



# CODE OF CONDUCT

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MAKING  
— People —  
FEEL  
SPECIAL

ENTER >



# WELCOME TO OUR TABLE

*A message from* **KEVIN HOCHMAN**

**BRINKER INTERNATIONAL, INC., PRESIDENT AND CEO, AND PRESIDENT OF CHILI'S GRILL & BAR**

Brinker is proud to be one of the world's leading casual dining restaurant companies with two brands known for their passion of Making People Feel Special - Chili's® Grill & Bar and Maggiano's Little Italy® - and more than 1,600 restaurants in over 30 countries. Though our brands are known for serving delicious food, we're not **just** a food company. We're a people company. We are honored to welcome more than one million Guests into our restaurants every day and employ 50,000+ Team Members (TMs) and Teammates (TMs).

We also understand our responsibility to provide our Guests with great meals and hospitable service. We demonstrate pride and integrity in every aspect of our business: from our suppliers and our restaurant support center team, to our restaurant leaders and the TMs preparing, cooking and serving our food.

Our cultural beliefs guide us in everything we do: Every Guest Counts, Food Perfection, Be Accountable and Play Restaurant. These beliefs ensure we are committed to giving an exceptional experience to our Guests, serving food and drinks we are proud of, delivering on our promises and having fun ourselves and with our Guests.

Our team, Guests and partners represent a broad range of cultures, each bringing their own experiences, ideas and insights to our table. Along with our cultural beliefs, we are driven by our passion for Making People Feel Special.

Our Code of Conduct is intended to guide us through making good decisions to positively impact our Guests, TMs, Company and the greater communities and world that we live, work and play in. I ask that you read our Code carefully and follow it, along with our policies and the law. The Code will direct you to resources you can consult for guidance. If something in the Code isn't clear, or you know of any conduct that may violate it, please speak up!

Thank you for being a TM, partner and fan of our Company and brands. We could not do this without you and your commitment to our high standards.



Kevin Hochman

*Brinker International, Inc., President and CEO,  
and President of Chili's Grill & Bar*

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# WHAT

## We Believe

-  MAKE EVERYONE FEEL SPECIAL
-  FUN ATMOSPHERE
-  DELICIOUS FOOD AND DRINKS
-  CHILIHEAD HOSPITALITY



# GETTING TO KNOW OUR CODE USING THE CODE

Since our Company's founding, our goal has been to create restaurants where our Guests and TMs can come as they are and enjoy an inclusive and positive environment. Meeting this goal depends on all of us knowing and living up to our expectations and responsibilities each and every day. It starts with you, embracing our cultural beliefs and following this Code - one action at a time. That is how we can succeed and be proud of the way we get there.

**Our Code is a great resource, but it doesn't cover every situation you could face at work. That's why it's important to use good judgment in everything you do and ask for help if you're ever unsure about the right thing to do.**

## WHO MUST FOLLOW OUR CODE

This Code applies to all TMs of Brinker and its Brands and affiliates ("Brinker" or the "Company"). That includes everyone from our CEO, to the folks in the Restaurant Support Center, to the TMs who work in our restaurants.

In other words, if you act on our behalf, you're expected to behave in a way that is consistent with this Code and, if applicable, your contractual obligations. This includes suppliers, vendors, contractors and consultants.

## UNDERSTANDING OUR RESPONSIBILITIES

We all play a role in protecting Brinker's reputation, so it's vital that we understand our responsibilities.

### TM RESPONSIBILITIES

Every TM, at every level of Brinker, has a responsibility to:

- Always act in a professional, honest and ethical manner.
- Do your part to help create an inclusive environment for your fellow TMs and our Guests.
- Be familiar with and follow the information contained in this Code, as well as applicable Company policies.

- Participate in all required training.
- Follow our policies and the laws, rules, regulations and accounting standards that apply to us.
- Speak up, ask questions and be honest if you believe the law, our standards or regulations are being violated.
- Cooperate and be truthful when responding to an investigation, inspection or audit.
- Protect the reputation of our brands.

