Corporate Governance Guidelines

The Board of Directors (the "Board") of Brinker International, Inc. (the "Company"), acting on the recommendation of its Governance and Nominating Committee, has developed and adopted a set of corporate governance guidelines to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. These guidelines are not intended to, nor do they, replace the legal obligations of the Board, but are intended to facilitate the efficient execution of such obligations.

1. Board Composition

The minimum and maximum number of directors on the Board shall be determined in accordance with the Company's Bylaws. A substantial majority of the Board shall be independent under the rules of the New York Stock Exchange ("NYSE"), and at least one member shall be an "audit committee financial expert" under the rules of the SEC. An independent director shall have no material relationship with the Company, either directly or as a partner, shareholder or officer of a company that has a relationship with the Company. It is anticipated that all directors except the CEO, President or former CEO of the Company will be independent directors.

A director is not independent if any of the following are true about the director:

- The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer of the Company.
- The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Company (other than director and committee fees and pension or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service).
- The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million, or 2% of such other company's consolidated gross revenues.
- The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- (i) The director is a current partner or employee of a firm that is the Company's internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (iv) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the listed company's audit within that time.

For relationships not discussed above, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the independence guidelines set forth above. The Company would explain in the next proxy statement the basis for any Board determination that the relationship was immaterial.

2. Director Qualifications and Selection of Directors

The Board is responsible for selecting the nominees for election to the Company's Board of Directors. The Company's Governance and Nominating Committee is responsible for recommending to the Board a slate of directors for election by the stockholders at the annual meeting and for recommending nominees to fill vacancies occurring between annual meetings of stockholders.

The Governance and Nominating Committee periodically reviews the size and composition of the Board to assess the capabilities and attributes of serving directors and the Board as a whole, as well as additional

capabilities or attributes considered necessary or desirable in light of existing and future Company needs. The Governance and Nominating Committee is responsible for developing and recommending Board membership criteria to the Board for approval and periodically reviewing these criteria. The Board's criteria are described in the proxy statement. The Governance and Nominating Committee also desires that each candidate contribute to the overall skills and experience of the Board, with candidates having a variety of perspectives, personal and professional experiences and backgrounds, as well as other differentiating attributes.

The invitation to join the Board should be extended by the Board itself via the Chairman of the Board (or, the Lead Director (if any)) or the Chair of the Governance and Nominating Committee, together with such other independent director(s) as may be designated by the Board.

In connection with recommending the slate of directors for election at the annual meeting of stockholders, the Governance and Nominating Committee assesses the contributions and independence of incumbent directors. The Governance and Nominating Committee also uses the results of the peer review process for directors (discussed below) as part of its decisions about nominees to be recommended for election by the stockholders. The Governance and Nominating Committee considers director candidates recommended by the Company's stockholders in accordance with the policy adopted by the Board and described in the proxy statement. All prospective new directors must agree to allow the Company to conduct a background check.

3. Annual Election of Directors and Majority Voting

Each director stands for election by the Company's stockholders annually to serve a one-year term.

The Company has adopted majority voting in the uncontested election of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast. In the event that a nominee for re-election as a director fails to receive the requisite majority vote, the director is expected to, promptly following certification of the stockholder vote, tender his or her resignation offer to the Board. The Governance and Nominating Committee, or another group of independent directors determined by the Board (excluding the director who tendered the resignation offer) will evaluate any such resignation offer in light of the best interests of the Company and its stockholders and will make a recommendation to the Board as to whether to accept or reject the resignation offer, or whether other action should be taken. In reaching its decision, the Board may consider any factors it deems relevant, including the director's qualifications, the director's past and expected future contributions to the Company, the overall composition of the Board and whether accepting the resignation offer would cause the Company to fail to meet any applicable law, rule or regulation (including the listing requirements of the NYSE). The Board shall complete this process within 90 days after the certification of the stockholder vote and shall report its decision to the stockholders.

