



**AFC ENTERPRISES, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

I. This charter governs the operations of the Corporate Governance and Nominating Committee of the Board of Directors (the “Committee”) of AFC Enterprises, Inc. (the “Company”).

II. Purpose

The purpose of the Corporate Governance and Nominating Committee is to identify individuals qualified to become members of the Board of Directors (the “Board”) and to recommend to the Board nominees for directors in connection with the Company’s annual meeting of stockholders; to develop and recommend to the Board the Company’s Principles of Corporate Governance and to take a leadership role in shaping the Company’s corporate governance policies; to make recommendations to the Board with respect to the Company’s strategic plans; and such other responsibilities and duties as may, from time to time, be delegated by the Board of Directors.

III. Responsibilities and Duties

The responsibilities and duties of the Committee are:

- (i) To identify individuals qualified to become board members and to recommend candidates to serve as a director of the Board considering input from the Chief Executive Officer and all directors;
- (ii) To establish criteria for persons to be nominated for election to the Board and its committees, taking into account the composition of the Board as a whole. At a minimum, the criteria should include a candidate’s qualification as “independent”, under the various standards applicable to the Board and each of its committees, as well as a candidate’s depth of experience and availability, the balance of the business interest and experience of the incumbent or nominated directors, and the need for any required expertise on the Board or one of its committees. With respect to incumbent members of the Board, the Committee will also consider the performance of the incumbent director. In addition, the Committee will determine whether qualifications for membership on each committee of the Board are met;
- (iii) To act upon requests by officers to serve on outside boards of directors;

- (iv) To consider suggestions by the Chairman of the Board for directors to serve on Board committees, including the chair of each committee, and to recommend to the Board the members and chair of all standing committees;
- (v) To recommend the duties that will be in the charter of any new standing committee of the Board;
- (vi) To annually develop and oversee an evaluation of the full Board and individual Board members by collecting comments and evaluations from each director and any other constituents the Committee deems relevant to such assessment;
- (vii) Review and monitor the business risks to the Company's strategies;
- (viii) To review director compliance with stock ownership policies and guidelines;
- (ix) To assist the Board with development of responsibilities of directors, including basic duties and responsibilities with respect to attendance at board meetings and advance review of meeting materials;
- (x) To establish and maintain a director orientation program for new directors;
- (xi) To develop, or make available, a continuing education program conducted either internally or externally for all directors;
- (xii) To assist the Board with its responsibilities for oversight of the Company's Honor Code;
- (xiii) To review the Company's evaluation of compliance with the Honor Code;
- (xiv) To review any conflicts of interest involving the Company's officers or members of the Board;
- (xv) To assist the Board with oversight of the Company's policies;
- (xvi) To periodically review the Company's report on significant litigation;
- (xvii) To review the independence of each director;
- (xviii) To review the continued appropriateness of Board membership when an individual director changes the position he or she held when elected or appointed to the Board; and

- (xix) To make recommendations to the Board with respect to the Company's strategic plans, including potential mergers, acquisitions and divestitures, as well as financing alternatives.

IV. Consultants

The Committee will have the authority to retain, at the Company's expense, a search firm as it deems necessary to fulfill its responsibilities of identifying candidates for Board membership, without obtaining the approval of the Board or any officer of the Company in advance. The committee will have sole authority to approve any such search firm's fees and other terms of retention.

V. Notice of Meeting

The Committee will establish regularly scheduled meetings of the Committee preceding the regularly scheduled Board meetings. Other meetings will be called as needed by the Corporate Secretary.

VI. Quorum

A majority of Committee members shall constitute a quorum.

VII. Minutes

The Committee will maintain minutes or other records of meetings and activities of the Committee, all of which shall be submitted to the Corporate Secretary to be filed with the minutes of meetings of the Board.

VIII. Committee Chair

The Committee Chair will be a Board member appointed by the Board. If the Committee Chair is absent from a meeting, another member of the Committee will act as Chair.

IX. Term

Members will be appointed by the Board for a one-year term or until a successor is appointed and qualified. The full Board will fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause.

X. Number of Members

The Board will determine the number of committee members. An odd number will be preferred.

XI. Membership

The members of the Committee will meet the independence requirements of the applicable stock exchange and applicable federal securities laws, including the rules and regulations of the Securities and Exchange Commission.

XII. Subcommittees

The Committee may delegate authority and responsibilities to subcommittees, as it deems appropriate.

XIII. Nonmember Attendance

The Chairman of the Board, the Chief Executive Officer, the Corporate Secretary, and the General Counsel may be invited to each meeting. Others will be invited as needed. Attendance may be by telephone as provided in the bylaws of the Corporation.

XIV. Amendment and Revision

Not less than annually, the Committee will review this charter and recommend to the Board any changes it deems advisable. At any time, the Board acting on its initiative, or on recommendation of a committee, may amend this charter. Only the full Board may amend the Committee's charter.

XV. Agenda

The Committee chair will set the agenda for each meeting after conferring with the appropriate members of Company management. Any management of the Committee may add items to the agenda.

XVI. Board Reports

The Committee Chair will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this charter.

XVII. Committee Self-Assessment

The Committee will annually review the Committee's own performance, which will include eliciting input from management and the Board on the performance of the Committee. The Committee will report the results of such self-assessment to the Board.