

**TEXAS ROADHOUSE, INC.**

**NOMINATING AND CORPORATE  
GOVERNANCE 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 Nominating and Corporate Governance 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) identify individuals qualified to become Board members and recommend nominees to the Board either to be presented at the annual meeting or fill any vacancies; (ii) consider and report periodically to the Board on matters related to the identification, selection and qualification of director candidates; and (iii) develop and recommend to the Board a set of corporate governance principles.

**3. Meetings.** The Committee shall hold regular meetings on such days at 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) Develop and recommend to the Board specific guidelines and criteria for screening and selecting nominees to the Board;

(b) Identify potential candidates for consideration in the event of vacancy on the Board and/or the Board determines that a new director is necessary and screen individuals qualified to become members of the Board consistent with the Committee’s screening guidelines and criteria. The Committee shall consider any director candidates recommended by the Company’s shareholders pursuant to the procedures described in the Company’s proxy statement;

(c) If a vacancy on the Board occurs, make recommendations to the Board regarding the selection and approval of the candidate to fill such vacancy either by election by the Company’s shareholders or appointment by the Board;

(d) Review the qualifications and independence of, approve the nominations of, and recommend to the Board those persons to be nominated for membership on the Board and presented for shareholder approval at the annual meeting, and to be elected by the Board to fill vacancies, including vacancies created by an increase in the authorized number of directors on the Board;

- (e) Make recommendations to the Board concerning the size, structure and composition of the Board and its committees;
- (f) Develop and recommend to the Board a set of corporate governance guidelines;
- (g) Review this Charter and the corporate governance guidelines annually, or more frequently, if appropriate, and recommend any proposed changes to the Board;
- (h) Annually review the Company's code of business conduct and ethics and recommend any proposed changes to the Board for approval;
- (i) Regularly meet with the Company's officers responsible for conduct policies;
- (j) Annually evaluate the Committee's own performance against this Charter;
- (k) Review and approve the required disclosure of the Company's corporate governance practices, including the operations of the Committee and other Board committees, director independence and the director nominations process, 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) Consider the performance and independence of each incumbent member of the Board in determining whether to recommend to the Board that each member be nominated for reelection;
- (m) Periodically report to the Board the status of succession planning for senior management, including guidance regarding succession in the event of an emergency or the retirement of the executive officers and the identification and evaluation of potential successors to the executive officers and other members of senior management; and
- (n) Perform any other functions assigned by the Board from time to time.

**5. Outside Advisors.** The Committee may, in its sole discretion, retain and terminate any search firm to assist in identifying potential nominees to the Board, including sole authority to approve the search firm's fees and other retention terms. Additionally, the Committee may, in its sole discretion, obtain advice and have direct access to internal personnel (including legal and accounting personnel), and such other outside advisors or consultants as necessary or advisable to assist in the performance of its duties. In connection with the foregoing, the Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a search firm and/or such other outside advisors or consultants retained by the Committee.

Revised and Approved: February 11, 2021