

TEXAS ROADHOUSE, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION/PROGRAM ADMINISTRATION

The Texas Roadhouse Code of Business Conduct and Ethics ("Code") applies to all employees of Texas Roadhouse Management Corp. and Texas Roadhouse, Inc. and to all members of the Board of Directors of Texas Roadhouse, Inc. (Texas Roadhouse, Inc. and its affiliates and subsidiaries, including Texas Roadhouse Management Corp., are collectively referred to as the "Company.") Unless otherwise indicated, all references in this Code to employee(s) shall be interpreted as references to both employee(s) and director(s).

This Code sets forth some of the policies and procedures regarding standards of conduct that are required of you as a Texas Roadhouse employee. It is important that you understand how these standards apply to you. They are intended to help you conform to high ethical standards and to protect Texas Roadhouse's and your reputations. This Code does not cover every legal and ethical issue that may arise, but it does set out basic principles to guide all Texas Roadhouse employees. If you are a manager, you are expected also to ensure that all individuals you supervise are aware of these policies and procedures, and to promote compliance with them.

Receipt of Employee Complaints

If you think that something is wrong, are unsure what is proper conduct in a particular situation or believe that another employee may have violated Texas Roadhouse policies, including the policies set forth in this Code, you have a duty to raise questions and report concerns immediately. No one may threaten you or take any action against you for raising questions or reporting concerns. Employees may raise general questions or concerns with their supervisor, the Legendary People Department or the Legal Department using any or all of the following methods:

- Talk to, call, write or email your supervisor or one of the attorneys in the Legal Department or one of department heads in the Legendary People Department.
- If you wish to remain anonymous, you can access the Employee Relations Hotline as follows:
 1. Through a secure Web Form that can be accessed at www.openboard.info/txrh/*
 2. By leaving a voice mail message at 1-(866) 235-9717. All messages will be electronically altered/disguised to ensure confidentiality.
 3. By emailing the Legendary People Department at txrh@openboard.info*

*Links to these sites are available in the Investor Relations page of www.texasroadhouse.com.

If your question or concern is specifically related to financial, accounting or audit matters, the Audit Committee of the Board of Directors (the "Audit Committee") has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters ("Accounting Matters") and (2) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters. Employees may forward complaints or concerns regarding Accounting Matters on a confidential and anonymous basis directly to the Chair of the Audit Committee through the Company's Compliance Hotline using any or all of the three following methods:

- Through a secure Web Form that can be accessed at www.openboard.info/txrh/*
- By leaving a voice mail message at 1-(866) 235-9717. All messages will be electronically altered/disguised to ensure confidentiality.
- By emailing the Audit Committee at txrh@openboard.info.*

*Links to these sites are available in the Investor Relations page of www.texasroadhouse.com.

Other policies and procedures not listed here also apply to employees. Employees are expected to ask about, be familiar with and comply with all policies and procedures that apply to their positions and responsibilities. All employees and members of the Board of Directors should respect and comply with all of the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions, in which Texas Roadhouse conducts its business. If a conflict exists between a law and a policy or this Code, you must comply with the law and immediately report this conflict to your supervisor or to the Legal Department.

Failure to adhere to this Code may subject you to disciplinary action, which could include termination. Violations of the law may also result in severe fines and penalties against Texas Roadhouse, and fines and even imprisonment for individuals.

Please read this document carefully, as it is important that each and every one of us adheres to these policies and procedures as we conduct our Texas Roadhouse business.

FOOD SAFETY

The responsibility for food safety is shared by everyone in our system:

- As an employee you are expected to immediately report any problem with food safety to your supervisor or the next level of management.
- Any product suspected to be unsafe must immediately be pulled from distribution until safety can be assured.
- If, at any time, your own health or that of anyone serving the restaurant might negatively impact food safety, you should immediately notify your supervisor and determine the proper course of action.

EMPLOYEE RELATIONS

Texas Roadhouse recognizes that one of its greatest strengths lies in the talent and ability of its employees. Employees are expected to hold themselves accountable to the highest professional standards, with mutual respect being the basis of all professional relationships. It is the Company's policy:

- to deal fairly with employees;
- to provide equal opportunity for all in recruiting, hiring, developing, promoting and compensating without regard to race, religion, color, age, gender, disability, veteran status, sexual preference, citizenship or national origin;
- to maintain a professional, safe and discrimination-free work environment;
- to recognize and compensate employees based on their performance; and
- to provide a competitive array of benefits.

