

DAVE & BUSTER'S, INC.
COMPENSATION COMMITTEE CHARTER

(Amended December 6, 2006)

This Compensation Committee Charter (the "Charter") sets forth the purpose and membership requirements of the Compensation Committee (the "Committee") of the Board of Directors of Dave & Buster's, Inc. (the "Board") and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) review and approve corporate goals and objectives relevant to Chief Executive Officer (the "CEO") compensation, (ii) evaluate the CEO's performance in light of those goals and objectives, (iii) either as a Committee or together with the other independent directors (as directed by the Board) determine and approve the CEO's compensation level based on this evaluation, (iv) make recommendations to the Board with respect to non-CEO executive officer compensation and incentive-compensation and equity-based plans that are subject to Board approval and (v) prepare an annual report on executive compensation as required by the Securities and Exchange Commission (the "SEC") for inclusion in the Company's Annual Report on Form 10-K.
2. **Committee Members.**
 - 2.1. **Composition and Appointment.** The Committee shall consist of three (3) or more members of the Board. The members and Chairperson of the Committee shall be appointed by the Board. Membership on the Committee shall rotate at the Board's discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
 - 2.2. **Qualifications.** To the extent required by the Securities Exchange Act of 1934 or any other requirement of the SEC, each member of the Committee shall be "independent," as such term is defined under applicable rules and regulations.
3. **Authority.**
 - 3.1. **Advisors.** The Committee shall have the sole authority to (i) retain, at the Company's expense, an independent compensation consultant and other expert advisors ("Advisors") as it deems necessary to fulfill its responsibilities under this charter, (ii) determine the compensation and other terms of the engagement of such Advisors and (iii) terminate the engagement of such Advisors. The Advisors shall report directly to the Committee.
 - 3.2. **Subcommittees.** The Committee may delegate authority and responsibilities to subcommittees as it deems proper, provided that no subcommittee shall consist of less than two members.

4. Meetings.

- 4.1. **Frequency of Meetings.** The Committee shall meet as frequently as is determined by the Board. The schedule for regular meetings of the Committee shall be established by the Committee. The Chairperson of the Committee may call a meeting at any time as he or she deems advisable.
- 4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities and a copy thereof shall be sent to the members of the Board.
- 4.3. **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
- 4.4. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.
- 4.5. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. Executive Compensation.

- 5.1. **Compensation Philosophy and Strategy.** The Committee shall review the compensation philosophy and strategy of the Company and its subsidiaries and consult with the CEO, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's stockholders. In determining the long-term incentive component of the CEO's compensation, the Committee shall consider such factors as it deems relevant, which may include the Company's performance and relative stockholder return and the value of similar incentive awards to chief executive officers at comparable companies.
- 5.2. **Comparison Analysis.** The Committee shall annually assess the Company's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Company's executive officers.
- 5.3. **Administration of Plans.** The Committee shall administer the Company's incentive compensation and any stock option and other equity based plans (including specific provisions) in which the CEO and other executive officers may be participants and

recommend to the Board amendments to such plans or adoption of new plans. In connection with administering such plans, the Committee shall have the authority to (i) approve option guidelines and general size of overall grants, (ii) make grants, (iii) interpret the plans, (iv) determine the rules and regulations relating to the plans, (v) modify or cancel existing grants and substitute new grants (with the consent of grantees), (vi) designate employees eligible to participate in the plans and (vii) impose limitations, restrictions and conditions upon any award as the Committee deems appropriate and as permitted under the applicable plan.

- 5.4. **Executive Compensation.** The Committee shall annually review and establish the base salary, incentive compensation, deferred compensation, stock options, performance units and other equity based awards for the CEO. The Committee shall annually review with the CEO his or her decision as to the compensation of the Company's other executive officers.
6. **CEO Performance.** The Committee shall annually evaluate the CEO's performance and take into account such performance evaluation in establishing the CEO's compensation.
7. **Special Recommendations to the Board.** The Committee shall review and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with the CEO or any other executive officer and (ii) any deferred compensation arrangement that is proposed to be entered into with the CEO or any other executive officer.
8. **Reports and Assessments.**
 - 8.1. **Board Reports.** The Chairperson of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.
 - 8.2. **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its assessment and of its recommendation for any changes to the Charter.
 - 8.3. **Committee Self-Assessment.** The Committee shall annually review and make a self-assessment of its performance and shall report the results of such self-assessment to the Board.
 - 8.4. **Committee Report.** The Committee shall prepare an annual report on executive compensation as required by the rules and regulations of the SEC and submit it to the Board for inclusion in the Company's Annual Report on Form 10-K.