

## **SONIC CORP.**

### **CORPORATE GOVERNANCE GUIDELINES**

**(Amended and Restated – April 8, 2015)**

The Board has adopted these guidelines to reflect the commitment by Sonic Corp. (the “Company”) to good corporate governance, to comply with the Nasdaq Stock Market, Inc. (“Nasdaq”) listing requirements, and other legal requirements. These guidelines are adopted and are to be interpreted in conjunction with the Bylaws of the Company. In furtherance of the goals reflected in these guidelines, the Board has also adopted written charters for each of its Nominating and Corporate Governance Committee, Compensation Committee and Audit Committee and a Company Code of Business Conduct and Ethics. The Nominating and Corporate Governance Committee will periodically review these guidelines and propose modifications to the Board for consideration as appropriate.

#### **I. Director Responsibilities**

##### **A. Basic Responsibilities**

The business affairs of the Company are managed under the direction of the Board, which represents and is accountable to the stockholders of the Company. The Board shall regularly evaluate the strategic direction of the Company, management policies and the effectiveness with which management implements its policies.

The basic responsibility of the directors is to act in good faith and with due care so as to exercise their business judgment on an informed basis in what they reasonably and honestly believe to be in the best interests of the Company and its stockholders. In performing their duties, directors are entitled to rely in good faith on the accuracy of the records of the corporation and the information, opinions, reports or statements presented to them by the Company’s officers, employees, Board committees, expert outside advisors and auditors, as to matters the directors reasonably believe are within such person’s professional or expert competence and that such person has been selected with reasonable care by or on behalf of the Company.

##### **B. Board and Committee Meetings**

Directors are expected to prepare for and use reasonable efforts to participate in all Board meetings and meetings of committees on which they serve. The Board and each committee will meet as frequently as necessary to properly discharge their responsibilities, provided that the full Board will meet at least four times per year.

The Chairman will prepare the agenda for each Board meeting. While the agenda will initially be set by the Chairman of the Board, each director is free to suggest the inclusion of items on the agenda.

Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should, to the extent practicable, be distributed in writing to the directors sufficiently in advance of the meeting to permit meaningful review, and directors are expected to review in detail the provided materials in advance of each meeting.

C. Meetings of Non-Management Directors

The non-management directors will meet without management directors at regularly scheduled executive sessions in conjunction with each board meeting and at such other times, as they deem appropriate.

The non-management directors will designate a director from among their number to preside at all executive sessions of the non-management directors.

D. Board Interaction with Institutional Investors, Research Analysts and Media

As a general rule, management will speak on behalf of the Company. Comments and other statements from the entire Board, if appropriate, will generally be made by the Chief Executive Officer. It is suggested that, in normal circumstances, each director will refer all inquiries from third parties to management.

**II. Composition and Selection of the Board**

A. Size and Composition of the Board

The current size of the Board is eleven, which the Board believes is appropriate. The Board will assess its size from time to time to determine whether its size continues to be appropriate.

B. Board Membership Criteria

The Board will have a majority of directors who are non-management directors and who also meet the criteria for independence as may be required by law and Nasdaq or any other exchange on which the Company's shares may be listed. The Board will monitor its compliance with all applicable requirements for director independence on an ongoing basis. Each independent director is expected to notify the Chair of the Nominating and Corporate Governance Committee, as soon as reasonably practicable, in the event that his or her personal circumstances change in a manner that may affect the Board's evaluation of such director's independence.

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the composition of the Board as a whole, and whether the Company is being well served by the directors taking into account the director's independence, skills, experience, age, diversity, and availability for service to the Company.

The Nominating and Corporate Governance Committee will recommend director nominees to the Board in accordance with the policies and principles in its Charter. The invitation to join the Board should be extended by the Chairman of the Board.

C. Membership on Other Boards

Directors must inform the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. A director may serve on no more than four other public company boards.

No director may sit on the board of, or beneficially own more than 2% of any class of stock in (other than indirect ownership through mutual funds or similar non-discretionary, undirected arrangements) any of the Company's competitors, unless otherwise approved by the Board on a case-by-case basis.

D. Purchase or Sale of Company Securities

No director shall purchase or sell Company securities without first contacting the Chief Executive Officer, Chief Financial Officer or General Counsel of the Company prior to such purchase or sale to determine if a blackout period is under consideration by management because material nonpublic information is pending release.

E. Changes in Current Job Responsibility

Directors, including employee directors, who retire from or change the job or the principal responsibility they held when they were selected for the Board will submit a notice to the Board in order to give the Board an opportunity, through the Nominating and Corporate Governance Committee, to review whether it is appropriate for such director to continue to be a member of the Board under these circumstances.

F. Term Limits

The Board has not established any term limits to an individual's membership on the Board. As an alternative to term limits, the Nominating and Corporate Governance Committee will, as part of its annual assessment of the composition of the Board, review a director's continuation on the Board.

G. Director Resignation Policy

In any uncontested election for directors, any director nominee who receives more "Withhold" and "Against" votes than "For" votes shall immediately tender his or her resignation to the Nominating and Corporate Governance Committee. The Committee (excluding the nominee in question) shall make a recommendation to the Board on whether to accept the resignation after evaluating the potential reasons for shareholder opposition to the nominee as well as the best interests of the Company and its shareholders. After the Board makes its decision, an explanation of the Board's decision shall be promptly disclosed in a Form 8-K filing. An uncontested election is one in which the number of individuals who have been nominated for election as a director is equal to, or less than, the number of directors to be elected.