Sexual, racial, ethnic, religious or any other type of harassment has no place in the Texas Roadhouse work environment. Racial, ethnic and religious harassment includes such conduct as slurs, jokes, intimidation or any other verbal or physical attack upon a person because of race, religion or national origin. Sexual harassment includes unwelcome sexual advances or other verbal or physical conduct of a sexual nature. As noted above, if you think that something is wrong you have a duty to raise questions and report concerns immediately.

Employees should become familiar with all of Texas Roadhouse's employment policies which are detailed in employee policy and procedure manuals, including "Texas Today," the handbook for hourly restaurant employees.

RELATIONSHIP WITH FRANCHISE PARTNERS

Our goal is to operate as one brand, one concept and to drive sales in each and every one of our Texas Roadhouse restaurants.

Our relationship is characterized by:

- Fairness and honesty in our dealings with our franchise partners and potential franchise partners;
- Open communication between Texas Roadhouse and its franchise partners; and
- Active solicitation of input on our brand development from our franchise partners.

GUESTS, VENDOR PARTNERS AND COMPETITORS

In all of its business dealings with vendor partners, guests and competitors, Texas Roadhouse will, and expects its employees to:

- Compete vigorously and with integrity.
- Treat all guests and vendor partners honestly, fairly and objectively.
- Never discuss or agree with competitors on pricing or any other matter affecting pricing, terms and conditions of sale, limits on production, division of territories or guests and boycotting of third parties.

- Avoid any unfair or deceptive practice or advertisement and always present our services and products in an honest and forthright manner.
- Not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.
- Never criticize a competitor's product without a good basis for such statements, or act in a manner designed to unlawfully exclude competitors from the marketplace.
- Make clear to all vendor partners that we expect them to compete fairly and vigorously for our business, and we will select our vendor partners strictly on merit.

GIFTS

Company policy prohibits employees, and any person having a close personal relationship with an employee, from giving or receiving any gifts or favors to or from any vendor, client, guest, vendor partner, or competitor (other than a gift of nominal value - \$500 or less) without the prior written consent of the Chairman or CEO and the Legal Department.

In no event shall an employee, or any person having a close personal relationship with an employee, give or receive a gift in the form of cash, stocks, bonds, options, commodities, securities or debentures of any type, or similar types of items from any Company client, guest, vendor partner, or competitor. Further, it is impermissible for an employee or any person having a close personal relationship with an employee to give, offer, or promise anything of value (i.e., more than \$500) for the purpose of influencing someone in connection with Company business or a Company transaction. Similarly, it is impermissible and may be unlawful to solicit, demand, or accept anything of value with the intent of being influenced or rewarded in connection with any Company business or transaction. Therefore, no employee, or any person having a close personal relationship with the employee, may give or receive any gift if the gift could reasonably be viewed as being given or received to gain a business advantage.

For purposes of the above, a person having a close personal relationship to the employee refers to, but is not limited to, the employee's spouse, parents, children, sister-in-law, brother-in-law, or any person living with the employee.

SAFETY AND ENVIRONMENTAL PROTECTION

Texas Roadhouse is committed to providing safe and healthy work environments and to being an environmentally responsible corporate citizen. It is our policy to comply with all applicable environmental, safety and health laws and regulations.

Texas Roadhouse is dedicated to designing, constructing, maintaining and operating restaurants that protect our people and physical resources. This includes providing and requiring the use of adequate protective equipment and measures and insisting that all work be done safely.

POLITICAL AND COMMUNITY ACTIVITIES AND CONTRIBUTIONS

Employees may not use corporate funds, assets or resources (money, food, transportation, labor, etc) to make any political contributions in the United States or in any other country, even if permitted by applicable laws, unless prior authorization from the Chairman or CEO and Legal Department is obtained. No such contributions are allowed for candidates for federal elections.

This policy is not intended to discourage employees from participating in political activities on a voluntary personal basis on their own time or from supporting a candidate or party with their own funds. However, employees must make it clear that they do not act as a representative of Texas Roadhouse in any of their personal voluntary political activities. Further, under no circumstance will employees be compensated or reimbursed in any way by Texas Roadhouse for any personal political contribution nor will employees be favored or prejudiced in any condition of employment or promotion as a result of making or failing to make any such political contribution.

MEDIA RELATIONS

Employees may be asked by representatives of the news media for information concerning Texas Roadhouse's position on public issues. Employees should refer any inquiries from the news media directly to the appropriate Texas Roadhouse Support Center staff without offering any personal commentary.

