

BJ's Restaurants, Inc.

Corporate Governance Guidelines (as amended on March 7, 2016)

The Board of Directors (the "Board") of BJ's Restaurants, Inc., a California corporation (the "Company"), has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market (or any other applicable securities exchange on which the Company's shares are or become listed), the Articles of Incorporation of the Company, as amended, and the Amended and Restated Bylaws of the Company. The Board may review and amend these guidelines from time to time.

I. DIRECTOR QUALIFICATION STANDARDS

Director Criteria: The Board of Directors shall consider from time to time the criteria that it deems necessary or advisable for prospective Director candidates. The Board of Directors shall have full authority to modify such criteria from time to time as it deems necessary or advisable. The Board of Directors may delegate to the Governance and Nominating Committee the responsibility for developing and recommending to the Board of Directors for its consideration such criteria for prospective Director candidates as the Governance and Nominating Committee deems necessary or advisable.

Process For Identifying and Selecting Directors: The Board is responsible for selecting candidates for Board membership and for extending invitations to join the Board through the Governance and Nominating Committee. The Board recognizes the importance of soliciting new candidates for membership on the Board and that the needs of the Board, in terms of the relative experience and other qualifications of candidates, may change over time.

The Governance and Nominating Committee shall consider candidates for Board membership suggested by its members and other Board members, as well as candidates suggested by members of management and by shareholders. The Governance and Nominating Committee shall also consider whether to nominate any person nominated by a shareholder pursuant to the provisions of the Bylaws relating to shareholder nominations.

Once the Governance and Nominating Committee has identified a prospective nominee, the Committee shall make an initial determination as to whether to conduct a full evaluation of the candidate. The preliminary determination shall be based on such factors as the Governance and Nominating Committee deems appropriate, including the need for additional Board members to fill vacancies, provide specific expertise or expand the size of the Board and the likelihood that the prospective nominee can satisfy the evaluation factors described below. If the Committee determines that additional consideration is warranted, it may request a third-party search firm to gather additional information about the prospective nominee's background and experience and to report its findings to the

Committee. The Committee shall then evaluate the prospective nominee against the following standards and qualifications:

- the ability of the prospective nominee to represent the interests of all of the Company's shareholders;
- the prospective nominee's standards of integrity, commitment and independence of thought and judgment;
- the prospective nominee's ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties, including the prospective nominee's service on other public company boards;
- the prospective nominee's ability to qualify as a director when the Company applies for and holds certain business and liquor licenses where such qualification is required;
- the extent to which the prospective nominee contributes to the range of talent, skill and expertise appropriate for the Board; and
- the extent to which the prospective nominee helps the Board reflect the diversity of the Company's shareholders, employees, guests and communities.

The Committee may also consider such other relevant factors as it deems appropriate, including the current composition of the Board, the balance of management and independent directors, specific business and financial expertise, experience as a director of a public company, the need for Audit Committee expertise, the evaluations of other prospective nominees, and diversity (including geography, age, gender, and ethnicity).

After completing its evaluation and, if appropriate, interviewing the candidate, the Governance and Nominating Committee shall make a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation and report of the Committee.

Independence: At least a majority of the members of the Board of Directors shall meet the independence requirements established by the Listing Rules of the Nasdaq Stock Market.

At least annually, the Board will evaluate all relationships between the Company and each Director in light of relevant facts and circumstances for the purposes of determining whether a material relationship exists that might signal a potential conflict of interest or otherwise interfere with such Director's ability to satisfy his or her responsibilities as an independent Director.

Limit on Number of Other Boards: Carrying out the duties and fulfilling the responsibilities of a Director require a significant commitment of an individual's time and attention. The Board does not believe, however, that explicit limits on the number of other boards of directors on which the Directors may serve, or on other activities the

Directors may pursue, are appropriate. The Board, however, recognizes that excessive time commitments can interfere with an individual's ability to perform his or her duties effectively. In connection with its assessment of Director candidates for nomination, the Governance and Nominating Committee will assess whether the performance of any Director has been or is likely to be adversely impacted by excessive time commitments, including service on other boards of directors. Directors must notify the Chairman of the Governance and Nominating Committee in connection with accepting a seat on the board of directors of another business corporation so that the potential for conflicts or other factors compromising the Director's ability to perform his duties may be fully assessed.