### LEADER RESPONSIBILITIES

If you manage TMs, you have additional responsibilities:

- Be a role model for ethical leadership and support TMs when they ask questions and raise concerns.
- Be consistent and impartial when enforcing our standards and holding people accountable for their behavior at work.
- Never ask or pressure anyone to do something that you are prohibited from doing yourself.
- If you supervise third parties, make sure that they understand their obligations.

### COMPLIANCE WITH THE LAW: EVERYONE'S RESPONSIBILITY

All TMs are required to obey all federal, state and local laws, rules and regulations while conducting business on behalf of Brinker, including product safety laws, employment and wage and hour laws, liquor laws, fair competition laws and advertising laws.

Each TM has a personal responsibility to understand the standards and restrictions imposed by those laws, rules and regulations that apply to their responsibilities at Brinker - and to report any known or suspected violations of law immediately as directed in the [Speaking Up section](#).



## SPEAKING UP

If you have a question or if you know or suspect that there has been a violation of our Code, policies or the law, you must speak up. When you speak up, you're protecting yourself, your fellow TMs, the Company and its reputation. That means you're doing the right thing.

In most cases, your manager should be your first point of contact. Your manager is likely in the best position to understand your concern and take the appropriate action. But if you're uncomfortable speaking with your manager, they are unable to answer your question or if you have already shared a concern and believe it's not being addressed adequately, you have other options. You may contact any of the following at any time:

- Another member of your restaurant or department's leadership team
- Your PeopleWorks Partner
- Team Member Relations
- The General Counsel's office
- The Chair of the Audit Committee of the Board of Directors

(See the [resources](#) listed at the back of this Code for specific contact information.)

If you prefer an anonymous option, you can also ask a question or report a concern using the Whistleblower Communications website at [whistleblower.brinker.com](http://whistleblower.brinker.com) or you can make an anonymous call to 972-770-9544 and select option 2.

Whatever channel you use, your report will be treated as confidential to the fullest extent possible, depending on the Company's need to investigate the report.

## NO RETALIATION

We do not tolerate retaliation against anyone who makes a good-faith report of an alleged violation of this Code, our policies, laws or regulations. Retaliation could look like a demotion or reprimand, reduction of hours, exclusion from team meetings, events or important projects and even termination.

At Brinker, we take claims of retaliation seriously. They will be investigated and, if substantiated, anyone found to have engaged in retaliation will be disciplined, up to and including termination.

If you believe that you have been retaliated against, contact your manager, PeopleWorks Partner, Team Member Relations, the General Counsel or any of the resources listed in this Code.



## SOMETHING TO CHEW ON

**Q:** A fellow TM told me that she reported a concern, but now feels that our manager has retaliated against her by giving her a poor evaluation. I'm not sure if it's true. I feel like I should report this, but I'm worried about similar retaliation. What should I do?

**A:** Take action and speak up. While reporting to your manager is often the best way, in this case you should talk to another member of management, Team Member Relations or any of the other resources listed in this Code.



## CHECK PLEASE!

For more information, see the [Reporting and Whistleblower Policy](#)

# CREATING THE RIGHT EXPERIENCES

## VALUING BELONGING & WELLBEING

As items on a menu come in all shapes, sizes and flavors, no two TMs are alike, and that's the way we love it. We're united despite our differences, welcoming all to the table.

We work best when we work together as a team, when we treat each other with respect and value the unique contributions of others. That is why we work to maintain a positive environment where everyone can contribute and fully utilize their talents.

Our workplace highlights respect and belonging to promote TM engagement, productivity, innovation and business growth. We believe in a culture where individual strengths and stories are celebrated and unique perspectives are valued. You can help us be intentional about making sure this is true for our Guests, our communities and our TMs:

- Treat others with respect - our TMs, Guests and everyone we interact with at work.
- Keep an open mind and respect the views and opinions of others.
- Remember that offensive messages, comments and inappropriate jokes conflict with our team culture and are never acceptable.
- If you are a manager, remain objective and consistent when assessing your TMs' performance, talents, behavior, abilities and their support of our beliefs.

### EQUAL OPPORTUNITY

From recruitment through separation, we believe in equal employment opportunity and fairness at every stage of employment. That means we prohibit discrimination based on protected characteristics including race, gender identity or expression, veteran or military statuses, genetics, sexual orientation, physical or mental disability, national origin, ancestry, religion, creed, color, marital status, age or any other group protected by law. Brinker expects all TMs, managers and persons subject to this Code to comply with all applicable employment, labor and immigration requirements.



