

## **BLOOMIN' BRANDS, INC.**

### **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

**Effective August 7, 2012**

#### **Purposes**

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Bloomin' Brands, Inc. (the "Company") are to (1) oversee the Company's compensation policies and practices; (2) discharge the responsibilities of the Board relating to executive compensation of the Company's Chief Executive Officer and the Company's other executive officers (as defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), (3) reviewing and approving certain compensation and employee benefit plans, policies and programs, and exercising discretion in the administration of such programs; and (4) produce, approve and recommend to the Board for its approval reports on compensation matters required to be included in the Company's annual proxy statement or annual report, in accordance with all applicable rules and regulations.

#### **Committee Membership**

The Committee shall consist of at least two directors, each of whom must qualify as (1) an independent director under the applicable listing standards of the Nasdaq Global Market ("NASDAQ"), subject to NASDAQ's permitted exemptions and cure periods, for compensation committee members, (2) a "non-employee director" within the meaning of Rule 16b-3 promulgated under the Exchange Act, and (3) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws. The members of the Committee shall be appointed 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 three 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. To review and approve the compensation of the Chief Executive Officer and the Company's other executive officers, including any incentive arrangements, equity compensation, supplemental retirement programs, perquisites or other personal benefits, employment, severance or termination arrangements. The Chief Executive Officer shall not be present during the Committee's voting or deliberations on the compensation of the Chief Executive Officer.

2. To review, approve and when appropriate or required as determined by the Committee, recommend to the Board and/or the stockholders of the Company for approval, adoption, amendment or termination, equity-based plans and incentive compensation plans.

3. To administer the Company's incentive compensation plans and equity-based compensation plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan; provided that the Committee may delegate the grant of awards to be made to non-executive officers, unless prohibited by the applicable plan.

4. To discuss and review at least annually whether the incentive compensation arrangements for the Company's employees promote appropriate approaches to the management of risk and, specifically, do not encourage employees to take unnecessary and excessive risks that are reasonably likely to have a material adverse effect on the Company.

5. To evaluate periodically, and approve any changes in, the compensation for members of the Board and its committees. Directors who are employees of the Company shall not be compensated for their service as a director (other than reimbursement of expenses incurred in attending Board and committee meetings).

6. To consider and recommend to the Board the frequency of the Company's advisory vote on executive compensation and to consider the results of the advisory votes on executive compensation matters and approve or recommend to the Board, as applicable, the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.

7. To review and discuss with management the Company's Compensation Discussion and Analysis and the related executive compensation information, and, based on such review and discussion, determine whether or not to recommend to the Board that they be included in the Company's annual report on Form 10-K or proxy statement, and produce the annual compensation committee report required to be included in the Company's proxy statement or annual report on Form 10-K, in accordance with all applicable rules and regulations.

8. To establish and periodically review stock ownership and retention guidelines for officers and non-employee directors and confirm that such guidelines are being adhered to by such officers and non-employee directors.

9. To review and approve the creation or revision of any compensation recovery policy allowing the Company to recoup compensation paid to officers.

10. To perform such other duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation or benefit plan.

11. 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.

12. Annually assess the adequacy of this charter and recommended 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, compensation consultants 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. In selecting any counsel, compensation consultant or other advisor (other than in-house legal counsel), the Committee must take into consideration specific independence factors identified in applicable listing standards established by the Securities and Exchange Commission or NASDAQ.

As amended January 31, 2013, February 12, 2015, April 29, 2015 and April 21, 2017.