

Wingstop Inc.
Code of Business Conduct and Ethics
(Amended February 21, 2018)

This Code of Business Conduct and Ethics (the “Code”) embodies the commitment of Wingstop Inc. and its subsidiaries (the “Company”) to conduct its business in accordance with all applicable laws, rules and regulations and the highest ethical standards. All employees, including officers, and members of the Board of Directors of the Company are expected to adhere to those principles and procedures set forth in this Code that apply to them.

For purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, this Code shall be the code of ethics for the Company’s Chief Executive Officer and President, Chief Financial Officer, Controller or other chief accounting officer, and any other senior executive or financial officers of the Company performing similar functions and so designated from time to time by the Chief Executive Officer of the Company (collectively, the “Senior Executive and Financial Officers”). The Senior Executive and Financial Officers shall acknowledge their ongoing compliance with this Code annually to the Audit Committee of the Board of Directors (the “Committee”).

1. General

The policy of the Company is to comply with all laws governing its operations and to conduct its affairs in keeping with the highest moral, legal and ethical standards. In particular, Senior Executive and Financial Officers hold an important and elevated role in maintaining a commitment to (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest, (ii) full, fair, accurate, timely and understandable disclosure in the Company’s public communications, (iii) compliance with applicable governmental rules and regulations, (iv) the prompt internal reporting of violations of the Code and (v) accountability for adherence to the Code. Accordingly, the Company has adopted this Code. This Code has been approved initially by the Board of Directors of the Company and may be amended from time to time by the Board of Directors, upon the recommendation of the Committee, and shall be available on the Company’s website at www.wingstop.com.

2. Honest and Ethical Conduct

Employees and directors are expected to exhibit and promote the highest standards of honest and ethical conduct, by, among other things, their adherence to the following policies and procedures:

- Employees and directors shall engage in only honest and ethical conduct.
- Employees and directors shall inform the chairman of the Committee of any deviations in practice from policies and procedures governing honest and ethical behavior that come to their attention.

- The Company shall periodically distribute this Code to all Company employees and directors in order to remind them of this Code and reinforce these principles and standards throughout the Company.
- Employees and directors shall respect the confidentiality of information acquired in the performance of their responsibilities and shall not use confidential information for their personal advantage.

3. Conflicts of Interest; Corporate Opportunities

Except as set forth in Article IX(d) of the Company's Certificate of Incorporation (as may be further amended from time to time in accordance with the terms thereof), directors, officers, employees and agents of the Company will not:

- Use their positions with the Company or use Company Information (defined below) or Company property for personal gain;
- Appropriate business opportunities presented to the Company; or
- Compete with the Company.

In addition, employees should not use their position with the Company to obtain a personal benefit of any kind. All business decisions must be based on, and promote the best interests of, the Company. Employees should avoid any action or relationship that creates, or has the appearance of creating, a conflict between the Company's interests and their (the employee's) personal or immediate family's interest or the interests of any third party.

In addition to situations where an employee, officer or a director uses their position with the Company to receive improper personal benefits, a conflict of interest may occur when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can also arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. In addition, employees must not appropriate to themselves, or to any other person or organization, the benefit of any actual or potential business opportunity that relates to the Company's business without first obtaining the consent of the General Counsel.

Persons other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, the General Counsel. If the General Counsel is involved in the potential or actual conflict, the matter should be discussed directly with the chairman of the Committee. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Committee.

Loans by the Company to, or guarantees by the Company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are expressly prohibited.

4. Securities Trading

Every employee and director of the Company is subject to, and has a personal responsibility to review and understand, the Company's Insider Trading Compliance Policy. If any employee or director of the Company has any questions regarding the policy or its requirements, he or she should contact the Company's General Counsel.

5. Financial Records and Periodic Reports

The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents that it files with, or submits to, the Securities and Exchange Commission (the "SEC") and in other public communications made by the Company. In support of this commitment, the Company has, among other measures, (i) designed and implemented disclosure controls and procedures (within the meaning of applicable SEC rules), (ii) requires the maintenance of accurate and complete records, (iii) prohibits false, misleading or artificial entries on its books and records, and (iv) requires the full and complete documentation and recording of transactions in the Company's accounting records. In addition to performing their duties and responsibilities under these requirements, all employees involved in the Company's SEC reporting process, including each of the Senior Executive and Financial Officers, will establish and manage the Company's reporting systems and procedures with due care and diligence to ensure that:

- reports filed with, or submitted to, the SEC and other public communications contain information that is full, fair, accurate, timely and understandable and do not misrepresent or omit material facts;
- business transactions are properly authorized and completely and accurately recorded in all material respects on the Company's books and records in accordance with generally accepted accounting principles and the Company's established financial policies; and
- retention or disposal of Company records is in accordance with applicable legal and regulatory requirements.