4. Director Responsibilities

The Board shall oversee and evaluate the Company's management in the conduct of the Company's business in addition to those responsibilities set forth in the applicable statutory and regulatory schemes governing the Company and directors in general. The Board's oversight includes reviewing strategy for creating long-term shareholder value, monitoring execution of strategic plans, reviewing significant transactions, acquisitions and capital allocation decisions, and overseeing management's evaluation of major opportunities and risks associated with strategic initiatives, including emerging risks and opportunities such as those associated with artificial intelligence and cybersecurity. The Board may delegate oversight of certain risks to its committees, and the Board monitors the Company's risk profile through regular reports from management and the Board's committees.

In fulfilling their responsibilities, directors shall fulfill their fiduciary duty to the Company and its stockholders. It is expected that all directors will make all reasonable efforts to attend each Board or Committee meeting upon which they serve, either in person or telephonically.

Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves. Management will provide any information requested by a director and, upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's

business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

Directors are expected to attend the annual meeting of stockholders absent unusual circumstances.

5. Chairman of the Board, Vice Chairman of the Board & Lead Director

(A) At least annually, the Board elects one of its members to serve as "Chairman of the Board". The Governance and Nominating Committee shall recommend to the Board the member to be nominated for election as Chairman of the Board. The Chairman of the Board will chair each meeting of the directors, including each meeting of the independent directors (i.e., an "Executive Session") if the Chief Executive Officer is not the Chairman of the Board. Currently, the roles of Chairman of the Board and CEO are separate, and the Chairman of the Board's duties shall include:

- creating and maintaining an effective working relationship with the CEO and management;
- managing the relationship between the Board as a whole and the CEO and management;
- providing significant advice, counsel and guidance to the CEO and management on strategic priorities and execution strategies;
- facilitating discussions among the directors inside and outside the Board meetings;
- driving practices and improvements on Board effectiveness and productivity;
- briefing the CEO on issues raised in Executive Sessions;
- in collaboration with committee chairs and the CEO, scheduling Board meetings, setting meeting agendas and strategic discussions and providing review of pre-meeting materials delivered to directors;
- overseeing annual Board and Board Committee evaluations, working with the Governance and Nominating Committee;
- delivering the annual CEO evaluation;
- overseeing all governance matters for the Board and shareholders;
- being available for consultation and direct communication with major shareholders;
- and carrying out other duties requested by the CEO and the Board as a whole.

(B) The Board may annually elect one of its members to serve as "Vice Chairman of the Board". The Governance and Nominating Committee shall recommend to the Board the member to be nominated for election as "Vice Chairman of the Board". The Vice Chairman of the Board shall serve as "Chairman of the Board" in the event the Chairman of the Board is not available to perform such duties.

(C) In the event the Chief Executive Officer is elected as Chairman of the Board, then the independent directors shall elect one (1) of the independent directors as "Lead Director". The Lead Director will chair each Executive Session. The Lead Director's duties shall include:

- presiding at all meetings of the Board of Directors when the Chairman of the Board is not present;
- serving as liaison between the Chairman of the Board and the independent directors;
- approving information sent to the Board of Directors;
- approving meeting agendas and schedules for the Board of Directors;
- having the authority to call a meeting of the independent directors;
- being available for consultation and direct communication with major shareholders; and
- such other duties as may be appropriately designated by the Board from time-to-time.

6. Charitable Contributions and Consulting Agreements

The Company will not make charitable contributions to organizations in which a director is "affiliated" in excess of $20,000 without the approval of the Governance and Nominating Committee. Further, a director shall not solicit the Company for any charitable contribution. For purposes of this paragraph "affiliated" shall mean being a director or officer or similar position of such charitable organization. The Company will also not enter into consulting agreements with a director.

7. Meetings

The Board shall meet at regularly scheduled intervals, and the non-management or independent directors shall also meet at regularly scheduled Executive Sessions without management present, which shall occur at least once a year.

The agenda for each meeting should be coordinated by the Office of the Corporate Secretary with the Chairman of the Board or the Lead Director (if any). Any director may suggest the inclusion of additional items on the agenda. Management will seek to provide to all directors an agenda and appropriate materials in advance of meetings, although the Board recognizes that this will not always be consistent with the timing of transactions and the operations of the business and that in certain cases it may not be possible.

