Passion, Partnership, Integrity and Fun... All with Purpose! These core values are the basic ingredient in our recipe for success. Legendary Food and Legendary Service begins and ends with our people and our culture.

We are committed to operating with honesty and integrity. This Code of Conduct defines our commitment and is a tool we can use to help us honor that commitment. It does not replace good judgment, and may not apply to every situation, but it is a great place to start if you have a question about whether something violates our way of doing business or treating people. We are dedicated to making this Code of Conduct, and its enforcement, fair and consistent.

We want our employees, our Board of Directors, and our shareholders to be proud of who we are as a company. When we believe in and live by our Core Values, we become part of something truly special. When we walk the halls of the Support Center, and when we’re out in the field, we see a company that is full of pride and passion. We see t-shirts and bumper stickers that say “I Love My Job.” You are invited to be a part of that. By following the basic principles of respect and integrity outlined in this Code of Conduct, we can each do our part to preserve the culture that makes our company LEGENDARY!
Definitions:

Certain words used in this Code have specific meanings. Here’s what those words mean:

“Audit Committee” – the Audit Committee of the Board of Directors of Texas Roadhouse, Inc.

“Code” - the Texas Roadhouse, Inc. Code of Conduct

“Company” - Texas Roadhouse, Inc. and its affiliates and subsidiaries, including, but not limited to, Texas Roadhouse Management Corp.

“Ethics Hotline” – the technology-based options for raising issues under this Code or the Company’s Policies and Procedures, by telephone at 1-877-515-3014 or by going to our website, www.texasroadhouse.com and clicking “Contact Us” and then “Texas Roadhouse Employee” OR clicking the EthicsPoint icon on the “Investor Contact Info” button under the “Investors” tab

“Policies and Procedures” – the policies and procedures applicable to Company employees, depending on your position (e.g., Texas Today for field hourly employees; The Compass for Support Center employees and field managers)

“You” - all employees of the Company and all members of the Board of Directors of Texas Roadhouse, Inc.

“We” – the Company, and its officers, directors and management

Why we have a Code:

We are committed to Passion, Partnership, Integrity and Fun...All with Purpose! The Code guides us to apply these core values to how we treat our fellow employees and how we run our business.

Who the Code Applies to:

The Code applies to all employees of the Company and all members of the Board of Directors of Texas Roadhouse, Inc. We also expect our vendors, suppliers, consultants and other business partners to act with the same level of partnership and integrity as we do. Please report any concerns about the reputation or conduct of any of our business partners immediately.

Your Responsibilities:

You have three basic responsibilities under the Code:

1. Understand the Rules That Apply To Your Job: Read and understand the Code and the Policies and Procedures. If you don’t understand something, ask questions. You should have a good understanding of how they apply to you.

2. Use Good Judgment and Act with Integrity: This Code does not cover every legal and ethical issue that may arise. You should always use good judgment and act with integrity in performing your job. If you’re not sure how to handle a particular situation, use the resources in the Code to get help.

3. Raise Questions and Report Concerns Promptly: If you think that something is wrong, aren’t sure how to handle a situation, or believe that someone may have violated a policy, you have a duty to ask questions and report concerns immediately. No one may threaten you or take adverse action against you for raising questions or concerns under the Code or the Policies and Procedures.
HOW TO RAISE QUESTIONS AND REPORT CONCERNS:

There are several ways to raise questions or report concerns. We take all reported concerns seriously and will promptly and thoroughly investigate each one as confidentially as possible.

Here are the ways you can raise a question or report a concern:

1. **Contact a Member of Management:** Contact a supervisor (this can be your Managing Partner, a Market Partner, Regional Market Partner, a Director, Senior Director, Vice-President, or Executive Officer). You can also contact any Director in the Legendary People Department. If you do not feel that your issue was taken seriously, raise it through a different supervisor or the Ethics Hotline.

2. **Contact Ethics Hotline Electronically:** Go to the Ethics Hotline by visiting our website, www.texasroadhouse.com, and clicking “Contact Us” and then “Texas Roadhouse Employee” OR clicking the EthicsPoint icon on the “Investor Contact Info” button under the “Investors” tab. The “Contact Us” pages are maintained by a third party, so you can be anonymous unless you choose to identify yourself.

3. **Contact Ethics Hotline By Telephone:** Call our Ethics Hotline at 1-877-515-3014. The information you provide will be submitted in a written report. This line is maintained by a third party, so you can choose to be anonymous if you prefer.

WHAT HAPPENS WHEN YOU FILE A REPORT:

If you file a report, your concerns will be directed to the appropriate personnel for investigation. All reports and investigations will be handled with discretion, and we will make every effort to keep our investigations as confidential as possible.

