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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A  
(RULE 14A-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934**

Filed by Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

- [ ] Preliminary Proxy Statement
- [ ] Confidential, for use of the Commission only (only as permitted by Rule 14a-6(e)(2))
- [X] Definitive Proxy Statement
- [ ] Definitive Additional Materials
- [ ] Soliciting Material Pursuant to Section 240.14a-12

**CHANTICLEER HOLDINGS, INC.**

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- [ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing fee for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.
  - (3) Filing Party:
  - (4) Date Filed:
- 
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**Chanticleer Holdings, Inc.**

7621 Little Avenue, Suite 414, Charlotte, North Carolina 28226

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON AUGUST 23, 2018**

Dear Stockholder:

Notice is hereby given that the 2018 Annual Meeting of Stockholders of Chanticleer Holdings, Inc. (“we”, “us” or the “Company”), will be held at 10:00 a.m. EDT, on Thursday, August 23, 2018 at the Company’s principal executive offices, 7621 Little Avenue, Suite 414, Charlotte, North Carolina 28226, to conduct the following items of business:

1. To elect Michael D. Pruitt, Neil C. Kiefer, Keith J. Johnson, J. Eric Wagoner, Larry S. Spitcaufsky, David P. Osborn, and Russell J. Page to serve a one-year term until their respective successors are duly elected and qualified or until their death, resignation, removal or disqualification.
2. To approve, on an advisory basis, the compensation of our Named Executive Officers (as defined in the Proxy Statement).
3. To ratify the appointment of Cherry Bekaert LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

All of the above matters are more fully described in the accompanying Proxy Statement.

All holders of record of our common stock as of 5:00 p.m. EDT on June 27, 2018, the record date, are entitled to notice of and to vote at this meeting and any adjournments or postponement thereof. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection during the ten days prior to the Annual Meeting, during ordinary business hours, at Chanticleer Holdings’ principal offices as well as at the Annual Meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. Any stockholder attending the Annual Meeting may vote in person even if he or she has returned a proxy card.

Whether or not you plan to attend the Annual Meeting, please cast your vote as instructed under “Voting Procedures” in the Proxy Statement as promptly as possible. You may vote over the Internet or by telephone as instructed on the Notice or by mailing in your paper proxy card if you received one. If you did not receive a paper proxy card, you may request a paper proxy card to submit your vote by mail, if you prefer.

By Order of the Board of Directors,

/s/ Michael D. Pruitt

Michael D. Pruitt  
Chairman, President and Chief Executive Officer

/s/ Kathi Fath

Kathi Fath  
Secretary

Charlotte, NC

July 13, 2018

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders  
to be held on August 23, 2018**

**The Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2017 are available  
on the Internet at <https://www.iproxydirect.com/HOTR>**

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**CHANTICLEER HOLDINGS, INC.**  
**7621 Little Avenue, Suite 414**  
**Charlotte, NC 28226**

**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS TO  
BE HELD ON AUGUST 23, 2018**

**PROCEDURAL INFORMATION**

**General**

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Chanticleer Holdings, Inc. (hereinafter referred to as "we", "us", "Company" or "Chanticleer"), for the Annual Meeting of Stockholders of the Company to be held at 10:00 a.m. Eastern Daylight Time on Thursday, August 23, 2018 at our principal executive offices, 7621 Little Avenue, Suite 414, Charlotte, NC 28226.

The Notice of Annual Meeting, Proxy Statement, and form of proxy are first being provided to our stockholders on or about July 13, 2018.

All stockholders are cordially invited to attend the Annual Meeting in person.

At the Annual Meeting, stockholders will be asked to vote on three proposals and to transact any business that properly comes before the Annual Meeting or any adjournments or postponements thereof.

**Record Date and Voting Rights**

Only stockholders of record at the close of business on June 27, 2018 (the "Record Date") are entitled to vote at the Annual Meeting. As of the close of business on the Record Date, we had 3,699,270 shares of common stock issued and outstanding and held by 185 registered stockholders of record. Each share of common stock outstanding on the Record Date entitles the holder thereof to one vote.

If your shares are registered in the name of a bank or brokerage firm (each, a "record holder"), you will receive instructions from your bank or brokerage firm that must be followed in order for the record holder to vote the shares per your instructions. You may not vote these shares in person at the Annual Meeting unless you obtain a "legal proxy" from your bank or brokerage firm that holds your shares.

**Voting Procedures**

If you are a stockholder of record as of the Record Date, you may vote your shares over the Internet or by telephone by following the instructions set forth on the Notice or the proxy card mailed to you or by mailing in a completed proxy card. Your shares will be voted at the Annual Meeting in the manner you direct. The Internet voting procedures are designed to authenticate each stockholder's identity and to allow stockholders to vote their shares and confirm that their voting instructions have been properly recorded. If you vote via the Internet, you do not need to return your proxy card. Stockholders voting via the Internet should understand that there may be costs associated with voting in these manners, such as usage charges from Internet service providers, which must be borne by the stockholder.

Votes submitted by mail, telephone, or via the Internet must be received by 11:59 p.m., Eastern Daylight Time, on August 22, 2018. Submitting your vote by mail, telephone, or via the Internet will not affect your right to vote in person should you decide to attend the Annual Meeting.

If your shares are registered in the name of a bank or brokerage firm, you will receive instructions from your bank or brokerage firm that must be followed in order for the record holder to vote the shares per your instructions. Banks and brokerage firms have a process for their beneficial holders to provide instructions via the Internet or over the phone, as well as instructions for requesting a hard copy of the proxy materials and proxy card.

## **Quorum**

Our bylaws provide that the holders of a majority of the common stock issued and outstanding and entitled to vote at the meeting, whether present in person or represented by proxy, shall constitute a quorum at the Annual Meeting.

## **Broker Non-Votes**

Brokers that are members of certain securities exchanges and that hold shares of our common stock in street name on behalf of beneficial owners have authority to vote on certain items when they have not received instructions from beneficial owners. Under the applicable rules governing such brokers, the proposal to ratify the appointment of Cherry Bekaert LLP as our independent registered public accounting firm is considered a “discretionary” item. This means that brokers may vote using their discretion on this proposal on behalf of beneficial owners who have not furnished voting instructions. In contrast, certain items are considered “non-discretionary”, and a “broker non-vote” occurs when brokers do not receive voting instructions from beneficial owners with respect to such items because the brokers are not entitled to vote such uninstructed shares. The proposals to elect directors and to approve the compensation of our Named Executive Officers are each considered “non-discretionary”, which means that brokers cannot vote your uninstructed shares when they do not receive voting instructions from you.

