TEXAS ROADHOUSE, INC.

FINANCE AND AUDIT COMMITTEE CHARTER

1. Designation and Membership. The Board of Directors (the "***Board***") of Texas Roadhouse, Inc., a Delaware corporation (the "***Company***"), will appoint from among its members a Finance and Audit Committee (the "***Committee***") and will designate one (1) such member to serve as the Chairperson of the Committee. The Committee will consist of at least three (3) 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 ("***NASDAQ***"), the criteria for independence under the Sarbanes-Oxley Act of 2002 and the requirements of the Securities and Exchange Commission (the "***SEC***"). Committee members shall be generally knowledgeable in financial and auditing matters, and at least one (1) member shall be an "audit committee financial expert" as defined under the rules of the SEC and NASDAQ. The members of the Committee shall serve for one (1) year terms until the earlier of their resignation or death. Notwithstanding the foregoing, the Board may add and/or remove any members from the Committee by a majority vote of the independent directors then serving on the Board at any time with or without cause.

2. Purposes. The primary purposes of the Committee are to assist the Board in fulfilling its oversight responsibility relating to (i) the integrity of the Company's financial statements, (ii) risk management and the Company's compliance with certain legal and regulatory requirements, (iii) the independence and performance of the Company's internal and external auditors, and (iv) the Company's internal controls and financial reporting practices. In addition, the Committee will maintain open lines of communication among the Board, management and the Company's independent auditors on these matters.

The Committee's principal responsibility is one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing and/or reviewing those financial statements. While the Committee has the powers and responsibilities set forth in this Finance and Audit Committee Charter (the "***Charter***"), it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate, and present fairly the financial position, the results of operations and the cash flows of the Company, in compliance with U.S. generally accepted accounting principles. This is the responsibility of management and/or the independent auditors. In carrying out these oversight responsibilities, the Committee is not providing any expert or special assurance regarding the Company's financial statements or any professional certification as to the independent auditors' work.

3. **Meetings.** The Committee shall hold regular meetings on such days as it shall determine and at least four (4) times per year, or more frequently as the Committee determines necessary or desirable. Special meetings of the Committee will be held at the request of the Committee Chairperson or any two (2) other Committee members. The Committee shall meet periodically by itself, with selected Company officers, with the internal auditors, and/or with the independent auditors in separate executive sessions.

The Committee Chairperson shall prepare or approve an agenda in advance of each meeting. A majority of the members of the Committee shall constitute a quorum at any meeting of the Committee and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee. The Committee may also act by unanimous written consent.

4. Duties and Responsibilities. In order to fulfill the purposes of the Committee described in Section 2 above, the Committee shall perform the following duties and responsibilities:

Independent Auditor

4.1 Appoint, retain, compensate, oversee, evaluate, and, as it deems necessary or advisable, terminate the independent auditor.

4.2 Adopt policies governing pre-approval of all audit and permissible non-audit services to be provided by the independent auditor, and review and assess the adequacy of those policies in accordance with the timeframe set forth in the policies.

4.3 Pre-approve all audit engagement fees, contractual terms and any non-audit services provided by the independent auditor, as needed, in accordance with the policies noted above. Additionally, the Committee should review annually the fees paid to the independent auditor for all services.

4.4 Review and discuss with the independent auditor its written statement delineating all relationships between it and the Company and assess the independence of the independent auditor. Additionally, obtain and review annually a report from the independent auditors describing the auditor's internal quality control procedures and any material issues raised during the most recent internal quality review, peer review, or inquiry or investigation by governmental or regulatory authorities.

4.5 Discuss with the independent auditor all critical accounting policies, alternative treatments of financial information within generally accepted accounting principles discussed with management, the ramifications of the use of alternative treatments and the independent auditors' preferred treatment, and any other material written communications between the independent auditor and management.

4.6 Resolve disagreements between management and the independent auditor.

4.7 Discuss with the independent auditor all matters required to be discussed under the Public Company Accounting Oversight Board's Auditing Standard No. 1301, including the scope and results of their audit of the Company's consolidated financial statements and internal control over financial reporting.

4.8 Review with the independent auditors any problems or difficulties the accountants may have encountered, and any management letter provided by the accountants and the

Company's response to that letter. Such review shall include (i) any difficulties encountered in the course of the audit work, including any restrictions on scope of activities or access to required information, and any disagreements with management, and (ii) any changes required in the planned scope of the independent audit.

4.9 Establish policies for the Company's hiring of employees or former employees of the independent auditor.

Financial Statements and Disclosures

4.10 Review and discuss with management and the independent auditor the Company's annual and quarterly financial statements prior to filing with the SEC. The Committee shall also discuss with the independent auditors its judgment about the quality, not just the acceptability, of significant accounting principles, accounting changes and underlying estimates.

4.11 Review with management and the independent auditors any employee complaints, published reports, or correspondence with regulators or governmental agencies which raise material issues regarding the Company's financial statements or accounting policies. The reports or correspondence are to be reviewed prior to management responses to such correspondence being sent.

