

TEXAS ROADHOUSE, INC.

Audit Committee Resolution

February 16, 2017

WAIVER OF CONFLICT OF INTEREST REGARDING EMPLOYMENT OF CEO'S
DAUGHTER

WHEREAS, the Board of Directors (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 daughter of W. Kent Taylor, Chairman and Chief Executive Officer of Texas Roadhouse, Inc. (the "Corporation"), has applied for and been offered an administrative 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;

RESOLVED, that the Audit Committee hereby approves a waiver of a conflict of interest under the Code for Kent Taylor, Chairman and Chief Executive Officer, with respect to the employment of his daughter; provided, however, that Corporation's Director of Legendary People review not less than annually the daughter'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.