

TEXAS ROADHOUSE, INC.
COMPENSATION COMMITTEE CHARTER

1. Designation and Membership

The Board of Directors (the “Board”) of Texas Roadhouse, Inc. (the “Company”) will appoint from among its members a Compensation Committee (the “Committee”) and will designate one such member to serve as the Chairman of the Committee. The Committee will consist of at least three 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, Committee members may be removed by the Board at any time.

2. Purposes

The primary purposes of the Committee are to:

- 2.1 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.
- 2.2 Discharge the Board’s duties relating to compensation of the Company’s directors.
- 2.3 Review the performance of the Company’s executive officers.

3. Duties and Responsibilities

The Committee shall conduct meetings as it deems necessary or advisable and shall:

- 3.1 Determine annual base and incentive compensation, benefit plans and perquisites for directors and for the Company’s executive officers, including performance targets and incentive awards. The chief executive officer may not be present during voting or deliberations on the chief executive officer’s compensation.
- 3.2 Administer any executive officer incentive compensation plans.
- 3.3 Review and approve procedures for reviewing the performance of the Company’s executive officers.
- 3.4 Establish annual performance criteria and goals to be used in the executive and Company bonus plans and evaluate executives in light of these objectives.
- 3.5 Take action to disgorge Chief Executive Officer and Chief Financial

Officer compensation to the extent required by law if the Company is required to restate its financial statements as a result of misconduct.

3.6 Monitor the Company's compliance with prohibitions on loans to directors and executive officers.

3.7 Exercise all authority delegated by the Board to the Committee under the Company's 2004 Equity Incentive Plan, the Company's 2013 Long Term Incentive Plan, and the Company's Cash Bonus Plan, including the authority to approve periodic stock award grants.

3.8 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; 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.

3.9 In retaining or obtaining advice from a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, the Committee shall do so only after taking into consideration factors related to the independence of such advisers consistent with the listing standards of the NASDAQ Stock Market.

3.10 Periodically review the effectiveness of the Company's and its affiliates' compensation, benefits and perquisites programs.

3.11 Review and approve disclosures relating to shareholder votes on equity compensation plans.

3.12 Prepare and approve the Compensation Committee Report for the Company's proxy statement.

3.13 Delegate to a subcommittee any of its duties as it deems necessary or advisable.

3.14 Perform such other functions as may be assigned by the Board from time to time.

3.15 Annually evaluate the performance of the Committee.

3.16 Periodically, but not less than annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Amended and restated by the Board of Directors on November 14, 2013