

**DAVE & BUSTER'S ENTERTAINMENT, INC.
COMPENSATION COMMITTEE CHARTER**

(Adopted September 23, 2014)

This Compensation Committee Charter (the "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 Compensation 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 purpose of the Committee is to: (A) assist the Board in overseeing the Company's employee compensation policies and practices, including (i) determining and approving the compensation of the Company's Chief Executive Officer (the "CEO") and the other executive officers, (ii) making recommendations to the Board and the CEO with respect to non-executive officer and other management compensation, and (iii) reviewing and approving incentive compensation and equity-based compensation plans and policies that are subject to Board approval; and (B) prepare the annual report of the Committee required by the Securities and Exchange Commission (the "SEC").

2. **Committee Members.**

2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members of the Committee shall be appointed by the Board. Membership on the Committee shall rotate at the Board's discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time with or without cause. Members shall serve until their successors are appointed by the Board or until their earlier resignation or removal from the Committee.

2.2. **Qualifications.** To the extent required by the Securities Exchange Act of 1934, as amended (the "Exchange Act"), any other requirement of the SEC or any securities exchange on which securities of the Company may then be listed and subject to any transition and "controlled company" exceptions applicable thereunder, each member of the Committee shall be "independent," as such term is defined under such applicable rules and regulations, including standards specifically applicable to members of the Compensation Committee. In addition, at least two members of the Committee shall (i) qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and (ii) satisfy the requirements of an "outside director" under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). 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 later determined not to have satisfied the requirements for membership provided herein.

3. **Authority.**

- 3.1. **Inquiry 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, and, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter necessary or appropriate to the accomplishment of its purposes.
- 3.2. **Advisors.** The Committee shall have the sole authority to, and may in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel and other compensation advisor (“Advisors”) as it deems necessary to fulfill its responsibilities under this Charter. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work of any Advisor retained by the Committee, who shall report directly to the Committee. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such Advisor. In selecting an Advisor, the Committee shall consider the factors that may affect the independence of the Advisor established in accordance with applicable listing standards as specified further in Section 5.16 below.
- 3.3. **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.

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 shall be established by the Committee. The Chairperson of the Committee may call a 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 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. The Committee may also act by unanimous written consent.
 - 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 shall serve at the pleasure of, the Board and preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall select a temporary substitute to serve as the chair 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.

Except to the extent delegated to the Plan Subcommittee (hereinafter defined), the Committee shall perform the following functions:

- 5.1. **Compensation Philosophy and Strategy.** The Committee shall, from time to time, review the compensation philosophy and strategy of the Company and its subsidiaries and consult with the CEO, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's stockholders. In determining the long-term incentive component of the CEO's and each other executive officer's compensation, the Committee shall consider such factors as it deems relevant, which may include the Company's performance and relative stockholder return and the value of similar incentive awards to executive officers at comparable companies.
- 5.2. **Corporate Goals and Objectives.** The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers, including the CEO.
- 5.3. **Comparison Analysis.** The Committee shall annually assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the

Company's executive officers, and recommend to the Board any appropriate modifications or new plans, programs or policies.

- 5.4. **Adoption and Administration of Plans.** The Committee shall review, approve and recommend to the Board the adoption of any equity-based compensation plan for employees of or consultants to the Company and any modification of any such plan. The Committee shall review, and upon approval by the Board, administer the Company's (i) incentive compensation programs, including any incentive compensation plans and any stock option and other equity-based plans (including specific provisions) in which the Company's executive officers may be participants, and (ii) any employee retirement plan, and any other material employee benefit plan, and recommend to the Board amendments to such plans or adoption of new plans. In connection with administering such plans, the Committee shall have the authority to: (i) authorize all awards made pursuant to such plans; (ii) approve option guidelines and general size of overall grants; (iii) make grants and other awards of cash-based and equity-based compensation; (iv) set annual bonus criteria under cash-based incentive programs (v) interpret the plans; (vi) determine the rules and regulations relating to the plans; (vii) modify or cancel existing grants and substitute new grants (with the consent of grantees); (ix) designate employees eligible to participate in the plans and (x) impose limitations, restrictions and conditions upon any award as the Committee deems appropriate and as permitted under the applicable plan. The Committee shall also monitor compliance by management with such rules, policies and guidelines for the issuance of awards pursuant to such plans as the Committee or the Board may establish.
- 5.5. **Executive Officer Compensation.** The Committee shall determine and approve the compensation of the Company executive officers, including the CEO. In determining the amount, form, and terms of such compensation, the Committee shall annually evaluate the performance of each executive officer in light of the corporate goals and objectives, including the annual performance objectives for the Company and such other factors as it deems relevant, and, based on this evaluation, establish the base salary, material perquisites, incentive compensation, deferred compensation, stock options, performance units and other equity-based awards for the executive officers. The Committee shall also consider competitive market data pertaining to compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the company and its stockholders. The CEO may not be present during voting or deliberations on his or her compensation.
- 5.6. **Executive Officer Performance.** The Committee shall annually evaluate the performance of the Company's executive officers and take into account such performance evaluation and, with respect to executive officers other than the CEO, the recommendations of the CEO, in establishing such executive officers' total compensation.
- 5.7. **Executive Officer Agreements.** The Committee shall review and make recommendations to the Board regarding any employment agreement, severance

agreement, change in control agreement or provision, or separation agreement, or any amendment to the foregoing and any deferred compensation arrangement that is proposed to be entered into with any executive officer.