If your shares are held of record by a bank, broker, or other nominee, we urge you to give instructions to your bank, broker, or other nominee as to how you wish your shares to be voted so you may participate in the stockholder voting on these important matters.

## **Voting Requirements**

With respect to the election of directors, assuming a quorum is present, the affirmative vote of a plurality of the votes cast by holders of our common stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter is required to elect each nominee. With respect to the proposal to ratify the appointment of our independent registered public accounting firm, assuming a quorum is present, the affirmative vote of a majority of the votes cast by the holders of our common stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the matter is required to approve each proposal. The proposal to approve the compensation of our Named Executive Officers is, however, non-binding and advisory. For purposes of the votes on election of directors and compensation of our Named Executive Officers, abstentions and broker non-votes will not be counted and, therefore, will have no impact on the outcome on each proposal. The vote to ratify the appointment of our independent registered public accounting firm is discretionary. Abstentions will not be counted; however, brokers may vote your uninstructed shares.

## **Solicitation of Proxies**

Chanticleer Holdings will pay the costs of soliciting proxies. In addition to the use of mail, proxies may be solicited by personal or telephone conversation, facsimile, electronic communication, posting on the Company’s website, <http://www.chanticleerholdings.com>, and by the directors, officers, and employees of Chanticleer Holdings, for which they will not receive additional compensation. The Company may reimburse brokerage firms and other owners representing beneficial owners of shares for their reasonable expenses in forwarding solicitation materials to such beneficial owners.

Proxies and ballots will be received and tabulated by the inspector of election for the Annual Meeting. The inspector of election will treat shares of common stock represented by a properly signed and returned proxy as present at the meeting for purposes of determining a quorum, whether or not the proxy is marked as casting a vote or abstaining or withholding on any or all matters.

The preliminary voting results will be announced at the Annual Meeting. The final voting results will be reported in a Current Report on Form 8-K, which will be filed with the SEC within four business days after the Annual Meeting. If our final voting results are not available within four business days of the Annual Meeting, we will file a Current Report on Form 8-K reporting the preliminary voting results and subsequently file the final voting results in an amendment to the Current Report on Form 8-K within four business days after the final voting results are known to us.

## **Revocation of Proxies**

If you return your signed proxy card but do not specify how you want to vote your shares, the proxies will vote your shares in the manner recommended by the Board on all matters in this Proxy Statement and as they may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

A proxy may be revoked at any time before it is voted by (i) delivering a written notice of revocation to Secretary, Chanticleer Holdings, Inc., 7621 Little Avenue, Suite 414, Charlotte, NC 28226, (ii) subsequently submitting a duly executed proxy bearing a later date than that of the previously submitted proxy (including by submission over the Internet), or (iii) attending the Annual Meeting and voting in person. Attending the Annual Meeting without voting will not revoke your previously submitted proxy.



**Larry S. Spitcaufsky**

**Age: 71**

**Board Member since August 2017**

Larry Spitcaufsky is the owner and director of Petroleum Technologies Inc., an oil and natural gas exploration company in Kansas City, Missouri established in April 1983 and the founder and chairman of Hootwinc, LLC, a restaurant franchisee in California, established August 1992. He has been a partner and board member of Healthcare Delivered, LLC, a mobile dental company that delivers dental care directly to senior homes since May 2015. He has also served on the board of the La Jolla Institute of Allergy and Immunology since August 2015. Mr. Spitcaufsky has additional business investments, including LBBIG, which is currently developing the Southern California market for Little Big Burger, a Chanticleer brand specializing in made-to-order burgers and truffle fries. He was asked to serve as director based on his overall business success, extensive knowledge of restaurant operations, and experience as a franchisee.

**J. Eric Wagoner**

**Age: 67**

**Board Member since March 2018**

Eric Wagoner served as a Managing Director and Head of the High-Yield & Distressed Securities division of Source Capital Group from 1995 until 2018. Mr. Wagoner has more than 35 years of investment securities experience and has developed specialized expertise in high yield and distressed debt instruments. He has served on a variety of creditor committees for high profile commercial bankruptcies. He serves as a member of the board of directors of Argus Research Group, a leading independent equity research firm.

Mr. Wagoner is a graduate of the University of North Carolina with a BA in psychology and received his MBA from the Babcock Graduate School of Management at Wake Forest University. Mr. Wagoner holds NASD Series 7, 24 and 63 licenses. He serves on the Compensation Committee. Mr. Wagoner was asked to serve as a director based on his considerable securities knowledge and overall business acumen.

**David P. Osborn**

**Age: 59**

**Board Member since May 2018**

Mr. Osborn has been the Senior Vice President of Advisory Services for HealthTrust since 2016. In this role he directs and supports HealthTrust's advisory services and consulting practices, including its offerings in Total Spend Management, Supply Chain Management, Workforce and Labor Management, and Clinical Performance. He has held leadership positions in global consulting firms, including Andersen Consulting (now Accenture) and KPMG. Mr. Osborn also serves as Chairman of the Board for Blue Coast Burrito, a company that owns and operates fast-casual, southwest-style restaurants in four states in the southeastern United States. Mr. Osborn is a graduate of Harding University and holds a Ph.D. in Management from the University of Tennessee-Knoxville. He serves as the Chairman of the Board for the Make-A-Wish Foundation of Middle Tennessee and serves on the Advisory Boards for the American Heart Association and the Mercy Children's Clinic. Mr. Osborn was asked to serve as a director based on his lengthy tenure in consulting clients in the areas of business strategy, operations, and technology as well as his general proven success in business.

## **CORPORATE GOVERNANCE**

### **Board Purpose and Responsibilities**

The business of Chanticleer is managed under the direction of its Board. The Board represents and acts on behalf of all stockholders and the Company. The Board is responsible for establishing and helping the Company achieve its business objectives through oversight, review, and counsel. The Board's responsibilities include, among other things:

- Approving and monitoring critical business and financial strategies;
- Accessing major risks facing the Company and options for mitigation;
- Approving and monitoring major corporate actions;
- Overseeing processes designed to ensure the Company and its employees' compliance with applicable laws and regulations and the Company's Code of Ethics;
- Overseeing processes designed to ensure the accuracy and completeness of the Company's financial statements;
- Monitoring the effectiveness of our internal controls;
- Selecting, evaluating, and setting proper compensation for the chief executive officer and other executive officers upon the recommendation of the Compensation Committee; and
- Reviewing the recommendations of management for, and electing, our executive officers.

