

CKE RESTAURANTS, INC. (the “Company”)

EXECUTIVE COMMITTEE CHARTER

**As adopted by the Board of Directors
9/8/10**

This charter (“Charter”) sets forth the purpose, composition, authority and procedural rules of the Executive Committee (the “Committee”) of the board of directors (the “Board”) of the Company.

I. Purpose.

The purpose of the Committee shall be to function on behalf of the Board during intervals between meetings of the Board, as necessary, and to implement the policies of the Board.

II. Composition.

The Committee shall consist of three members. The members of the Committee shall be the Chief Executive Officer, the Chairman of the Board and one other member of the Board designated by the Chairman and approved by the Board. The members of the Committee shall be automatically appointed to the Committee upon his or her appointment to the foregoing positions and any person ceasing to function in any of those positions shall automatically be removed upon such cessation.

III. Meetings.

Meetings of the Committee will be held from time to time as determined by the Board and/or by the members of the Committee, in response to the needs of the Board. A Committee meeting may be called by any member of the Committee.

IV. Procedural Matters.

The Chief Executive Officer plus one of the other members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Chairman of the Board shall also be the Chair of the Committee. The Chairman shall preside, when present, at all meetings of the Committee. The Committee will keep a record of its meetings and report on them to the Board no later than at the next Board meeting. The Committee may meet by telephone or video conference and may take action by unanimous written consent. On all procedural matters not specifically addressed in this Charter, in the Delaware law or in the Company’s Bylaws, the provisions of the Bylaws of the Company relating to actions by the Board shall apply to the Committee.

V. Authority.

During the interval between meetings of the Board, the Committee shall have and may exercise the powers of the Board to act upon any matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board, except that the Committee may not take actions with respect to those matters that (i) by law may not be delegated and must be approved by the Board, or (ii) are within the purview of the Audit or Compensation Committees. In addition, the Committee may not (a) approve, adopt, or recommend to the stockholders any action or matter expressly required by the Delaware General Corporation Law to be

submitted to stockholders for approval, or (b) adopt, amend or repeal any Bylaw of the Company. The Committee may authorize the seal of the Company to be affixed to all papers which may require it.

VI. Annual Reviews.

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