

**CHARTER OF THE  
AUDIT COMMITTEE OF  
THE BOARD OF DIRECTORS  
OF  
FIESTA RESTAURANT GROUP, INC.  
Effective May 2, 2017**

**Statement of Purpose**

This Charter governs the operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Fiesta Restaurant Group, Inc. (the “Company”). The Charter shall be reviewed and reassessed, at least annually, by the Committee and any proposed revisions shall be recommended to the Board for approval.

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of the Company’s financial statements; (ii) the adequacy of internal control over financial reporting; (iii) the compliance with legal and regulatory requirements; (iv) the performance of the internal audit activity; and (v) the evaluation of the independent auditor’s qualifications, independence and performance. In so doing, it is the responsibility of the Committee to maintain free and open communication with Company’s independent auditors, the internal auditors and management.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company. The Committee may engage and retain independent counsel, advisors, experts or consultants and shall have sufficient funding to pay for such counsel and/or experts. The Committee shall also have sufficient funding for ordinary administrative expenses that are necessary or appropriate for carrying out its duties. The Committee shall have such functions as are provided by the applicable listing rules of The NASDAQ Stock Market LLC, as amended from time to time (“NASDAQ”), the Securities and Exchange Commission, as amended from time to time (the “SEC”) and the federal securities laws.

**Membership**

The Committee shall consist of no less than three members, each of whom is an independent director of the Board, and shall be appointed by the Board in compliance with Article 2, Section 7 of the Company’s by-laws (the “By-Laws”) at, or immediately following, the annual organizational meeting of the Board and shall serve until the later of the Board’s next annual organizational meeting or until his or her respective successor shall be duly elected and qualified. The Board shall also designate one of its members as the chairman of the Committee (the “Chairman”).

Members of the Committee shall be considered independent if, in the opinion of the Board, they have no relationship that shall interfere with the exercise of their independence in carrying out the responsibilities of directors on the Board and such directors meet the standards for independence set forth in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules promulgated by the SEC and NASDAQ Rule 5605, as amended. The composition and responsibilities of the Committee also shall be consistent with SEC guidance, and in particular with the SEC Order set forth in Release No. 34-37538.

All members of the Committee shall meet the expertise requirements of NASDAQ and at least one member shall be a “financial expert”, as such term is defined in rules promulgated by the SEC. In addition, pursuant to NASDAQ rules (i) all members of the Committee shall be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement, and (ii) at least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background that results in the individual’s financial sophistication, including service as a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities or otherwise satisfy standards for financial expertise required for audit committees of companies listed on NASDAQ. The existence of the “financial expert” shall be disclosed in periodic filings as required by the SEC.

## **Meetings**

The Committee shall meet in person or telephonically at least quarterly, or more frequently as it may determine necessary, to comply with its responsibilities. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee.

The Chairman shall set the agenda of each meeting and arrange for the distribution of the agenda, together with supporting material, to the members of the Committee prior to each meeting. The Committee shall keep minutes of their proceedings and actions. The Chairman shall also cause a draft of the minutes from each meeting to be prepared and circulated to the Committee to ensure an accurate final record, and the minutes shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the Board.

The Committee shall also hold any special meetings as may be called by the Chairman or at the request of the independent auditors, the internal auditors or management. The independent auditors or the senior members of management or others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary. The Committee shall meet with the independent auditors, the internal auditors and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee. The Committee may form one or more subcommittees, each of which shall take such actions as shall be delegated by the Committee. The Committee may also act by unanimous written consent of its members. The Committee shall report regularly to the Board as to its activities as it deems appropriate.

## **Duties and Responsibilities of the Committee**

The Committee is responsible for overseeing the Company’s accounting and financial reporting process and the audits of the financial statements of the Company on behalf of the Board. In discharging its responsibilities, the Committee is not itself responsible for planning or conducting audits or for any determination that the Company’s financial statements are complete and accurate or in accordance with generally accepted accounting principles (“GAAP”). This is the responsibility of management and the independent auditors. Management also has the responsibility for the Company’s compliance with laws and regulations or compliance with any code(s) of conduct adopted by the Company. The independent auditors are responsible for auditing the Company’s financial statements and for reviewing the Company’s interim financial statements and internal control over financial reporting.

The following shall be the principal responsibilities of the Audit Committee. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate. Additionally, the Committee shall have such other functions as are provided by NASDAQ, the SEC and the federal securities laws. The responsibilities and processes of the Committee shall be consistent with the Exchange Act and the rules and regulations adopted by the SEC.

