



Welcome to America's Diner

**DENNY'S CORPORATION
BOARD OF DIRECTORS
COMPENSATION AND INCENTIVES COMMITTEE
CHARTER**

Authority

The Board of Directors (the "Board") of Denny's Corporation ("Denny's" or the "Company") has established the "Compensation and Incentives Committee" (the "Committee"), to assist the Board in discharging its responsibilities to the Company and its stockholders through the fulfillment of the responsibilities and duties outlined in this Charter.

Philosophy

Under the oversight and direction of the Committee, the Company will strive to develop and implement a compensation program for its executive officers designed to attract and retain top quality leadership talent while ensuring that senior leaders' interests are aligned with the interests of shareholders. The Committee will promote a compensation approach that takes into consideration shareholder interests through a combination of base salary and short-term and long-term cash and equity incentives in such a manner that motivates management to make those business decisions that will have a long-term positive impact on the Company and the creation of shareholder value, while reinforcing the Company's values and serving the communities in which the Company operates.

Purpose

The Committee's purpose shall be to discharge the Board's responsibilities relating to: (1) overseeing the Company's overall compensation programs and philosophy, (2) reviewing and approving compensation of the Chief Executive Officer and senior management of the Company, (3) administering the Company's short- and long-term incentive plans and other stock or stock-based plans, (4) overseeing the Company's executive compensation disclosure and issuing the Committee's report as required by the applicable rules and regulations governing the Company's annual proxy statement, (5) overseeing the Company's stock ownership guidelines, and (6) overseeing the Company's various employee benefit plans. While discharging the above responsibilities, the Committee shall be mindful of the Company's overall compensation structure, in order to determine that appropriate incentives have been established for management and employees at all levels in a manner deemed necessary to further the Company's long-term strategic plan while enhancing shareholder value.

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 an Independent Director as defined in the rules of The Nasdaq Stock Market ("Nasdaq") and the Securities and Exchange Commission, as such rules exist from time to time and otherwise eligible to serve on the Committee under the applicable Nasdaq listing standards after consideration of the factors set forth in such listing standards. In addition, all Committee members must qualify as "non-

employee directors” within the meaning of SEC Rule 16b-3, and as “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986.

Member Appointment and Removal

Each member of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The Board may fill vacancies on the Committee, and members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Committee Chair is elected by the full Board, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair shall be entitled to cast a vote to resolve any ties. The Chair will chair all regular sessions of the Committee and set the agendas for Committee meetings.

In fulfilling its responsibilities, the Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate. The Committee shall be entitled to delegate any or all of its responsibilities, power and authority to any such subcommittee as the Committee deems appropriate.

Committee Duties and Responsibilities

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

- to evaluate annually the performance of the Company’s Chief Executive Officer (“CEO”) in light of predetermined goals and objectives, and determine and approve the CEO’s compensation based on this evaluation;
- to determine and approve the compensation of the Company’s executive officers after considering the recommendations of the CEO regarding the compensation of the Company’s executive officers;
- to annually review and approve the compensation of the Company’s non-employee directors;
- to review and make recommendations to the Board concerning compensation practices, policies, procedures and retirement benefit plans and programs for the employees of the Company, including the consideration of environmental, social and governance (“ESG”) matters in executive compensation and the establishment of any new compensation programs;
- to oversee the activities of plan administrators and trustees and other fiduciaries under the Company’s various employee benefits plans and, in connection therewith, receive periodic reports from plan administrators concerning such activities;
- to review, approve, set performance targets and to make recommendations to the Board with respect to the Company’s incentive-compensation plans and equity-based plans;

- to administer the Company's stock option plans and such other similar plans as may from time to time be adopted by the Company;
- to review and make recommendations to the Board regarding compensation practices, policies and procedures for members of the Board, including whether such plans are effective in achieving their intended purposes;
- to review and approve employment and severance arrangements for executive officers of the Company relating to executive compensation and register with the Board any concerns about such arrangements;
- to oversee the preparation of the Company's executive compensation disclosure (including reviewing the Compensation Discussion and Analysis section of the Company's annual proxy statement and annual report on Form 10-K with management) and to prepare and issue the Committee's report as required by the applicable rules and regulations governing such disclosure;
- to conduct an annual performance evaluation of the Committee's work;
- to oversee the Company's stock ownership guidelines and to conduct an annual review of the guidelines for compliance and potential adjustment;
- to monitor and receive periodic updates and reports from the Company's human resources department;
- to review and assess the adequacy of the Committee's formal written charter on an annual basis;
- to establish and oversee any executive compensation recovery policy it determines to be required by applicable law or stock exchange rule;
- to review and make recommendations to the Board regarding the Company's proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and on any amendments to such plans as well as on proposals by shareholders that relate to matters overseen by the Committee. The Committee shall also review and take into consideration the results of advisory votes on executive compensation; and
- to perform from time to time any other functions or activities as the Committee deems appropriate, or as requested by the Board, consistent with this Charter, the Company's Corporate Governance Policy, Company by-laws and applicable law;

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.

As part of its establishment of performance criteria and compensation, the Committee shall meet separately at least on an annual basis to review the performance of the CEO. The CEO may not be present during any Committee and/or Board voting or deliberations with respect to the CEO's compensation.

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. Meetings of the Committee may be in person or by electronic means. Where necessary to comply with the provisions of §162(m) of the Internal Revenue Code, Rule 16b-3 under the Securities Exchange Act of 1934, or other government rules or regulations, the Committee, in its sole discretion, shall have the power to delegate its authority to a subcommittee of the Committee. An action will be deemed to be the action of the Committee if all Committee members execute, either before or after the action is taken, a written 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.

Compensation Committee Advisers

The Committee shall have authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee.

The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the committee (other than in-house legal counsel) only after taking into consideration, all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) Any stock of the company owned by the compensation consultant, legal counsel or other adviser; and

(f) Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Charter Adoption and Amendment

This Compensation and Incentives Committee Charter was approved and adopted by the Committee on October 23, 2002, by the Board on November 20, 2002, and later amended on December 20, 2002, November 1, 2006, May 22, 2013, May 21, 2014, November 9, 2017, September 27, 2022, August 21, 2023, and August 22, 2025.