



## **Dine Brands Global, Inc.**

### **Compensation Committee Charter**

#### **Purpose**

The Committee is responsible for overseeing the Corporation's compensation and employee benefit plans and practices, including executive compensation matters and executive succession planning, and the Corporation's organizational culture.

#### **Membership**

The Committee shall consist of three or more directors, all of whom shall be independent in accordance with the New York Stock Exchange listing standards as determined by the Board of Directors and shall qualify as non-employee directors within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

The Board of Directors shall appoint the members of the Committee who shall serve for such term as the Board of Directors may determine or until his or her earlier resignation, removal by the Board of Directors, or death. The Chair of the Committee shall be appointed by the Board of Directors, provided that if the Board of Directors does not appoint a Chair, the members of the Committee by a majority vote may appoint a Chair.

#### **Meetings**

The Committee shall meet at least three times each year and at such other times as it deems necessary or appropriate to fulfill its responsibilities.

The Committee shall report regularly to the Board of Directors and shall maintain minutes of its meetings and related records.

#### **Authority and Responsibilities**

The authority and responsibilities of the Committee shall include, but not be limited to, the following:

- Review and approve the Corporation's overall compensation philosophy and related compensation and benefits programs, policies and practices.
- Review and recommend for approval by the Board of Directors, equity incentive compensation and other stock-based plans.
- Perform such duties and responsibilities as may be assigned to the Committee under any compensation or other employee benefit plan, including any incentive compensation or equity-based plan.

- In light of the corporate goals and objectives approved by the Board of Directors, review and approve the performance goals and objectives for the Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of these performance goals and objectives in order to determine and approve the Chief Executive Officer's compensation package. In addition, the Chair of the Committee shall conduct the Chief Executive Officer's annual compensation discussion with the Chairman of the Board of Directors.
- Based on recommendations from the Chief Executive Officer, evaluate the performance of the other executive officers of the Corporation (which shall be the Corporation's Section 16 officers under applicable Securities and Exchange Commission rules) and approve the compensation for such executive officers.
- Review and approve any changes to perquisites or other personal benefits provided to executive officers of the Corporation.
- Review and approve a peer group of companies against which to compare the Corporation's executive compensation.
- Review compliance of each director and executive officer with the Corporation's stock ownership guidelines and take any appropriate action in connection therewith.
- Review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.
- Review the compensation package for non-employee directors and recommend any changes for approval by the Board of Directors.
- Oversee and review with the Board of Directors, risk and risk mitigation associated with the Committee's purpose and areas of responsibility, including with respect to the Corporation's compensation policies and practices. In doing so, consider and confirm that the Corporation's compensation policies and practices do not encourage unnecessary risk taking.
- Assist the Board of Directors in developing and evaluating potential candidates for executive management positions, including the Chief Executive Officer, and oversee the development of executive succession plans. Oversee the Corporation's talent review and recruitment policies and procedures for executive management.
- Maintain visibility into, assist with the development of, and monitor progress of programs regarding the Corporation's organizational culture, including diversity and inclusion.
- Review and approve the Compensation Discussion and Analysis to be included in the Corporation's annual proxy statement. As part of its review, consider the results of the most recent stockholder advisory vote on executive compensation as required by section 14a of the Securities Exchange Act of 1934, as amended. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.
- Consult, retain (at the Corporation's expense), and terminate, in its sole discretion, outside advisors to the Committee, including independent compensation consultants. In doing so, the Committee should consider all factors relevant to the advisor's independence, including the factors specified by applicable NYSE listing standards. The Committee shall have sole authority to approve related fees and retention terms and oversee the work of the advisor.

- Conduct an annual self- assessment of the Committee’s performance and charter and recommend any changes to the Committee’s charter for approval by the Board of Directors.

The Committee shall have the authority to take any other actions or oversee any other matters in furtherance of its purpose or as determined by the Board of Directors. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

**Approved by the Board of Directors on August 1, 2019.**