

# **DEL TACO RESTAURANTS, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **1. STATUS**

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Del Taco Restaurants, Inc. (the “Corporation”).

### **2. MEMBERSHIP**

The Committee shall consist of at least three members of the Board of Directors as the Board shall from time to time determine. All Committee members shall be “Independent,” as that term is defined in the Corporation’s Corporate Governance Guidelines.

### **3. APPOINTMENT AND REMOVAL**

Except for the initial members of the Committee who will be elected by the Board with the adoption of this Charter, the members of the Committee shall be elected by the Board at its meeting following the Annual Meeting of Shareholders and shall serve until the first meeting of the Board following the Annual Meeting of Shareholders and until their successors are elected or until their earlier death, resignation or removal, with or without cause, in the discretion of the Board. In the event of a vacancy on the Committee for any reason the Board shall elect an Independent Director to replace the departed Director for the remainder of the unexpired term. Unless a Chair is elected by the Board, the members of the Committee shall elect a Chair by majority vote of the full Committee membership.

### **4. 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, including any specific, 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 Chair of the Board, CEO and the Lead Independent Director, 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.

- 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 stockholders in submitting such recommendations.
- Establishing a process for identifying and evaluating nominees for Director, including nominees recommended by stockholders.
- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Recommending Director nominees for approval by the Board and the stockholders.
- Recommending Director nominees for each of the Board's committees.

The Committee shall have the sole authority to retain and terminate search firms used to identify Director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

### *Corporate Governance*

#### General

- Reviewing and recommending to the Board proposed changes to the Corporation's Certificate of Incorporation and By-laws.
- In consultation with the Chair of the Board, CEO and the Lead Independent Director, periodically reviewing, revising, interpreting and confirming compliance with the Corporation's corporate governance policies and Corporate Governance Guidelines.
- Recommending to the Board ways to enhance services to and improve communications and relations with the Corporation's stockholders.
- Conducting, in consultation with the Chair of the Board, the CEO and the Lead Independent Director, an annual review of the Corporation's Code of Ethics.

#### *Board Oversight*

- Overseeing periodic self-evaluations by the Board of its performance.
- Evaluating, in consultation with the Chair of the Board, CEO and the Lead Independent Director, the size, needs and effectiveness of the Board.
- Recommending to the Board improvements to the corporate governance of the Corporation, including consideration of any specific standards for the overall structure and composition of the Board.

- Overseeing the development by the CEO of programs for continuing education for all Directors and for the orientation of new Directors to be administered by the Corporate Secretary.
- Evaluating any request for a waiver of the application of the Corporation's Code of Ethics and reporting its findings and recommendations to the full Board.
- Monitoring the functions of the various committees of the Board and conducting periodic reviews of their contributions to the Corporation.
- Considering questions of possible conflicts of interest of Board members and of the Corporation's senior executives.
- Establishing criteria for an annual performance evaluation of the Committee by the Board.

#### *Management Oversight*

- Participating in evaluating the performance of the Chief Executive Officer as provided in the Corporation's Corporate Governance Guidelines.
- Reviewing annually with the Chair of the Board and Chief Executive Officer the job performance of elected corporate officers and other senior executives.
- Reviewing annually with the Chair of the Board and Chief Executive Officer the succession plans concerning positions held by senior executives and making recommendations to the Board in connection therewith.

## **5. COMMITTEE STRUCTURE AND OPERATIONS**

- The Committee shall meet at least two times annually or more frequently in its discretion or at the request of the Chair 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 may delegate its authority to a subcommittee or subcommittees.
- 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 a committee meeting.

## **6. PROCEDURES**

The Chair of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Chair shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee setting forth the names of the members of the

Committee or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee or such actions taken.

## **7. PERFORMANCE REVIEW**

The Committee shall conduct an annual performance evaluation of itself, including a review of the compliance of the Committee with this Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.