

RUTH'S HOSPITALITY GROUP, INC.

COMPENSATION COMMITTEE CHARTER

AS AMENDED AND RESTATED ON FEBRUARY 6, 2018

Organization

The Compensation 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. Each member of the Committee shall (1) meet the membership qualification requirements contained in this Charter, (2) be, to the extent required by the Board, a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act") and (3) be, to the extent required by the Board, an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. In the event that any member of the Committee does not qualify as a "non-employee director" for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors. In the event that any member of the Committee does not qualify as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, then all compensation that is intended to be exempt from Section 162(m) of the Internal Revenue Code shall also be approved by a subcommittee made up of members of the Board who qualify as outside directors. In addition, each member shall 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.

Committee members shall be appointed by the Board (upon the recommendation of the Nominating and Corporate Governance Committee of the Board) annually and when a vacancy exists and may be removed by the Board at any time for any reason. Each Committee member 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.

Purpose

The Committee's primary purposes shall be to:

- assist the Board in discharging its responsibilities relating to compensation of the Company's Board members and officers;
- review and approve goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in reference to these goals and objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation;
- in consultation with the Chief Executive Officer, review and approve the compensation for other executive officers and key personnel;
- review and evaluate the Company's overall compensation philosophy and oversee the Company's general cash-based and equity-based incentive plans and any other compensation and benefits plans that are subject to the Board's approval;
- review and approve employment contracts and other similar arrangements with executive officers;

- make recommendations to the Board related to the compensation of directors of the Company; and
- produce a compensation committee report on executive compensation as required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement or Annual Report on Form 10-K.

Structure and Operations

The Board shall designate one of the members of the Committee to serve as Chairperson of the Committee (upon the recommendation of the Nominating and Corporate Governance Committee of the Board). 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 members of management or others to its meetings. However, management should be absent from any discussion or review where the individual compensation of such persons is determined. 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 (1) select, retain and terminate any consulting firm engaged to assist in the evaluation of director, Chief Executive Officer or other executive officer compensation and (2) approve the fees and retention terms of such consulting firms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee. The Company shall pay such third parties 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. **Compensation Principles and Philosophy.** The Committee shall review, at least annually, the Company’s compensation principles and philosophy. When appropriate, the Committee shall recommend to the non-management Board members changes to the Chief Executive Officer and other officer compensation principles and periodically review the general employee compensation philosophy, policies and practices to ensure it is appropriate and does not incentivize unnecessary and excessive risk taking. The Committee shall stay abreast of developments in the area of executive compensation generally to ensure that the Company remains current in its compensation policies.

2. **Chief Executive Officer Compensation.** The Committee shall annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and, based on this evaluation, determine the Chief Executive Officer's compensation. In evaluating and determining Chief Executive Officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The Chief Executive Officer shall not be present at any considerations or determinations of Chief Executive Officer compensation.
3. **Officer Compensation.** In consultation with the Chief Executive Officer, the Committee shall also annually review and approve the compensation of the other executive officers and key personnel. In evaluating and determining the compensation of the other executive officers and key personnel, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act. The Chief Executive Officer may be present during any Committee discussions and determinations of compensation for such key personnel.
4. **Director Compensation.** The Committee shall review periodically, and recommend to the Board any changes to, the form and amount of compensation for directors. The Committee shall periodically review the principles underlying director compensation and make recommendations to the Board when appropriate.
5. **Compensation and Benefits Programs.** The Committee shall oversee overall compensation and benefits programs and policies. Decisions with respect to the grant of awards, the imposition or waiver of any conditions with respect to such awards or otherwise shall also be made by the Committee.
6. **Incentive Compensation Plans.** When appropriate, the Committee shall approve the creation and/or revision of incentive compensation plans affecting Company officers and employees, including cash-based and equity-based plans and grants thereunder, and oversee such plans' administration and discharge any responsibilities such plans may impose on the Committee. The Committee shall review and approve, or recommend to the Board for approval, all awards of shares, share options and other forms of equity compensation pursuant to the Company's equity-based compensation plans and shall review and approve, or recommend to the Board for approval, the annual cash-based incentive plans and other bonus plans proposed by management, as well as the criteria by which bonuses for the Company's employees are determined. In evaluating and making determinations regarding the creation and/or revision of incentive compensation plans, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
7. **Report for Proxy Statement.** The Committee shall annually prepare a report on executive officer compensation as required by SEC rules and regulations to be included in the Company's annual proxy statement or Annual Report on Form 10-K, and shall review and discuss with management, prior to the filing of the proxy statement or Annual Report on Form 10-K, the disclosure relating to executive compensation, including Compensation Discussion and Analysis and named executive officer and director compensation tables.
8. **Reporting and Evaluation.** The Committee shall periodically report its activities to the Board and make such recommendations to the Board as it deems appropriate. The

Committee shall conduct and review with the Board, at least annually, an evaluation of its performance. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board.

9. **Plan Administration.** Administer all plans entitled to the exemption under Rule 16b-3 of the Securities Exchange Act of 1934, as amended, including stock option, restricted stock and deferred stock plans.
10. **Stock Ownership Guidelines.** To determine stock ownership guidelines for directors and executive officers and monitor compliance with such guidelines.
11. **Retention of Committee Advisers.** The Committee shall have sole authority to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to the Committee and shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other adviser. The Committee shall have the sole authority to approve the fees and retention terms of any compensation consultant, independent legal counsel or other adviser. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to any compensation consultant, independent legal counsel or other adviser, including without limitation usual and customary expenses and charges. Notwithstanding the foregoing, the Committee shall not be required to implement or act consistently with the advice or recommendations of the compensation consultant, independent legal counsel or other adviser and shall not be precluded from exercising its own judgment in fulfillment of its duties. In addition, the Committee shall have sole authority to approve the engagement of any compensation consultant, independent legal counsel or other adviser, or its affiliates, for additional services to the Company in connection with the discharge of its responsibilities hereunder including the review of any of the Company's compensation arrangements (individually or Company-wide), including the purchase of any products from such consultant or its affiliates. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
12. **Compensation Adviser Independence Evaluation.** The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration the following factors, as well as any other factors required by NASDAQ and the Exchange Act, as and corresponding rules that may be amended, including from time to time, (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

13. **Stockholder Approval of Executive Compensation Matters.** The Committee shall oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NASDAQ rules that, with limited exceptions, stockholders approve equity incentive plans. The Committee shall review and recommend to the Board the frequency with which the Company will conduct stockholder advisory votes on executive compensation, taking into account the results of the most recent stockholder advisory vote on the frequency of such votes required by Section 14A of the Exchange Act, and review and approve proposals regarding the stockholder advisory votes on executive compensation and the frequency of such votes to be included in the Company's proxy statement.