6. Compliance with Applicable Laws, Rules and Regulations

All employees and directors will comply with all applicable governmental laws, rules and regulations, and the Company's Senior Executive and Financial Officers will establish and maintain mechanisms to:

- monitor compliance of the Company’s finance organization and other key employees with all applicable federal, state, local and foreign statutes, rules, regulations and administrative procedures; and
- identify, report and correct any detected deviations by this organization or such employees from applicable federal, state, local and foreign statutes, rules, regulations and administrative procedures.

Although not all employees and directors are expected to know the details of all applicable governmental laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the General Counsel.

7. Protection and Proper Use of Company Assets

All employees and directors should protect the Company’s assets and ensure their efficient use. Company assets include, but are not limited to, confidential information, software, computers, Company issued cell phones, office equipment, manufacturing equipment, supplies and intellectual property. All Company employees must appropriately secure all Company property within his or her control to prevent its unauthorized use. Any suspected incident of fraud or theft concerning Company assets should be reported for investigation immediately. All Company assets should be used for legitimate business purposes only. Company employees and directors shall make sure that any use of Company assets that is not solely for the benefit of the Company is approved beforehand through the Company’s General Counsel.

8. Confidentiality

In carrying out the Company’s business, employees and directors often learn confidential or proprietary information about the Company, its customers, franchisees, prospective franchisees, suppliers or other third parties. Employees and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning the Company, including its business, marketing, menu plans, business, franchise and pricing strategies, financial information, forecasts, recipes, databases, personnel information, franchise and supplier lists and data and similar types of information provided by suppliers, franchisees, business or joint venture partners and other parties (collectively, “Company Information”).

9. Antitrust laws

The Company has a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each employee and director should endeavor to deal fairly with the Company’s customers, franchisees, vendors, service providers, suppliers, competitors and employees.

The Company complies with all antitrust laws. Antitrust laws are designed to protect customers and the competitive process. These laws generally prohibit the Company from:

- establishing price fixing arrangements with competitors or resellers;
- sharing pricing information or other competitive marketing information (including production and inventory information) with competitors or allocating markets or clients with competitors;
- entering into agreements with competitors or clients to boycott particular suppliers, customers or competitors; and
- establishing a monopoly or attempted monopoly through anticompetitive conduct.

Noncompliance with antitrust laws can have extremely negative consequences for the Company. If any employee has questions regarding antitrust laws or is uncertain whether a contemplated action raises unfair competition or antitrust issues, such employee shall contact the Company's General Counsel.

10. Equal Employment Opportunity and Harassment

The Company's focus in personnel decisions is on merit and contribution to the Company's success. The Company affords equal employment opportunity to all qualified persons without regard to any impermissible criterion or circumstance. This means equal opportunity in regard to each individual's terms and conditions of employment and in regard to any other matter that affects in any way the working environment of the employee. We do not tolerate or condone any type of discrimination prohibited by law, including harassment. For additional information, please refer to the Wingstop Restaurants Corporate Team Member Handbook to review the appropriate policies and practices as necessary.

11. Gifts

All employees and directors must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. In general, gifts, favors and payments may not be offered or provided, unless they are consistent with accepted business practices, sufficiently limited in value, in a form not construed as a gratuity, bribe or payoff, not in violation of applicable law and generally accepted ethical standards, and of a type such that public disclosure of the facts surrounding such gift would not cause embarrassment or harm to the Company.

Government employees and contractors are subject to varied and complex rules regarding acceptance of gratuities, often prohibiting them from accepting anything of value unless expressly authorized by applicable statute or regulation, and certain commercial enterprises may be subject to government limitations or gratuities. Further, under certain statutes, such as the Foreign Corrupt Practices Act (the "FCPA"), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. For

additional information, please refer to the Wingstop International Anti- Corruption and Anti-Bribery Principles to review the appropriate policies and practices as necessary.

An employee or director may accept for himself or herself and members of his or her family common courtesies usually employed with customary business practices, but shall not seek or accept for himself or herself any gifts, favors, entertainment or payments without a legitimate business purpose and without disclosure to the Company. In addition, no employee or director shall seek or accept personal loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or seeks to do business with or that is a competitor of the Company.

All employees and directors shall discuss with the Company's General Counsel any proposed entertainment or gifts if such employee or director is uncertain about the appropriateness of the proposed entertainment or gift.

12. Political Contributions

No Company funds may be given directly to political candidates, political parties or political intermediary organizations. Employees and directors may, however, engage in political activity with his or her individual resources and on his or her personal time. Any such political activity shall not be conducted in a way that might appear to be an endorsement or contribution by the Company. The Company will not reimburse its directors or employees for political contributions.

