

RYAN'S FAMILY STEAK HOUSES, INC.

NOMINATING COMMITTEE CHARTER

PURPOSE

The primary purpose of the Committee is to recommend to the Board, individuals qualified to serve as directors of the Company and on committees of the Board and to advise the Board with respect to the Board composition, procedures and committees.

COMMITTEE MEMBERSHIP

Members of the Committee shall be appointed by the Board. The Committee shall be comprised of at least three members of the Board each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" as defined by the Securities and Exchange Commission and NASDAQ. The Committee shall designate one member as its Chairman. A majority of the members of the Committee shall constitute a quorum. Members of the Committee shall serve until their resignation, retirement, removal by the Board or until their successors are appointed.

MEETINGS

The Committee shall meet at least once per year, with authority to convene additional meetings as circumstances require. Following each meeting the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of the meetings which shall be filed as permanent records with the Secretary of the Company.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the following responsibilities and authority:

1. The Committee shall evaluate periodically the desirability of and recommend to the Board any changes in the size and composition of the Board.
2. The Committee shall select and evaluate directors in accordance with the general and specific criteria set forth below:
 - a. General Criteria. Director selection should include at least enough Independent Directors so that they shall constitute a majority of the Board. Such Independent Directors should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by Independent Directors. Subject to the right of the Nominating Committee and the Board to decide otherwise, when deemed appropriate, the Chief Executive Officer of the Company generally should be a director and, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Company that prevent them from being Independent Directors, may be appropriate members of the Board, such as General Counsel.
 - b. Each director should:
 - i. Be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
 - ii. Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;
 - iii. Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and continuing education guidelines); and,

- iv. Have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency.
- c. Specific Criteria. In addition to the foregoing general criteria, the Nominating Committee may develop, reevaluate from time to time and modify as appropriate criteria outlining the skills, experiences (whether in business or in other areas such as public service, academia or scientific communities), particular areas of expertise, specific backgrounds, and other characteristics that should be represented on the Board to enhance the effectiveness of the Board and Board committees.
 - i. The pros and cons of having a former Chief Executive Officer of the Company serve on the Board should be decided based on the facts and circumstances in each individual instance. When the Chief Executive Officer resigns from that position, he or she should submit his or her resignation at the same time from the Board and, if applicable, from any Board committee permitting non-independent members and on which he or she serves. Whether the individual continues to serve on the Board and on any Board committee should be determined by the Nominating Committee and the Board based on all relevant circumstances.
- d. The Committee shall evaluate each new director candidate and each incumbent director before recommending that the Board nominate or re-nominate such individual for election or reelection (or that the Board elect such individual on an interim basis) as a director based on the extent to which such individual meets the general criteria above and will contribute significantly to satisfying the overall mix of specific criteria identified above and remedying any deficiencies therein.
 - i. Each annual decision to re-nominate incumbent directors should be based on a careful consideration of each such individual's contributions, including the value of his or her experience as a director of the Company, the availability of new director candidates who may offer unique contributions, and the Company's changing needs.
- e. The Committee shall diligently seek to identify potential director candidates who will strengthen the Board and remedy any perceived deficiencies in the specific criteria identified above. This should include establishing procedures for soliciting and reviewing potential nominees and for advising those who suggest nominees of the outcome of such review.
 - i. The Committee shall have sole authority to retain and terminate any search firm used to identify director candidates and to approve any such search firm's fees and other terms of retention.

- f. The Committee shall submit to the Board the candidates for director to be recommended by the Board for election at each annual meeting of shareholders and to be added to the Board at any other times due to Board expansions, director resignations or retirements or otherwise.
 - g. The Committee shall monitor performance of directors based on the general criteria and the specific criteria applicable to each such director. If any serious problems are identified, the Committee shall work with such director to resolve such problems or, if necessary, seek such director's resignation or recommend to the Board such person's removal.
 - h. The Committee shall submit to the Board annually (and at any additional times that any committee members are to be selected) candidates for membership on each Board committee.
3. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.