### SOMETHING TO CHEW ON

**Q: A group of TMs send texts containing jokes and insulting comments about certain nationalities. They make me uncomfortable, but no one else has spoken up about them. What should I do?**

**A:** First, if you feel comfortable, ask them to stop. Then report your concerns to your manager, to Team Member Relations or to a PeopleWorks Partner. You can also use the Whistleblower process.

Sending such jokes goes against our policies and our beliefs. If you do nothing, you are condoning potentially discriminatory behavior that could damage the culture of inclusion we've worked so hard to create. This is not ensuring Every Guest Counts, Being Accountable or Playing Restaurant.



### TEAMWORK WORKS

Both Brinker and our Guests benefit from the rich variety of ideas, skills and perspectives that emerge when we work together. Our collaboration results in innovation, better solutions and a stronger sense of community. Creating a culture of belonging and respect enables us to do more than we could possibly accomplish on our own.

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# MAINTAINING A HARASSMENT-FREE WORKPLACE

We all have the right to work in an environment that is free from harassment. Harassment, in all of its forms, undermines our efforts to maintain a team culture and is contrary to our beliefs. It will not be tolerated.

conflicts or the appearance of favoritism. Our Workplace Relationship Policy can help you recognize and avoid potentially risky relationships.

## WHAT IS HARASSMENT?

Harassment includes verbal, physical or electronic conduct by any TM that disrupts another's work performance or creates an intimidating, offensive, abusive or hostile work environment. This includes bullying, threats, unwanted advances or any other form of aggression or hostility that creates a climate of intimidation.

One form of harassment is sexual harassment, which in general occurs when:

- Unwelcome actions of a sexual nature are made a condition of employment or used as the basis for employment decisions such as a request for a date, a sexual favor or other similar conduct.
- An intimidating, offensive or hostile work environment is created by unwelcome sexual advances, insulting jokes or comments or other offensive verbal or physical behavior of a sexual nature.

We can help create a harassment-free workplace:

- Never engage in or tolerate intimidation, harassment or bullying of any kind.
- Know and comply with our policy on harassment, which applies to all TMs regardless of gender or sexual orientation. It's also designed to protect TMs from harassment by suppliers, Guests or others not employed by Brinker.
- Understand that workplace relationships can involve unintended consequences that may have an impact on our culture. Though they're not entirely prohibited, discuss such relationships with a manager or a PeopleWorks Partner to ensure that they don't create

## SOMETHING TO CHEW ON



**Q: My manager often loses their temper and yells whenever they think we've done something wrong. Is that harassment?**

A: If this situation is creating a poor work environment, it could be harassment. This behavior must be addressed because it violates the commitment we've made to provide a respectful workplace. Talk with your next-level manager, Team Member Relations or a PeopleWorks Partner. You can also use the Whistleblower process.

**Q: While on a business trip, a fellow TM repeatedly asked me out for drinks and made comments about my appearance that made me uncomfortable. I asked them to stop, but they wouldn't. We weren't at work and it was after hours. What I should do?**

A: This type of conduct is not tolerated, not only during working hours, but in all work-related situations including business trips and social functions. Tell your coworker such actions are inappropriate and must be stopped, and if they continue you need to report the problem.



## CHECK PLEASE!

**For more info, see the Anti-Harassment, Inclusion and Workplace Relationship Policy**

## PROCEED WITH CAUTION

- Stop!** An unreported romantic relationship between a manager and a TM
- Caution!** Two TMs dating
- Go!** A friendship between two TMs who socialize after work

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# PLAYING RESTAURANT ENSURING FOOD PERFECTION

We are committed to Food Perfection. That means delivering quality, timely food and beverages, the best they can be. Any food or drinks that we serve to our Guests must be safe and meet all applicable regulations and industry practices.