Term Limits: The Board does not believe that arbitrary limits on the number of consecutive terms a Director may serve are appropriate in light of the substantial benefits resulting from a sustained focus on the Company's business, strategy and industry over a significant period of time. Each individual's performance will be assessed by the Governance and Nominating Committee in light of relevant factors in connection with assessments of candidates for nomination to be Directors.

Age Limits: An individual who has reached the age of 75 shall not be nominated for initial election to the Board. However, the Governance and Nominating Committee may recommend and the Board may approve the nomination for re-election of a Director at or after the age of 75, if, in light of all the circumstances, it is in the best interests of the Company and its shareholders.

Succession: The Governance and Nominating Committee shall be responsible for developing succession plans for the Board as appropriate in light of relevant facts and circumstances.

Process for Resignation, Retirement or Refusal to Stand for Re-Election: Directors who intend to resign or not stand for re-election at the Company's annual shareholders' meeting are required to notify the Board prior to the meeting. The Director shall offer a letter of resignation to the Board, which will then be approved by the Board. Early notice allows the Board to follow proper notification standards for shareholders and provides the Governance and Nominating Committee sufficient time to evaluate the composition and qualifications of the Board.

In accordance with the Company's Majority Voting Policy, described in Section II below, a Director who receives more votes "against" his or her election than votes "for" is required to tender his or her resignation to the Board.

II. MAJORITY VOTING POLICY

In any uncontested election of Directors (i.e., those where the number of nominees is the same as the number of Directors to be elected) held at an annual meeting of shareholders at which a quorum is present, each incumbent Director nominee who receives a greater number of votes "against" his or her election than votes "for" such election shall tender his or her resignation within fifteen (15) days of the Company's receipt of certified voting

results pertaining to the election. For these purposes “abstentions” or “broker non-votes” will not count as votes cast with respect to that Director.

If the number of nominees for any election of Directors nominated by (i) the Board, (ii) any shareholder, or (iii) a combination of nominees by the Board and any shareholder, exceeds the number of Directors to be elected, the nominees receiving a plurality of the votes cast by holders of shares entitled to vote in the election at a meeting at which a quorum is present will be elected.

The Board, within ninety (90) days of receiving the certified voting results pertaining to the election, will decide whether to accept the resignation of any unsuccessful incumbent, or whether other action should be taken, through a process managed by the Governance and Nominating Committee. Consideration of resignations shall exclude the Director(s) in question; provided, however, if such exclusion results in less than two Directors remaining, then all Directors may participate in the decision whether to accept such resignations. In reaching its decision, the Board may consider any factors it deems relevant, including the Director’s qualifications, the Director’s past and expected future contributions to the Company, the overall composition of the Board and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation, including Nasdaq Stock Market or other exchange listing standards.

The Board promptly will disclose the decision whether to accept the Director’s resignation offer (and the reasons for rejecting the resignation, if applicable) in a document filed with the Securities and Exchange Commission.

Unless otherwise determined by the Board, any accepted resignation shall be effective when such Director’s successor is elected and qualified or upon such Director’s earlier resignation or removal.

The Board may implement such policies and procedures to effect this Majority Voting Policy as it deems appropriate, including requiring that Director nominees in uncontested elections submit an irrevocable letter of resignation, contingent on (i) that person not receiving more votes “for” than “against” at the applicable annual meeting of shareholders, and (ii) acceptance of that resignation by the Board.

The Company’s policy with respect to majority voting constitutes a general policy of the Board with respect to uncontested Director elections and shall not constitute or be deemed an amendment or modification of the Bylaws of the Company that would be subject to Section 708.5 of the California Corporations Code.

III. DIRECTOR RESPONSIBILITIES

Role of Directors: The business and affairs of the Company are managed by or under the direction of the Board of Directors, acting on behalf of the shareholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company’s everyday affairs. The Board of Directors has an oversight role and is not expected to perform or duplicate the tasks of the CEO or senior management.

