

DAVE & BUSTER'S ENTERTAINMENT, INC.
FINANCE COMMITTEE CHARTER

(Adopted February 17, 2016)

This Finance Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Dave & Buster’s Entertainment, Inc. (the “Company”) and sets forth the purpose and membership requirements of the Finance Committee (the “Committee”) of the Board and establishes the authority and responsibilities delegated to it by the Board.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.

1. PURPOSE

The role of the Committee shall be to: (A) assist the Board in fulfilling its financial management oversight responsibilities by (i) assessing, overseeing and evaluating from time to time the certain policies and transactions affecting the Company’s financial objectives, including (ii) reviewing of the Company’s indebtedness, strategic planning, capital structure objectives, investment programs and policies, (iii) periodically auditing major capital expenditures, including real estate acquisition and new store development, (iv) working with Company management and the Compensation Committee on annual operating goals and (B) making recommendations to the Board that are subject to Board approval.

2. COMMITTEE MEMBERSHIP

- 2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
- 2.2. **Qualifications.** Any member of the Board may serve on the Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are determined not to have satisfied the requirements for membership provided herein.

3. AUTHORITY

- 3.1 **Inquire and Access.** In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company.
- 3.2 **Delegation.** The Committee, by resolution approved by a majority of the Committee, may form, and delegate its authority and responsibilities to, subcommittees as it deems proper, provided that such subcommittees (i) consist of at least two members of the Committee and (ii) such delegation is not otherwise inconsistent with

applicable law, rules or regulations of the SEC or any securities exchange on which securities of the Company may then be listed.

- 3.3 **Retain Outside Advisors.** The Committee may retain outside advisors at any time it deems appropriate to provide expert advice or work product pertaining to the responsibilities of the Committee

4. MEETINGS

- 4.1. **Frequency of Meetings; Notice; Manner of Meeting.** The Committee shall meet as frequently as is determined by the Board. The schedule for regular meetings of the Committee for each year shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems advisable. Notice of meetings shall be given to all Committee members, or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other. When necessary, the Committee shall meet in executive session.
- 4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.
- 4.3. **Quorum; Action.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, except that nominations for directors that are submitted to the Board shall be approved by the vote of at least two-thirds of the standing members of the Committee. The Committee may also act by unanimous written consent of its members.
- 4.4. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.
- 4.5. **Chairperson.** The Chairperson of the Committee shall be appointed from among the Committee members by, and serve at the pleasure of, the Board and shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. RESPONSIBILITIES

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes, with the understanding that the Committee may undertake other and different

activities, and the Committee's activities may diverge from those described below, as appropriate under the circumstances. The Committee's key responsibilities are as follows:

- 5.1. **Capital Structure.** The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's financing and capital structure objectives, strategies and plans, including bank credit facilities, secured and unsecured debt offerings, interest rate swaps, options and caps, foreign exchange management, debt retirement, share repurchase programs and dividend policy.
- 5.2. **Financial Performance.** The Committee shall review the Company's annual and long-term financial targets and, when appropriate, make recommendations to the Board regarding the Company's long-term financial performance and cash flow, its adequacy to meet its business objectives and financial obligations, including its return on investment objectives, capital expenditures (including real estate acquisition and new store development), share repurchases and dividends.
- 5.3. **Debt Covenants.** The Committee shall monitor the Company's compliance with its debt covenants.
- 5.4. **Investments.** The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's cash investments, cash management, and short-term investments.
- 5.5. **Employee Benefit Plans.** The Committee shall review and, when appropriate, make recommendations to the Board regarding the Company's employee benefit programs.
- 5.6. **Review of Capital Expenditures.** The Committee shall periodically perform post-audit reviews of certain of the Company's capital expenditures, as it deems appropriate, for the purpose of ensuring the satisfaction of return on investment objectives and to better inform future investments.
- 5.6. **Consultation.** The Committee shall periodically coordinate and consult with the Board, management of the Company, and the Compensation Committee for the purpose of sharing information pertinent to oversight of the Company's annual operating plan goals, as well as other policies.

**DAVE & BUSTER'S ENTERTAINMENT, INC.
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(February 17, 2016)

The Finance Committee will review, approve and monitor the following activities of Dave & Buster's from time to time:

TOPIC	ACTION
Financial Policy	
Capital structure policy	Approve
Short term investment policy	Approve
Dividend policy	Review and recommend for Board Approval
Financing	
Issuance of securities	Review and recommend for Board Approval
Pricing of securities	Approve
Annual and Long Range Plans	
Assumptions underlying annual and long-range plans	Review
<ul style="list-style-type: none"> • Operating assumptions • Capital expenditures • Free cash flow • Leverage • Coverage 	
Annual Operating plan	Review and recommend for Board Approval
Annual Capital expenditure plan	Review and recommend for Board Approval
Hurdle rate for capital projects	Approve
Returns on completed capital projects	Review
Real Estate and Development	
New site selection guidelines and exceptions	Approve
<ul style="list-style-type: none"> • Market size • Store size • Financial returns • New concepts 	