

BJ's Restaurants, Inc.
Compensation Committee Charter
As amended on June 11, 2025

General Purpose

The purpose of the BJ's Restaurants, Inc. (the "Company") Compensation Committee (the "Committee") of the Board of Directors (the "Board") is to: 1) approve and oversee the Company's executive officer compensation programs; 2) review the performance and make recommendations to the Board relating to (or approve, as required by applicable law) the compensation of all new and existing Company executive officers ("executive officers") including the Chief Executive Officer (the "CEO"); 3) review and make recommendations to the Board relating to the compensation of the non-employee Board directors ; 4) prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the "SEC") or The NASDAQ Stock Market ("Nasdaq"); and 5) perform the other duties and responsibilities set forth in this charter.

Authority and Resources

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to engage and terminate (or obtain the advice of) and oversee the work of special counsel, compensation consultants, or other experts or advisers, as it deems appropriate to discharge its duties, and shall have sole authority to approve the fees and other retention terms for such persons. The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to the Company's outside counsel and other advisors as it deems appropriate, and administrative expenses of the Committee that are necessary and appropriate in carrying out its duties. 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. Prior to retaining or receiving advice from an adviser, the Committee will take into consideration factors relevant to the adviser's independence from management specified in the applicable listing rules of Nasdaq or such other primary exchange or market on which the Company's shares are listed for trading.

The Committee will serve as the "Committee" established to oversee equity-based and executive benefit plans and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorizing grants, in accordance with the terms of those plans. To the extent permitted under the applicable compensation plan, the Committee may delegate to one or more executive officers the authority to make grants of stock options and stock awards to eligible individuals who are not executive officers based on a pre-approved matrix. The Committee may not delegate any decisions with respect to equity compensation for any executive officer of the Company. Any executive officer to whom the Committee grants such authority shall regularly report to the Committee any grants so made. The Committee may revoke any such delegation of authority at any time.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee to perform certain of its duties on its behalf including, to the extent permitted under applicable law, the delegation to a subcommittee of at least two directors the authority to grant equity awards, provided that any actions by such subcommittees or individual members shall be disclosed to the Committee at its next scheduled meeting.

Notwithstanding anything else contained in this charter to the contrary, the Committee shall not be empowered to approve matters that applicable law, the Company's Articles of Incorporation or Bylaws require to be approved by a vote of the full Board.

Membership and Organization

The Committee shall consist of at least three members of the Board, each of whom (i) is "independent" under the rules and regulations of Nasdaq (taking into account such additional independence requirements specific to members on the Committee as may be required by Nasdaq rules), the SEC and other applicable laws, and (ii) is a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Inadvertent non-compliance shall not impair the authority of the Committee or the validity of any actions taken by the Committee and, in such case, the Committee may establish a subcommittee as necessary for compliance with those applicable rules.

The members of the Committee and its chairperson shall be appointed by and serve at the discretion of the Board and may be removed or replaced at any time with or without cause. The Governance and Nominating Committee may make recommendations to the Board on all matters regarding membership, removal or replacement of Committee members.

Meetings

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, it being understood that the Committee will ordinarily meet at least two times a year at a time and place determined by the Committee chairperson. The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company's Chief Executive Officer shall not attend any portion of a meeting where his/her performance or compensation is discussed, unless specifically invited by the Committee. The Committee will direct the Corporate Secretary to keep and maintain adequate minutes of its proceedings and will report on its actions and activities at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by written consent. The Committee is governed by the same rules regarding meetings (including meetings by telephone or 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 not inconsistent with (i) any provision of the Company's Articles of Incorporation or Bylaws, or (ii) the laws of California.

Duties and Responsibilities

The following are the principal duties and responsibilities of the Committee:

1. In consultation with senior management, the Committee shall establish the Company's general compensation philosophy and oversee the development and implementation of compensation programs.

2. Review and approve corporate goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee may consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards granted to the CEO in past years.

3. Conduct an annual evaluation of the performance of the CEO and, with the input of the CEO, annually review the performance of the other executive officers and other officers designated as a "chief" other than the CEO.

4. Annually review and approve performance measures and targets for executive officers participating in the Company's annual and long-term incentive plans and certify the performance results under such measures and targets.

5. Review and approve and/or make recommendations to the Board with respect to compensation for all Company executive officers other than the CEO and such other key employees as the Board may authorize it to consider. The CEO shall, at his/her discretion, have the authority to alter compensation for executives below the level of executive officer without Committee approval, provided the revised compensation does not exceed the competitive marketplace and is consistent with the pre-approved equity grant guidelines.

6. Review and approve compensation arrangements for persons newly hired as executive officers of the Corporation and compensation changes for employees promoted into such roles. New officer hires and the compensation for such officer(s), other than executive officers, may be made by the CEO (or another executive officer designated by the CEO) without Committee approval, provided that the compensation does not exceed the competitive marketplace and is consistent with the pre-approved equity grant guidelines. The Committee shall be promptly notified of any such hiring and compensation.

7. Review and approve new compensation plans or other material perquisites (other than those that apply to employees of the Company generally) benefiting executive officers including (without limitation) severance arrangements and change-in-control provisions, plans or agreements with the CEO or other executive officers.

8. Review and approve any "clawback" or similar policies required by SEC rules and regulations, Nasdaq or any other relevant listing authority and, as authorized by the Board, take action to direct disgorgement of any compensation in accordance with such policies.

9. Act as the “Committee” under any equity incentive plans of the Company, and review and approve all grants and awards to executive officers and other participants under the Company’s equity incentive plans. Consistent with any limitations under applicable law, the Committee may delegate, with such parameters or limitations as the Committee may decide, to one or more executive officers the authority to make grants of stock options and stock awards to eligible individuals who are not executive officers.

10. Periodically evaluate compensation for members of the Board and its committees, and make recommendations to the Board regarding changes to Director compensation. Directors who are employees of the Company shall not be compensated for their service as a director (other than reimbursement of expenses incurred in attending board and committee meetings). In establishing compensation for directors, the Committee may take into account the responsibilities of directors in serving on the Board and its Committees and the compensation provided to directors of other publicly traded companies.

11. Review and approve the Company’s retirement and equity-based programs, including their administration and the service provided by any outside consultants.

12. Review the Committee’s charter, structure, processes and membership requirements annually and recommend any proposed changes to the Board for approval.

13. Annually review its own performance and report thereon to the Board.

14. Review and discuss the Compensation Discussion and Analysis (“CD&A”) and produce an annual report of the Committee on executive compensation for the Company’s annual proxy statement in compliance with and to the extent required by the SEC rules and regulations, Nasdaq or any other relevant listing authority. In addition and as appropriate, review and discuss with management any further disclosures related to executive compensation and human capital management not contained in the Compensation Discussion and Analysis, but provided elsewhere in the Company’s proxy statement or Annual Report on Form 10- K, as applicable.

15. At least annually review incentive and other compensation arrangements to confirm that compensation does not encourage excessive risk taking and discuss with the Company’s management the results of its review and any disclosures required by the SEC rules and regulations.

16. Provide recommendations to the Board on compensation-related proposals to be considered at the Company’s annual meeting, including compensation plans subject to shareholder approval and the frequency of advisory votes on executive compensation.

17. To the extent it deems necessary or appropriate, review and advise the Board regarding other compensation plans and perform such other functions as assigned by law, the Company’s Articles of Incorporation or Bylaws, the terms of the applicable plans, or the Board.

18. Perform such other functions as may be assigned by the Board from time to time.