Attendance at Meetings: Each member of the Board is expected to make reasonable efforts to attend regularly scheduled meetings of the Board and to participate in telephone conference meetings or other special meetings of the Board. In the event that Directors are unable to make at least 75% of those regular or special meetings (together with the meetings of committees on which such Director serves), the Company will be required to disclose that fact in its annual proxy statement. In addition, attendance and participation at meetings is an important component of the Directors' duties and, as such, attendance rates will be taken into account by the Governance and Nominating Committee in connection with assessments of Director candidates for renomination as Directors.

Frequency of Meetings. The Board will meet at least four times a year. Additional meetings may be scheduled as necessary or appropriate in light of circumstances. The Chairman of the Board will, in consultation with the Chief Executive Officer and the Lead Director, prepare an annual schedule of meetings for the Board and its standing Committees. To the extent practicable, the schedule will reflect agenda subjects that are generally of a recurring nature. The Board will address some matters at least annually, including the Company's strategic plan and objectives and the principal current and future risk exposures of the Company.

Time Commitment; Advance Distribution and Review of Materials: Directors are expected to spend the time needed and meet as frequently as the Board deems necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing information and data that are important to the Board's understanding of the business to be conducted at a Board or Committee meeting to the Directors. Directors should review these materials in advance of the meeting when reasonably practicable.

IV. BOARD STRUCTURE

Size of Board: The Bylaws of the Company require that the number of authorized members of the Board of Directors be no less than seven and no more than 13. However, the Board reserves the right to increase or decrease the size of the Board, subject to such Bylaw provisions, depending on an assessment of the Board's needs and other relevant circumstances at any given time.

Committees: The Board intends at all times to have an Audit Committee, a Compensation Committee and a Governance and Nominating Committee. Each of these standing committees will have a written charter that sets forth the responsibilities of such committee and the qualifications for committee membership. The Board has established other committees and may from time to time establish additional committees as necessary or appropriate.

Each committee shall be chaired by an independent Director appointed by the Governance and Nominating Committee and ratified by the entire Board. Committee Chairs are responsible for leading committee meetings and reporting all relevant activities to the Board. Committee Chairs will determine the frequency and length of the committee meetings consistent with the requirements set forth in the committee's charter and applicable law or listing requirements.

Chairman of the Board and Chief Executive Officer. The offices of Chairman of the Board and Chief Executive Officer have been at times combined and at times separated. The Board has exercised discretion in combining or separating the positions as it has deemed appropriate in light of prevailing circumstances. The Board believes that it is in the best interests of the Company for the Board to make a determination as to the combination or separation of the offices of Chairman of the Board and Chief Executive Officer when it elects a new Chief Executive Officer. Neither the Company's by-laws nor these guidelines require that the Chairman and Chief Executive Officer positions be separate.

Agenda for Board Meetings: The Chairman of the Board shall set the agenda, including the timing and length, for all Board meetings. The CEO, Chairman of the Board and Lead Director and, as applicable, Committee Chairs are expected to give input and feedback regarding meeting agendas. Directors may suggest agenda items and raise other concerns by contacting the Chairman of the Board or the Lead Director.

Lead Director. The Board may, from time to time, establish a Lead Independent Director (the "Lead Director") to chair the Board's executive sessions of non-employee Directors and to act as principal liaison between the independent Directors and the Chairman. The Lead Director shall review and approve the agenda for each full meeting of the Board and perform such other duties as the Board may, from time to time, assign to assist the Board and its various committees in fulfilling their respective responsibilities.

Executive Sessions: The non-management Directors will meet at regularly scheduled executive sessions without management participation, and at least once each year an executive session with only independent Directors present shall be held. The Lead Director will preside over any meetings of non-management and/or independent Directors in executive session. In order that interested parties may be able to make their concerns known to the non-management Directors, the Company will disclose a method for such parties to communicate directly and confidentially with the Lead Director or with the non-management Directors as a group.

V. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

In carrying out its responsibilities, the Board of Directors, and each committee thereof, shall be entitled to rely on the advice and information that it receives from management and such experts, advisors and professionals with whom the Board, or any such committee, may consult. The Board of Directors, acting together, and each committee thereof, shall have the authority to request that any officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company to render advice to the Company, attend a meeting of the Board, or such committee, or meet with any members of or advisors to the Board, provided the Board provides prior notice of any such request to the Chief Executive Officer of the Company. The Board or any committee thereof shall also have the authority to engage legal, accounting or other advisors to provide it with advice and information in connection with carrying out its or their responsibilities.