8. Board Terms, Peer Review & Change In Status

A director is expected to serve for at least four one-year terms (subject to annual re-election by the shareholders). A non-management director will not stand for election after their 72nd birthday. Periodically, the Governance and Nominating Committee shall conduct a peer review process for all directors (including the Chairman of the Board, Vice Chairman of the Board, or Lead Director, as applicable), focusing on such director's contributions to the Board and the Committees upon which he or she serves, and specifically focusing on areas in which the other directors believe such director could improve in his or her service to the Board. The results of the peer review, including continued service on the Board, will be discussed with each director in accordance with the process adopted by the Governance and Nominating Committee.

If a director materially changes his or her primary business or professional relationship, he or she is expected to volunteer to resign from the Board, such resignation offer being effective only if accepted by the Board.

9. Outside Board Service

A non-management director of the Company shall not serve on the board of directors of more than three other publicly traded companies, unless the Board has determined that such service on additional boards will not interfere with the director's discharge of his or her responsibilities to the Company. A management director of the Company shall not serve on the board of directors of more than one other publicly traded company.

In addition, directors must obtain approval from the Governance and Nominating Committee in advance of accepting an invitation to serve on the board of another for-profit organization.

10. Committees of the Board

The Company shall have at least the following standing committees: Governance and Nominating Committee, Audit Committee, and Talent & Compensation Committee. The Board may also designate an Executive Committee in accordance with the Bylaws. Each of the Audit Committee, the Talent & Compensation Committee and the Governance and Nominating Committee must have a written charter satisfying the rules and regulations of the NYSE. At least annually, each Committee of the Board will review their respective charters and make recommendations to the Board as may be needed in accordance with the Corporate Governance Guidelines.

All directors, whether members of a committee or not, are invited to make suggestions to a committee chairperson for additions to the agenda of his or her committee or to request that an item from a committee agenda be considered by the Board. Each committee chairperson will give a periodic report of his or her committee's activities to the Board as set forth in the charter of such committee.

Each of the Governance and Nominating Committee, the Audit Committee and the Talent & Compensation Committee shall be composed of at least three directors who the Board has determined have no material relationship with the Company, who are otherwise "independent" under the rules of the NYSE and, in the case of the Audit Committee and the Talent & Compensation Committee, who satisfy the additional, heightened independence requirements applicable to directors serving on these committees under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and NYSE rules. Unless otherwise determined by the Board, at least two members of the Talent & Compensation Committee shall also qualify as "Non-

Employee Directors" within the meaning of Exchange Act Rule 16b-3. The required qualifications for the members of each committee shall be set out in the respective committee's charter. A director may serve on more than one committee for which he or she qualifies.

At least annually, the Governance and Nominating Committee will review the composition of each committee of the Board and make recommendations to the Board as may be needed in accordance with these Corporate Governance Guidelines.

The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate.

11. Committee Meetings and Chairs

To the extent practical, committee meetings should be held in conjunction with regularly scheduled Board meetings. Either the chairperson of the committee, a majority of the committee, the Chairman of the Board or the Lead Director (if any), or the Chief Executive Officer may call a meeting.

The Board shall periodically consider changing the chairperson of each committee. The Governance and Nominating Committee shall recommend to the Board the members to be nominated for election as chairperson of each committee.

12. Annual Performance Evaluations

The Board and its committees shall at least annually conduct self-evaluations to determine whether they are functioning effectively. The peer review process for individual directors is discussed under "Board Terms, Peer Review & Change In Status" above.

13. Resources And Authority Of The Board

The Board 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 Company management. The standing committees of the Board have similar authority to hire outside counsel and other experts or consultants. In order for the Board to perform the responsibilities set forth herein, each member of the Board shall have full and free access to the Company's officers and employees and as necessary and appropriate, independent advisors. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer, the Secretary, or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the Company's business operations and will, to the appropriate extent, copy the Chief Executive Officer on any written communication between a director and an officer or an employee.

