



Dine Brands Global, Inc.

Nominating and Corporate Governance Committee Charter

Purpose

The Committee is responsible for overseeing the corporate governance of the Corporation and considering and making recommendations to the Board of Directors, as appropriate, regarding the size, composition, functions, and requirements of the Board of Directors.

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.

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:

- Oversee succession planning for the Board of Directors and consider the size and composition of the Board of Directors as a whole. Make appropriate recommendations regarding such matters to the Board of Directors for approval.
- Identify and evaluate qualified director candidates, including any candidates validly nominated by the Corporation's stockholders, and recommend director nominees for approval by the Board of Directors.
- Determine the skills and qualifications required for directors and develop criteria to be considered in identifying and evaluating director candidates. In developing such criteria, the Committee should consider diversity of experience, skills, background, gender, race and ethnicity as important factors.

- Consider the suitability of existing directors for continued service on the Board of Directors when his or her term expires and when he or she has a change in status, including changes to employment and outside board of directors service, and make appropriate recommendations regarding such matters to the Board of Directors for approval.
- Administer the Corporation's Director Resignation Policy as set forth in the Corporation's Corporate Governance Guidelines.
- Develop and review the Corporation's Corporate Governance Guidelines and recommend any changes to the Corporate Governance Guidelines for approval by the Board of Directors.
- After consultation with the Chairman of the Board of Directors, consider and recommend for approval by the Board of Directors, matters pertaining to committees of the Board of Directors, including with respect to structure, member qualifications, composition, committee chairs and committee reporting to the Board of Directors.
- Consider and recommend for approval by the Board of Directors the Chairman of the Board of Directors.
- Review the Code of Conduct for Non-Employee Directors and the Corporation's Global Code of Conduct 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: Board of Directors' organization, membership and structure; succession planning; director independence; Board of Directors effectiveness; and other corporate governance matters.
- Work with the Chairman of the Board of Directors to oversee the evaluation of the performance and effectiveness of the Board of Directors and each committee of the Board of Directors.
- Coordinate an annual corporate governance training for the Board of Directors.
- Review and oversee the Corporation's actions on issues related to corporate social responsibility, sustainability, philanthropy, and other matters associated with the Corporation's participation as a global corporate citizen. Review and pre-approve any charitable contributions exceeding \$25,000 to any organization in any fiscal year.
- Review and oversee the Corporation's political activities and contributions and other public policy issues to ensure alignment with the Corporation's long-term strategy and values.
- Consult, retain (at the Corporation's expense), and terminate, in its sole discretion, outside advisors to the Committee, including director search firms. 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.

In addition, the Chair of the Committee shall conduct the Chief Executive Officer's annual performance review with the Chairman of 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.