

**FIESTA RESTAURANT GROUP, INC.**  
Dallas, Texas

Subject: **CODE OF BUSINESS ETHICS AND  
CONDUCT**

Effective Date: May 7, 2012

Revised: October 22, 2018

Affects: All Employees and Board of Directors

**I. INTRODUCTION & PURPOSE**

This Code of Business Ethics and Conduct (the “Code”) is applicable to all employees and members of the Board of Directors (“Directors”) of Fiesta Restaurant Group, Inc. and its subsidiaries, divisions and business units (collectively the “Company”). This Code is intended to serve as an outline of many of our most important standards of business ethics and conduct, and not as a detailed list of rules and regulations. Fiesta Restaurant Group maintains numerous policies and procedures that address in detail matters of business conduct, including personal conduct in the workplace, other than the topics discussed in this document. In the event of any conflict or inconsistency between any provision in this Code and in other Company policies and procedures, the more specific or restrictive provision will control. Some of the other policies and procedures that apply to business conduct at FRGI can be found under “Policies & Procedures” in the Company’s internal website and in the corporate restaurant team member handbook. References to “employees” in this policy is deemed to include all Directors, salaried and hourly employees.

The purpose of this Code is to define and require:

- the honest and ethical conduct of our employees, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- proper accounting and full, fair, timely, accurate and understandable disclosure in periodic reports and documents filed with or submitted to the Securities and Exchange Commission (the “SEC”) by the Company and in other public communications made by the Company;
- compliance with all laws, rules and regulations that apply to the Company;
- the prompt reporting of violations of the Code to an appropriate person or persons identified by the Code; and
- accountability for adherence to the Code.

Waiver of, or amendments to, this Code may be made only by the Board of Directors and will be immediately disclosed pursuant to a filing on Form 8K or dissemination by the Internet or other electronic means.

### *Our Employee Promise*

We strive to create and maintain a work environment and company culture that is consistent with our core value:

- **Dignity and Respect:** We strive to treat everyone with dignity and respect by valuing diverse backgrounds and encouraging diverse thinking. We accept other's beliefs, customs, and respect personal boundaries.
- **Honesty and Integrity:** We value honesty and take accountability for our actions.
- **Teamwork:** We work together and we win together. We encourage other team members and support each other.
- **Family:** We serve our guests while remembering and honoring our commitment to those at home. We foster an environment where we treat customers and colleagues like family.
- **Corazon:** We bring a zest for life and passion into everything we do by bringing a fun, positive energy to work.
- **Kaizen:** Employees at all levels of our Company proactively work together to achieve incremental improvements.

Furthermore, we comply with all applicable labor and employment laws and regulations and are committed to providing equal employment opportunities for all applicants and team members. Team members are prohibited from making any hiring or other employment decision based on an applicant's or team member's race, color, religion, sex (including pregnancy, childbirth, or related medical conditions), age, marital status, national or ethnic origin, veteran status, uniformed service, protected disability status, genetic information, or any other characteristic protected by applicable law. In addition, we are committed to providing a workplace for team members that is free of harassment or other intimidating, hostile or offensive behavior based on any of the above characteristics or any other characteristic protected by applicable law. On a yearly basis, all team members (supervisor-level and above) are required to complete a comprehensive certification course on our company culture and compliance policies. Additionally, the Company will periodically provide training and awareness programs on topics that further reinforce our commitment to our Company culture and code of ethics.

## II. GENERAL INTEGRITY

Our Company strives to achieve and maintain the highest ethical standards in all of its business dealings and activities. While customs and perhaps even standards of ethics may vary in different business environments, honesty, integrity and the highest ethical standards must always characterize our business activities. Any attempts by employees to achieve results by violating laws, rules or regulations or through unscrupulous dealings such as bribery, kickbacks, and similar unethical practices, will not be permitted or tolerated.

Often in business we are faced with difficult situations and decisions and are unsure what to do. In those situations, you should always ask yourself:

- Are my actions legal?

- Am I being honest?
- Will my action stand the test of time?
- Are my actions consistent with the company's core Values and Policies?
- How will I feel if my actions were reported in the newspaper?

In general, if it does not feel "right", it probably isn't! If you have any doubts or reservations, you must immediately consult with your department head, Human Resources and/or Legal Department.

### III. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Our Company is committed to maintain full compliance with all laws, rules and regulations. In some instances, laws, rules and regulations may be unclear, ambiguous or difficult to interpret. If you are in doubt as to whether your actions comply with all applicable laws, you should consult your immediate supervisor, Human Resources or a member of the Company's Legal Department.

