

**RUTH'S HOSPITALITY GROUP, INC.**  
**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
**AS AMENDED AND RESTATED ON OCTOBER 26, 2012**

**Organization**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Ruth’s Hospitality Group, Inc. (the “Company”) shall consist of at least two directors from the Board. All Committee members shall (1) be “independent” within the meaning of the applicable listing rules of NASDAQ or any other exchange on which the common stock of the Company is traded; *provided, however,* that the Company may avail itself of any exemption or grace period from such requirement available to it under the rules of such exchange, including the “controlled company” exemption, and (2) shall otherwise meet the membership qualification requirements contained in this Charter.

Committee members shall be appointed by the Board annually and when a vacancy exists and may be removed by the Board at any time for any reason. Each member of the Committee shall serve on the Committee until such time as he or she resigns from the Board or the Committee, is removed from the Board or the Committee or fails to be re-elected to the Board at any stockholders meeting or, if provided as a condition to such resignation or removal, until such time as his or her successor has been appointed and qualified. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

**Purpose**

The Committee’s primary purposes shall be:

- to develop and recommend qualification standards and other criteria for selecting new directors, identify individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommend to the Board such individuals as nominees to the Board for its approval;
- to recommend to the Board a slate of director nominees for election or reelection at the annual meeting of stockholders;

- to recommend to the Board the structure and membership of the Board and Board committees;
- to oversee evaluations of the Board, individual Board members and the Board committees;
- to develop and recommend to the Board, and review periodically, a set of Corporate Governance Guidelines applicable to the Company and amendments thereto and make other recommendations to the Board relative to corporate governance policies and issues.

### **Structure and Operations**

The Board shall designate one of the members of the Committee to serve as Chairperson of the Committee. The Committee shall meet periodically (but not less frequently than annually) at such times as it determines to be necessary or appropriate and shall periodically report to the Board regarding any issues, recommendations or findings as it deems appropriate. The Chairperson of the Committee, or two Committee members in the absence of the Chairperson, shall have the power to call a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members. The Committee may invite the Chairperson of the Board, Chief Executive Officer or others to attend all or a portion of its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management. The Committee may delegate any of its responsibilities to one or more subcommittees as it may deem appropriate to the extent allowed by applicable law and the rules of NASDAQ or any other exchange on which the common stock of the Company is traded.

### **Authority and Resources**

The Committee shall have the sole authority to select, retain and terminate any search firm engaged to assist in identifying director candidates and to approve the search firm's fees and other retention terms. In addition, the Committee may engage outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its responsibilities hereunder. The Company shall pay to any search firm or outside legal or other advisor retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties as shall be determined by the Committee.

### **Responsibilities**

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time.

- 1. Recommend Criteria for Selection of Directors.** The Committee is responsible for developing the criteria for the requisite skills and characteristics of new Board and committee members as well as composition of the Board and committees as a whole. The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of new directors as adopted by the Board from time to time as set forth in the Company's Corporate Governance Guidelines. The Committee shall also develop and recommend to the Board standards to assist it in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.

**2. Recommend Director Candidates.** The Committee shall recommend to the Board a slate of director nominees for election or reelection at each annual meeting of stockholders and shall recommend members of the Board to serve as the Chairperson of the Board. The Committee shall identify, recruit and recommend to the Board only those candidates that the Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board and shall consider the performance of incumbent directors in determining whether to recommend them for reelection. The Committee may conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates. The Committee shall consider questions of independence and possible conflicts of interest and related party transactions involving Board members, senior officers and key employees, and whether any director candidate has any special interests or a special agenda that would impair his or her ability to effectively represent the interests of all stockholders. The Committee shall consider director candidates timely submitted by the Company's stockholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates. The Committee shall review the recommendations of the Compensation Committee with regard to director compensation and may make any related recommendations to the Board.

**3. Recommend Committee Members.** The Committee shall establish criteria for the selection of members of the Board's committees based on the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including, without limitation, the Company's Corporate Governance Guidelines, the consistency of the director's experience and qualifications with the goals of the committee and the interplay of the director's experience and qualifications with the qualifications and experience of the other committee members. The Committee shall recommend to the Board candidates to serve as members and Chairpersons of each of the Board's committees based on such criteria.

**4. Fill Board and Committee Vacancies.** The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or the expansion of the Board or committee.

**5. Review Committee Structures.** The Committee shall establish guidelines for its operation under this Charter. The Committee shall periodically review and, if desirable, recommend to the Board changes in the number, responsibilities, operation and membership of all Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.

**6. Review Changed Circumstances of Directors.** The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications or availability.

**7. Develop and Review Corporate Governance Guidelines and Other Policies.** The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines pursuant to the rules of NASDAQ (or any other exchange on which the common stock of the Company is traded), periodically review and reassess the adequacy of the Corporate Governance Guidelines, and recommend to the Board any changes deemed appropriate. The Committee shall review policies relating to meetings of the Board and the Board committees, which may include schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings. The Committee shall review periodically the Company's Code of Conduct and Ethics Policy, Code of Ethics for CEO, Concept Presidents and Senior Financial Officers Policy, Statement of Policy to Directors, Officers and Key

Employees Concerning Securities Trading and Disclosure of Confidential Information, Insider Trading Policy and Related Party Transaction Policies and Procedures and shall review, and may adopt, similar policies and procedures designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents. The Committee shall stay abreast of developments in the area of corporate governance generally to ensure that the Company remains current in its governance policies.

**8. Evaluate Stockholder Proposals.** The Committee shall evaluate and make recommendations to the Board regarding stockholder proposals.

**9. Administer Annual Performance Evaluations.** The Committee shall administer annual performance evaluations of the Board and its committees, including a review of this Committee by its members, and present the evaluations to the Board.

**10. Revise the Company's Certificate of Incorporation and Bylaws.** The Committee shall periodically review the adequacy of the certificate of incorporation and bylaws of the Company with respect to corporate governance matters and recommend to the Board, as conditions dictate, that it propose amendments to the certificate of incorporation and bylaws for consideration by the stockholders.

**11. Review Committee Charter.** The Committee shall review and reassess the adequacy of this Charter at least once every two years and recommend any proposed changes to the Board.