## Director Independence

In accordance with the listing standards of The NASDAQ Stock Market LLC (“NASDAQ”), the Board must consist of a majority of independent directors. The Board performed a review to determine the independence of its members and made a subjective determination as to each of these independent directors that no transactions, relationships, or arrangements exist that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the Board considered several factors including the purchase or sales of goods and/or services between the Company and an entity with which a director is affiliated, and reviewed information provided by the directors and our management with regard to each director’s business and personal activities as they may relate to us and our management. As a result of this review, the Board determined that Messrs. Johnson, Kiefer, Spitcaufsky, Wagoner, Osborn, and Page are “independent directors” as defined under NASDAQ rules.

## Audit Committee

We have a separately designated standing audit committee, established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which is currently made up of Messrs. Johnson (Chairman), Wagoner, and Page. The Board has determined that Mr. Johnson meets the requirements of an audit committee financial expert and he serves as Chairman of the Audit Committee. All members are independent pursuant to applicable SEC rules and regulations and NASDAQ listing standards. The Audit Committee met four times in 2017. The Audit Committee is governed by a written charter approved by the Board, which is available on our website at [www.chanticleerholdings.com](http://www.chanticleerholdings.com) under “Investor Relations – Governance Documents”.

The primary responsibility of the Audit Committee is to oversee our financial reporting process on behalf of the Board and report the result of its activities to the Board. Such responsibilities include, but are not limited to, the selection and, if necessary, the replacement of our independent auditors and review and discussion with such independent auditors of (i) the overall scope and plans for the audit, (ii) the adequacy and effectiveness of the accounting and financial controls, including our system to monitor and manage business risks, and legal and ethical programs, and (iii) the results of the annual audit, including the financial statements to be included in our Annual Report on Form 10-K (“Annual Report”).

## Report of Audit Committee

The Audit Committee assists the Board with fulfilling its oversight responsibility regarding the quality and integrity of our accounting, auditing, and financial reporting practices. In performing its oversight responsibilities regarding the audit process, the Audit Committee:

- Reviewed and discussed the audited financial statements with management;
- Discussed with the independent auditors the matters required to be discussed by Auditing Standard No. 16, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board; and
- Received the written disclosures and the letter from the independent accountant required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the audit committee concerning independence and has discussed with the independent accountant the independent accountant’s independence.

Based on the review and discussions referred to in these three items, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the SEC.

Members of the Audit Committee

Keith Johnson (Chairman)  
Russell Page  
Eric Wagoner



## Compensation Committee

We have a separately-designated standing Compensation Committee, established in accordance with SEC rules and regulations and NASDAQ listing standards, which is currently made up of Messrs. Johnson, Kiefer, and Page. The Board designates which directors will serve as the members of the Compensation Committee. All members are independent pursuant to applicable SEC rules and regulations and NASDAQ listing standards. Also, the Board has determined that each such member meets the requirements of a “non-employee director” under Rule 16b-3 under the Exchange Act and meets the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Compensation Committee met during board meetings held in 2017. The Compensation Committee is governed by a written charter approved by the Board, which is available on our website at [www.chanticleerholdings.com](http://www.chanticleerholdings.com) under “Investor Relations – Governance Documents”.

The responsibilities of the Compensation Committee include overseeing the evaluation of executive officers (including the Chief Executive Officer) of the Company, determining the compensation of executive officers of the Company, and overseeing the management of risks associated therewith. The Compensation Committee determines and approves the Chief Executive Officer’s compensation. The Compensation Committee also administers our equity-based plans and makes recommendations to the Board with respect to actions that are subject to approval of the Board regarding such plans. The Compensation Committee also reviews and makes recommendations to the Board with respect to the compensation of directors. The Compensation Committee monitors the risks associated with our compensation policies and practices as contemplated by Item 402(s) of Regulation S-K. In setting 2017 compensation, the Compensation Committee did not retain a compensation consultant.

## Nominating Committee

We currently do not have a standing nominating committee. Board nominees are selected or recommended for the Board’s selection by independent directors constituting a majority of the board’s independent directors in a vote in which only the independent directors participate.

## Procedures for Director Nominations

Members of the Board are expected to collectively possess a broad range of skills, industry and other knowledge and expertise, and business and other experience useful for the effective oversight of our business. The Board’s independent directors are responsible for identifying, screening, and recommending to the Board qualified candidates for membership. The Board has authority to retain and approve the compensation of search firms to be used, if any, to identify director candidates. All candidates must meet the minimum qualifications and other criteria established from time to time by the Board.

In considering possible candidates for election as a director, the Board is guided by the following principles: (a) each director should be an individual of the highest character and integrity; (b) each director should have substantial experience which is of particular relevance to the Company; (c) each director should have sufficient time available to devote to the affairs of the Company; and (d) each director should represent the best interests of the stockholders as a whole rather than special interest groups.

We also consider a candidate’s (a) economic, technical, scientific, academic, financial, and other expertise, skills, knowledge and achievements useful to the oversight of our business; (b) ability to be found suitable by all regulatory agencies; (c) diversity of viewpoints, background, and experience; and (d) ability to join with the other Board members in building a Board that is effective, collegial, and responsive to our needs as well as those of our stockholders.

The Board’s independent directors will consider stockholder recommendations from Board members, stockholders, and third parties for candidates for the Board using the same criteria described above. Once candidates have been identified, the Board’s independent directors will determine whether such candidates meet the minimum qualifications for director nominees established in the charter and under applicable laws, rules, or regulations and make a recommendation to the full Board. The full Board, taking into consideration the recommendations of the Board’s independent directors, is responsible for selecting the nominees for director and for appointing directors to fill vacancies.

Stockholders may submit nominees for our consideration. See “Proposals for 2019 Annual Meeting”. No candidates for director nominations were submitted to the Board by any stockholder in connection with the Annual Meeting.

## Code of Ethics

The Board adopted a Code of Ethics for all officers or persons performing similar functions, which was effective May 23, 2005 and was filed as Exhibit 14 to our Annual Report on Form 10-K/A dated December 31, 2007. The Code of Ethics and other governance documents require that Chanticleer’s executive officers affirmatively agree to:

- Engage in honest and ethical conduct;

- Avoid conflicts of interest;
- Take all reasonable measures to protect the confidentiality of non-public information about Chanticleer and its investors;
- Produce full, accurate, timely and understandable disclosure in reports filed by the SEC;
- Comply with any applicable governmental laws, regulations; and
- Report any possible violation of the Code to our chief financial officer.

