

NATHAN'S FAMOUS, INC.
NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee is appointed by the Board (1) to review suggestions of candidates for director made by directors, stockholders, management and others; (3) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; and (4) to recommend to the Board the directors to serve on each committee of the Board.

Committee Membership

The Nominating Committee shall meet the independence requirements of Nasdaq.

The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall consider rotation of committee members, review candidates' qualifications and any potential conflicts with the Company's interests, assess the contributions of current directors in connection with their renomination, and make recommendations to the Board.
3. The Committee shall review the qualifications of any individual nominated to serve as a director of the Company by any director, any member of management or any stockholder; provided that any nomination made by any stockholder shall be made in accordance with applicable law and the procedures set forth herein. The Committee shall take into account the qualification requirements imposed by law and the regulations of Nasdaq in determining an individual's qualification for board and committee membership. The Committee shall not be required to review the qualifications of any individual nominee that a third party has the legal right to designate pursuant to a contract or otherwise.
4. The Committee may form and delegate authority to subcommittees when appropriate.
5. The Committee shall make reports to the Board, as necessary.

6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating Committee shall annually review its own performance.

7. The Committee shall make available this Charter on the Company's website at www.nathansfamous.com as required by the rules and regulations of the Securities and Exchange Commission and The Nasdaq Stock Market.

Procedure for Stockholder Nominations

Pursuant to the Company's by-laws, stockholder nominations shall be made in accordance with the following procedures:

1. Any stockholder who wants to nominate a candidate for election to the Board must deliver timely notice to the Company's Secretary at the Company's principal executive offices. In order to be timely, the notice must be delivered
 - (a) in the case of an annual meeting, not less than 60 nor more than 90 days prior to the anniversary date of the immediately preceding annual meeting of stockholders, although if the Company did not hold an annual meeting or the annual meeting is called for a date that is more than 30 days before or more than 60 days after the anniversary date of the prior year's annual meeting, the notice must be received not earlier than the close of business on the 90th day prior to such annual meeting and not later than the close of business on the later of the 60th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by the Company; and
 - (b) in the case of a special meeting of stockholders called for the purpose of electing directors, the notice must be received not earlier than the close of business on the 90th day prior to such special meeting and not later than the close of business on the later of the 60th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting.
2. The stockholder's notice to the Secretary must set forth
 - (a) as to each person whom the stockholder proposes to nominate for election as a director
 - (i) his name, age, business address and residence address,
 - (ii) his principal occupation and employment,
 - (iii) the number of shares of common stock of Nathan's which are owned beneficially or of record by him and
 - (iv) any other information relating to the nominee that would be required to be

disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act, and the rules and regulations promulgated thereunder; and

- (b) as to the stockholder giving the notice
 - (i) his name and record address,
 - (ii) the number of shares of common stock of the corporation which are owned beneficially or of record by him,
 - (iii) a description of all arrangements or understandings between the stockholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by the stockholder,
 - (iv) a representation by him that he is a holder of record of stock of Nathan's entitled to vote at such meeting and that he intends to appear in person or by proxy at the meeting to nominate the person or persons named in his notice and
 - (v) any other information relating to the stockholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder.

The notice delivered by a stockholder must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected. The stockholder must be a stockholder of record on the date on which he gives the notice described above and on the record date for the determination of stockholders entitled to vote at the meeting.