### IV. CONFLICTS OF INTEREST

As a valued employee, you have a duty of loyalty to the Company. This duty can be violated if you engage in activities that conflict with Company interests or even create the appearance of a conflict. A conflict may arise when you are influenced or even appear to be influenced by considerations of personal gain or benefit for you or a family member that conflict with your obligation to serve the Company. Conflicts can take many forms, not all of which can be specifically mentioned here. The following is not an exhaustive list, but are some examples of conflicts that should be avoided or otherwise disclosed:

- Engaging in any activity that conflicts with the Company's business, such as working as a consultant or in any capacity for a company that competes with our Company, such as another quick casual restaurant business.
- An employee or family member having an ownership interest or other business relationship with a competitor, supplier, franchisee, landlord or distributor of the Company.
- Conducting any Company business with or on behalf of a family member, including business with any supplier, franchisee, landlord, or distributor of the Company.
- Borrowing money from any bank or firm with whom the Company does business, with terms more favorable than those generally available to the public.
- Serving as an officer or director of, or working as an employee or consultant for, a competitor, supplier, franchisee, landlord, or distributor or any other company without the approval of the General Counsel.
- Having a financial interest in a supplier, franchisee, landlord or business partner of the Company, without full disclosure of such interest.

Conflicts of interest can also arise when it involves a close personal friend or significant other, not just family members. If you are “steering” Company business or a contract to a close friend rather than the organization with the best price, terms or service, you may be in violation of this Code. Once again, if it does not feel right, it probably isn’t! If you have any doubts or reservations, you must immediately consult with your department head, Human Resources and/or Legal Department.

## V. ACCEPTANCE OF COSTLY ENTERTAINMENT OR GIFTS

A normal and acceptable part of business involves engaging in business related entertainment, such as dining or attending sporting or social events. These activities are fine as long as they are reasonable, are conducted in connection with Company business and do not influence your business judgments and decisions. It is not appropriate, however, to accept invitations to such entertainment activities if it involves a substantial cost to the provider.

Giving and accepting gifts is also a normal business activity, however, it is not acceptable to give or receive expensive or extravagant gifts or to be influenced by gifts, including free services, products, entertainment or travel. All gifts given or received must be given openly and lawfully and may not be exchanged when it is or will be perceived to influence the nature or continuation of the business relationship. As a general rule, any gift, the value of which exceeds one hundred fifty (\$150) dollars, must be reported to your immediate supervisor. If you are in doubt as to the value, report it! If you have any doubts or reservations, you must consult with your department head, Human Resources and/or Legal Department BEFORE you accept any gift or attend any social event.

## VI. PROPER ACCOUNTING AND REPORTING

All Company business transactions must be properly authorized and be accurately recorded and described in the Company’s books and records, in accordance with generally accepted accounting principles. All filings and periodic reports filed with the SEC must be full, fair and accurate and in compliance with all applicable rules and regulations. Compliance with accounting procedures and internal control procedures is required at all times.

Employees should never participate in the misstatement of the Company’s financial statements and no circumstances exist to justify the maintenance of “off the books” accounts to facilitate questionable or illegal payments or transactions, or to artificially improve financial results.

No employee should make a false or misleading statement to the Company’s external or internal auditors nor should any employee conceal or fail to reveal any information necessary to avoid making the statements made to such auditors appear misleading.

## VII. COMPLIANCE AND ENFORCEMENT

You are expected to comply with both the letter and spirit of all applicable government laws, rules and regulations. Each individual covered by this Code shall be held responsible for full compliance with this Code. Any person found to have violated this Code shall be subject to disciplinary action, up to and including immediate termination of employment for cause or provision of services for cause, as applicable, and possible prosecution.

## VIII. REPORTING

Our Company is dedicated to providing a work environment in which all employees are free to express concerns or report violations without fear of retaliation. We call upon employees to help us in this goal by reporting all violations or apparent violations of this Code. Generally, concerns or violations should be reported to your immediate supervisor, the Legal Department or the Human Resources Department. The Company has established a third party, multilingual “hotline” (the Ethics Hotline) for anonymous reporting of suspected wrongdoing or unethical behavior. The Ethics Hotline is available 24 hours a day and seven days a week and may be accessed at [www.fiestaethics.ethicspoint.com](http://www.fiestaethics.ethicspoint.com) or tollfree by telephone at 18553746684 (1855FRGNOTIFY).

The Company will take all reasonable steps to ensure that the identity of the reporting employee is kept confidential, except to the extent the reporting person consents to being identified or the identification is required by law or is otherwise necessary to conduct a full and complete investigation of the alleged violation.

Employees must report in good faith. Unfortunately, a program like this can be abused. From time to time, an employee may attempt to harm or slander an employee by false accusation, malicious rumors or other irresponsible actions. Such attempts or any misuse of this system for reporting employee concerns will be subject to discipline.

The Company does not tolerate retaliation against anyone who makes a good faith report, cooperates with an investigation or audit, or refuses to participate in activities that violate applicable laws, regulations, Company policies, or the Code of Business Ethics and Conduct. Any employee who engages in retaliation will be subject to disciplinary action, up to and including termination of employment.

CERTIFICATION OF CORPORATE EMPLOYEES AND BOARD MEMBERS RELATED  
TO FIESTA RESTAURANT GROUP, INC. CODE OF BUSINESS ETHICS AND CONDUCT

I acknowledge that I have read and understand the Company's Code of Business Ethics and Conduct. I further acknowledge that I am in compliance with the Code and its guidelines.

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Print Name

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Signature

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Date