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**DENNY'S CORPORATION  
BOARD OF DIRECTORS  
AUDIT and FINANCE COMMITTEE  
CHARTER<sup>1</sup>**

**Authority and Purpose**

The Audit and Finance Committee (the "Committee") has been established by the Board of Directors (the "Board") of Denny's Corporation (the "Company") to assist the Board in fulfilling its responsibilities toward the shareholders, potential shareholders, and investment community to oversee the Company's accounting and financial reporting processes and audits of the Company's financial statements. Its primary purposes shall therefore include overseeing (1) the adequacy of the Company's internal controls and the integrity of the Company's accounting and financial information reported to the public, (2) the qualification, independence and performance of the Company's independent registered public accounting firm (the "independent auditors") and its internal auditors, (3) the appropriateness of the Company's accounting policies, (4) the Company's compliance with legal and regulatory requirements, (5) the Company's risk assessment and management practices, and (6) the Company's finance activities, while providing and maintaining an avenue of communication among the Committee, the independent auditors, internal auditors, management and the Board.

In discharging its oversight role, the Committee shall be empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and shall have the power and authority to determine funding for ordinary administrative expenses of the Committee as well as to retain and determine funding for outside counsel, independent auditors or other advisers the Committee deems necessary to carry out the Committee's purposes, duties and responsibilities so enumerated herein.

**Composition and Qualification**

The Committee will consist of not less than three members of the Board as recommended by the Board's Corporate Governance and Nominating Committee with the final approval of the Board. Each such member shall satisfy the applicable criteria set forth by the Securities Exchange Act of 1934 (the "Exchange Act"), the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC") thereunder, and The Nasdaq Stock Market, Inc. ("Nasdaq") Listing Rules, including, but not limited to, the requirements with respect to financial literacy, experience and independence. Additionally, at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC, and the Company will make the disclosures required by the rules and regulations of the SEC with respect to such matters. The Chair of the Committee shall be recommended by the Board's Corporate Governance and Nominating Committee and appointed by the Board.

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<sup>1</sup> Amended and Restated as of February 2, 2016

## **Meetings**

The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four times per year, and more frequently as circumstances require. The Committee shall have the opportunity to meet with the independent auditors and the internal auditors without members of management present at each regularly scheduled meeting of the Committee, and may meet periodically with other members of management, the general counsel and the internal auditors, upon request.

## **Key Responsibilities and Duties**

The Committee's job is one of oversight and it recognizes that the Company's management is responsible for preparing the Company's financial statements and that the independent auditors are responsible for auditing those financial statements. In carrying out its oversight function, the Committee shall have the following duties and responsibilities.

- The Committee shall review with management and the independent auditors the audited financial statements to be included in the Company's Annual Report on Form 10-K (or the Annual Report to Shareholders if distributed prior to the filing of Form 10-K) and review and consider with the independent auditors the matters required to be discussed by Statement of Auditing Standards ("SAS") No. 61.
- As a whole, or through the Committee chair, the Committee shall review with the independent auditors the Company's interim financial results to be included in the Company's quarterly reports to be filed with the Securities and Exchange Commission (the "SEC") and the matters required to be discussed by SAS No. 61 and SAS No. 114; this review will occur prior to the Company's filing of the Form 10-Q.
- The Committee shall discuss with management, the internal auditors and the independent auditors the quality and adequacy of the Company's internal controls.
- The Committee shall discuss with management, the internal auditors and independent auditors, as deemed appropriate, critical accounting policies, alternative treatments of financial information and the impact on the Company of significant accounting or financial reporting developments or events which may have a bearing on the Company.

- The Committee shall:
  - request from the independent auditors annually, a formal written statement delineating all relationships between the independent auditor and the Company consistent with Independence Standards Board Standard Number 1;
  - discuss with the independent auditors any such disclosed relationships and their impact on the independent auditor's independence; and
  - recommend that the Board take appropriate action to oversee the independence of the independent auditor.
- The Committee shall, at least annually, pre-approve all audit and permitted non-audit services to be provided to the company by its independent auditors, including professional fees for such services (this responsibility may be delegated to one or more members of the Committee provided such members report such pre-approvals at the next regularly scheduled meeting of the Committee).
- The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, with each such independent auditor reporting directly to the Committee.
- The Committee shall review the adequacy of this Charter on an annual basis and shall make it available to stockholders on the Company's Web site.
- The Committee shall annually prepare a report to shareholders, to be included in the Company's annual proxy statement, as required by the SEC.
- The Committee shall meet with the independent and internal auditors and financial management of the Company to review their scope of the proposed audits for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audits, including any comments or recommendations of the internal or independent auditors and any management response thereto.
- The Committee shall meet in Executive Session with the internal and independent auditors, as appropriate but no less than one time per year, which may include a review of the adequacy and effectiveness of the Company's financial and accounting personnel and the Company's accounting and financial controls.

- The Committee shall ensure the Company maintains an internal audit function that functionally reports to the Committee.
- The Committee shall periodically review the internal audit function, which may include a review of internal audit responsibilities, budget, plan, organizational structure, staffing, qualifications, independence, compensation and performance.
- The Committee shall review the appointment, performance and replacement of the Internal Audit Director.
- The Committee shall oversee the development, implementation, administration, and enforcement of the Company's Corporate Compliance Program, and shall meet periodically (at least on an annual basis) with the Company's Compliance Officer and management with respect to the Corporate Compliance program generally.
- The Committee shall submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each committee meeting with, the Board of Directors.
- The Committee shall understand the Company's risk profile and oversee the Company's risk assessment and management practices (whether financial, operating or otherwise) including, but not limited to, the Company's cybersecurity and other information technology risks, and the maintenance of the Director and Officer (D&O) liability insurance coverage.
- The Committee shall periodically review with management and any internal or external counsel as the Committee considers appropriate, any legal matters (including the status of pending litigation) that may have a material impact on the Company, and any material reports or inquiries from regulatory or governmental agencies.
- The Committee shall establish procedures for (1) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall oversee the Company's hedging transactions including but not limited to the entering into of certain derivative instruments designed to hedge the Company's risk related to the exposures which may arise from the variability in future cash flows associated with certain commodities, interest rates and utilities.

- The Committee shall engage in communication with the independent auditors as required by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16.
- The Committee shall review and make recommendations as needed to the Board concerning the financial structure, financial condition and financial strategy of the Company.
- At least annually, the Committee will evaluate how well it has fulfilled its purposes, responsibilities and duties during the previous year, and will report to the full Board.
- The Committee shall perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's Corporate Governance Policy, Company by-laws and applicable law.

### **Limitation of the Committee's Role**

The Committee has only the functions set forth in this Charter. Its responsibility is one of oversight, and therefore it is not the duty of the Committee to plan or conduct audits, to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations or to establish and operate the Company's system of internal controls and disclosure controls and procedures. The responsibility to plan and conduct audits, and to express an opinion on the financial statements based on its audit, is that of the independent auditors. The Company's management has the responsibility to determine that the Company's disclosures and financial statements are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations as well as to establish and operate the Company's system of internal controls and disclosure controls and procedures. It is also not the duty of the Committee to assure the Company's compliance with laws and regulations or compliance with the Company's Standards of Business Conduct. The primary responsibility for these matters rests with the Company's management.

*Approved by the Audit Committee on  
the 2<sup>nd</sup> day of February, 2016*

*Adopted by the Board of Directors on  
the 2<sup>nd</sup> day of February, 2016*