13. International Business Laws

Employees and directors are expected to comply with all applicable laws whenever and wherever they conduct business for the Company or travel on Company business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. Employees must also comply with U.S. laws, rules and regulations governing the conduct of business by U.S. citizens and corporations outside of the United States, including the FCPA, embargoes, export controls and anti-boycott compliance. For additional information, please refer to the Wingstop International Anti-Corruption and Anti-Bribery Principles to review the appropriate policies and practices as necessary. If any employee or director has a question as to whether an activity is restricted or prohibited, please contact the Company's General Counsel prior to taking any action.

14. Public Communications

It is the Company's policy to disclose material information concerning the Company to the public only in accordance with the Company's Disclosure Policy in order to avoid inappropriate publicity and ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as authorized speakers in the Disclosure Policy may disclose material information concerning the Company to the public. Please see the Disclosure Policy for additional information.

15. Reporting Process

The Committee has established the following procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding ethical concerns, including accounting, internal accounting controls or auditing matters, and (b) the confidential and anonymous submission by employees of ethical concerns, including questionable accounting or auditing matters.

Employees and directors of the Company are encouraged to and should strive to identify and raise potential issues before they lead to problems, and should ask about the application of this Code whenever in doubt. An employee who witnesses but is unable to stop suspected misconduct, or discovers it after it has occurred, should report it immediately to the Company's General Counsel or the chairman of the Committee.

The Company has established a toll-free "ethics hotline" through which employees and directors may anonymously report any ethical concern or violation, including without limitation, the confidential and anonymous submission of concerns regarding questionable accounting or auditing matters.

The Company will notify its employees of directions for submitting complaints by (1) telephone through the toll-free "ethics hotline," (2) mail and (3) electronic mail. If an employee or any other person has complaints or concerns regarding accounting, internal accounting controls or auditing matters, or any actions prohibited by this Code involving an executive officer or director, such persons are encouraged to report these complaints or concerns directly to the Committee. Employees may submit such complaints or concerns to the Committee on an anonymous or confidential basis; however, the Company may, in certain circumstances, be obligated by law to disclose the information or the identity of the person providing the information.

The Committee has established the following additional procedures relating to such complaints or concerns:

- All complaints will be received by the Company's General Counsel and forwarded to the Chairman of the Committee on at least a quarterly basis.
- The Company's General Counsel shall conduct an initial inquiry into the complaint and submit an initial report of findings to the Chairman of the Committee.
- The chairman of the Committee will direct such additional inquiry as he or she deems appropriate.
- The status of any ongoing complaints will be reported on at least a quarterly basis to the chairman of the Committee, and, if the chairman of the Committee so directs, to the Committee or the full Board of Directors.

- The chairman of the Committee may request special treatment of any complaint, including the retention of outside counsel, accountants or other advisors.

Investigations relating to a reported ethical violation will be conducted in a full and fair manner. Retaliation against any employee or director, who, in good faith, reports a concern to the Company about illegal or unethical conduct, or a violation of this Code, will not be tolerated under any circumstances.

Any questions relating to how these policies should be interpreted or applied should be addressed to the Company's General Counsel.

16. Administration

This Code shall be administered and monitored by the Company's General Counsel, with the Committee providing oversight of these matters. The Company's General Counsel will handle day-to-day compliance matters, including:

- receiving, reviewing, investigating and resolving concerns and reports on the matters described in this Code;
- interpreting and providing guidance on the meaning and application of this Code; and
- reporting periodically and as matters arise to the Committee on the implementation and effectiveness of this Code and other compliance matters, and recommending any updates or amendments to this Code that he or she deems necessary or advisable.

The Company's General Counsel may seek the advice of the Committee as to interpretation of this Code.

17. Waivers of this Code

From time to time, the Company may waive certain provisions of this Code. Any employee or director who believes that a waiver may be called for should discuss the matter with the Company's General Counsel. Waivers for executive officers (including Senior Executive and Financial Officers) or directors of the Company may be made only by the full Board of Directors. Such waivers and the reasons therefor shall be promptly disclosed to the Company's stockholders in accordance with Nasdaq and the SEC's rules and regulations. Any other waiver must be approved by the Company's Chief Executive Officer.

18. Accountability for Violations

If the Committee or its designee determines that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the offending individual may be disciplined for non-compliance with penalties up to and including

removal from office or dismissal. Such penalties may include written notices to the individual involved that a violation has been determined, censure by the Committee, demotion or re-assignment of the individual involved and suspension with or without pay or benefits. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending individual and the Company. All individuals are expected to cooperate in internal investigations of misconduct.

19. Amendments

The Committee will periodically assess this Code and recommend any amendments as it finds appropriate to the Board of Directors for approval.

20. No Rights Created

This Code is a statement of fundamental principles, policies and procedures that govern the Company's employees and directors in the conduct of Company business. It is not intended to, and does not, create any legal rights for any customer, franchisee, supplier, competitor, stockholder or any other non-employee or entity.