

DAVE & BUSTER'S ENTERTAINMENT, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted September 23, 2014)

This Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 (i) identify, screen, review and recommend to the Board individuals qualified to be nominated for election to the Board consistent with criteria approved by the Board, (ii) recommend to the Board the board member qualified to be nominated for election as Chairman of the Board, (iii) recommend to the Board the members and Chairperson for each Board committee, (iv) overseeing the Company's policies and procedures for the receipt of stockholder suggestions regarding Board composition and recommendations of candidates or nominations by the Board, (v) periodically review and assess the Company's Corporate Governance Guidelines and Principles and the Company's Code of Business Conduct and Ethics and make recommendations for changes thereto to the Board and (vi) oversee the annual self-evaluation of the performance of the Board and the annual evaluation of the performance of management.
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 on the recommendation of the Committee. 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 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; provided that, to the extent required under the Securities Exchange Act of 1934, as amended, any rule or regulation of the Securities and Exchange Commission ("SEC") or any rule or regulation of any securities exchange on which securities of the Company may then be listed and subject to any transition and "controlled company" rules and exceptions thereunder, a member of the Committee must be "independent," as such term is defined under such applicable laws, rules and regulations. 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. **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 counsel, director search, recruitment consultants and other independent advisors (“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.
- 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 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.

5.1 **Director Nominees.**

5.1.1 **Nominee Criteria and Qualifications.** The Committee shall establish criteria for persons to be nominated for election to the Board and its committees, taking into account the composition of the Board as a whole. At a minimum, the criteria should include a candidate's qualification as "independent," under the various standards applicable to the Board and each of its committees, as well as a candidate's leadership, integrity, diversity and depth of experience and availability, the balance of the business interest and technical skills of the incumbent or nominated directors, and the need for any required expertise on the Board or one of its committees. Further, consideration of any policies with regard to diversity on the Board and how the Committee assesses the effectiveness of any such policy shall be taken into account in recommending the composition of the Board. The Committee shall also oversee the Company's policies and procedures with respect to consideration of director candidates nominated by stockholders. With respect to incumbent members of the Board, the Committee shall also consider the performance of each incumbent director. In addition, the Committee shall determine whether qualifications for membership on each committee of the Board of Directors are met.

5.1.2 **Identification of Board Candidates.** When the circumstances require, the Committee shall identify, screen, review and recommend to the Board new persons qualified to be nominated for election as directors (including evaluation of candidates recommended by shareholders in accordance with the Company's policies as set forth in its proxy statement). The Committee shall also annually review each incumbent director's past performance and, when the circumstances require, recommend to the Board whether such director should be nominated for reelection. In addition, the Committee shall review Company disclosures

concerning the specific experience, qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure.

- 5.1.3 **Recommendation of Board Nominees.** Prior to each annual meeting of the stockholders of the Company, the Committee shall, on a timely basis, recommend to the full Board a slate of nominees for election to the Board at such meeting.

5.1 **Board Composition.**

- 5.1.1 **Independence.** The Committee shall review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the applicable rules of an exchange on which the Company's securities may be listed and the Company's Corporate Governance Guidelines and Principles.

- 5.1.2 **Composition.** The Committee shall assess annually whether the composition of the Board as a whole reflects the appropriate balance of independence, sound judgment, leadership, integrity, objectivity, diversity of experience and other desired qualities, and recommend any appropriate changes to the Board.

6. **Recommendation of Chairman of the Board.** The Committee shall annually recommend to the Board the member to be nominated for election as Chairman of the Board. The Committee shall review the qualifications of the Chairman to ensure that the nominee meets any applicable criteria of the rules and regulations of the SEC and any securities exchange on which securities of the Company may then be listed. There is no mandated policy limiting the length of service as Chairman.

7. **Recommendation of Committee Members.** The Committee shall annually recommend to the Board the membership of each Board committee (including this Committee) and a Chairperson for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each committee has a membership that meets any applicable criteria of the rules and regulations of the SEC and any securities exchange on which securities of the Company may then be listed. There is no mandated policy limiting the length of service on any committee.

8. **Board Matters.**

- 8.1 **Director Orientation.** The Committee shall, in consultation with the Chief Executive Officer and appropriate members of management, periodically review and approve the Company's orientation program for new directors in accordance with the Company's corporate governance principles.

- 8.2 **Recruitment of Directors.** The Committee shall evaluate the Company's policies relating to the recruitment of directors, including compensation and director and officer's insurance, as well as indemnification protections provided in the Company's organizational documents, and make recommendations to the Board or any appropriate Board committee regarding such matters.

- 8.3 **Director Compensation.** The Committee shall recommend to the Board for approval general principles for determining the form and amount of director compensation and any policy on stock ownership and subject to such principles. Further, the Committee shall evaluate annually the status of Board compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board.
- 8.4 **Director Board Commitments.** The Committee shall be made aware of any invitation to a Director from another board before the Director accepts such invitation, and the Committee shall evaluate the proposed commitment in light of the Director's duties to the Board.

9. **Executive Officer Matters.**

- 9.1 **Management Succession.** The Committee shall receive periodically from the CEO recommendations regarding the CEO's successor, the development of other executive talent and the executive management needs of the Company.
- 9.2 **CEO Succession.** The Committee shall recommend to the Board a successor to the CEO when a vacancy occurs.
- 9.3 **Appointment of Officers.** The Committee shall review the CEO's appointment of SEC reporting officers ("SEC reporting officers" are those officers that file Forms 3 and 4 with the SEC under Section 16 of the Securities Exchange Act of 1934) and make recommendations to the Board with respect to such persons to be elected officers by the Board and review any proposed personnel changes involving such officers.

10. **Reports and Assessments.**

- 10.1 **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.
- 10.2 **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its recommendation for any changes to the Charter.
- 10.3 **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.
- 10.4 **Assessment of Board.** The Committee shall conduct an annual assessment of the Board's performance. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for and overseeing the annual assessment of the performance of the Board and its committees.

- 10.5 **Assessment of Chairman.** The Committee shall conduct an annual assessment of the Chairman's performance. The Committee shall be responsible for establishing the evaluation criteria and implementing the process for such evaluation.
- 10.6 **Corporate Governance.** The Committee shall develop and recommend to the Board, and conduct an annual review and assessment of (i) the Company's Corporate Governance Guidelines and Principles and (ii) the Company's Business Conduct and Ethics Policy and recommend to the Board any changes it deems necessary.