VI. DIRECTOR COMPENSATION

The form and amount of Director compensation will be reviewed periodically by the Compensation Committee, which shall make recommendations to the Board based on such review. The Board shall retain the ultimate authority to determine the form and amount of Director compensation and shall have the authority to retain or consult with compensation consultants or other outside advisors in connection with such determination.

The Company's executive officers shall not receive additional compensation for their service as Directors.

VII. STOCK OWNERSHIP GUIDELINES

All non-employee Directors and designated officers and other key employees of the Company are required to hold shares of the Company's common stock in accordance with Stock Ownership Guidelines approved and adopted by the Board and administered by the Governance and Nominating Committee (or such other Committee of the Board as the Board may designate).

VIII. RISK OVERSIGHT

Management is principally responsible for defining the various risks facing the Company, formulating risk management policies and procedures, and managing risk exposures on a day-to-day basis. The Board shall be responsible for monitoring risk management processes by informing itself concerning material risks and evaluating whether management has reasonable controls in place to address the material risks. The involvement of the Board in reviewing business strategy is an integral aspect of the Board's assessment of management's tolerance for risk and also its determination of what constitutes an appropriate level of risk for the Company.

While the full Board has overall responsibility for risk oversight, the Board has delegated oversight responsibility related to certain risks to the Audit Committee. As such, the Audit Committee is responsible for reviewing the Company's risk assessment and risk management policies. Management shall regularly report to the Audit Committee and to the full Board on risk management. The Audit Committee, in turn, shall report on the matters discussed at the committee level to the full Board. The Audit Committee and the full Board shall focus on the material risks facing the Company, including operational, market, credit, liquidity and legal risks, to assess whether management has reasonable controls in place to address these risks. In addition, the Compensation Committee shall review and discuss with management whether the Company's compensation arrangements are consistent with effective controls and sound risk management.

IX. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company may conduct an orientation program for each new Director in a reasonable time period following the meeting at which the Director is elected. The orientation may include presentations by senior management designed to familiarize the new Director

with the Company's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its Code of Integrity, Ethics and Conduct.

The Chief Financial Officer and/or General Counsel will be responsible for periodically providing materials or briefing sessions for continuing Directors on topics that will assist them in discharging their duties.

X. MANAGEMENT SUCCESSION

The Board, in coordination with the Governance and Nominating Committee or such other committee as the Board shall designate, shall assure that the Company has in place appropriate planning to address emergency CEO succession planning in the event of extraordinary circumstances, CEO continuity succession planning, and succession planning for key executives to ensure continuity in senior management.

XI. ANNUAL PERFORMANCE EVALUATION OF THE BOARD AND COMMITTEES

The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and each committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. These evaluations will consider the performance of the board or the committee, as the case may be, as a unit.

The Governance and Nominating Committee will oversee the evaluation process.

XII. CEO AND MANAGEMENT REVIEW

The Compensation Committee of the Board shall initiate an annual performance review of the CEO and key members of management in light of the business goals and objectives established by the Board. The Compensation Committee will report to the Board (in executive session) the results of such performance review and shall designate one or more members of the Board to discuss the evaluations with the CEO.

XIII. CONTACTING THE BOARD

Any shareholder who wishes to communicate directly with the Board of Directors or one or more specific Directors may send a letter marked as "confidential" addressed to the Board of Directors, or to the specific Director(s) intended to be addressed, to our Restaurant Support Center located at 7755 Center Avenue, Suite 300, Huntington Beach, California 92647. All such communications will be forwarded to the Board of Directors or to the specific Directors identified by the shareholder.

XIV. MISCELLANEOUS

The Board believes that the management should be responsible for communications with the press, media and other outside parties made on behalf of the Company, though

individual Board members may, at the request of management or of the Board, communicate with outside parties on behalf of the Company.

These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to the Directors of the Company under applicable law and/or the Company's articles of incorporation and/or its bylaws.

Although these corporate governance guidelines have been approved by the Board, it is expected that these guidelines will evolve over time as customary practice and legal requirements change. In particular, guidelines that encompass legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent such legal, regulatory or exchange requirements are modified. In addition, the guidelines may also be amended by the Board at any time as it deems appropriate.