A copy of the Code of Ethics is available on our website at [www.chanticleerholdings.com](http://www.chanticleerholdings.com) under “Investor Relations – Governance Documents” and will be furnished to any stockholder without charge upon written request. Such requests should be sent to Secretary, Chanticleer Holdings, Inc., 7621 Little Avenue, Suite 414, Charlotte, NC 28226. If the Company amends or waives the Code of Ethics with respect to the chief executive officer, principal financial officer, or principal accounting officer, it will describe the amendment or waiver in a Form 8-K to be filed with the SEC under applicable regulations.

### **Board Leadership Structure**

The Board believes that the Company and its stockholders have been and will continue to be well served by having the Company’s Chief Executive Officer serve as Chairman of the Board. Mr. Pruitt has led our strategic planning and our acquisition strategy as well as our operational integration and execution strategy. The Board believes that the current leadership of the Board, when combined with the other elements of our corporate governance structure, strikes an appropriate balance between strong and consistent leadership and independent oversight of the Company’s business and affairs.

The Board is composed of a majority of independent directors. Our Audit Committee and Compensation Committee are each composed solely of independent directors. The Company’s independent directors bring experience, oversight and expertise from outside the Company, while the Chief Executive Officer brings industry, competitive and company-specific experience and expertise. The Board believes the combined role of Chairman and Chief Executive Officer promotes unified leadership and direction for the Company, which allows for a single, clear focus for management to execute the Company’s strategy and business plans. Notwithstanding the above, the Board recognizes that, in the future, circumstances may necessitate that the roles of Chairman and Chief Executive Officer be separated, and, therefore, the Board retains the authority to separate the roles if it were to determine that such a division might be appropriate in the future.

One of the key responsibilities of the Board is to assist management in developing strategic direction and then holding management accountable for the execution of strategy once it is developed. The Board believes, at this time, the combined role of Chairman and Chief Executive Officer, together with the independent directors, is in the best interest of stockholders because it provides the appropriate balance between strategy development and independent oversight of management.

While the Board has not formally appointed a lead independent director, the Board believes that the current composition of the Board and the functioning of the independent directors effectively maintain independent oversight of the Company’s management. Six out of seven of the Company’s directors are independent, and the chair and members of each of the Company’s Audit Committee and Compensation Committee are independent directors. As a result, independent directors oversee all significant matters affecting the Company, including the Company’s financial statements, executive compensation matters, the nomination and assessment of directors, and the risk management practices. Independent directors meet in regular executive sessions not attended by the non-independent director and management in conjunction with each regular Board meeting and as they otherwise deem appropriate. At each executive session, the respective chair of the Board Committee relating to the specific matter discussed by the independent directors leads the discussion.

### **Executive Sessions of Non-Management and Independent Directors**

Following each executive session, the independent directors report the results of the discussions to the full Board, as appropriate. These discussions are led by the appropriate Committee chair. Additional executive sessions may be convened at any time at the request of an independent director, and, in such event, the independent director chairperson of the most closely associated Committee to the discussed topic leads the discussion and the report to the full Board. During executive sessions directors also discuss and propose matters to be included in the agenda for future Board meetings.

### **Risk Oversight**

It is management’s responsibility to manage risk and bring to the Board’s attention the most material risks that we face. The Board has oversight responsibility of the processes established to report and monitor systems for material risks that apply to us and oversees the appropriate allocation of responsibility for risk oversight among the committees of the Board. The Audit Committee periodically reviews enterprise-wide risk management, which focuses primarily on financial and accounting, legal and compliance, and other risk management functions. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs. The full Board considers strategic risks and opportunities and regularly receives reports from the committees regarding risk oversight in their areas of responsibility.

### **Meeting Attendance**

All directors attended at least 75% of the Board and assigned committee meetings during the fiscal year ended December 31, 2017. During fiscal 2017, the Board held 11 meetings. It is our policy to encourage all of our directors to attend our Annual Meeting of stockholders. One of our directors attended the 2017 Annual Meeting of stockholders.

### **Communications with Directors**

Any stockholder desiring to contact the Board, or any specific director(s), may send written communications to Board (Attention: (Name(s) of director(s), as applicable)), c/o Secretary, Chanticleer Holdings, Inc., 7621 Little Avenue, Suite 414, Charlotte, NC 28226. Any communication so received will be processed by the Secretary and conveyed to the member(s) of the Board named in the communication or to the Board.

### **Procedures for Reporting Complaints about Accounting and Auditing Matters**

If an employee or other interested third party believes that the Company or any of its directors, officers, employees, or agents has engaged in fraudulent or otherwise illegal or inappropriate acts relating to the Company's accounting, internal accounting controls, or auditing matters, that person should report the potential violation to the Chair of the Audit Committee of the Company by referring all complaints to [AuditChair@chanticleerholdings.com](mailto:AuditChair@chanticleerholdings.com) in accordance with the guidelines in the Whistleblower Policy, which is available on our website at [www.chanticleerholdings.com](http://www.chanticleerholdings.com) under "Investor Relations – Governance Documents". After reviewing the complaint, the Chair of the Audit Committee will use his reasonable judgment to determine whether enough evidence exists to begin a formal investigation. The Chair of the Audit Committee shall communicate his decision to the person who made the complaint (unless it was made anonymously), the full Audit Committee and Board of Directors, and members of management when appropriate. If the Chair of the Audit Committee determines that a formal investigation should be made, the full Audit Committee shall review all the facts and evidence then existing and make a determination as to whether a formal investigation should proceed. If the full Audit Committee decides that a formal investigation is appropriate, then the Chair of the Audit Committee shall oversee and conduct the formal investigation. The Chair of the Audit Committee shall regularly report his progress to the full Audit Committee and shall make a final report to the Audit Committee and the Board of Directors when the investigation is completed. The Chair of the Audit Committee may retain outside counsel or other advisors if he deems it necessary to carry out the investigation. After the formal investigation, the Audit Committee shall determine what corrective action, if any, is appropriate. The Audit Committee shall, when appropriate, inform Company management of a violation so that management may take the appropriate or required corrective action, including reporting the violation to the appropriate governmental authorities.

## DIRECTOR COMPENSATION

The following table reflects compensation earned for services performed in 2017 by our non-employee directors. A director who is a Company employee, such as Mr. Pruitt, does not receive any compensation for service as a director. The compensation received by Mr. Pruitt as an employee of the Company is shown in the Summary Compensation Table.

### Director Compensation Table

The following table summarizes the compensation paid to our directors for the fiscal year ended December 31, 2017.

