BRAVO BRIO RESTAURANT GROUP, INC.
COMPENSATION COMMITTEE CHARTER

Purpose.

The Compensation Committee is appointed by the Board of Directors ("the Board") of Bravo Brio Restaurant Group, Inc. (the "Company") to discharge the Board's responsibilities relating to the compensation of the Company's executive officers and directors. The primary responsibility of the Compensation Committee is to develop and oversee the implementation of the Company's philosophy with respect to the compensation of the Company's executive officers and directors. The Compensation Committee is also responsible for preparing an annual report on executive compensation for inclusion in the Company's proxy statement filed with the Securities and Exchange Commission (the "SEC").

Composition.

The Compensation Committee shall consist of no fewer than two (2) members. Each member of the Compensation Committee shall satisfy the independence requirements established by the NASDAQ Global Market ("NASDAQ") (including that the Company may avail itself of the "phase-in" provision contained in Rule 5615(b)(1) of the NASDAQ Marketplace Rules and Rule 10A-3(b)(1)(iv)(A) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), and meet the definitions of "non-employee director" for purposes of Rule 16b-3 promulgated by the SEC under the Exchange Act and "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be appointed by the full Board based on the recommendation of the Company's Nominating Committee. Compensation Committee members may be replaced by the Board. The Board shall designate one (1) member of the Compensation Committee to serve as its chair.

Meetings of the Committee.

The Compensation Committee shall meet at least twice annually, or more frequently as circumstances dictate. Special meetings may be convened as the Compensation Committee deems necessary or appropriate. The Compensation Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities. Minutes of each meeting of the Compensation Committee will be kept and distributed to the entire Board.

The Compensation Committee shall report to the Board at each regularly scheduled Board meeting on significant results of its activities.

A majority of the members of the Compensation Committee shall constitute a quorum to transact business. Members of the Compensation Committee may participate in a meeting of the Compensation Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in accordance with the provisions of Ohio Revised Code 1701.61(B) shall constitute presence in person at such a meeting. Except in extraordinary circumstances as determined by the Compensation Committee's chair, notice shall be delivered to all Compensation Committee members at least forty-eight (48) hours in advance of the scheduled meeting.

The affirmative vote of a majority of the members of the Compensation Committee present at the time of such vote will be required to approve any action of the Compensation Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Compensation Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Compensation Committee. Such written consent shall have the same force as a unanimous vote of the Compensation Committee.

The Compensation Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain other legal, accounting or other advisors if the Compensation Committee determines that such counsel or advisor is necessary or appropriate under the circumstances. The Compensation Committee shall have sole authority to approve all fees and terms of engagement of such advisors, and the Company shall provide sufficient funding for the payment of any such advisors retained by the Compensation Committee.

Committee Authority and Responsibilities.

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant used to assist the Company, the Board or the Compensation Committee in the evaluation of the compensation of the Company's executive officers and directors.

2. To the extent necessary or appropriate to carry-out its responsibilities, the Compensation Committee shall have the authority to retain special legal, accounting, actuarial or other advisors.

3. The Compensation Committee shall annually review and recommend to the Board for approval corporate goals and objectives to serve as the basis for the compensation of the Company's executive officers, evaluate the performance of the Company's executive officers in light of such goals and objectives and determine and recommend to the Board for approval the compensation level of the Company's executive officers based on such evaluation.

4. The Compensation Committee shall interpret, implement, administer, review and recommend to the Board for approval all aspects of remuneration to the Company's executive officers and other key officers, including their participation in incentive-compensation plans and equity-based compensation plans.

5. The Compensation Committee shall review and recommend to the Board for approval all employment agreements, consulting agreements, severance arrangements and change in control agreements for the Company's executive officers.

6. The Compensation Committee shall develop, approve, administer and recommend to the Board and the Company's shareholders for their approval (to the extent such approval is required by any applicable law, regulation or NASDAQ rules) all of the Company's stock ownership, stock option and other equity-based compensation plans and all related policies and programs.

7. The Compensation Committee shall make individual determinations and recommend to the Board for approval any grants of shares, stock options, or other equity-based awards under all equity-based compensation plans, and exercise such other power and authority as may be required or permitted under such plans.

8. The Compensation Committee shall have the authority to form and delegate authority to subcommittees.

9. The Compensation Committee shall report regularly, but not less frequently than annually, to the Board.

10. The Compensation Committee shall annually review and reassess the adequacy of its charter and recommend any proposed changes to the Board for its approval.

11. The Compensation Committee shall annually review its own performance, and report the results of such review to the Board.

12. The Compensation Committee shall have the same authority with regard to all aspects of director compensation as it has been granted with regard to executive compensation, except that the ultimate decision regarding the compensation of any director shall be subject to the approval of the Board.

Miscellaneous.

In addition to the activities described above, the Compensation Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under all applicable laws and each of the Company's Second Amended and Restated Articles of Incorporation and Second Amended and Restated Regulations, and under the resolutions and other directives of the Board.

Subject to all applicable laws, regulations and NASDAQ rules and each of the Company's Second Amended and Restated Articles of Incorporation and Second Amended and Restated Regulations, the authority vested in the Compensation Committee by this Compensation Committee Charter shall be construed in the broadest possible manner.

Effective Date.

This Compensation Committee Charter was adopted by the Board on October 6, 2010, and will be effective as of the date the Company's common stock is first listed on NASDAQ. It is intended to supersede and replace any prior Compensation Committee Charter of the Company.