

## **Charter of the Compensation Committee of the Board of Directors of DineEquity, Inc.**

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### **I. PURPOSE OF THE COMMITTEE**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of DineEquity, Inc. (the “Corporation”) is to oversee, on behalf of the Board, the Corporation’s compensation and employee benefit plans and practices, including its executive compensation plans and its incentive compensation and equity-based plans, and succession planning, and to produce a Committee report on executive compensation as required by the Securities and Exchange Commission (“SEC”) to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the SEC.

### **II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the independence requirements and any other requirements of the New York Stock Exchange (the “NYSE”), and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may so designate a chairperson. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by a majority vote of the Board.

### **III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting

can hear each other shall constitute a quorum. The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

## **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

### **A. Executive and Director Compensation**

The Committee shall have the following duties and responsibilities with respect to the Corporation's executive and director compensation plans:

(a) To review, at least annually, the goals and objectives of the Corporation's executive compensation plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review, at least annually, the Corporation's executive compensation plans in light of the Corporation's goals and objectives with respect to such plans and, if the Committee deems it appropriate, adopt, or recommend that the Board adopt, any new executive compensation plans or amendments of existing executive compensation plans.

(c) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee shall consider all relevant factors, including the Corporation's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the Chief Executive Officer of the Corporation in past years. The Committee may discuss the Chief Executive Officer's compensation with the Board if it chooses to do so.

(d) To evaluate annually the performance of the other executive officers (i.e., Section 16 officers [as defined in Rule 16a-1(f) of the Exchange Act] other than the Chief Executive Officer) of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and determine the compensation of such other executive officers. To the extent that long-term incentive compensation is a component of such executive officer's compensation, the Committee shall consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the Chief Executive Officer.

(e) To evaluate annually the appropriate level of compensation for Board and Committee service by non-employee members of the Board. Any proposed changes to non-employee director compensation will be submitted to the full Board for consideration.

(f) To review and approve any severance or termination arrangements to be made with any executive officer of the Corporation.

(g) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive compensation plan.

(h) To review perquisites or other personal benefits to the Corporation's executive officers and make any changes, as necessary.

(i) To produce a Committee report on executive compensation as required by the SEC to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC. The Committee shall also review and discuss with management the Corporation's Compensation Discussion and Analysis. As part of this review, the Committee shall 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.

(j) To review and approve a peer group of companies against which to compare the Corporation's executive compensation for the purpose of assessing the competitiveness of the Corporation's executive compensation programs.

(k) To review, on an annual basis, the compliance of each director and executive officer with the Corporation's stock ownership guidelines.

## **B. General Compensation and Employee Benefit Plans**

The Committee shall have the following duties and responsibilities with respect to the Corporation's general compensation and employee benefit plans, including incentive compensation and equity-based plans:

(a) To review at least annually the goals and objectives of the Corporation's general compensation plans and other employee benefit plans, including incentive compensation and equity-based plans, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(b) To review at least annually the Corporation's general compensation plans and other employee benefit plans, including incentive-compensation and equity-based plans, in light of the goals and objectives of these plans, and recommend that the Board amend these plans if the Committee deems it appropriate.

(c) To review all equity-compensation plans to be submitted for stockholder approval under the NYSE listing standards, and to review and, in the Committee's sole discretion, approve all equity-compensation plans that are exempt from such stockholder approval requirement.

(d) To perform such duties and responsibilities as may be assigned to the Committee under the terms of any compensation or other employee benefit plan, including any incentive compensation or equity-based plan.

## **C. Oversight of Risks Related to Compensation Policies and Practices**

The Committee shall have the following duties and responsibilities with respect to the Corporation's compensation policies and practices:

- (a) In accordance with applicable laws and disclosure rules, review and monitor risks related to the Corporation's compensation policies and practices, including reviewing whether and the extent to which the Corporation compensates and incentivizes its employees in ways that may create risks that are reasonably likely to have a material adverse effect on the Corporation.
- (b) Review with management the basis for the Corporation's conclusions relating to compensation policies, practices and risks, and
- (c) Review and discuss with the full Board, at least annually and at the Board's request, issues relating to the assessment and mitigation of risk factors affecting the Corporation related to the Corporation's compensation policies and practices.

## **D. Succession Planning**

The Compensation Committee shall oversee succession planning for the Chief Executive Officer and management development, and shall consult with the Chairperson of the Nominating and Corporate Governance Committee regarding succession planning, as necessary. This oversight responsibility shall include the unanticipated departures or inability to serve of the Chief Executive Officer and other key executives, the long-term growth and development of the senior management team, and identifying the Chief Executive Officer's successor. The Compensation Committee also shall oversee the Corporation's talent review, development, performance management and recruitment policies and procedures for senior management of the Corporation. The Compensation Committee shall regularly report to the Board on succession planning matters.

## **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis and in coordination with the Nominating and Corporate Governance Committee, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, a review and assessment of the adequacy of this Charter, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary.

The Committee shall have the sole authority to retain or terminate any compensation consultant to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's fees and other retention terms, such fees to be borne by the Corporation. In the event the Committee determines to retain a compensation consultant, the Committee will consider, approximately annually, such consultant's independence, taking into account, among other potential factors, (i) whether the employer of the compensation consultant is providing any other services to the Corporation; (ii) the amount of fees received from the Corporation by the employer of the compensation consultant as a percentage of such employer's total revenue; (iii) policies and procedures that have been adopted by the employer of the compensation consultant to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant with a member of the Committee; (v) any stock of the Corporation owned by the compensation consultant; (vi) any business or personal relationship of the compensation consultant or employer of the compensation consultant with an executive officer of the Corporation; and (vii) any other criteria set forth in the Securities and Exchange Commission and New York Stock Exchange rules.

Approved by the Board of Directors on December 1, 2015