

COMPENSATION COMMITTEE CHARTER

J. ALEXANDER'S HOLDINGS, INC.

As adopted by the Board of Directors on September 14, 2015

Purpose

The Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of J. Alexander's Holdings, Inc. (the "**Company**") is established by the Board to discharge the responsibilities of the Board relating to compensation of the Company's Chief Executive Officer ("**CEO**"), the Company's other executive officers, and the Company's directors. In addition, as part of the governance and oversight process of the Company, the Committee shall support the Board and work with management to ensure that compensation practices of the Company and its subsidiaries reflect Company philosophy, competitive practice and regulatory requirements. The Committee shall review, provide advice on and, where appropriate, recommend or approve compensation policies, objectives, plans and programs.

Committee Membership

The Committee shall consist of at least three (3) members of the Board (individually, a "**Member**," collectively, the "**Members**"). Members shall be appointed by the Board and may be removed, with or without cause, by the Board at any time.

Subject to any permitted phase-in period under the New York Stock Exchange ("**NYSE**"), each Member shall satisfy the applicable independence requirements of the NYSE, including the additional independence requirements specific to compensation committee membership set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual. In selecting the Members, the Board will also consider whether such director qualifies as a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and as an "outside director" for purposes of Section 162(m) ("**Section 162(m)**") of the Internal Revenue Code of 1986, as amended (the "**Code**"). No person may be made a Member if his or her service on the Committee would violate any restriction on service imposed by any rule or regulation of the Securities and Exchange Commission or the NYSE. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

Committee Purpose and Responsibilities

1. The Committee shall review and approve the corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer ("**CEO**"), evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in prior years.

2. The Committee shall (i) set salaries and approve incentive compensation awards and equity compensation plan awards, as well compensation policies for (A) all other non-CEO designated executive officers at the level of Vice President or higher and (B) the Company's directors; and (ii) make

recommendations to the Board with respect to all incentive-compensation and equity-based plans that are subject to Board approval.

3. The Committee shall oversee the Company's compliance with the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans. Subject to such shareholder approval, or otherwise as required by the Exchange Act, the Code, or other applicable law, the Committee shall have the power to establish, amend, manage, periodically review and, where appropriate, terminate all annual bonus, long-term incentive compensation, stock option, employee pension and welfare benefit plans, including 401(k) plans, employee stock purchase plans, long-term incentive plans, management incentive plans and other plans and with respect to each plan shall have responsibility for:

(a) general administration;

(b) setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be "covered employees" under Section 162(m) within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) in order for such target to be "pre-established" within the meaning of Section 162(m);

(c) certifying that any and all performance targets used for any performance-based equity compensation plans have been met before payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);

(d) approving all amendments to, and terminations of, all compensation plans and any awards under such plans;

(e) granting any awards under any performance-based annual bonus or any long-term incentive compensation or equity compensation plan, including stock options and other equity rights (e.g., restricted stock, stock purchase rights, etc.);

(f) approving which employees or consultants are entitled to awards under the Company's stock option plan(s); and

(g) arranging for the repurchase of securities from terminated employees.

4. The Committee shall review the results of any advisory votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.

5. The Committee shall authorize and approve any employment agreements and amendments with all designated executive officers at the level of Vice President or higher.

6. The Committee shall establish and periodically review policies concerning perquisite benefits.

7. The Committee shall determine the Company's policy with respect to change-of-control or "parachute" payments.

8. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and executive officers, and with all other applicable laws affecting employee compensation and benefits.

9. When and as required by applicable rules and regulations, the Committee shall review and discuss with management of the Company the Compensation Discussion and Analysis ("**CD&A**"), and based on such review and discussions, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement, and thereby incorporated by reference into the Company's annual report on Form 10-K, proxy statement or information statement, as applicable. The Committee will also be responsible for producing a Compensation Committee report for inclusion in the Company's proxy statement or annual report, when and as required by applicable rules and regulations.

10. The Committee shall periodically review and approve compensation of the Board's non-management directors.

11. The Committee shall evaluate its own performance on an annual basis and provide any written material with respect to such evaluation to the Board.

12. The Committee shall report to the Board on a regular basis, and not less than once per year.

13. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

Committee Structure and Operations

The Board shall designate one Member as the chairperson of the Committee (the "**Chair**"). The Committee shall meet at least three times a year at a time and place determined by the Chair, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee may invite such members of management to its meetings as it deems appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

Unless specifically invited by the Committee, the CEO should not attend any meeting where the CEO's performance or compensation is discussed.

Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of Members who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 under the Exchange Act, as in effect from time to time, and/or (ii) "outside directors" for the purposes of Section 162(m).

Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the

Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair or any other Member designated by the Committee to make this report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, independent legal counsel or other adviser retained by it, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such compensation consultant, independent legal counsel or other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including, without limitation:

1. The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

2. 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;

3. 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;

4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a Member;

5. Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

6. 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.

Notwithstanding the foregoing, nothing contained herein (a) shall be construed: (x) to require the Committee to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or other adviser to the Committee; or (y) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee or (b) shall require a compensation consultant, legal counsel or other compensation adviser to be independent, provided that the Committee considers the independence factors listed in items (1) through (6) above before selecting or receiving advice from a compensation adviser. The Committee may select or receive advice from any compensation adviser they prefer including ones that are not independent, after considering the independence factors outlined in items (1) through (6) above.

The Committee shall conduct the independence assessment outlined in this with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than: (a) in-house legal counsel; and (b) any compensation consultant, legal counsel or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii)

of Regulation S-K: (x) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees or (y) providing information that either is not customized for a particular corporation or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.