

WAITR HOLDINGS INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

EFFECTIVE: NOVEMBER 15, 2018

1. Purpose

This charter governs the operations of the Corporate Governance and Nominating Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Waitr Holdings Inc. (the “*Company*”). The Committee has overall responsibility for, among other matters, considering and making recommendations to the Board on matters relating to the selection and qualification of directors of the Company and candidates nominated to serve as directors of the Company, as well as other matters relating to the duties of directors of the Company, the operation of the Board and corporate governance.

2. Membership

The number of members of the Committee shall be determined by the Board and shall consist of two or more directors of the Company, each of whom shall, be “independent” under the rules of the Nasdaq Stock Market (“*Nasdaq*”), or otherwise eligible to serve on the Committee pursuant to applicable rules and exemptions, in each case as such requirements are interpreted by the Board in its business judgment. It shall be the responsibility of the Board to determine, in its judgment, whether a member is independent of management and free from any relationship or service to the Company that might interfere with his or her exercise of independent judgment in carrying out his or her responsibilities as a Committee member

3. Organization and Procedures

The members of the Committee shall be appointed by the Board. Members shall be appointed annually for a term of one (1) year. If a Committee chairman is not designated by the Board, the members of the Committee shall designate a chairman by a majority vote. The chairman shall preside over meetings of the Committee and may call special meetings, in addition to those regularly scheduled, and will report to the Board the actions and recommendations of the Committee.

The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so. A majority of the whole Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee. Unless otherwise stated herein or established by the Committee, the Committee shall be governed by the same procedural rules, including rules regarding meetings, actions without meetings, notices and waivers of notice, as are applicable to the Board. The Committee shall maintain minutes of meetings.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm, as necessary, to assist with the execution of its duties and

responsibilities as set forth in this charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside advisors (including independent legal counsel) as it deems necessary to fulfill its duties and responsibilities under this charter. The Committee shall set the compensation and oversee the work of its outside advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its director search firm and outside advisors. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company.

4. Responsibilities

The Committee shall have the following authority and responsibilities:

A. Nomination

- Determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director, which criteria shall include background, knowledge and experience that would assist the Board in furthering the interest of the Company and its stockholders and such other factors as the Committee may consider, such as industry knowledge and experience, public company experience, government entity or regulatory experience, financial expertise, diversity, current employment and other board memberships (the “*Director Criteria*”);
- Search for, identify, evaluate and select, or recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the Director Criteria and review any candidates recommended by stockholders, provided that such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nomination and recommendation policies and procedures;
- Make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board; and
- Recommend to the Board persons to be members and chairmen of the various committees.
- Review the qualifications of and make recommendation to the Board those persons to be appointed by the Board as officers of the Company.

B. Oversight of the Board

- Review and make recommendations to the board of directors regarding the appropriate size, performance, composition, duties, responsibilities and classes of the Board; and
- Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation. Review and assess the adequacy of the evaluation process on an annual basis.
- Review and evaluate the compensation of directors annually, including the appropriate mix of cash compensation and equity compensation, and make recommendations to the Board regarding director compensation.

C. Corporate Governance Principals

- Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework;
- Review the Company's proxy statement disclosure regarding the Company's director nomination process and other corporate governance matters; and
- Monitor compliance with the Company's code of ethics (the "*Code*"), to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.

D. Development of Guidelines

- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, to review these principles at least once a year and to recommend any changes to the Board;
- Develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary;
- Develop and recommend to the Board for approval director independence standards for determining whether a director has a material relationship with the Company that would impair its independence;
- Review and recommend to the Board tenure and retirement policies for independent directors;

- Review and make recommendations to the Board regarding succession planning for the Chief Executive Officer of the Company;
- Review potential conflicts of interest of prospective and current directors and evaluate the “independence” of directors and director nominees against the independence requirements of the Nasdaq rules, the applicable rules and regulations promulgated by the Securities and Exchange Commission and other applicable laws; and
- Review the Board's committee structure and composition and to make recommendations to the Board regarding the performance, composition, duties and responsibilities of each committee and appointment of directors to serve as members of each committee and committee chairmen annually.

The Committee also shall undertake such additional activities within the scope of its primary function as the Board or the Committee may from time to time determine or as may otherwise be required by law, the Board or the Company’s bylaws or charter.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall annually perform, or participate in, an evaluation of the performance of the Committee against the requirements of this charter, the results of which shall be presented to the Board.

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