

EQUITY GRANT PROCEDURES
OF
THE CHEESECAKE FACTORY INCORPORATED

The Cheesecake Factory Incorporated believes that employee equity compensation is a significant incentive in building stockholder wealth and aligning the interests of employees and stockholders. In order to ensure that all equity awards are adequately reviewed and properly administered, our Board of Directors has authorized the following procedures for granting equity compensation, as permitted under our various equity incentive plans, all of which have been approved by the stockholders of our Company.

Employee equity grants are made solely by the Compensation Committee (the “Committee”) of the Board of Directors, which is comprised entirely of independent directors. The Committee’s consideration of equity grants shall occur only at regularly scheduled quarterly meetings, and regularly scheduled monthly telephonic meetings, of the Committee when a quorum of members is present. The dates of all meetings, whether in-person or telephonic, are established in advance, and no consideration of equity grants will be made outside of a regularly scheduled meeting. All equity grants shall be documented by minutes of the meeting at which they were awarded. No equity grants will be made by unanimous written consent resolution. There are no exceptions to this policy.

In order for the Committee to consider an equity grant request, management must submit a request to the Committee in writing, specifying the employee’s name, position, type of award, number of shares, vesting schedule requested and the equity plan from which the award is to be made, as well as any other information requested by the Committee. Requests must be submitted to the Committee no later than the close of business the day prior to the Committee’s next scheduled meeting date. The exercise price of any option granted will be 100% of the Fair Market Value (as defined in the applicable equity plan) of our common stock on the date of grant. In no event will there be an adjustment to the date of grant once an equity grant has been approved by the Committee.

No later than the close of business the day following the Committee’s approval of an equity grant, the Secretary of the Committee, or the General Counsel (if they are not the same person), will communicate in writing the decision of the Compensation Committee to the Corporate Controller and the Vice President of Benefits and Compensation for the preparation and distribution of equity grant documents to grantees.