H. Retirement Age

No non-management director shall be elected, re-elected or appointed to a term that extends beyond his or her 75th birthday.

**III. Board Committees**

A. Composition and Responsibilities

The Board will have at all times an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, and any other committees the Board deems appropriate. All of the members of the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee will be independent directors under the criteria for independence required by law and Nasdaq or any other exchange on which the Company's shares may be listed. The members of the Compensation Committee, the Nominating and Corporate Governance Committee, and the Audit Committee will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee based on each committee's member qualification standards. Consideration should be given to the desires, skills and characteristics of individual directors. The Board will appoint the Chair of each committee upon the recommendation of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee will annually review committee assignments and will consider the rotation of committee chairs and members with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors.

B. Charters

The Board has adopted charters setting forth the purposes, goals and responsibilities of each of the Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and any other committees the Board deems appropriate, as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

**IV. Independent Advisors**

A. Access to Independent Advisors

The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. The Company will provide sufficient funding to the Board and to each committee, as determined by the Board and each of its committees, to exercise their functions and provide compensation for the services of their advisors and, in the case of the Audit Committee, independent auditors. The CEO will advise the Committee as to any prior experience or other pertinent information with respect to any retention of outside consultants or advisors. The Committee will consult with the CEO,

whenever reasonable in light of all the circumstances, prior to hiring or committing to fees, costs or expenses related to any such retention.

#### **B. Internal Reporting**

The Audit Committee will encourage submission, and establish procedures for the confidential treatment by the appropriate officers, under the supervision of the Audit Committee, of complaints and concerns by officers and employees regarding accounting and auditing matters and of reports regarding alleged violations of the Company Code of Business Conduct and Ethics or other Company policies or any law.

The senior executives of the Company are encouraged to initiate direct contact with the Chair of the Audit Committee if they believe that there is a matter that should be brought to the attention of the Board.

#### **V. Director Orientation and Continuing Education**

All new directors must be provided with these Corporate Governance Guidelines and will participate in the Company's orientation initiatives as soon as practicable after the annual meeting at which new directors are elected. The initiatives will include presentations by senior management and outside advisors as appropriate to familiarize new directors with the Company's business, its strategic plans, its significant financial, accounting and risk management issues and its compliance programs as well as their fiduciary duties and responsibilities as directors. All other directors are also invited to attend any orientation initiatives.

The Nominating and Corporate Governance Committee and members of senior management of the Company as well as appropriate outside advisors will periodically report to the Board on any significant developments in the law and practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.

#### **VI. Director Compensation**

The Compensation Committee will annually review and recommend, and the Board will consider, the form and amount of director compensation in accordance with the corporate policies and principles relevant to director compensation. It is the Company's policy that a significant portion of director compensation be in the form of Company stock or equity-based awards. The Board will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

#### **VII. Ownership Requirements**

All non-management directors are expected to hold Company stock with a value equal to at least three times the annual cash Board retainer. Restricted stock and restricted stock units will be counted in determining ownership. Directors are not required to purchase Company

stock to achieve compliance with these guidelines. The impact of being below the guidelines is that directors should not sell Company stock during this time.

### **VIII. CEO and Executive Officer Evaluation and Management Succession**

The Board will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer based on these goals and objectives and set the compensation of the Chief Executive Officer based on this evaluation and the recommended compensation from the Compensation Committee. The Chief Executive Officer will evaluate the performance of the executive officers reporting directly to the Chief Executive Officer, review the performance evaluation of any other executive officers whose compensation is required to be disclosed in the proxy statement for the Company's annual meeting of stockholders, and make recommendations to the Compensation Committee as to the compensation of those executive officers (the Company's executive officers") based on such evaluation. The Compensation Committee will review and approve the compensation of the Company's executive officers based on the recommendations from the Chief Executive Officer and advice from the Company's independent compensation consultant.

The Nominating and Corporate Governance Committee will report to the Board at least annually on succession planning for the Chief Executive Officer. The Board will work with the Nominating and Corporate Governance Committee to evaluate and, as necessary, nominate successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available to the Board his or her recommendations and evaluations of potential successors to his or her own and other senior management positions, including in the event of an unexpected emergency.

### **IX. Annual Performance Evaluation**

The Nominating and Corporate Governance Committee, on behalf of the Board, will conduct an annual evaluation of the Board, of each individual director and of each committee to determine whether each of them is functioning effectively, and will submit a report to the full Board at the end of the review. The review will be discussed with the full Board following the end of each fiscal year. The Nominating and Corporate Governance Committee will establish the criteria to be used in such evaluations.

### **X. Director Insurance, Indemnification and Exculpation**

The Company intends to, and the directors will be entitled to, have the Company maintain reasonable directors' and officers' liability insurance on behalf of the directors to the extent reasonably available. In addition, the directors will receive the benefits of indemnification provided by the Company's Certificate of Incorporation, By-laws, the Indemnification Agreements entered into with each director, as well as the provisions regarding absence of personal liability contained in the Company's Certificate of Incorporation.

### **XI. Risk Management**

The Board shall periodically review the Company's policies and practices with respect to risk assessment and risk management.