1. The internal auditors shall report directly to the Committee and have free and unrestricted access to information pertinent to carrying out any engagement.
2. The Committee shall review with the internal auditors the plans for and the scope of their ongoing audit activities, including the adequacy of staffing and budgets. The Committee shall also review the internal audit activity's periodic reports and performance relative to its plan.
3. The Committee shall review periodically with management, the general counsel and, if necessary, the independent auditors, all legal and regulatory matters and accounting initiatives that could have a significant effect on the Company's financial statements.
4. The Committee shall review and discuss with management and the independent auditors the quarterly financial statements of the Company, including management's significant accounting estimates and judgments made in connection with the same, any specific disclosures that may be required to be made by the Company under SEC rules and regulations regarding "Management's Discussion and Analysis of Financial Condition and Results of Operations," to be included in the Company's quarterly report on Form 10-Q. The Committee shall also review and discuss any other matters required to be communicated to the Committee by the independent auditors under applicable standards of the Public Company Accounting Oversight Board ("PCAOB") (United States) or applicable law or listing standards.
5. The Committee shall review and discuss with management and the independent auditors the annual audited financial statements of the Company, including management's significant accounting estimates and judgments made in connection with the same, any specific disclosures that may be required to be made by the Company under SEC rules and regulations regarding "Management's Discussion and Analysis of Financial Condition and Results of Operations," to be included in the Company's annual report on Form 10-K. The Committee shall also review and discuss any other matters required to be communicated to the Committee by the independent auditors under applicable standards of the PCAOB (United States) or applicable law or listing standards. The Committee shall recommend to the Board whether the audited financial statements should be included in any annual report on Form 10-K required to be filed by the Company with the SEC.
6. The Committee shall review with the independent auditors and with management (1) major issues regarding accounting principles and financial statements presentations, including any significant changes in the Company's selection or application of GAAP (including alternative applications of new GAAP methods), the ramifications of the use of such alternative applications and the applications preferred by the auditors; and (2) any analyses prepared by management or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements.

7. The Committee shall discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures.
8. The Committee shall review the Company's earnings press releases and financial information and earnings guidance, including non-GAAP financial measures (which may consist of a discussion of the types of information to be provided and types of presentation to be made). The Committee need not discuss in advance each release or issuance of guidance.
9. The Committee shall directly appoint, compensate, retain and oversee the work of the independent auditors (including resolution of disagreements between management and the Company's independent auditors regarding financial reporting) as well as replace where appropriate the independent auditors (or to nominate the independent auditors to be proposed for stockholder ratification in any proxy statement).
10. The Committee shall review the experience and qualifications of the senior members of the independent auditors. Additionally, the Committee shall require the rotation of the lead (and coordinating or reviewing) audit partner on a regular basis in accordance with the requirements of the Exchange Act.
11. The Committee shall pre-approve all audit and non-audit services, other than de minimis non-audit services (to the extent such non-audit services are permitted or prescribed by law or regulation), provided by the independent auditor. Alternatively, the Committee may adopt pre-approval policies and procedures detailed as to particular services and delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.
12. The Committee shall discuss with the independent auditors the plans for, and the scope of, the annual audit and other examinations, including the adequacy of staffing and compensation to ensure the audit approach covers all financial statement areas where there is a risk of material misstatement.
13. The Committee shall annually meet with the independent auditors, with and without management present, to discuss the results of their examination. The Committee shall review any significant difficulties encountered during the course of the audit or review including any restrictions on the scope of the independent auditors' work or access to reviewed information.
14. The Committee shall review any disagreements between management and the independent auditors.
15. The Committee shall obtain and review a report from the independent auditors at least annually as to (i) all critical accounting policies to be used, (ii) all alternative treatments of financial information that have been discussed with management under the applicable standards of the PCAOB or applicable law or listing standards, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors, and (iii) other material written communications between the independent auditors and the Company, including management letters and schedules of unadjusted differences.

16. The Committee shall receive from the independent auditors at least annually a formal written statement delineating all relationships between the independent auditors and the Company, consistent with the applicable standards of the PCAOB or applicable law or listing standards. The Committee shall actively engage in dialogue with the independent auditors with respect to any disclosed relationship or service that shall impact the objectivity and the appropriate action to oversee independence of the independent auditor.
17. At least annually, or more often at its discretion, the Committee shall obtain, review and discuss a report by the Company's independent auditors describing (i) the audit firm's internal quality control procedures, (ii) any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection, of the firm, or by an inquiry or investigation by governmental or professional authorities, within the past five years, regarding one or more independent audits carried out by the firm, and (iii) any steps taken to deal with any such issues.
18. The Committee shall approve guidelines for the Company's hiring of former employees of the independent auditors which shall meet the requirements of the rules and regulations of the SEC and NASDAQ.
19. The Committee shall conduct an appropriate review of all related party transactions for potential conflicts of interest and approve all such related party transactions consistent with the rules applied to companies listed on NASDAQ. The Committee shall review existing policies concerning related party transactions and conflicts of interest between Board or senior members of management, on the one hand, and the Company, on the other hand, and recommend any changes to such policies. A "related party transaction" refers to transactions required to be disclosed pursuant to SEC Regulation S-K, Item 404. Generally, these are transactions between the Company or any of its subsidiaries and any director, executive officers or a holder of five percent (5%) or more of the Company's stock, as well as, for directors and transactions with entities related to them.
20. The Committee shall establish and oversee procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. All such relevant submissions must be reported to the Committee.
21. The Committee shall periodically, but not less frequently than annually, review with management, including the General Counsel, the implementation and effectiveness of the Company's ethics program, including the "whistleblowing" procedures referred to above. The Committee shall investigate any other matter brought to its attention within the scope of its duties which it deems appropriate for investigation.
22. The Committee shall review and discuss with management the Company's major financial risk and enterprise exposures and the steps management has taken to monitor and control such exposures, including the Company's procedures with respect to risk management.
23. The Committee shall discuss with management the IT systems and processes that relate to or affect the Company's internal control systems.
24. The Committee shall review reports of attorneys or others with respect to evidence of material violations of securities laws or breaches of fiduciary duty.

25. The Committee shall review the Company's disclosure in the proxy statement for its annual meeting of stockholders that describes whether the Committee has satisfied its responsibilities under this Charter for the prior year.
26. The Committee shall review, discuss and assess its performance as well as its role and responsibilities at least annually.