Governance and Nominating Committee Charter

I. Committee Membership

The Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Brinker International, Inc. (the "Company") shall consist solely of three or more members of the Board, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the requirements of the New York Stock Exchange (the "NYSE").

Candidates to serve on the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

II. Committee Structure and Operations

The Board shall designate one member of the Committee as its chair and may designate one member as its vice-chair. Meetings of the Committee shall be presided over by the chair of the Committee or, in the absence of the chair, by the vice-chair. The Committee shall meet in person, telephonically or by other means as often as may be deemed necessary or appropriate, in its judgment, at a time and place determined by the Committee chair, with further meetings to occur or actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chair. To the extent practical, Committee meetings should be held in conjunction with regularly scheduled Board meetings. Either the chair of the Committee, the chair of the Board or the lead director (if any), a majority of the Committee or the chief executive officer may call a meeting.

At all meetings of the Committee, a majority of the Committee shall be sufficient and necessary to constitute a quorum for the transaction of business. 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.

The Committee shall keep regular minutes of its meetings and proceedings and report on the same to the Board at the next meeting.

III. Committee Purposes and Responsibilities

The purposes and responsibilities of the Committee include the following:

1. To review the size and composition of the Board and its committees to determine whether additional committees, directors, capabilities or attributes are necessary or desirable in light of existing and future Company needs, and:

   (a) To develop and recommend to the Board criteria for evaluating prospective candidates to the Board or any committee thereof, including (i) any specific qualifications, capabilities or attributes necessary or desirable; (ii) standards to be applied in making determinations on the "independence" of directors under the rules of the NYSE and the Securities and Exchange Commission ("SEC"), and (iii) standards and recommendations regarding designation of one or more "audit committee financial experts," as defined by the rules of the SEC;

   (b) To identify individuals believed to be qualified to become Board members consistent with criteria approved by the Board, to assess the contributions and independence of incumbent directors, to determine and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders, and to

fill vacancies in the office of a director (including a vacancy created by an increase in the size of the Board);

(c) To consider director candidates recommended by the Company's stockholders; such consideration shall be in accordance with the policy developed by the Committee and adopted by the Board, if any (which policy shall be included in the Company's proxy statement);

(d) To identify Board members qualified to serve on any committee of the Board including the Committee and to recommend committee members and committee chairs for appointment by the Board; and

(e) To approve directorships at other for-profit organizations offered to directors of the Company;

2. To annually recommend to the Board the member to be nominated for election as non-executive chair of the Board and/or lead director, as applicable;

3. To exercise oversight of the evaluation process for the Board: (i) as a whole and of its committees on an annual basis; and (ii) for individual directors through a peer review process (including the chair of the Board or the lead director (if any)), on a periodic basis;

4. To develop and recommend to the Board a set of corporate governance principles applicable to the Company, to review those principles at least once a year and to monitor compliance with these principles;

5. At least annually, review the compensation paid to, and stock ownership guidelines for, non-management (i.e., independent) directors and make recommendations to the full Board for its consideration on such matters;

6. To serve as the plan administrator for all non-employee director and consultant stock option and equity-based incentive plans, in accordance with the terms of such plans;

7. To oversee preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operation of the Committee;

8. To oversee and recommend to the Board a succession plan for the chief executive officer, including an interim CEO succession plan in the event of an emergency impacting the chief executive officer;

9. To oversee and recommend to the Board a succession plan for the chair of the Board and chair of each of the committees;

10. To oversee the Company's stockholder engagement program, and make recommendations to the Board regarding its involvement in stockholder engagement;

11. To discuss with the Company's general counsel any significant legal matters, including significant legal matters relating to the Company's compliance policies, material notices to or inquires received from governmental agencies, compliance systems with respect to legal and regulatory requirements, and programs to monitor compliance with the Company's code of conduct and ethics;

12. To review reports regarding complaints received through the Company's whistleblower, ethics, and compliance reporting processes, including significant allegations of misconduct, management's investigation and remediation efforts, trends and themes

arising from reports, with any reports relating to accounting, internal accounting controls or auditing matters to be reported to the Audit Committee;

13. To periodically review the code of conduct for the Board and for the Company's employees;

14. To oversee the orientation process for new directors and continuing education for directors;

15. To review and provide oversight for the Company's policies and programs relating to social responsibility and environmental and sustainability matters at least annually; to periodically review the Company's climate related risks and opportunities; and to make recommendations to management as it deems appropriate with respect to such matters; and

16. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to governance matters and the nomination of the Board and committee members.

IV. Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make this report.

V. Delegation to Subcommittee

The Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Committee.

VI. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of outside counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any search firm or other advisors or experts employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Committee is empowered to investigate any matter within the scope of its mandate brought to its attention with full access to any relevant books, records and facilities of the Company.

VII. Committee Reports

The Committee shall prepare the following reports:

1. An annual performance evaluation of the Committee, as described under "Performance Evaluation" above.

2. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

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