC.

AMENDED AND RESTATED

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS**

I. STATEMENT OF POLICY

This Charter of the Nominating and Corporate Governance Committee (the "Charter") specifies the scope of the responsibilities of the Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") of P.F. Chang's China Bistro, Inc. (the "Company"), and how the Committee carries out those responsibilities, including the organization and membership requirements. The primary function of the Committee is to assist the Board in fulfilling its responsibilities by reviewing and reporting to the Board upon (i) corporate governance compliance mechanisms, (ii) potential conflicts of interest, (iii) corporate governance roles amongst management and directors and (iv) Board process enhancement. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company's corporate governance policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Outline the Board's functions in terms of goal setting and strategy formulation and delineate these functions from senior management responsibilities;
- Provide a Business Ethics Policy emphasizing the need for the Company's employees, officers and directors to act honestly, in good faith, and in the Company's best interests and adopt Board approved procedures for monitoring compliance with the Business Ethics Policy;
- Review and appraise Company policies regarding insider trading, related party transactions, and potential conflicts of interest;
- Adopt procedures for approval of potential conflicts of interest transactions;
- Review and appraise the effectiveness of Board meeting procedures, agendas, calendars and minutes, and facilitate an annual self-evaluation of the Board and the committees of the Board.
- Outline corporate governance related continuing education for all Board members; and
- Make recommendations to the Board for nominations to the Board and review with management the skill sets of the current members of the Board and desired skill sets for future members of the Board.
- Evaluate and make recommendations to the Board on an annual basis concerning compensation of the members of the Board.

The Committee will primarily fulfill these responsibilities, and others as may be prescribed by the Board from time to time, by carrying out the activities enumerated in Section IV of this Charter.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of two or more directors as determined by the Board, each of whom shall satisfy the independence and experience requirements of Nasdaq. This Charter shall be deemed to incorporate automatically any changes or updates to such requirements. The Committee shall not include any member who:

- is an affiliated person of the Company or any subsidiary of the Company;
- is an employee of the Company or its affiliates or has been employed by the Company or its affiliates within the past three years;

- is a member of the immediate family of an executive officer of the Company or its affiliates who currently serves in that role or did so during the past three years;
- has accepted any consulting, advisory or other compensatory fee from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board;
- has been a partner, controlling shareholder or an executive officer of any for-profit business to which the Company made, or from which it received, payments (other than those which arise solely from investments in the Company's securities) that exceed 5% of the Company's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years; and

The members of the Committee shall be elected by the Board and shall serve until their successors shall be duly elected and qualified. The Chairman of the Committee shall appointed by the Board of Directors on nomination by the members of the Committee.

III. MEETINGS

The Committee shall meet at least four times annually and from time to time as it deems necessary with management and directors to discuss any matters that the Committee or each of these groups believe should be discussed. In addition, the Committee should meet with management and directors on a biannual basis to review the Company's corporate governance philosophy and strategy consistent with Section IV below. The Committee may invite such other persons to its meetings, as it deems necessary. The Committee shall record minutes of the proceedings of all meetings.

IV. PROCESSES

To fulfill its responsibilities and duties the Committee shall:

General Compliance

Corporate Governance

- Review, reassess and update the Charter's adequacy periodically, as conditions dictate, and receive approval of changes from the Board;
- Perform other corporate governance oversight functions as requested by the Board;
- If necessary institute special investigations and, if appropriate, hire special counsel or experts to assist the Committee;
- Evaluate the Committee's own performance on an annual basis; and
- Review the findings of any examinations by regulatory agencies or persons.

Nominating Functions

- Make recommendations to the Board for nominations to the Board;
- Conduct studies of the size and composition of the Board, make recommendations to the Board as a result of such studies, and consider and make recommendations to the Board regarding comments from stockholders relating to Board composition;
- Make recommendations to the Board concerning the membership and chairpersons of Board committees and, subject to membership requirements promulgated by relevant authorities, recommend to the Board an appropriate rotation process for committee membership and chairpersons

- Review and make recommendations to the Board concerning outside director Board and committee fees, and director retirement policies; and
- Consult with Board members, management and others to determine the knowledge and skills which should be kept in mind in making nominations, including experience in business, finance, or administration, familiarity with national and international business matters, and appreciation of the relationship of the Company's business to changing needs in our society. The Committee shall give consideration to candidates with appropriate non-business backgrounds.

Miscellaneous

- The chairperson of the Committee will work in concert with the chairperson of the Compensation and Executive Development Committee conduct the annual evaluation of the performance of the Chief Executive Officer.

Ethical and Legal Compliance

- Review whether management and directors have proper review systems in place to ensure that the Company's corporate governance practices, reports and other information disseminated to governmental organizations and the public satisfy ethical and legal requirements;
- Review the effectiveness of the corporate governance system for monitoring compliance with laws and regulations and the results of management's and/or director's investigation and follow-up (including disciplinary action) of any fraudulent acts or non-compliance;
- Review, with Company's counsel, ethical and legal compliance matters that could have a significant impact on the Company's corporate governance philosophy and strategy; and
- Consider and present to the Board for adoption a Business Ethics Policy applicable to all employees and directors which meets the requirements of Item 406 of the SEC's Regulation S-K, and provide for and review prompt disclosure of to the public of any change in, or waiver of, such Policy that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or person fulfilling similar functions.
- 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.