In addition, employees may not release information to the news media about Texas Roadhouse activities or the activities of other employees without first discussing the matter with the Director of Public Relations and obtaining management approval. The Company has established processes for responding to news media requests and for obtaining management approval for public statements.

INFORMATION ON THE INTERNET AND OTHER ELECTRONIC COMMUNICATIONS

Employees should not post confidential or sensitive Company information on the Internet including web sites, news groups, chat rooms and other similar type of locations.

Consideration should also be given to the risks of transmission of such information via modems or E-Mail unless encrypted. With increased usage of electronic communications, it is important that employees remain aware of the possibility of unauthorized parties gaining access to transmitted information.

Texas Roadhouse has an authorized Web Site. Employees should not develop or establish web sites using the name of Texas Roadhouse.

ACCOUNTS, RECORD KEEPING AND DISCLOSURE OF FINANCIAL INFORMATION

Employees should act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts. All of our books, records, accounts and financial statements must be timely prepared, must accurately reflect transactions

and all relevant matters, and must conform both to legal requirements and to our system of internal controls.

As a publicly traded company, Texas Roadhouse adheres to all laws, rules and regulations which require us to disclose our financial and other relevant information. We make it a high priority to make all disclosures full, fair, accurate, timely and understandable.

SUBSTANCE ABUSE

Texas Roadhouse does not condone nor will it tolerate illegal use or abuse of alcohol, drugs or other substances by its employees or anyone acting for Texas Roadhouse. To avoid the potential dangers of drug abuse in the workplace and to protect the health and welfare of its employees, customers, and neighbors, Texas Roadhouse has adopted the following practices and procedures:

- The unlawful manufacture, distribution, dispensing, possession, sale, purchase, or use of a controlled substance on Company property is prohibited.
- Being under the influence of alcohol or illegal drugs during working hours, on Company property or during a Company-sponsored event is prohibited. The unauthorized use or possession of prescription drugs or over-the-counter drugs is also prohibited during these times and at these locations. From time to time, the Company may sponsor certain events which have a social component and may have alcoholic beverages available to the attendees with the expectation that attendees will drink responsibly. Any such Company-sponsored event at which alcoholic beverages are made available must be approved by a Support Center Director, a Market Partner, a Regional Market Partner or an Executive Officer of the Company, as applicable, with the most direct, senior-level supervisory responsibility for the attendees at the function. By way of example, an event at which alcoholic beverages are available to restaurant-level employees requires the approval of the appropriate Market Partner; an event at which alcoholic beverages are available to Market Partners requires the approval of the appropriate Regional Market Partner; and an event at which alcoholic beverages are available to members of a Support Center department requires the approval of that department's Director.
- These practices and procedures apply to all employees of the Company regardless of rank or position and include temporary and part-time employees.

PROTECTING CONFIDENTIAL INFORMATION AND OTHER TEXAS ROADHOUSE PROPERTY

Texas Roadhouse depends on certain secret and confidential information, knowledge and data which it needs to protect. Employees must not disclose to others or use, except pursuant to their employment duties, any of these secrets or confidential information, knowledge or data whether during or after employment. Failure to adequately protect this corporate information could lead to the loss of highly confidential data that may place Texas Roadhouse at a disadvantage in the marketplace.

Employees must return all property of Texas Roadhouse (including, but not limited to, all hard copy and computer files; guest lists; vendor partner lists; personal computer hardware and software; statistical analysis, product pricing and other formulas and models; identification cards; keys and access cards) immediately before or upon termination of employment. Employees must not retain copies of any of that property. To the extent permitted by law, Texas Roadhouse reserves the right to withhold any funds due an employee until all such property has been returned.

All employees must protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Texas Roadhouse's profitability. All Texas Roadhouse assets should be used for legitimate business purposes. For example, employees may not use, distribute, modify, destroy or provide access to facilities, records, systems, data or other property of Texas Roadhouse or its franchisees, customers or suppliers except as the employees are authorized to do so in connection with their job responsibilities. Employees are expected to use Texas Roadhouse voicemail, electronic mail and other electronic communication services for business-related purposes. Texas Roadhouse considers such communications (whether electronic, telephonic or written), computer files and printed forms to be Texas Roadhouse business records and property. To the extent permitted by law, Texas Roadhouse reserves the right to monitor these communications as appropriate.