We do not retaliate against any person who raises questions, reports concerns, or who participates in an investigation related to this Code or the Policies and Procedures. If you feel that you have been retaliated against, you should notify the Legendary People Department immediately.

ANDY’S OUTREACH:

You may also raise questions or report concerns about Andy’s Outreach Fund, Inc. (”Andy’s”) using any of the above methods. Andy’s is a non-profit corporation that provides financial assistance to Company employees and employees of our franchise partners in times of personal emergency or crisis. All reports received will be forwarded to the Board of Directors of Andy’s for investigation in accordance with Andy’s policies and practices. We do not retaliate against any person who raises questions, reports concerns, or participates in an investigation regarding Andy’s.

VIOLATIONS OF THE CODE:

Failure to adhere to this Code may subject you to disciplinary action, which could include termination. The Code also obligates you to follow the standards in the Policies and Procedures and any other Company policies and procedures.

You should also follow all of the laws, rules and regulations of the United States and other countries, and the states, counties, cities and other jurisdictions in which we conduct our business. Violations of the law may result in severe fines and penalties against the Company, and fines and imprisonment for individuals. If there is a conflict between a law and this Code or the Policies and Procedures, you must comply with the law and immediately report the conflict to the Legendary People Department.

Please note, for Company employees: unless you have a written employment contract with the Company, you are employed at-will. The obligations and expectations set forth in this Code are not meant to change that. The Code is not a contract, nor does it create any rights to continued employment.
**Waivers and Amendments:**

The Board of Directors of Texas Roadhouse, Inc. is responsible for the administration and enforcement of this Code. Any waiver of this Code for an executive officer or member of the Board of Directors must be approved by the Board of Directors and will be promptly disclosed as required by law or regulation. Any waiver for any other employee must be approved by the Board of Directors, the Chairman, the Chief Executive Officer, or the President.

The Code was originally adopted by the Board of Directors on October 4, 2004. Amendments or changes to this Code may only be made by the Board. Amendments, modifications and waivers will be disclosed as required by the Securities Exchange Act of 1934 and the rules thereunder and the applicable rules of the NASDAQ Stock Market. A copy of the most current version of this Code will be posted on our website, www.texasroadhouse.com.

**Equal Employment Opportunity:**

We are committed to providing equal employment opportunities to all employees and applicants for employment without regard to race, religion, color, age, gender, gender identity, disability, veteran status, sexual orientation, citizenship, national origin, or any other legally-protected status. We will also make reasonable accommodations for qualified applicants or employees with disabilities unless doing so results in undue hardship for the Company.

**Being a Legendary Team Member**

**Harassment, Discrimination and Retaliation Prevention:**

We forbid any form of harassment of or discrimination against applicants, employees, guests, or vendors because of a person’s race, religion, color, age, gender, gender identity, disability, veteran status, sexual orientation, citizenship, national origin, or any other legally protected status. We also strictly prohibit retaliation against individuals who raise concerns of harassment or discrimination.

Harassment is behavior that is: (1) based on race, religion, color, age, gender, gender identity, disability, veteran status, sexual orientation, citizenship, national origin, or other legally protected status, and is (2) offensive or unwelcome to another person. Discrimination means treating another person differently because of their race, religion, color, age, gender, gender identity, disability, veteran status, sexual orientation, citizenship, national origin, or other legally protected status.

Retaliation is a negative employment action taken against an employee because the employee resisted or objected to harassment or discrimination, complained about harassment or discrimination, or assisted in a harassment or discrimination investigation.

If you see or experience any conduct you believe violates this Code section, you should report the incident right away using one of the methods listed in the Raising Questions and Reporting Concerns section above.

**Call 1-877-515-3014 or see page 4 for how to report**
Conflicts of Interest:

Taking personal advantage of a Company relationship can cause a conflict (or the appearance of one) between what is best for you personally and what is best for the Company. You should avoid any activity or relationship that creates - or appears to create- a conflict between your personal interests and the Company’s business interests, including dealings with our vendors, the public, or our competitors. This also applies to the activities of anyone with whom you have a close personal relationship, such as your spouse, parents, children, relatives, or any person living with you.

We take pride in the strong partnerships we enjoy with our vendors. Set out below is some specific guidance with respect to our vendor partnerships, but this is not exhaustive and is not a substitute for integrity and good judgment.

• No cash gift, kickback, free personal services, or special favors may be requested or accepted from any vendor.

• You may accept a gift from a vendor if the gift is of nominal value, was not solicited, and is not being given in return for a special consideration or decision.

