

THE CHEESECAKE FACTORY INCORPORATED

Policy Statement Regarding Lead Director

Adopted By the Board of Directors on July 23, 2008

The Board of Directors of The Cheesecake Factory Incorporated (Company) considers it of value and appropriate to appoint an independent board member to serve as "Lead Director" who will perform such duties and responsibilities as the Board of Directors (Board) may determine. The specific responsibilities of the Lead Director (LD) will be as follows:

- a. Preside at required executive sessions of the independent/non-management directors. The LD would have the authority to call meetings of the non-management/independent directors. The LD would also preside at any Board meeting at which the Chairman of the Board (Chairman) is not able to attend.
- b. Serve as principle liaison on Board-wide issues between the independent directors and the Chairman. At the request of the Chairman, the LD would be the recipient of information from the Chairman, senior management and/or other employees of the company on sensitive issues and, where appropriate, bring said information to the appropriate Board Committee(s). The LD would also be available to independent directors to discuss concerns about the Company and its performance and to relay those concerns, where appropriate, to the Chairman and/or the full Board.
- c. Work with the Chairman in setting and approving the schedule for Board of Directors' and Board Committee meetings.
- d. Work with the Chairman on setting and approving detailed agenda for Board meetings.
- e. Work with the Chairman on the quality and timeliness of information submitted by Company management for Board of Directors and Board Committee meetings. The LD will work with the Chairman to help assure the provision of information that is necessary and appropriate for the independent directors to perform effectively their duties while not interfering with on-going Company operations.
- f. Recommend to the Chairman the retention of advisors and consultants who report directly to the Board of Directors.
- g. Serve as requested by the Chairman or the full Board as liaison for consultation and communication with shareholders.
- h. Make recommendations to the Board of Directors and the Chairman concerning significant corporate governance issues and oversee the Nominating and Governance Committee's review of the Company's compliance with corporate governance policies adopted by the Board.
- i. Oversee, working with the appropriate Board Committees, the annual evaluation of the Board and its committees.

- II. In addition to the LD's general responsibilities, the LD shall advise the Chairman or undertake the following:
- a. Determine the appropriate schedule of Board meetings after consultation with the Chief Executive Officer/Chairman and with members of the Board, as necessary;
 - b. Prepare agendas for the Board and Committee meetings after consultation with the Chief Executive Officer/Chairman;
 - c. Assess the quality, quantity and timeliness of the flow of information from the Company's management that is necessary for the independent directors to effectively and responsibly perform their duties, including the right of the LD to specifically request the inclusion of certain material;
 - d. Direct the retention of consultants who report directly to the Board;
 - e. Meet annually with the Corporate Governance and Nominating Committee of the Board to review its compliance with and implementation of the Company's existing corporate governance policies and the process by which recommended revisions to corporate governance policies are submitted to the Board;
 - f. Meet annually with the Compensation Committee of the Board to review its compliance with and implementation of the Company's policies and procedures for evaluating and undertaking executive and incentive based compensation, including stock options;
 - g. Coordinate, develop the agenda for, and moderate executive sessions of the independent directors, and act as principal liaison between the independent directors and the Chairman and/or Chief Executive Officer on sensitive issues;
 - h. Evaluate, along with members of the Compensation Committee and all members of the Board, the Chief Executive Officer's performance and meet with the Chief Executive Officer to discuss the Board's evaluation;
 - i. Recommend the membership of Committees of the Board, as well as the selection of Committee Chairs; and
 - j. The LD shall have the authority to retain such counsel or consultants as the LD deems necessary to perform his or her responsibilities.
- III. In this Policy Statement, the term "independent directors" means a member of the Board of the Company who:
- a. Has not been employed by the Company or its subsidiaries or affiliates within the last three calendar years;

- b. Has not received, during the current calendar year or any of the three immediately preceding calendar years, remuneration, other than *de minimis* remuneration, as a result of service as, or compensation paid to an entity affiliated with the individual who serves as (i) an advisor, consultant, or legal counsel to the Company or to a member of its senior management and (ii) a significant customer or supplier of the Company;
- c. Has no personal services contract(s) with the Company, or with any member of its senior management;
- d. Is not a director, trustee or officer with a not-for-profit entity that receives significant contributions from the Company;
- e. During the current calendar year or any of the three immediately preceding calendar years, has not had any business relationship with the Company for which the Company has been required to make disclosure under Regulation SK of the Securities and Exchange Commission (the "SEC"), other than for service as a director or for which relationship no more than *de minimis* remuneration was received in any one such year; provided, however, that the need to disclose any relationship that existed prior to a director joining the Board of Directors shall not in and of itself render the director non-independent;
- f. Is not employed by a public company at which an executive officer of the Company is a member of such other company's compensation committee;
- g. Has not had any of the relationships described above, with any controlled affiliate of the Company;
- h. Is not a member of the immediate family of any person who fails to satisfy the criteria described above.

IV. For purposes of this Policy Statement:

- a. A director is deemed to have received remuneration (other than as a director, including remuneration provided to a non-executive Chairman of the Board, Committee Chairman, or LD) if remuneration, other than *de minimis* remuneration, was paid by the Company, its subsidiaries or affiliates, to any entity, in which the director has a beneficial ownership interest of 5% or more, or to an entity by which the director is employed or self-employed other than as a director; and
- b. Remuneration is deemed *de minimis* if such remuneration is less than \$60,000 in any calendar year, or if such remuneration is paid to an entity, it (i) did not for the calendar year exceed the lesser of \$1 million, or 5% of the gross revenues of the entity; and (ii) did not directly result in a material increase in the compensation received by the director from that entity.