<u>Name</u>	<u>Director Fees Earned or Paid in Cash <sup>(1)</sup></u>	<u>Stock Awards</u>	<u>Option Awards</u>	<u>Total</u>
Keith J. Johnson	\$ 22,500	\$ -	\$ -	\$ 22,500
Neil G. Kiefer <sup>(2)</sup>	\$ 7,500 <sup>(4)</sup>	\$ -	\$ -	\$ 7,500
Russell J. Page	\$ 22,500	\$ -	\$ -	\$ 22,500
Larry Spitcaufsky <sup>(3)</sup>	\$ 9,333	\$ -	\$ -	\$ 9,333

(1) Director fees of \$7,500 each for four board members for Q4-17 are accrued and unpaid; these fees will be paid in 2018.

(2) Mr. Kiefer was appointed to the board in January 2017.

(3) Mr. Spitcaufsky was appointed to the board in August 2017.

(4) Mr. Kiefer declined his board fees for Q3-17 and Q4-2017; these fees are not accruing.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION  
OF THE NOMINEES LISTED ABOVE.**



## Annual Cash Compensation

The annual base salaries of our executive officers and adjustments to executive officers' base salaries are generally based upon a subjective evaluation of the individual executive officer's performance by the Compensation Committee. The Compensation Committee's evaluation is based upon non-quantitative factors such as the current responsibilities of each executive officer, the compensation of similarly situated executive officers at comparable companies, the performance of each executive officer during the prior calendar year, our performance during the prior calendar year, and the recommendations submitted to the Compensation Committee. Please see the "Salary" column in the 2017 Summary Compensation Table below for the base salary amounts received by each Named Executive Officer in 2017.

At its discretion, the Compensation Committee may also recommend that cash bonuses be paid to our executive officers. The Compensation Committee did not recommend cash bonuses for any of the Named Executive Officers in 2017.

## Long-Term Equity Compensation

The Chanticleer Holdings, Inc. 2014 Stock Incentive Plan (the "2014 Plan"), which was approved by our stockholders on January 31, 2014 and became effective on February 2, 2014, was established to encourage and enable selected employees, directors, and independent contractors of the Company and its affiliates to acquire or increase their holdings of our common stock and other equity-based interests in the Company in order to promote a closer identification of their interests with those of the Company and our stockholders and to provide flexibility to the Company in its ability to motivate, attract, and retain the services of participants upon whose judgment, interest and special effort the successful conduct of its operation largely depends. The 2014 Plan's purpose will be carried out by the granting of awards to selected participants. The types of awards authorized under the 2014 Plan include: options in the form of incentive options and/or nonqualified options; SARs in the form of freestanding Stock Appreciation Rights ("SARs") and/or related SARs; restricted awards in the form of restricted stock awards and restricted stock units; performance awards in the form of performance shares and performance units; phantom stock awards; other stock-based awards; and dividend equivalent awards.

## Compliance With Internal Revenue Code Section 162(m)

Section 162(m) of the Internal Revenue Code of 1986, as amended, limits the corporate tax deduction to \$1 million for compensation paid to certain executives of public companies. However, performance-based compensation that has been approved by stockholders is excluded from the \$1 million limit if, among other requirements, the compensation is payable only upon attainment of pre-established, objective performance goals and the Board committee that establishes the goals consists only of "outside directors". Additionally, stock options will qualify for the performance-based exception where, among other requirements, the exercise price of the stock option is not less than the fair market value of the stock on the date of grant, and the plan includes a per-executive limitation on the number of shares for which stock options may be granted during a specified period. All members of the Compensation Committee qualify as outside directors within the meaning and as defined by Section 162(m) and the regulations thereunder. Historically, the combined salary and bonus of each of our executive officers has been below this \$1 million limit. The Compensation Committee's present intention is to grant future compensation that does not exceed the limitations of Code Section 162(m).

## Summary Compensation Table

The following table summarizes all compensation received by our Chief Executive Officer, Chief Operating Officer and Chief Operating Officer of ARB, our "Named Executive Officers" for the years ended December 31, 2017 and 2016.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Stock Awards</u>	<u>Total</u>
Michael D. Pruitt <sup>(1)</sup> President and Chief Executive Officer	2017	\$ 299,717	\$ -	\$ -	\$ 299,717
	2016	\$ 286,597	\$ -	\$ -	\$ 286,597
Rich Adams <sup>(2)</sup> President and Chief Operating Officer of ARB	2017	\$ 267,458	\$ -	\$ -	\$ 267,458
	2016	\$ 224,443	\$ -	\$ 82,500	\$ 306,943
Mark Roberson Chief Operating Officer	2017	\$ 222,553	\$ -	\$ -	\$ 222,553
	2016	\$ 209,397	\$ -	\$ -	\$ 209,397

(1) Mr. Pruitt sits on the Hooters of America, LLC board of directors. The Company receives annual payments of \$100,000 from Hooters of America, LLC while Mr. Pruitt serves on its board.

(2) Mr. Adams received a restricted stock unit award of 15,000 units on October 1, 2016.

## Narrative to Summary Compensation Table

### Employment Agreements

Mr. Pruitt and Mr. Roberson are not employed pursuant to employment agreements with Chanticleer Holdings.

During 2016, Mr. Adams was employed pursuant to an employment agreement with American Roadside Burgers, Inc., a wholly owned subsidiary of Chanticleer Holdings, Inc. His employment agreement was effective October 28, 2013 for an initial two-year term. The employment agreement automatically renewed October 28, 2015 for a one-year term and again on October 1, 2016 for a two-year term.

Pursuant to this agreement, Mr. Adams is entitled to receive a base salary and restricted stock units at the execution of the agreement. These restricted stock units vest 50% at January 1, 2018 and 50% at January 2019.

In the event we terminate Mr. Adams' employment involuntarily or if he voluntarily terminates his employment as a result of, and within 12 months of, a Change of Control of the Company (as defined in the employment agreement) he is entitled to severance in the form of continuation of his base salary for 12 months. In addition, he is entitled to a lump sum payment equivalent to the total amount of health care premiums paid by the Company on his behalf over the 12 months' preceding the termination for use in paying for continuing healthcare benefits afforded through COBRA. If he is terminated for cause or if he voluntarily terminates his employment with us for any reason other than as related to a Change in Control of the Company, he would not receive severance pay or any such other compensation.

In addition, Mr. Adams is also subject to customary restrictive non-competition and non-solicitation covenants.

### Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding unexercised options and equity incentive plan awards for each Named Executive Officer outstanding as of December 31, 2017.