• Meetings with vendors may include entertainment. This entertainment should always be in good taste and consistent with our Core Values and the Policies and Procedures. To avoid the appearance of a conflict, any entertainment provided by a vendor should be of reasonable value and occasional frequency, should be with established vendors only, and should accompany business activities. It is permitted under this policy to request tickets to special events or ask for a dinner sponsorship where it is obvious to all parties that the request is customary to the business relationship and in no way is implied as a trade or payment for a special consideration or decision.

• If you hire a Company vendor to provide personal services, the services, pricing, and other terms should be negotiated as an independent transaction, without reliance on the relationship between the Company and the vendor.

You also may not use Company assets or opportunities for personal gain. This can include, but is not limited to: using or personally benefitting from business opportunities that are discovered through the use of Company property, Company information, or your position at the Company; using Company property (including personnel), Company vendor relationships, Company information, or your position for personal gain; and competing, directly or indirectly, with the Company. Owning an interest in a vendor or another restaurant could also present a conflict of interest, and requires a waiver as provided for in this Code.

Other types of activities not mentioned here may create – or appear to create- a conflict of interest. In general, you should decline any gift, offer, or investment opportunity if you believe that it could create doubt about the appropriateness of it.

Protecting Confidential Information:

We depend on certain trade secrets, confidential information, knowledge, and data to make us Legendary, and it is your responsibility to help us protect it. This applies to all nonpublic, proprietary, confidential, personal, private, and/or trade secret information about the Company, its employees, or its guests that is not generally known by the public. This includes, without limitation, actual or potential recipes, cooking methods, pricing agreements, building layouts, financial data, guest and employee data, earnings releases, product formulas and marketing plans. Do not disclose or share any confidential information, except as expressly required to perform your job.

Call 1-877-515-3014 or see page 4 for how to report
POLITICAL ACTIVITIES:

Individual participation in political activities should always be on a voluntary basis. Your employment status will not be affected as a result of making or failing to make personal political contributions. However, you may not use corporate funds, assets or resources (such as money, food, transportation and labor) to make any political contributions, even if permitted by applicable laws. When getting personally involved in a political activity, you should always make it clear that you are not acting as a representative of the Company.

FOOD SAFETY:

The responsibility for food safety is shared by everyone. We have established detailed procedures for the proper purchasing, receipt, storage and handling of food products at our restaurants. If you are concerned about improper food purchasing, receipt, storage or handling, you believe your own health or that of anyone serving the restaurant (including suppliers and vendors) might negatively impact food safety, or if you encounter any other situation in which you believe food safety has been compromised, immediately notify a supervisor. You are expected to also notify a Product Coach (if applicable) or the Director of Food Safety as soon thereafter as possible.

ACCOUNTS, RECORD KEEPING AND FINANCIAL DISCLOSURES:

All of our business records, accounts and financial statements must be prepared on time and accurately reflect all transactions and relevant matters. They must also conform to legal requirements, U.S. Generally Accepted Accounting Principles and our system of internal controls, including those contained in our Policies and Procedures. It is the responsibility of all employees to uphold these standards.

We follow all laws, rules and regulations that apply to the disclosure of our financial information and other business records. We make it a high priority and take pride in making all financial disclosures and other public communications full, fair, accurate, timely, and understandable.

TEXAS ROADHOUSE, INC. STOCK TRADING:

It is your responsibility to comply with securities laws, as well as the Company’s Stock Trading Policy. Under applicable law and our policy, you are prohibited from buying or selling stock in Texas Roadhouse or in any of Texas Roadhouse’s business partners if you possess material, nonpublic information about that company.

Information is considered “material” if (1) a reasonable investor would consider it important in making a decision on whether to buy, sell, or hold the stock; or (2) a reasonable investor would view the information as significantly altering the total mix of information in the marketplace about the issuer of the stock. Information is considered “nonpublic” if the information has not been broadly distributed to the public for a sufficient period to be reflected in the price of the stock.

Other stock transactions or use of material, nonpublic information may be prohibited or strongly discouraged under our Stock Trading Policy, securities laws, or both. If you have any questions about the Stock Trading Policy, how it applies to you, or permissible/prohibited transactions, please contact the Company’s Stock Plan Administrator.

BRIBERY AND CORRUPTION:

Operating with integrity means avoiding corruption of any kind, including bribery of government officials. The U.S. government has a number of laws and regulations that govern bribes. One of the most important U.S. laws governing bribery and corruption in the international marketplace is the Foreign Corrupt Practices Act (or “FCPA”). State and local governments, as well as foreign governments, may also have similar rules that you must follow.

Please refer to our Anti-Bribery and Corruption Policy for more information, including detailed guidance on the FCPA.

Call 1-877-515-3014
or see page 4 for how to report