

TEXAS ROADHOUSE, INC.

**JOINT RESOLUTION OF THE BOARD OF DIRECTORS
AND AUDIT COMMITTEE**

DECEMBER 30, 2020

**WAIVER OF BOOK AND RELATED IP RIGHTS AND CLAIMS FOR BREACH
OF FIDUCIARY DUTY
REGARDING CEO'S BOOK**

WHEREAS, the Board of Directors of Texas Roadhouse, Inc. (the “*Board*”) has previously adopted the Texas Roadhouse, Inc. Code of Conduct (the “*Code*”) and has delegated the authority to grant waivers of the Code to the Audit Committee of the Board;

WHEREAS, W. Kent Taylor (“*Taylor*”) and Texas Roadhouse Management Corp. are parties to that certain Executive Employment Agreement dated December 30, 2020 (the “*Employment Agreement*”) relating to Taylor’s employment as Chairman and Chief Executive Officer of Texas Roadhouse, Inc. (the “*Corporation*”);

WHEREAS, pursuant to Section 10 of the Employment Agreement, any and all rights, title and interest to Employment Creations (as defined in the Employment Agreement) shall be owned by the Corporation unless the same is waived by the Board in writing;

WHEREAS, as of the date of these resolutions, Taylor is in the process of writing a book regarding the history and founding of Texas Roadhouse (the “*Book*”); and

WHEREAS, in recognition for the service that Taylor has provided to the Corporation, the Board and the Audit Committee each deem it in the best interest of the Corporation to (1) waive any and all intellectual property rights, titles and interests relating directly or indirectly to the Book and any derivative work(s) arising out of the Book, including, without limitation, further publications of the Book, audio versions of the Book, print and television media relating to the Book, and any other production of the Book and/or the matters contained within the Book in any form or medium (collectively, the “*Book Intellectual Property*”); and (2) on behalf of the Corporation, release Taylor from and waive any potential claims for breach of fiduciary duty arising from the creation, production, promotion, and publication of the Book or relating in any way to the Book and/or the Book Intellectual Property.

NOW THEREFORE, BE IT RESOLVED, that the Board and the Audit Committee hereby approve a waiver of the Corporation’s right, title and interest in the Book Intellectual Property and a waiver and release of any potential claims for breach of fiduciary duty against Taylor relating to the Book and/or the Book Intellectual Property.