4.12 Review and discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

4.13 Review the Company's earnings press releases prior to release.

4.14 Review disclosures made by the Chief Executive Officer, Chief Financial Officer, and Chief Accounting and Financial Services Officer regarding the design or operation of internal controls and any fraud that involves management or other employees who have a significant role in the Company's internal controls. Disclosures are to be reviewed prior to the related report being filed with the SEC.

4.15 Review any required management reports on internal control over financial reporting and any related attestations by the independent auditors prior to the reports and attestations being published.

4.16 Discuss with management the development and selection of any critical accounting policies, and the Company's related disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's SEC filings prior to the reports being filed.

Internal Control

4.17 Oversee the effectiveness of the Company's internal control system, including information technology security and controls.

4.18 Assess management's proposal for rectifying, and assess whether management is resolving diligently, any internal control weaknesses or deficiencies noted by internal or external auditors.

4.19 Review with management and Internal Audit any of the following: (i) significant deficiencies and/or material weaknesses in the design or operation of the Company's internal controls over financial reporting; (ii) significant changes in internal control over financial reporting; and (iii) significant fraud involving management or employees impacting internal controls over financial reporting.

Internal Auditor

4.20 Oversee and review the internal audit function of the Company, including: the independence, competence, staffing adequacy and authority of the function; the internal audit charter; the ability of the function to raise issues to the appropriate level of authority; and the reporting relationships among the internal auditor, financial management and the Committee.

4.21 Review the proposed internal audit plans for the coming year and the progress against such plans.

4.22 Review on at least a semi-annual basis a summary of significant comments from completed internal audits and other internal control related assessments.

4.23 Review and provide direction to management regarding the appointment, performance, compensation and replacement of the Director of Internal Audit (or anyone of equivalent job function or responsibility without regard to title).

Compliance with Legal and Regulatory Requirements

4.24 Establish procedures for the receipt, retention and treatment of complaints about accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting, auditing, or fraudulent matters.

4.25 Review with the Company's in-house legal counsel and/or external counsel, if deemed necessary, matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or government agencies.

4.26 Review the effectiveness of the systems for monitoring compliance with laws and regulations and the effectiveness of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.

4.27 At least annually, review and approve any related party transactions, as defined under Regulation S-K Item 404, not otherwise approved by an independent committee of the Board.

4.28 Periodically review the rules promulgated by regulators, including, but not limited to, the SEC and NASDAQ, relating to the qualifications, activities, responsibilities and duties of audit committees and take, or recommend that the Board take appropriate action to comply with such rules.

Other

4.29 Except for the oversight of such other risks delegated to the other committees of the Board as set out in such other committee's charters, review risk assessment and risk management policies, procedures and disclosures including, but not limited to, the Company's financing strategies, cyber risk, artificial intelligence (AI), business continuity, and the quality and depth of staffing in the Company's accounting, information technology, and financial departments. In furtherance of the foregoing, the Committee shall not be required to duplicate the review of risk management or risk assessment processes that are performed by the full Board, or other committees of the Board.

4.30 At least annually, review and approve management's analysis of whether the Company's overall compensation practices encourage excessive or unnecessary risk-taking.

4.31 Conduct or authorize investigations into any matters within the scope of its responsibility.

4.32 Meet with and seek any information from any Company officer, employee, outside counsel, or the independent auditor, all of whom are directed to cooperate with the Committee and its advisors.

4.33 Prepare the Committee report that is required to be included in the Company's annual proxy statement and approve disclosures in the proxy statement concerning the Committee's involvement in risk management.

4.34 Report its activities to the full Board on a regular basis, including annual confirmation that all responsibilities in this Charter have been carried out.

4.35 Annually review and assess the adequacy of this Charter and recommend to the Board any proposed changes to this Charter.

4.36 Review the adequacy of the Company's Code of Conduct (the "***Code***") and review annual compliance solicitation of the Code, including management's review of conflict-of-interest disclosures.

4.37 Generally discuss with management any other reports (not specifically mentioned in this Charter) the Company issues that relate to the Committee's responsibilities.

4.38 Perform other activities related to this Charter as requested by the Board.

5. Delegation. The Committee may, in its sole discretion, delegate any of its duties and responsibilities, along with the authority to take action in relation to such responsibilities, to a subcommittee of the Committee. The Committee may also delegate authority to the Committee Chairperson when it is deemed appropriate.

6. Outside Advisors. The Committee may, in its sole discretion, retain or obtain advice from legal, accounting, and other advisors as it deems necessary to perform its oversight functions and be directly responsible for the appointment, compensation, and oversight of the work of such advisors. In connection with the foregoing, the Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to a legal, accounting, or other advisor retained by the Committee. Prior to selecting or receiving advice from any outside advisor (other than in-house legal counsel), the Committee shall assess the consideration factors related to the independence of such advisers consistent with the listing standards of the NASDAQ and the applicable rules of the SEC.

Revised and Approved: November 12, 2026