Food safety and quality begins with our suppliers, processors and distributors and continues with each of us. We work closely with our entire supply chain to ensure the highest standards of food safety and quality. To help ensure Food Perfection:

- We maintain a Supplier Code of Conduct that outlines the expectations of our suppliers to help us ensure that we provide safe and quality food for our Guests.
- We source our ingredients from suppliers who share Brinker's commitment to industry best practices regarding the use of antibiotics, animal welfare and sustainability. See our Sustainability Report for more information.



## WHAT YOU CAN DO

- Carefully follow our food safety program. Complete all required training and utilize all of the available resources to ensure food safety in our restaurants and throughout our supply chain.
- If you become aware of any unsafe practices by TMs or suppliers, notify your manager immediately.



### CHECK PLEASE!

For more information, see the [Supplier Code of Conduct](#) and [Sustainability Report](#)

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# MAINTAINING A SAFE AND SECURE WORKPLACE

A safe, secure workplace is important to all of us. For this reason, we train and proactively address situations in our restaurants and offices to make sure they are secure and healthy places to visit and work.

Maintaining a safe and healthy workplace takes a team effort - each one of us staying alert and being proactive to protect our Guests and each other.

## BE ALERT

- Always follow safety and security procedures and take immediate action if you see an unsafe situation.
- Help contractors and others we work with to understand and follow our safety and security procedures.
- If you are injured on the job, report it to a manager immediately, no matter how minor. Never assume that someone else has made the report.
- TMs who are driving for Company business must never email, check the internet or text while driving.
- Do not use, possess, sell or be under the influence of drugs or alcohol while at work.

## BE PREPARED

- Know the emergency and security procedures that apply where you work. In our restaurants, keep all nonpublic doors and all emergency exits secured.
- If you have concerns that someone may have a weapon or may act violently on our property, report the situation to your manager.



## SOMETHING TO CHEW ON

**Q: I suspect another TM has been working while under the influence of alcohol, and I'm concerned that it's affecting his work - maybe even the safety of other TMs and Guests. What should I do?**

A: Share your concerns with your manager. This will give Brinker an opportunity to address the issue and, if your suspicions are correct, we'll also be able to refer him to resources that may be helpful.

**Q: Another TM confided in me that she's having a domestic dispute with her partner. She's afraid for her safety and thinks her partner might show up at the restaurant. What should I do?**

A: Encourage her to discuss the situation with her manager or contact Team Member Relations. If she doesn't wish to come forward, it's up to you to report the threat since it may impact the safety not only of your coworker, but others in the restaurant.



## CHECK PLEASE!

For more information, see the Security Policies



# REPRESENTING OUR COMPANY

## USING SOCIAL MEDIA RESPONSIBLY

Just as it's important for our Company to communicate responsibly, we have the same duty as individuals when using social media. Speaking carelessly via social media could lead to a message that's misunderstood, offensive or even violates our Code or the law. Brinker understands the value of social media and respects each TM's right to use it, but we ask that you use in a way that's in line with our beliefs, our Code and our policies. Use care in your postings and remember:

- Clearly state that any opinions you express are your own and do not reflect those of the Company.
- Don't disclose confidential business information about Brinker, other TMs or our business partners.
- Don't post anything that's discriminatory or would constitute a threat, intimidation, harassment or bullying.
- If you see something communicated that could be potentially harmful to the Company, report it immediately to your manager, the Social Media team or the Public Relations team. Don't respond to negative comments yourself.
- Don't post any Guest information or pictures without their consent, and never post any Guest information (such as a receipt, tip amount or credit card details).



### SOMETHING TO CHEW ON

**Q: Someone posted a review online that I know is false. I think it's important that we correct the misinformation. Is it acceptable if I go ahead and post a response?**

**A:** While it may be tempting to correct the information and engage with the source of the misinformation, you should instead contact your manager and the Social Media team and let them take the necessary steps.



### CHECK PLEASE!

For more information, see the Social Media Guidelines

## SPEAKING ON BEHALF OF THE COMPANY

When you serve the public, the way you communicate is critical. Brinker understands how important it is to have a clear and consistent voice when providing information to the public and the media - that is how we protect our reputation. For this reason, only designated TMs may speak publicly on behalf of the Company. You can help us make sure that we deliver honest and reliable messaging:

- Unless you are authorized to do so, don't make any public statements on behalf of the Company.
- If you're contacted by the media, refer them to Public Relations.
- If you're contacted by anyone with a question about our finances or other related matters, refer them to Investor Relations.



