

TEXAS ROADHOUSE, INC.

AUDIT COMMITTEE RESOLUTION

NOVEMBER 19, 2020

**WAIVER OF CONFLICT OF INTEREST
REGARDING EMPLOYMENT OF CEO'S SON**

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; and

WHEREAS, the son of W. Kent Taylor, Chairman, Chief Executive Officer and President of Texas Roadhouse, Inc. (the “*Corporation*”), has applied for and been offered a procurement analyst position with an affiliate of the Corporation; and

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

NOW THEREFORE, BE IT RESOLVED, that the Audit Committee hereby approves a waiver of a conflict of interest under the Code for Kent Taylor, Chairman, Chief Executive Officer and President, with respect to the employment of his son; provided, however, that Corporation’s Director of Legendary People – Compensation and Benefits shall review not less than annually his son’s personnel file and compensation to confirm that the personnel file and compensation are maintained consistent with standards for employees similarly situated and on terms not more favorable than those terms provided to other employees similarly situated.