

**JACK IN THE BOX INC.
NOMINATING & GOVERNANCE
COMMITTEE CHARTER**

Amended and Restated July 31, 2008

A. AUTHORITY

The Board of Directors (the “Board”) of Jack in the Box Inc. by resolution dated February 14, 1997, established the Nominating and Governance Committee (the “Committee”).

This Charter is intended to be one component of the flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Corporation; it is not intended to establish by its own force any legally binding obligations.

B. PURPOSE

The Nominating & Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Corporation; (3) to lead the Board in its annual review of the Board’s performance, Committee performance and individual director performance; and (4) to recommend to the Board, director nominees for each committee and (5) to oversee the establishment and implementation of the Corporation’s insider trading compliance program.

C. COMMITTEE MEMBERSHIP

1. The Nominating & Governance Committee will consist of no fewer than two directors. The members of the Nominating & Governance Committee will meet the independence requirements of the New York Stock Exchange.
2. The members and the Chair of the Committee will be appointed by the Board and will serve until their successors are duly elected and qualified or until their earlier resignation or removal. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee.
3. The Board may fill vacancies on the Committee.
4. The Board may remove a Committee member from the Committee at any time with or without cause.

D. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. Adopt Director Selection Criteria and Policies

The Committee is authorized to adopt policies in regard to qualities and characteristics desired in future Board members consistent with such criteria as may be approved by the Board of Directors. The Corporation believes it is well served when its directors (a) bring to the Board a variety of experience and backgrounds, (b) evidence leadership in their particular fields and the ability to exercise sound business judgment (c) provide a strong core of business executives and financial expertise and (d) have substantial experience outside

the business community in, for example, the academic, public or scientific communities. The Board believes active or former CEO's or senior officers of major complex businesses often demonstrate these attributes.

2. **Recruit Directors**

The Committee will actively seek individuals qualified to become board members for recommendation to the Board and will discuss possible Board candidates at least annually. The Committee will consider any nominations of director candidates validly made by stockholders, in accordance with applicable bylaws, rules or regulations, and is authorized to adopt policies pursuant to which it may review and consider director candidates recommended by stockholders.

3. **Recommend Nominees to the Board**

The Committee will recommend (i) nominees for election to the Board at the Annual Meeting of Shareholders, (ii) candidates to be considered for Board positions in the event of vacancies and (iii) directors for Committee membership and chairs. The full Board of Directors will approve nominees to stand for election at the annual meeting of shareholders, elect new directors to fill any vacancies on the Board and approve all Committee assignments and Committee chairs.

4. **Recommendation of Lead Director**

The Committee will annually recommend to the other independent directors for their selection, an independent director to act as Lead Director.

5. **Review Size of Board**

The Committee will periodically review and recommend to the Board the size of the Board.

6. **Review Potential Conflicts of Interest**

The Committee will review potential conflicts of interest of prospective and existing Board members.

7. **Recommend Director Education**

The Committee will recommend Corporate Governance-related orientation and continuing education to Board members.

8. **Review and Recommend Governance Principles**

The Committee will periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.

9. **Conduct Performance Evaluation of the Board, Committees and Directors**

The Committee will receive comments from all directors regarding the performance of the Board and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Nominating & Governance Committee will review the structure and performance of the Board committees and of individual directors in connection with its review of the Board.

10. **Review Public Company Directorships held by Officers**

The Committee will review and approve outside directorships in other publicly held companies by officers of the Corporation holding a position of senior vice president or above. No such outside directorships will be accepted without the prior approval of the Committee.
11. **Oversee Political and Charitable Contributions**

The Committee will exercise oversight of the Corporation's political and charitable contributions.
12. **Access to Consultants and Others**

The Committee will have the sole authority to retain and terminate any search firm to be used to identify director candidates and will have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
13. **Oversee Insider Trading Compliance Program**

The Committee will periodically review and reassess the adequacy of the Corporation's insider trading compliance program and recommend any proposed changes to the Board for approval. The Committee will periodically review the operation of the insider trading compliance program.
14. **Review D&O Insurance Program**

The Committee will periodically review the Corporation's Directors and Officers Insurance Program.
15. **Review Shareholder Rights Plans**

The Committee will periodically review market conditions and the Corporation's decisions regarding the adoption of a Shareholder Rights Plan.
16. **Review Charter and Committee Performance**

The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually review its own performance.

E. COMMITTEE MEETINGS AND ACTION

1. A majority of the Committee members will be a quorum.
2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
3. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if all of the Committee members execute, either before or after the action is taken, a consent, either in writing or by electronic transmission and the consent is filed with the minutes of the Committee.
4. The Chair will make regular reports to the Board.
5. The Committee may form and delegate authority to subcommittees when appropriate.

6. The Committee Secretary (who will be the Corporate Secretary, or his designee) will give notice, if required, and keep minutes of all Committee meetings.
7. The Committee will meet at least two times per year and at such other times as may be requested by its Chair
8. The Committee Secretary will prepare a preliminary agenda. The Chair will make the final decision regarding the agenda.
9. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
10. The Committee Secretary should coordinate all mailings to the Committee members.
11. The Committee may perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board deems necessary or appropriate.