Name	Stock awards	
	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested
Michael Pruitt	-	-
Richard Adams	7,500	\$ 19,725 (1)
Mark Roberson	-	-

(1) Restricted stock award units were valued at \$2.63, the closing price of the Company's common stock as of December 29, 2018, the last trading day of calendar 2017.

### Policies and Procedures for Review and Approval of Related Person Transactions

Our board of directors has adopted written policies and procedures for the review of any transaction, arrangement or relationship between the Company and one of our executive officers, directors, director nominees or 5% or greater stockholders (or their immediate family members), each of whom we refer to as a "related party", in which such related party has a direct or indirect material interest.

The Audit Committee reviews related party transactions prior to the transactions. In evaluating related party transactions, the Audit Committee considers all factors it deems appropriate, including, without limitation, whether the related party transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, the extent of the related party's interest in the transaction, and whether products or services of a similar nature, quantity, or quality are readily available from alternative sources. Any related party transactions that are ongoing in nature will be reviewed annually at a minimum.

Our Audit Committee is responsible for reviewing and approving all related party transactions for potential conflict of interest situations. A related party transaction refers to transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC.

## Related Person Transactions

### Due to related parties

The Company has received non-interest bearing loans and advances from related parties. The amounts owed by the Company as of December 31, 2017 and 2016 are as follows:

	December 31, 2017	December 31, 2016
Chanticleer Investors, LLC	191,850	194,350
	\$ 191,850	\$ 194,350

### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers, directors and persons beneficially owning more than 5% of the outstanding common stock of the Company to file reports of beneficial ownership and changes in beneficial ownership with the Securities and Exchange Commission ("SEC"). Officers, directors, and greater than 10% beneficial owners of common stock are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of Forms 3, 4 and 5 and amendments thereto, the Company believes that during the fiscal year ended December 31, 2017, all of our officers and directors filed timely filed reports required by Section 16(a).

### EQUITY COMPENSATION PLAN INFORMATION

The following table provides information with respect to securities authorized for issuance under our equity compensation plans as of December 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column(a)) (c)
Equity compensation plan approved by security holders	102,678	-	297,322
Equity compensation plan not approved by security holders	-	-	-

As of December 31, 2017, the Company had issued 87,678 restricted and unrestricted shares on a cumulative basis under the plan pursuant to compensatory arrangements with employees, board members and outside consultants. No employee stock options have been issued or are outstanding as of December 31, 2017 and December 31, 2016. The Company issued 15,000 restricted stock units to employees during 2016. Approximately 297,322 shares remained available for grant in the future.

### PROPOSAL 2: APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

As required by Section 14A of the Exchange Act, we are asking our stockholders to approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers as disclosed in accordance with the SEC's rules in the "Executive Compensation" section of this Proxy Statement. Taking into consideration the voting results from our 2013 Annual Meeting of Stockholders concerning the frequency of the stockholder advisory vote to approve the compensation of our Named Executive Officers, we determined that we will hold an annual advisory vote to approve the compensation of our Named Executive Officers until the next advisory vote on the frequency of such future advisory votes, which will occur no later than our 2019 Annual Meeting of Stockholders. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on our Named Executive Officers' compensation as a whole. This vote is not intended to address any specific item of compensation or any specific Named Executive Officer but rather the overall compensation of all of our Named Executive Officers and the philosophy, policies, and practices described in this Proxy Statement. The say-on-pay vote is advisory and, therefore, not binding on the Company, the Compensation Committee, or our Board of Directors. The say-on-pay vote will, however, provide information to us regarding investor sentiment about our executive compensation philosophy, policies, and practices that the Compensation Committee will be able to consider when determining executive compensation for the remainder of the current fiscal year and beyond. Our Board and our Compensation Committee value the opinion of our stockholders and to the extent there is any significant vote against the Named Executive Officer compensation as disclosed in this Proxy Statement, the Compensation Committee will evaluate whether any actions are necessary to address those concerns.



Our objectives with respect to compensation of our executive officers are to: (1) link executive compensation to our business strategy execution and performance; (2) offer compensation designed to attract, retain, and reward key executive officers; and (3) offer salary, cash bonus, and incentive compensation pay opportunities that are competitive in the marketplace, recognize achievement of our business strategy objectives, and align the long-term interests of executive officers with those of our stockholders. We believe that the information provided within the Executive Compensation section of this Proxy Statement demonstrates that our executive compensation program was designed appropriately and is working to ensure management's interests are aligned with our stockholders' interests to support long-term value creation.

Additionally, the 2014 Plan, pursuant to which the Named Executive Officers may be granted equity awards, includes a number of features that the Board believes reflect responsible compensation and governance practices and promote the interests of stockholders, including the following best practices:

- Prudent Change of Control Provisions. The 2014 Plan includes prudent "change of control" triggers such as requiring a change in beneficial ownership of 51% or more of our voting stock or consummation (rather than stockholder approval) of a significant merger or other transaction in order for a "change of control" to be deemed to have occurred. In addition, the 2014 Plan generally provides that awards will vest upon a change of control (i) only if awards are not assumed, substituted or continued and (ii) even if such awards are assumed, substituted or continued, a participant's employment is terminated without cause or for good reason within specified time periods related to the change of control.
- No Stock Option or Stock Appreciation Right ("SAR") Repricing Without Stockholder Approval. The 2014 Plan prohibits the repricing of stock options or SARs without the approval of stockholders. This 2014 Plan provision applies to (i) direct repricing (lowering the exercise price of an option or the base price of an SAR), (ii) indirect repricing (exchanging an outstanding option or SAR that is underwater in exchange for cash, for options or SARs with an option price or base price less than that applicable to the original option or SAR, or for another equity award), and (iii) any other action that would be treated as a repricing under applicable stock exchange rules (subject to anti-dilution adjustments).
- Forfeiture and Recoupment. The 2014 Plan authorizes the Compensation Committee or the Board to require forfeiture and/or recoupment of plan benefits if a participant engages in certain types of detrimental conduct and to require that a participant be subject to any compensation recovery policy or similar policies that may apply to the participant or be imposed under applicable laws.
- Efficient Use of Equity. We are committed to the efficient use of equity awards and are mindful of ensuring that our equity compensation program does not overly dilute our existing stockholders.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

To our knowledge, the following table sets forth information with respect to beneficial ownership of outstanding common stock as of June 27, 2018 by:

