

BLOOMIN' BRANDS, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

Effective August 7, 2012

Purposes

The purposes of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Bloomin' Brands, Inc. (the "Company") are to: (1) identify and evaluate individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of stockholders or to otherwise fill vacancies on the Board; (2) review and recommend to the Board committee structure, membership and operations; (3) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and (4) oversee the evaluation of the Board and each committee of the Board.

Committee Membership

The Committee shall consist of at least two directors, each of whom must qualify as an independent director under the standards of the Nasdaq Global Market ("NASDAQ"), subject to NASDAQ's permitted exemptions and cure periods. The members of the Committee shall be appointed by the Board and serve at the pleasure of the Board. Vacancies on the Committee may be filled by the Board, and members of the Committee may be removed only by the Board. The Board shall designate one member of the Committee as its Chairman.

Committee Meetings

The Committee shall meet at least two times annually or more frequently as circumstances require. All Committee meetings shall be held in accordance with the Company's Certificate of Incorporation and Bylaws. Following each of its meetings, the Committee shall report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

Committee Responsibilities

The responsibilities of the Committee are to:

1. Determine, and review with the Board on an annual basis, the appropriate skills, characteristics and experience required of Board members in the context of the Company's needs

and the make-up of the Board and develop and recommend to the Board criteria for identifying and evaluating candidates for the Board in accordance with the Company's Corporate Governance Guidelines ("Guidelines"). The Committee will consider these criteria in the context of an assessment of the operation and goals of the Board as a whole.

2. Conduct searches for, evaluate and make recommendations to the Board regarding all nominees for Board membership, including for election at the annual meeting of the Company's stockholders, to fill interim vacancies, and for newly created directorships. In conducting such searches, the Committee shall include in their consideration appropriate nominees submitted by stockholders and candidates proposed by the Chief Executive Officer.

3. Review the Board's committee structure and operations and evaluate and recommend to the Board, directors to be appointed to the various committees, including periodic rotation of directors and chairmen.

4. Maintain an orientation program for new directors and a continuing education program for all directors.

5. Develop (subject to approval by the Board), administer and oversee an annual performance review of the Board and each committee, and a periodic performance review of individual directors.

6. Develop, recommend to the Board, and oversee compliance with the Guidelines of the Company; and review, reassess the adequacy of, and recommend proposed changes, if appropriate, to those Guidelines.

7. Advise the Board on corporate governance matters.

8. Review directorships in other public companies held by or offered to, and other outside activities of, a director or executive officer of the Company to determine whether they adversely affect his or her service on the Board.

9. Consider matters relating to the tenure of directors, including term limits or age limits and any action to be taken with respect to any resignation or offers to resign tendered by a director.

10. Review, analyze and report to the Board all relationships of the directors with the Company that could impair their (i) independence as defined in applicable SEC and NASDAQ rules and regulations or any other applicable standards established by the Board, (ii) status as an "outside director" as defined under Section 162(b) of the Internal Revenue Code, and (iii) status as a non-employee director under Section 16 of the Exchange Act. The Committee shall also make recommendation to the Board as to which directors qualify as 'financial experts' as defined under the rules and regulations of the SEC.

11. Review and discuss with management the disclosure regarding the corporate governance of the Company and director skills, qualifications and independence to be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

12. Develop procedures for stockholders and other interested parties to communicate with the Board.

13. Perform any other activities consistent with the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

14. Annually evaluate the Committee's performance and deliver to the Board a report setting forth the results of the evaluation. The evaluation shall address subjects including the Committee's composition, responsibilities and structure.

15. Annually assess the adequacy of this charter and recommend to the Board, as appropriate, any amendments to the charter.

Resources

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such information as the Committee requests.

The Committee shall have the sole authority to retain, compensate, direct, oversee or terminate counsel, search firms and other advisors to assist the Committee in carrying out its responsibilities, including sole authority to approve the advisor's fees and other retention terms, such fees to be borne by the Company.

As amended February 12, 2015, April 29, 2015 and April 21, 2017.