

**TEXAS ROADHOUSE, INC.**

**COMPENSATION COMMITTEE CHARTER**

**1. Designation and Membership.** The Board of Directors (the “*Board*”) of Texas Roadhouse, Inc., a Delaware corporation (the “*Company*”), will appoint from among its members a Compensation Committee (the “*Committee*”) and will designate one (1) such member to serve as the Chairperson of the Committee. The Committee will consist of at least three (3) members of the Board, each of whom must be determined by the Board to be an “independent” director under all applicable rules, including the listing standards of the NASDAQ Stock Market and the requirements of the Securities and Exchange Commission. The members of the Committee shall serve for one (1) year terms until the earlier of their resignation or death. Notwithstanding the foregoing, the Board may add and/or remove any members from the Committee by a majority vote of the independent directors then serving on the Board at any time with or without cause.

**2. Purposes.** The primary purposes of the Committee are to (i) assist the Board in fulfilling its responsibilities relating to the design, administration and oversight of compensation programs and benefit plans of the Company’s executive officers; (ii) discharge the Board’s duties relating to compensation of the Company’s directors; and (iii) review the performance of the Company’s executive officers.

**3. Meetings.** The Committee shall hold regular meetings on such days as it shall determine and at least three (3) times per year, or more frequently as the Committee determines necessary or desirable. Special meetings of the Committee will be held at the request of the Chairperson of the Committee or any two (2) other Committee members. The Committee Chairperson shall prepare or approve an agenda in advance of each meeting. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee. The Committee may also act by unanimous written consent.

**4. Duties and Responsibilities.** In order to fulfill the purposes of the Committee described in Section 2 above, the Committee shall perform the following duties and responsibilities:

(a) Determine annual base and incentive compensation, benefit plans and perquisites for the Company’s directors and for the Company’s executive officers, including performance targets and incentive awards. Neither the Chairman of the Company nor the Chief Executive Officer of the Company may be present during voting or deliberations on their respective compensation packages;

(b) Administer any executive officer incentive compensation plans;

(c) Review and approve procedures for reviewing the performance of the Company’s executive officers;

(d) Establish annual performance criteria and goals to be used in the executive and Company bonus plans and evaluate executives in light of these objectives;

(e) Take action to disgorge the compensation of the Company’s Chief Executive Officer and Chief Financial Officer to the extent required by law if the Company is required to restate its financial statements as a result of misconduct;

- (f) Monitor the Company's compliance with prohibitions on loans to directors and executive officers;
- (g) Approve and administer (to the extent authorized by the Board or under the applicable plan) the Company's equity compensation plan(s) and the Company's cash bonus plan(s), including the authority to approve periodic stock award grants;
- (h) Periodically review the effectiveness of the Company's and its affiliates' compensation, benefits and perquisites programs;
- (i) Annually conduct an assessment of whether the Company's overall compensation practices encourage excessive or unnecessary risk taking;
- (j) Review and approve disclosures relating to shareholder votes on equity compensation plans;
- (k) Review and approve the required disclosure, including the Compensation Discussion and Analysis, and reports on executive officer and director compensation for inclusion in the Company's annual report on Form 10-K and its annual proxy statement, as applicable, that comply with the rules and regulations of the Securities and Exchange Commission;
- (l) Annually evaluate the performance of the Committee against this Charter;
- (m) Periodically, but not less than annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- (n) Perform such other functions as may be assigned by the Board from time to time.

**5. Delegation to Subcommittee.** The Committee may, in its sole discretion, delegate any of its duties and responsibilities, along with the authority to take action in relation to such responsibilities, to a subcommittee of the Committee.

**6. Outside Advisors.** The Committee may, in its sole discretion, retain or obtain advice from a compensation consultant, legal counsel or other adviser and be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee. In connection with the foregoing, the Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or other adviser retained by the Committee. Prior to selecting or receiving advice from any outside advisor (other than an in-house legal counsel and/or other advisors consulting on broad-based plans or providing non-customized compensation information), the Committee shall assess the consideration factors related to the independence of such advisers consistent with the listing standards of the NASDAQ Stock Market and the applicable rules of the Securities and Exchange Commission.

Revised and Approved: February 11, 2021