

**TEXAS ROADHOUSE, INC.**

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

Taken as of March 4, 2019

In accordance with the Delaware General Corporation Law and the Bylaws of Texas Roadhouse, Inc. (the "Corporation"), the undersigned, consisting of all of the members of the Audit Committee of the Corporation's Board of Directors hereby adopt the following resolutions effective as of the date above written.

**WHEREAS**, the daughter of W. Kent Taylor, Chairman and Chief Executive Officer of Texas Roadhouse, Inc. (the "Corporation"), has been engaged by the Corporation and its affiliates to provide interior design services to the N-Motion (marketing) Department of the Corporation;

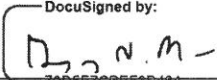
**WHEREAS**, the Audit Committee deems such employment appropriate and in the interest of the Corporation; provided, however, that the engagement is in accordance with criteria to mitigate the risk of a conflict of interest or the appearance of a conflict of interest, as listed below;

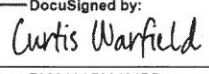
**WHEREAS**, the Audit Committee has reviewed the terms of the engagement and determined that the terms are not less favorable to the Corporation than those terms obtainable from an unaffiliated third party under similar circumstances;

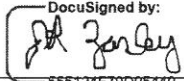
**RESOLVED**, that the Audit Committee hereby approves a waiver of a conflict of interest under the Texas Roadhouse, Inc. Code of Conduct for Kent Taylor, Chairman and Chief Executive Officer, with respect to the Corporation's engagement of his daughter to provide certain interior design services in an amount not to exceed \$15,000.00, provided that she report directly to Chris Jacobsen, Chief Marketing Officer.

[Signatures Follow]

**IN WITNESS WHEREOF**, the undersigned have executed this Resolution by unanimous written consent of the Board of Directors as of the date first above written, which may be executed in one or more counterparts, each of which will be deemed an original, and all of which shall constitute one and the same instrument.

DocuSigned by:  
  
70D5E7CB8E9B484...  
\_\_\_\_\_  
Greg Moore

DocuSigned by:  
  
79864AA796484DD...  
\_\_\_\_\_  
Curtis Warfield

DocuSigned by:  
  
555124F79D95440...  
\_\_\_\_\_  
Jim Zarley