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DENNY'S CORPORATION
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Authority

The Board of Directors (the "Board") of Denny's Corporation (the "Company") has established the "Corporate Governance and Nominating Committee," (the "Committee"), and has delegated to the Committee the authority, responsibility, and specific duties as described herein.

Purpose

The Committee's primary purposes shall be to develop and recommend to the Board a set of Corporate governance standards in the form of a corporate governance policy for the Company, to maintain and monitor such policy for compliance, to monitor the process of assessing the effectiveness of the Board and its committees, to identify individuals qualified to become Board members and to recommend to the Board for selection the director nominees for the annual meeting of shareholders, or those necessary to fill existing vacancies on the Board.

Committee Composition and Member Qualification

The Committee shall be comprised of not less than three members of the Board. Each member of the Committee must have been determined by the Board to be "independent" and eligible to serve on the Committee under the applicable listing standards of The NASDAQ Stock Market for an "independent director".

Member Appointment and Removal

Members of the Committee, as well as the Committee's Chair, will be appointed by the Board. The Board may fill vacancies on the Committee and may remove a Committee member from membership of the Committee at any time with or without cause.

Committee Duties and Responsibilities

The primary duties and responsibilities of the Committee shall be as follows:

- to be responsible for developing and recommending to the Board a set of corporate governance standards in the form of a corporate governance policy in addition to subsequently monitoring such policy for compliance. The Committee shall see that the policy is subsequently communicated to the Company's shareholders and that it will be made available to prospective investors and other interested persons;

- to review the corporate governance policy on an annual basis, or more frequently if appropriate to ensure at a minimum compliance with all applicable regulatory guidance, and recommend changes as necessary;

- to advise the Board on corporate governance matters, consulting experts when appropriate, regarding governance trends and applicable legal requirements;

- to perform the core function of recommending nominees to the Board as well as recommending directors for appointment to committees of the Board. These responsibilities include establishing criteria for Board and committee membership, considering rotation of committee members, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their re-nomination, establishing a policy and process for identifying, evaluating, and recommending nominees to the full Board. The Committee shall also process and consider stockholder suggestions for Board nominees, however, the final responsibility for approving director nominees recommended by the Committee rests with the Board;

- to report and make recommendations to the Board with respect to the size and composition of the Board and its committees;

- to determine and review with the Board on an annual basis, the appropriate skills, characteristics, and experiences required of Board members in the context of the Company's needs;

- to monitor and safeguard the independence of the Board. It shall be the responsibility of the Committee to ensure that a majority of the directors of the Board are, in both fact and appearance, independent of management;

- to review and approve all related party transactions and to monitor compliance with the Company's Related Party Transaction Policy and Procedure;

- to monitor and receive periodic reports regarding the Company's minority hiring and diversity promotional initiatives;

- to monitor and oversee the Corporate Social Responsibility (CSR) program of the Company which will include receiving periodic reports regarding the Company's CSR efforts and initiatives;

- to monitor and review the overall adequacy of, and provide oversight with respect to, the Company's ESG (Environmental, Social & Governance) strategy, initiatives and policies which will include receiving periodic reports regarding the Company's ESG efforts and initiatives.

- to monitor and oversee the planning for Chief Executive Officer and senior management succession with a concern for recruitment and encouragement of diverse leadership;

- to prepare and periodically review contingency plans for temporary emergency absences of CEO due to disability or other unexpected events;

- to oversee and review the Company's processes for providing information to the Board. The Committee should assess the reporting channels through which the Board receives information, and the quality and timeliness of information received, so that the Board obtains appropriately detailed information in a timely fashion;

- to oversee the process of evaluation of the Board, its committees, and management;

- to conduct an annual performance evaluation of the Committee's work;

- to oversee the orientation of new directors and the continuing education of Board members; and

- to oversee and monitor the review of potential conflicts of interests of Board members.

- to oversee and monitor the development, implementation, administration, and enforcement of the Company's Insider Trading Policy.

Committee Structure, Operations and Reporting

The Committee will meet at least four (4) times per year and at other times as may be requested by its Chair. Before each scheduled meeting, the Committee Secretary (who will be the Corporate Secretary or designee) will prepare an agenda in consultation with the Committee Chair, and the Secretary will keep minutes of all Committee meetings. A majority of the Committee members will be a quorum for the transaction of business and any action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee. The Committee shall have the power to delegate its authority to a subcommittee of the Committee.

In lieu of a meeting the Committee may also take action by written consent if all Committee members execute, either before or after the action is taken, the consent and the consent is filed with the Corporate Secretary. The Chair will report after each meeting to the Board on all Committee actions and on the fulfillment of the Committee's duties under its Charter.

Professional Consultation

The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve the related fees and other retention terms.

Charter Adoption/Periodic Review

This Corporate Governance and Nominating Committee Charter was initially adopted by the Committee on December 19, 2002 and by the Board on January 30, 2003. It was subsequently amended and restated upon approval of the Committee on January 23, 2007 and the Board on March 7, 2007, and upon approval of the Committee and Board on November 8, 2011. Additionally, this charter was amended and restated upon approval of the Committee on May 22, 2013 and the Board on May 23, 2013, on September 27, 2018 upon the approval of the Committee and by the Board on September 28, 2018, on September 25, 2019 upon the approval of the Committee and by the Board on September 26, 2019, and again on September 21, 2021 upon the approval of the Committee and by the Board on September 29, 2021. The Committee shall review, at least annually, the adequacy of this charter and recommend any proposed changes to the Board for approval.