

**BRAVO BRIO RESTAURANT GROUP, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Purpose.

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the “Board”) of Bravo Brio Restaurant Group, Inc. (the “Company”) (1) to identify individuals qualified to serve as directors of the Company; (2) to nominate qualified individuals for election to our Board at annual meetings of shareholders; (3) to establish a policy for considering shareholder nominees for election to our Board; and (4) to recommend to our Board the directors to serve on each of our Board committees.

Committee Membership.

The Nominating and Corporate Governance Committee shall consist of no fewer than three (3) members. Each member of the Nominating and Corporate Governance Committee shall satisfy the independence requirements established by the NASDAQ Global Market (“NASDAQ”) (including that the Company may avail itself of the “phase-in” provision contained in Rule 5615(b)(1) of the NASDAQ Marketplace Rules).

The members of the Nominating and Corporate Governance Committee shall be appointed and replaced by the full Board. The Nominating and Corporate Governance Committee shall designate one (1) member of the Committee as its Chairperson, provided that if the Committee is unable to designate a Chairperson, the Chairperson will be designated by the Board.

Committee Rules of Procedure.

The Nominating and Corporate Governance Committee shall meet at least twice annually, or more frequently as circumstances dictate. Special meetings may be convened as the Nominating and Corporate Governance Committee deems necessary or appropriate. The Nominating and Corporate Governance Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities. Minutes of each meeting of the Nominating and Corporate Governance Committee will be kept and distributed to the entire Board.

The Nominating and Corporate Governance Committee shall report to the Board at each regularly scheduled Board meeting on significant results of its activities.

A majority of the members of the Nominating and Corporate Governance Committee shall constitute a quorum to transact business. Members of the Nominating and Corporate Governance Committee may participate in a meeting of the Nominating and Corporate Governance Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in accordance with the provisions of Ohio Revised Code 1701.61(B) shall constitute presence in person at such a meeting. Except in extraordinary circumstances as determined by the Chairman of the Nominating and Corporate Governance Committee, notice shall be delivered to all Nominating and Corporate Governance Committee members at least forty-eight (48) hours in advance of the scheduled meeting.

The affirmative vote of a majority of the members of the Nominating and Corporate Governance Committee present at the time of such vote will be required to approve any action of the Nominating and

Corporate Governance Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Nominating and Corporate Governance Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Nominating and Corporate Governance Committee. Such written consent shall have the same force as a unanimous vote of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain other legal, accounting or other advisors if the Nominating and Corporate Governance Committee determines that such counsel or advisor is necessary or appropriate under the circumstances. The Nominating and Corporate Governance Committee shall have sole authority to approve all fees and terms of engagement of such advisors, and the Company shall provide sufficient funding for the payment of any such advisors retained by the Nominating and Corporate Governance Committee.

Committee Authority and Responsibilities.

1. The Nominating and Corporate Governance Committee shall review periodically the composition of the Board.
 - The Nominating and Corporate Governance Committee shall review the independence and other qualifications of Board members, consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and monitor all other activities of Board members or management that could interfere with such individuals' duties to the Company.
2. The Nominating and Corporate Governance Committee shall identify and recommend director candidates for the Board.
 - The Nominating and Corporate Governance Committee shall establish criteria for selection of new directors and evaluation and renomination of existing directors.
 - The Nominating and Corporate Governance Committee shall conduct the appropriate and necessary inquiries (as determined by the Nominating and Corporate Governance Committee) with respect to the backgrounds and qualifications of candidates.
3. The Nominating and Corporate Governance Committee shall recommend nominees for election as directors to the Board.
4. The Nominating and Corporate Governance Committee shall recommend the composition of the committees of the Board to the Board.
5. The Nominating and Corporate Governance Committee shall review periodically the Company's code of conduct and obtain confirmation from management that the policies included in the code of conduct are understood and implemented.
6. The Nominating and Corporate Governance Committee shall evaluate periodically the adequacy of the Company's conflicts of interest policy, if any.
7. The Nominating and Corporate Governance Committee shall consider with management public policy issues that may affect the Company.

8. The Nominating and Corporate Governance Committee shall review periodically the Company's committee structure and operations and the working relationship between each committee and the Board.
9. The Nominating and Corporate Governance Committee shall consider, discuss and recommend ways to improve the Board's effectiveness.

Other Responsibilities.

The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and NASDAQ rules, to any other independent director, in each case, to the extent the Committee deems necessary or appropriate. The Nominating and Corporate Governance Committee shall have the right to consult with or obtain input from management, but, except as expressly provided herein, shall not delegate any of its responsibilities to management.

The Nominating and Corporate Governance Committee may designate any member of the Nominating and Corporate Governance Committee to execute documents on its behalf as the Nominating and Corporate Governance Committee deems necessary or appropriate to carry out its responsibilities hereunder.

The Nominating and Corporate Governance Committee shall report regularly to the Board, not less frequently than annually. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's Articles of Incorporation, Regulations and applicable law.

The Nominating and Corporate Governance Committee annually shall review its own performance.

Miscellaneous.

In addition to the activities described above, the Nominating and Corporate Governance Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under all applicable laws and each of the Company's Second Amended and Restated Articles of Incorporation and Second Amended and Restated Regulations, and under the resolutions and other directives of the Board.

Subject to all applicable laws, regulations and NASDAQ rules and each of the Company's Second Amended and Restated Articles of Incorporation and Second Amended and Restated Regulations, the authority vested in the Nominating and Corporate Governance Committee by this Nominating and Corporate Governance Committee Charter shall be construed in the broadest possible manner.

Effective Date.

This Nominating and Corporate Governance Committee Charter was adopted by the Board on October 6, 2010, and will be effective as of the date the Company's stock is first listed on NASDAQ.