

Famous Dave's of America, Inc.

Amended and Restated Compensation Committee Charter

(As approved by the Board of Directors on February 20, 2014)

1. Purpose

There shall be a Committee of the Famous Dave's of America, Inc. ("**Famous Dave's**") Board of Directors (the "**Board**") to be known as the Compensation Committee (the "**Committee**"). The purpose of the Committee is (a) to discharge the Boards' responsibilities relating to compensation of the Directors, the Company's CEO and senior executives, and (b) to produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.

2. Composition

The Committee shall consist of at least two members. Each member of the Committee shall be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment and shall meet the independence requirements of NASDAQ's listing standards, including the requirement that each Committee member not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any Company subsidiary. In addition, unless the Board has established a separate committee, or subcommittee within the Committee, charged with administering Famous Dave's equity incentive plans and compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (a "**Stock Plan Committee**"), each member of the Committee shall be a "non-employee director" within the meaning of Section 16b-3 of the Securities Exchange Act of 1934, as amended, and an "outside director" within the meaning of Section 162(m). In order for a separate committee, or subcommittee within the Committee, to be considered a Stock Plan Committee for purposes of the foregoing sentence, such separate committee, or subcommittee within the Committee, must consist of at least two members, each of which shall meet the independence requirements of NASDAQ's listing standards, shall be a "non-employee director" within the meaning of Section 16b-3 and shall be an "outside director" within the meaning of Section 162(m).

The members of the Committee shall be appointed by the Board on the recommendation of the Governance and Nominating Committee. Committee members may be replaced by the Board at any time. The Committee Chairperson shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

3. Meeting Requirements

The Committee shall meet at least two times each year or more frequently as circumstances require. Meetings of the Committee may be called by or at the request of the Board, the Chairperson of the Committee, any two members of the Committee or the Chief Executive Officer. Notice of a meeting of the Committee stating the place, day and hour of the meeting shall be given to each member of the Committee at least one day prior thereto by mail, personal delivery or by telephone, telegraph, electronically transmitted facsimile or other form of wire or wireless communication. The method of notice need not be the same for each member of the Committee. A majority of the members of the Committee shall constitute a quorum. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company.

The Committee shall have the authority to obtain advice and assistance from internal Company resources and may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal or other advisors. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other advisor retained by the Committee. The Company will provide appropriate funding, as determined by the Committee for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Company. The Committee shall take the following factors into consideration prior to selecting a compensation consultant, legal counsel or other advisor, as well as any other factors identified by applicable Nasdaq listing standards:

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

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

The Committee may ask members of management or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairperson of the Committee shall be responsible for leadership of the Committee, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board. The Chairperson, with the assistance of management, shall also set the agenda for Committee meetings.

4. Functions and Responsibilities

The Committee is responsible for determining, or recommending to the Board for determination, the compensation of the Company's Chief Executive Officer and the Company's other executive officers. The Chief Executive Officer shall not be present during voting or deliberations by the Committee on his or her compensation.

Subject to the preceding paragraph, in carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order that it can best react to changing conditions and environment, and to assure the Directors and shareholders that the executive compensation and stock plan practices of Famous Dave's are in accordance with all requirements and are of the highest quality.

The specific responsibilities of the Committee are set forth in the Compensation Committee Responsibilities Checklist that is attached as an addendum to this Charter. The Committee will review and assess the adequacy of this Charter, including the Responsibilities Checklist, at least annually and will update this Charter as necessary to reflect changes in regulatory requirements, authoritative guidance and evolving practices.