14. Director Orientation And Continuing Education

The Company shall maintain an orientation program for new Board members that includes written materials, meeting with members of management and visits to Company facilities. Continuing education about the Company will involve periodic on-site visits, materials, and presentations as deemed appropriate by the Board and management. Directors are encouraged to participate in general continuing education for directors.

15. Succession Planning

The Board shall plan for the succession of the Chief Executive Officer, based upon recommendations from the Governance and Nominating Committee. The Governance and Nominating Committee oversees succession planning for the Chief Executive Officer, including policies and principles for Chief Executive Officer selection as well as succession in the event of an emergency impacting the Chief Executive Officer or retirement of the Chief Executive Officer, and shall make an annual report to the Board on succession planning for the Chief Executive Officer.

The Board shall plan for the succession of Section 16 officers of the Company (other than the Chief Executive Officer), based upon recommendations from the Talent & Compensation Committee. The Talent & Compensation Committee oversees succession planning for positions held by Section 16 officers of the Company (other than the Chief Executive Officer) and shall make an annual report to the Board on succession planning for these positions and on management development. The Board shall also discuss succession planning at least annually at a meeting of the Board.

16. Ethics, Conflicts of Interest and Confidentiality

The Board expects directors to act ethically at all times and to adhere and acknowledge their adherence to the policies comprising the Company's Code of Conduct for the Board of Directors. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the chairperson of the Governance and Nominating Committee. The Board shall appoint the Audit Committee or another committee of independent directors to conduct a prior review of all "related party transactions" (as defined by the SEC or NYSE) for potential conflicts of interest, and such committee will prohibit such a transaction if it is found to be inconsistent with the interests of the Company and its shareholders. All directors will excuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving the Chief Executive Officer, President, any Executive Vice President or any Senior Vice President, and the Company's general counsel shall resolve any conflict of interest issue involving any other officer of the Company.

In accordance with the Company's Code of Conduct for the Board of Directors, directors must not disclose any confidential or proprietary information about the Company or a third party that they have received in their capacity as a director, except when disclosures are authorized or legally mandated. In addition, proceedings and deliberations of the Board and its committees are confidential.

17. Board Compensation

The Board, acting through the Governance and Nominating Committee, conducts a review annually of the components and amount of Board compensation in relation to other similarly situated companies. Board compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity. Management directors do not receive additional compensation for service on the Board of Directors.

18. Stock Ownership Guidelines

The Board has adopted stock ownership guidelines for directors and executive officers. Stock ownership aligns these officers and directors with stockholders and promotes good corporate citizenship. The stock ownership guidelines are disclosed in the proxy statement. The Governance and Nominating Committee monitors compliance with the guidelines for directors and the Talent & Compensation Committee monitors compliance with the guidelines for executive officers, in each case no less frequently than annually.

19. Executive Compensation

The Talent & Compensation Committee evaluates the performance of the CEO and the Company against the Company's goals and objectives and the Chairman of the Board, Lead Director (if any), or another independent director designated by the Board (as applicable) shall discuss such evaluation with the CEO. The results of this evaluation are used in determining the compensation of the CEO.

The Board shall approve and maintain a compensation plan for the Chief Executive Officer, based upon recommendations from the Talent & Compensation Committee. The Talent & Compensation Committee shall make an annual report to the Board on the compensation plan for the Chief Executive Officer.

The Board shall approve and maintain a compensation plan for the "Executive Officers" (defined below) of the Company, based upon recommendations from the Talent & Compensation Committee. The Talent & Compensation Committee shall make an annual report to the Board on the compensation plan for the Executive Officers of the Company. The term "Executive Officer" shall have the same meaning as defined in the Talent & Compensation Committee Charter.

20. Executive Committee

In the event the Board has caused formation of an Executive Committee pursuant to the Bylaws, then the Executive Committee should meet on an as needed basis to review significant mergers, acquisitions, divestitures, capital restructuring and related issues prior to submission to the Board. Routine non-material matters considered by the Executive Committee do not require full Board approval.

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Date: November 5, 2026

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