- each person known by the Company to beneficially own more than 5% of the outstanding shares of the common stock;
- each of our named executive officers;
- each of our directors; and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities as well as securities which the individual or group has the right to acquire within 60 days of the determination date. Unless otherwise indicated, the address for those listed below is c/o Chanticleer Holdings, Inc., 7621 Little Avenue, Suite 414, Charlotte, NC 28226. Except as indicated by footnote and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. The number of shares of the common stock outstanding used in calculating the percentage for each listed person includes the shares of common stock underlying options or other convertible securities held by such persons that are exercisable within 60 days of June 27, 2018, but it excludes shares of common stock underlying options or other convertible securities held by any other person. The number of shares of common stock issued and outstanding as of June 27, 2018, was 3,699,270. Except as noted otherwise, the amounts reflected below are based upon information provided to the Company and filings with the SEC.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Larry S. Spitcaufsky <sup>(1)</sup>	609,981	14.71%
Michael D. Pruitt <sup>(2)</sup>	68,978	1.85%
Keith J. Johnson <sup>(3)</sup>	10,375	*
Russell J. Page <sup>(4)</sup>	9,108	*
J. Eric Wagoner <sup>(5)</sup>	9,090	*
Neil G. Kiefer <sup>(6)</sup>	7,707	*
Rich Adams <sup>(7)</sup>	14,146	*
Mark D. Roberson <sup>(8)</sup>	2,768	*
Eric S. Lederer	38	*
<b>Officers and directors as Group (9 persons)</b>	<b>745,191</b>	<b>18.80%</b>

(1) Mr. Spitcaufsky has sole voting power and sole dispositive power for 581,481 shares of common stock: (1) 87,689 shares of common stock and warrants to purchase 434,020 shares of common stock held by Larry Spitcaufsky, Trustee of the Larry S. Spitcaufsky Family Trust U/A dtd 8/23/1995, of which Larry Spitcaufsky is the trustee and a beneficiary; (2) 16,738 shares of common stock held by the Larry S. Spitcaufsky Trust; (3) 40,200 shares of common stock held by the Larry Steven Spitcaufsky Charles Schwab & Co Inc Cust ROTH Contributory IRA; and (4) warrants to purchase 2,834 shares of common stock held by the Beverly Sue Spitcaufsky Trust, of which Larry Spitcaufsky is the trustee and his sister, Beverly Spitcaufsky, is the beneficiary.

Mr. Spitcaufsky has shared voting power and shared dispositive power for 28,500 shares of common stock: (1) 5,000 shares of common stock and warrants to purchase 2,834 shares of common stock held by the Nancy Spitcaufsky Eisner Trust U/A dtd 10/19/1987, of which Larry is the beneficiary and a co-trustee with his sister Nancy Spitcaufsky Eisner; (2) 10,000 shares of common stock and warrants to purchase 1,416 shares of common stock held by the Larry and Tiki Spitcaufsky Marital Trust, of which Larry Spitcaufsky is a beneficiary and a co-trustee with his wife Terese Kathlene Klos Spitcaufsky; (3) 5,000 shares of common stock and warrants to purchase 1,416 shares of common stock held by the Blake Alexander Spitcaufsky Irrevocable Trust dated June 23, 1993, of which Larry Spitcaufsky's son, Cory Spitcaufsky, is the trustee, Larry Spitcaufsky's son, Blake Alexander Spitcaufsky, is the beneficiary and in which Larry Spitcaufsky participates in the decision making of investments of the trust; and (4) warrants to purchase 2,834 shares of common stock held by the Cory Spitcaufsky Irrevocable Trust dated June 23, 1993, of which Larry Spitcaufsky's son, Cory Spitcaufsky, is the trustee and beneficiary and in which Larry Spitcaufsky participates in the decision making of investments of the trust.

(2) Mr. Pruitt directly holds 17,256 shares of common stock, Class A Warrants exercisable for 16,800 shares of common stock, and Class B Warrants exercisable for 16,800 shares of common stock. Mr. Pruitt's IRA holds 2,072 shares of common stock and 100 Series 1 Preferred Warrants exercisable for 1,000 shares of common stock. Additionally, Avenel Financial Group, Inc., a corporation controlled by Mr. Pruitt, holds 10,262 shares of common stock, Class A Warrants exercisable for 2,394 shares of common stock, and Class B Warrants exercisable for 2,394 shares of common stock.

(3) Mr. Johnson directly holds 10,175 shares of common stock, Class A Warrants exercisable for 100 shares of common stock, and Class B Warrants exercisable for 100 shares of common stock.

(4) Mr. Page directly holds 8,908 shares of common stock, Class A Warrants exercisable for 100 shares of common stock, and Class B Warrants exercisable for 100 shares of common stock.

(5) Mr. Wagoner was appointed to the board in March 2018. He directly holds 9,090 shares of common stock.

(6) Mr. Kiefer was appointed to the board in January 2018. He directly holds 5,707 shares of common stock and holds 2,000 shares of common stock in an IRA account.

(7) Mr. Adams directly holds 2,246 shares of common stock, warrants exercisable for 4,400 shares of common stock, and 15,000 restricted stock units exercisable for 15,000 shares of common stock, of which 7,500 have vested.

(8) Mr. Roberson directly holds 1,768 shares of common stock and 100 Series 1 Preferred Warrants exercisable for 1,000 shares of common stock.

## SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors and persons who own more than 10 percent of our common stock to file initial reports of ownership and changes in ownership with the SEC. Additionally, SEC regulations require that we identify any individuals for whom one of the referenced reports was not filed on a timely basis during the most recent fiscal year or prior fiscal years. To the best of our knowledge, based solely on a review of copies of the reports filed with the SEC since January 1, 2018 and on representations by certain officers and directors, all persons subject to the reporting requirements of Section 16(a) filed the reports required to be filed on a timely basis.

### THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THIS PROXY STATEMENT.

### PROPOSAL 3: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Cherry Bekaert LLP to audit our consolidated financial statements for fiscal 2018. A representative from Cherry Bekaert LLP is expected to be present at the Annual Meeting and will have the opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

Although stockholder ratification of the appointment is not required by law, we desire to solicit such ratification as a matter of good corporate governance. If the appointment of Cherry Bekaert LLP is not approved by a majority of the shares cast at the Annual Meeting, the Audit Committee will consider the appointment of another independent registered public accounting firm for fiscal 2018.

### THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR” RATIFICATION OF THE APPOINTMENT OF CHERRY BEKAERT LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018.

#### Independent Registered Public Accounting Firm Fee Information

For the fiscal year ended December 31, 2017, Cherry Bekaert billed the Company for services rendered as the Company’s independent registered principal accounting firm.

