



**BJ's Restaurants, Inc.**  
**Finance Committee Charter**  
**As approved on April 24, 2026**

## **General Purpose**

The primary purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of BJ’s Restaurants, Inc. (the “Company”) is to provide oversight on the Company’s growth investment priorities and capital allocation strategy, financial policies and performance objectives, capital structure and financing framework, and material financial risk matters within the Committee’s scope. The Committee serves as the Board’s primary forum for evaluating how capital is deployed across the Company’s strategic alternatives and for reviewing the Company’s financial strategy, financial condition, and related policies as assigned by the Board in furtherance of the objective of creating long-term shareholder value.

## **Duties and Responsibilities**

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee and the Board may modify or supplement them as appropriate and as consistent with applicable law and stock exchange requirements.

### **A. Capital Allocation**

1. Review, provide guidance to management, and make recommendations to the Board as appropriate, regarding the Company’s annual and multi-year capital allocation plans, including:
  - Significant capital investment in existing restaurants and operations
  - New restaurant development
  - New business concepts, brands, formats, franchise, or expansion strategies
  - Mergers, acquisitions, joint ventures, investments, partnerships, or other growth initiatives
  - Strategic partnerships, reorganizations, divestitures, and other strategic arrangements
  - Share repurchase framework changes, dividends, and debt-related actions, and return or use of excess capital
  - Subsequently any material deviations from approved capital expenditures
2. Promote disciplined evaluation of the Company’s proposed capital deployment, including consideration of expected returns and performance considerations, risks, and alignment with the Company’s long-term strategic direction, and subsequently review and assess alignment of actual returns with expectations.
3. Review annually and, as appropriate, recommend to the Board for adoption, the financial policies and performance objectives developed by management pertaining to the Company’s cash flow, capital spending and financing, investment criteria and hurdle rates, capital and debt structure, and financial risk management strategies within the Committee’s scope.



## **B. Growth Investments and Strategic Alternatives**

1. Review and evaluate significant growth and investment opportunities presented by management, including assessing the financial and operational implications of such opportunities, including expected returns, capital requirements and risks.
2. Provide thought partnership to management and make recommendations to the Board regarding significant growth investment decisions and strategic alternatives.

## **C. Capital Structure and Financing**

1. Periodically review the Company's capital structure, including:
  - Cash, debt, and liquidity levels
  - Access to capital and financing flexibility
  - Debt timing and maturity
2. Review new or significant financing alternatives or transactions proposed by management, and make recommendations to the Board as appropriate.
3. Review significant changes to the Company's capital structure, financial arrangements, banking relationships, lines of credit, liquidity facilities, capital spending plans, and merger and acquisition plans proposed by management, and make recommendations to the Board as appropriate.
4. Review proposed material financially-related amendments to the Company's indentures, bank borrowings, and other financing instruments, and make recommendations to the Board as appropriate.

## **D. Investor Relations**

1. Periodically assess the effectiveness of and provide guidance to management on enhancing the Company's investor relations program and management's interaction with the investment and research analyst community.

## **E. Interaction with the Board and Other Committees**

1. Coordinate with management and the full Board on matters of strategy and capital allocation, recognizing that approval of the overall financial and business plans remains within the Board's scope.
2. Provide secondary support, as appropriate, to:
  - The Audit Committee on matters relating to liquidity and financial condition, insurance coverage, 401k fiduciary oversight, financial reporting and risk oversight to avoid duplication
  - The Compensation Committee on financial performance considerations and the financial impact of compensation and employee benefit programs
  - The Governance and Nominating Committee or the full Board on investor relations, shareholder outreach, or other governance-adjacent matters, as appropriate



3. Avoid duplication of responsibilities assigned to other Board committees.

## **F. Financial Risk Oversight**

1. Review and provide oversight of the financial risk management issues relating to the matters overseen by the Committee.
2. In carrying out that responsibility, review and provide oversight of the Company's major financial risk exposures and management's monitoring activities, mitigation activities and policies in connection with financial risk.
3. The Committee's risk oversight role is intended to complement, and not duplicate, the oversight responsibilities assigned to the Audit Committee or other Board committees.

## **G. Charter Review, Self-Assessment and Other Responsibilities**

1. Periodically (and at least annually) review and reassess the adequacy of this Charter, in consultation with legal counsel, and recommend to the Board any proposed changes for approval.
2. Annually evaluate the Committee's own performance and report the results of such evaluation to the Board.
3. Perform such other duties and responsibilities as may be delegated to the Committee by the Board that are consistent with this Charter, the Company's Articles of Incorporation and Bylaws, and applicable law and stock exchange rules, and undertake such additional activities within the scope of its primary functions as the Committee or the Chair of the Board may from time to time request, in each case consistent with applicable law, the Company's governance documents, and the Board's delegation of authority.

## **Authority**

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to:

- Access Company management, information, and records as it deems necessary
- Retain financial advisors, investment bankers, or other experts
- Approve the fees and retention terms of such advisors

The Company shall provide appropriate funding for the Committee's activities.

Any communication between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communication of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee, to the extent permitted by applicable law, the Company's Articles of Incorporation and Bylaws, and Nasdaq rules, provided that any actions taken pursuant to such delegation shall be reported to the Committee at its next scheduled meeting.



## **Membership and Organization**

The Committee shall consist of at least three members of the Board:

- A majority of whom are “independent” under the rules and regulations of The Nasdaq Stock Market (“Nasdaq”), the Securities and Exchange Commission (“SEC”), and any other applicable laws and regulations; and
- Each of whom has, in the judgment of the Board, sufficient knowledge and experience in financial, capital markets, and/or strategic planning matters to discharge the responsibilities of the Committee.

## **Meetings**

The Committee shall meet at least quarterly, or more frequently as circumstances require, and shall maintain adequate minutes of its meetings. The Chair of the Committee shall be responsible for the leadership of the Committee, including preparing agendas (in consultation with other members), presiding over meetings, and reporting for the Committee to the Board.

The Committee is governed by the same rules regarding meetings (including meetings by telephone, video conference or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board under the Company’s Bylaws. The Committee is authorized and empowered to adopt its own rules of procedure that are not inconsistent with any provision of the Company’s Articles of Incorporation or Bylaws or the laws of California.