- 5.8. **Other Officer Compensation.** The Committee shall review and make recommendations to the Board and the CEO regarding any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the foregoing, and any deferred compensation arrangement that is proposed to be entered into with any other officer or member of senior management (other than executive officers which are covered by 5.7 above). The Committee shall also make recommendations to the Board and the CEO with respect to the compensation of other officers and members of senior management of the Company.
- 5.9. **Board Reports.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.
- 5.10. **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its assessment and of its recommendation for any changes to the Charter.
- 5.11. **Committee Self-Assessment.** The Committee shall annually review and make a self-assessment of its performance and shall report the results of such self-assessment to the Board.
- 5.12. **Say-When-on-Pay.** Every six years or otherwise as appropriate, the Committee shall make a recommendation to the Board regarding the frequency of the advisory vote on the compensation of the Company's named executive officers as required by Rule 14a-21(b) of the Exchange Act.
- 5.13. **Compensation Discussion and Analysis.** The Committee shall review and discuss with management the Compensation Discussion and Analysis disclosure required by the rules and regulations of the SEC and determine whether to recommend to the Board, as part of a report of the Committee to the Board, that such disclosure be included in the Company's Annual Report on Form 10-K and any proxy statement for the election of directors (or information statement in lieu thereof). As part of this review, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act.
- 5.14. **Committee Report.** The Committee shall produce an annual report on executive compensation as required by the rules and regulations of the SEC and submit it to the Board for inclusion in the Company's Annual Report on Form 10-K or any proxy statement for the election of directors (or information statement in lieu thereof).

- 5.15. **Risk-Management Assessment.** The Committee shall review at least annually from a risk management perspective the Company's compensation policies and practices for all executives, management employees and employees generally, including the incentives established for risk-taking, the manner in which any risks arising out of the Company's compensation policies and practices are monitored and mitigated and any adjustments necessary to address changes in the Company's risk profile.
- 5.16. **Compensation Consultants and Other Advisors.** With respect to any compensation consultant who has been engaged by the Committee (or a subcommittee thereof) to provide advice on the amount or form of executive or director compensation, the Committee (or applicable subcommittee) shall review at least annually the nature of any other services that such consultant may be providing to the Company or to management, as well as all remuneration provided to such consultant. Annually, and from time to time as the Committee deems appropriate and prior to retention of any Advisor to the Committee, assess the independence of compensation consultants, legal counsel and other Advisors to the Committee, taking into consideration all relevant factors the Committee deems appropriate to such Advisor's independence, including factors specified in the listing standards of any exchange on which the Company's securities may be listed. The Committee shall also evaluate, in accordance with Item 407(e)(3)(iv) of Regulation S-K, whether any conflict of interest exist with respect to any compensation consultant.
- 5.17. **Stockholder Proposals.** Review and make recommendations with respect to stockholder proposals related to compensation matters.
6. **Plan Subcommittee.** It is generally the desire of the Company to ensure the deductibility of all compensation paid to its "covered employees" under Section 162(m) of the Code and ensure that all equity-based compensation is awarded by a committee of "non-employee" directors under Section 16b-3 of the Exchange Act. In order to meet such requirements, the Committee intends to maintain a Plan Subcommittee (herein so called).
- 6.1. **Qualifications.** The Plan Subcommittee shall consist of two or more members of the Compensation Committee. Each member of the Plan Subcommittee shall (i) qualify as a "non-employee director" within the meaning of Rule 16b-3 under the Exchange Act, and (ii) satisfy the requirements of an "outside director" under the regulations promulgated under Section 162(m) of the Code.
- 6.2. **Key Responsibilities.** The Plan Subcommittee shall have the authority otherwise provided to the Committee under this Charter to (i) administer the Company's incentive compensation programs, including any incentive compensation plans and any stock option and other equity-based plans (including specific provisions), and authorize all awards under such plans, in which directors and executive officers participate, and (ii) determine annual bonus criteria under the Company's cash-based incentive programs and approving periodic or special cash bonuses and other incentive compensation for executive officers.

6.3. **Procedures.** The Plan Subcommittee may establish its own meeting schedule and rules of procedure. The Plan Subcommittee shall provide a regulatory report to the Compensation Committee and the Board of Directors on its activities.

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