	<u>2017</u>
Audit Fees <sup>(1)</sup>	\$ 283,400
Audit-Related Fees <sup>(2)</sup>	23,695
Tax Fees <sup>(3)</sup>	-
All Other Fees <sup>(4)</sup>	-
<b>Total</b>	<u>\$ 307,095</u>

(1) *Audit Fees.* This category includes fees for (i) the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q; and (ii) services that are normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

(2) *Audit Related Fees.* This category includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements that are not reported under the caption “Audit Fees.”

(3) *Tax Fees.* There were no fees for tax services

(4) *Other fees.* This category includes other fees for services not included above.

## **Audit Committee Pre-Approval Policy**

The Audit Committee has adopted a policy that requires the Audit Committee to pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm (and any non-audit service provided by any other accounting firm) prior to the performance of each such service.

## **HOUSEHOLDING**

The SEC has adopted rules that permit companies and intermediaries (such as banks and brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single Proxy Statement or Notice of Internet Availability of Proxy Materials addressed to those stockholders. This practice, known as “householding”, is designed to reduce the volume of duplicate information and reduce printing and postage costs.

If you and others who share your mailing address own our common stock in street name, meaning through bank or brokerage accounts, you may have received a notice that your household will receive only one Annual Report and Proxy Statement or Notice of Internet Availability of Proxy Materials from each company whose stock is held in such accounts. Unless you responded that you did not want to participate in householding, you were deemed to have consented to it and a single copy of our Proxy Statement and Annual Report or Notice of Internet Availability of Proxy Materials has been sent to your address.

We will promptly deliver separate copies of our Proxy Statement and Annual Report including the financial statements and schedules, but without exhibits, or Notice of Internet Availability of Proxy Materials at the request of any stockholder who is in a household that participates in the householding of our proxy materials. The exhibits are obtainable from the Company upon payment of the reasonable cost of copying such exhibits. You may send your request(s) by mail to Secretary, Chanticleer Holdings, Inc., 7621 Little Avenue, Suite 414, Charlotte, NC 28226 or by telephone at (704) 366-5122.

## **AVAILABLE INFORMATION**

All reports filed by the Company with the SEC are available free of charge via EDGAR through the SEC website at [www.sec.gov](http://www.sec.gov). In addition, the public may read and copy materials filed by Chanticleer Holdings, Inc. with the SEC at the SEC’s public reference room located at 450 Fifth St., N.W., Washington, D.C. 20549. You can obtain information about the operation of the SEC’s Public Reference Room by calling the SEC at 1-800-SEC-0330.

## **PROPOSALS FOR 2019 ANNUAL MEETING**

Any stockholder desiring to present a proposal for inclusion in the Proxy Statement to be acted upon at our 2019 annual meeting of stockholders in accordance with Exchange Act Rule 14a-8 must ensure that the proposal is received by us at our principal executive office no later than March 15, 2019, which is 120 calendar days before July 13, 2019, the anniversary date of this Proxy Statement’s release to stockholders in connection with the 2018 Annual Meeting.

In addition to any other applicable requirements, for business to be properly brought before the 2019 annual meeting of stockholders by a stockholder, even if the proposal or proposed director candidate is not to be included in our proxy statement, notice must be received at our principal executive office no later than May 25, 2019 in order to be considered timely.

## **OTHER MATTERS WHICH MAY BE PRESENTED FOR ACTION AT THE MEETING**

The Board does not intend to present for action at this Annual Meeting any matter other than those specifically set forth in the Notice of Annual Meeting. If any other matter is properly presented for action at the Annual Meeting, it is the intention of persons named in the proxy to vote thereon in accordance with their judgment pursuant to the discretionary authority conferred by the proxy.

By Order of the Board of Directors,

*/s/ Michael D. Pruitt*

\_\_\_\_\_  
Michael D. Pruitt  
Chairman, President and Chief Executive Officer  
July 13, 2018

CHANTICLEER HOLDINGS, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
ANNUAL MEETING OF STOCKHOLDERS – AUGUST 23, 2018 AT 10:00 AM EDT

CONTROL ID:  
REQUEST ID:

The undersigned hereby appoints Michael D. Pruitt as proxy, with full power of substitution, and hereby authorizes him to represent and to vote, as designated below, all the shares of common stock of Chanticleer Holdings, Inc. held of record by the undersigned on June 27, 2018, at the Annual Meeting of Stockholders to be held at the Company's principal executive offices, 7621 Little Avenue, Suite 414, Charlotte, North Carolina 28226, on Thursday, August 23, 2018, at 10:00 a.m. EDT, or at any adjournment(s) thereof. The following proposals to be brought before the meeting are more specifically described in the proxy statement.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE.)

VOTING INSTRUCTIONS

If you vote by phone, fax or internet, please DO NOT mail your proxy card.



MAIL: Please mark, sign, date, and return this Proxy Card promptly using the enclosed envelope.



FAX: Complete the reverse portion of this Proxy Card and Fax to 202-521-3464.



INTERNET: <https://www.iproxydirect.com/BURG>



PHONE: 1-866-752-VOTE(8683)

1 Please ensure you fold then detach and retain this portion of this Proxy 1

ANNUAL MEETING OF THE STOCKHOLDERS OF  
CHANTICLEER HOLDINGS, INC.

PLEASE COMPLETE, DATE, SIGN AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.  
PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE:

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

Proposal 1	→	FOR ALL	WITHHOLD ALL	FOR ALL EXCEPT	
Election of Directors:		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	CONTROL ID: REQUEST ID:
Michael D. Pruitt				<input type="checkbox"/>	
Neil C. Kiefer				<input type="checkbox"/>	
Keith J. Johnson				<input type="checkbox"/>	
J. Eric Wagoner				<input type="checkbox"/>	
Larry S. Spitcaufsky				<input type="checkbox"/>	
David P. Osborn				<input type="checkbox"/>	
Russell J. Page				<input type="checkbox"/>	
Proposal 2	→	FOR	AGAINST	ABSTAIN	
To approve, on an advisory basis, the compensation of our Named Executive Officers (as defined in the Proxy Statement).		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Proposal 3	→	FOR	AGAINST	ABSTAIN	
To ratify the appointment of Cherry Bekaert LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Proposal 4	→	FOR	AGAINST	ABSTAIN	
To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

MARK "X" HERE IF YOU PLAN TO ATTEND THE MEETING:

MARK HERE FOR ADDRESS CHANGE  New Address (if applicable):

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES LISTED ABOVE AND "FOR" PROPOSALS 2, 3 AND 4.

IMPORTANT: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Dated: \_\_\_\_\_, 2018

(Print Name of Stockholder and/or Joint Tenant)

(Signature of Stockholder)

(Second Signature if held jointly)

