

**The Habit Restaurants, Inc.**  
**Nominating & Corporate Governance Committee Charter**

**STATUS**

The Nominating & Corporate Governance Committee (the “*Committee*”) is a committee of the Board of Directors (the “*Board*”) of The Habit Restaurants, Inc., a Delaware corporation (the “*Company*”).

**STATEMENT OF PURPOSE**

The purpose of the Committee is to identify individuals qualified to become members of the Board, and to recommend Director nominees for each annual meeting of the shareholders and nominees for election to fill any vacancies of the Board, as well as to address related matters. The Committee shall also develop and recommend to the Board corporate governance principles applicable to the Company and be responsible for leading the annual review of the Board’s performance.

**MEMBERSHIP**

The Committee shall consist of at least three members of the Board as the Board shall from time to time determine. One Committee member shall be appointed as Chairperson of the Committee. If the Chairperson is not so appointed, the members of the Committee may elect a Chairperson by majority vote. Each Committee member shall meet the independence criteria of the rules The NASDAQ Global Market (“*NASDAQ*”). The Committee may avail itself of any phase-in compliance periods available to the Company that are afforded by NASDAQ or applicable law.

**MEETINGS**

***Structure and Operations***

- The Committee shall meet at least two times annually or more frequently in its discretion or at the request of the Board. A majority of the Committee members shall constitute a quorum and a majority of the members present shall decide any question brought before the Committee.
- The Committee shall promptly inform the Board of the actions taken or issues discussed at its meetings. This will generally take place at the Board meeting following the Committee meeting.

***Agenda and Notice***

The Chairperson of the Committee shall establish the meeting dates and the meeting agenda. The Chairperson of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting. The Chairperson or a majority of the members of the Committee may call a special meeting of the Committee at any time.

***Holding and Recording Meetings***

Committee meetings may be held in person or telephonically. The Committee shall keep written minutes of its meetings and submit such minutes to the Board.

***Delegation***

To the extent permitted by any applicable law, regulation or listing standard, the Board may allocate the responsibilities of the Committee to a subcommittee or another committee of the Board's designation.

## **DUTIES AND RESPONSIBILITIES**

The Committee's primary duties and responsibilities include:

### ***Nominations***

The Committee is responsible for:

- Recommending to the Board for its approval the criteria and qualifications for membership on the Board, which, shall reflect at a minimum any requirements of applicable law or listing standards of NASDAQ (in the case of independent directors only), as well as any minimum qualifications that the Committee believes must be met by a nominee for a position on the Board or any specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess.
- In consultation with the Chief Executive Officer, identifying, considering, recommending, recruiting and selecting, or recommending that the Board select, candidates to fill open positions on the Board consistent with the Board-approved criteria and qualifications for membership. Where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate Directors, the selection and nomination of such Directors need not be subject to the Committee's process.
- Developing and periodically evaluating a policy with regard to the consideration of any Director candidates recommended by stockholders, including the procedures to be followed by shareholders in submitting such recommendations.
- Establishing a process for identifying and evaluating nominees for Director, including nominees recommended by shareholders.
- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates and such candidate's compliance with the independence and other qualification requirements established by the Committee.
- Recommending Director nominees for approval by the Board and the shareholders.
- Recommending to the Board with respect to the assignment of Board members to various Board committees.

In order to fulfill its role, the Committee shall have the sole authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.

### ***Corporate Governance***

#### ***General***

- Reviewing and recommending to the Board proposed changes to the Company's Amended and Restated Certificate of Incorporation and By-laws.
- Reviewing the Company's Corporate Governance Guidelines on an annual basis, or more frequently, if appropriate, and recommending to the Board updates or modifications to them, as appropriate.

- In consultation with the Chief Executive Officer, periodically reviewing and confirming compliance with the Company's corporate governance policies and Corporate Governance Guidelines.
- Recommending to the Board ways to enhance services to and improve communications and relations with the Company's shareholders.
- Conducting, in consultation with the Chief Executive Officer, an annual review of the Company's Corporate Code of Business Conduct and Ethics.
- Overseeing the systems and processes put into place by the Company to ensure compliance with the Company's Corporate Code of Business Conduct and Ethics.
- Receiving, reviewing, investigating and addressing any confidential complaints made to the Committee with respect to any breach or perceived breach of the Company's Corporate Code of Business Conduct and Ethics on the part of senior management or any member of the Board.

### ***Board Oversight***

- Overseeing annual self-evaluations by the Board of its performance.
- Evaluating, in consultation with the Chief Executive Officer the size, needs and effectiveness of the Board.
- Recommending to the Board improvements to the corporate governance of the Company, including consideration of any specific standards for the overall structure and composition of the Board.
- Evaluating any request for a waiver of the application of the Company's Code of Business Conduct and Ethics, and reporting its findings and recommendations to the full Board.
- Monitoring the functions of the various committees of the Board and overseeing the process for self-evaluation by each committee.
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives.
- Establishing criteria for an annual performance evaluation of the Committee by the Board.

### ***Management Oversight***

- Reviewing annually with the Chief Executive Officer the succession plans concerning positions held by senior executives and making recommendations to the Board in connection therewith.

### ***Periodic Review of this Charter***

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### ***Committee Performance Evaluation***

The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.

### ***Other Responsibilities***

The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

#### **COMPENSATION**

The compensation of Committee members shall be determined by the Board of Directors.