CONFLICTS OF INTEREST

Employees are expected to perform in Texas Roadhouse's best interests, independent of any personal considerations, relationships, or the receipt of favors or gifts. Employees are prohibited from engaging in any activity or association that creates or appears to create a conflict between the employee's personal, financial or fiduciary interests and the Company's business interests, including dealings with Company vendors, the public or our competitors.

Employees are required to avoid any activity, association, or financial relationship that creates even the appearance of conflicting loyalties or interests to those of Texas Roadhouse. If an employee has any interest or relationship that might compromise or appear to compromise his or her loyalty to the Company, the employee is under an obligation to disclose the conflict or potential conflict to his or her manager and the Legal Department or the Legendary People Department.

An employee, or any person having a close personal relationship with an employee, may not give or accept money, gifts of other than a nominal value, excessive hospitality, loans or other special treatment from any vendor partner, guest or competitor (loans from lending institutions at prevailing interest rates are excluded). Ownership of any interest in any vendor partner, guest or competitor unless pre-approved by the Chairman or Chief Executive Officer is also considered a conflict of interest.

CORPORATE OPPORTUNITIES

Employees are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the

Company. Employees owe a duty to Texas Roadhouse to advance Texas Roadhouse's legitimate interests when the opportunity to do so arises.

INSIDER TRADING AND PROPRIETARY INFORMATION

Texas Roadhouse obeys all laws designed to protect the investing public with respect to disclosure of material information.

Information is considered material if it would be expected to affect a reasonable investor's decision to buy, sell or hold Texas Roadhouse stock. Examples would be a significant upward or downward revision of earnings forecasts, a significant restructuring change, a major management change, or a significant acquisition or divestiture.

Employees should not effect any transaction in the securities of Texas Roadhouse (including a cash-less exercise of Texas Roadhouse stock options) or the securities of another company that does business with Texas Roadhouse while they have material nonpublic information about Texas Roadhouse or the other company.

Employees should not disclose material nonpublic information to anyone (including family members and other employees of Texas Roadhouse), except where disclosure is needed to enable Texas Roadhouse to carry on its business, and there is no reason to believe - because of an agreement or otherwise - that the information will be misused or improperly disclosed by the recipient.

Employees may not enter into options trading or short selling of Texas Roadhouse securities because these transactions may give the appearance of improper trades, look disloyal and are inconsistent with employees' duties to Texas Roadhouse. Misuse of material nonpublic information can result in criminal or civil liability, or both. No employee should purchase or sell securities, or advise or in any way encourage anyone else to purchase or sell securities, on the basis of material nonpublic information. If an employee transmits material nonpublic information to any other person who acts upon it, both the employee and the Company, or either of them, could be liable for the action of such other person.

FOREIGN CORRUPT PRACTICES ACT

The Foreign Corrupt Practices Act ("FCPA") applies to U.S. individuals, companies and businesses, and others acting in the US.

The FCPA prohibits giving anything of value, directly or indirectly, to foreign government officials or political candidates to obtain or retain business. You must not pay any bribe, kickback or other improper or illegal payment to government officials of any country to secure any kind of concession, contract or favorable treatment for you or Texas Roadhouse.

There are certain types of "facilitating" payments that may be required in foreign countries to encourage minor government officials to perform nondiscretionary duties that they might otherwise delay or fail to undertake. These types of payments, generally in the form of "tips", may be permitted by law. You should not make such payments, however, unless explicitly authorized to do so by the Chairman or Chief Executive Officer.

The U.S. government also has a number of laws and regulations that restrict business gratuities that may be accepted by U.S. government personnel. You must not promise, offer or deliver to a U.S. government official or employee a gift, favor or other gratuity in violation of these rules. State and local governments, as well as foreign governments, may have similar rules with which you must comply.

If you conduct business internationally for Texas Roadhouse, please make sure that you have a thorough understanding of, and comply with, these laws and the other legal requirements that may apply.

AMENDMENTS AND WAIVER

The Board of Directors is responsible for the administration and enforcement of this Code of Business Conduct and Ethics, but it may delegate its responsibility to a committee of the Board. The Board shall take reasonable steps to monitor and audit compliance with the Code and to ensure that the Code continues to comply with all applicable rules and regulations.

Any waiver of this Code for an executive officer or director 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, representative, consultant or agent must be approved by the Board, the Chairman, or the Chief Executive Officer.

This Code of Business Conduct and Ethics was 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 National Market. A copy of the most current version of this Code will be posted on Texas Roadhouse's website.

Nothing contained in this Code creates any rights to continued employment.