### SOMETHING TO CHEW ON

**Q: A reporter called and asked me a question related to my work. I know the answer to her question, but I'm not sure if I am allowed to respond. What should I do?**

**A:** Whenever you are contacted by a member of the media you should tell them that you are not authorized to answer questions and direct their call to Public Relations at 1-800-775-7290 or via email at [media.requests@brinker.com](mailto:media.requests@brinker.com). Do not ignore their call, nor should you engage in a discussion or say, "no comment."



# PROTECTING OUR COMPANY SAFEGUARDING COMPANY ASSETS

Brinker provides all of the assets that we need to do our jobs, and it's our responsibility to protect them. Each of us must make sure Brinker assets and property are used properly, efficiently and for appropriate business needs, and are not misused, lost or stolen.

## WHAT ARE OUR ASSETS?

Company assets include both tangible and intangible items that Brinker owns and uses to conduct business, such as:

- Facilities
- Equipment
- Supplies
- Trade secrets such as recipes
- Logos, trademarks and other intellectual property
- Computer and communications systems, software and hardware

Use good judgment in your daily work to protect our assets:

- Report any equipment that is damaged, unsafe or in need of repair.
- Only use approved software, devices and procedures.
- Use Brinker email, information systems and internet access in line with our policies. Remember, you should have no expectation of personal privacy when using them.
- Keep in mind that only limited personal use of phones, the internet, Wi-Fi, email and instant messaging is allowed, and only as long as it does not interfere with your job.

## PREVENTING FRAUD AND THEFT

Every TM has the responsibility to protect Company assets from fraud and theft, and that includes theft of food, drinks, supplies or cash in our restaurants. Never take Brinker assets for yourself or give or sell them to anyone without proper approval. If you suspect fraud or theft, you must report it.



### CHECK PLEASE!

For more information, see the [IT Usage Policy](#)

# AVOIDING CONFLICTS OF INTEREST

When our personal interests or activities affect our ability to make objective decisions on behalf of Brinker, that situation could be a conflict of interest and should be avoided.

When we make sure that our decisions are always objective and never influenced by personal gain, we help to build trust with our Guests, business partners and shareholders. Conflicts can be difficult to spot, and it isn't possible to list every situation that could present a conflict, but there are certain situations where conflicts are more common. Some situations to watch out for are:

- **Outside employment and competing interests** - Don't take on outside work that interferes with your work at Brinker or work for a competitor or any organization that does or wants to do business with Brinker. An exception to this rule is made for non-management restaurant TMs. They may work for a competitor as long as their manager is informed, and the work doesn't interfere with their work for Brinker.
- **Investments and other business interests** - If you have a personal interest in a business or financial venture that may be contrary to the interests of Brinker, that is another conflict of interest. We expect you to devote your time, efforts and loyalty to Brinker business. Any involvement in any other business must be strictly limited, regardless of whether such business relates in any way to Brinker's business. Obtain prior approval from the General Counsel before entering into a business transaction that could create a conflict of interest.
- **Business with relatives** - Business transactions that benefit family members give an appearance of impropriety. Make sure that your family members have no personal financial interest in, accept any payments whatsoever from, enter into contracts with or establish a business relationship with the Company or its franchisees or suppliers, unless it has been approved in advance by the General Counsel. Notify your manager and the General Counsel immediately if you or any of your family members are employed by, advise or have any other interest in Brinker or in one of our suppliers or franchisees.

- **Corporate opportunities** - If you learn about a business opportunity through your work at Brinker, never take advantage of the situation for personal gain. This includes buying, leasing or selling property from or to Brinker or near locations known to be of interest to the Company or its franchisees.
- **Using Brinker's name, logos or property** - Don't use Brinker's name, logos (including our current or former restaurant brand logos), property or information without appropriate approval. This applies even when you are using our name, logos, property or information to support a charitable or community organization.

## MANAGING CONFLICTS

In many instances, you can avoid conflicts or manage them. Focus on being proactive and, whenever possible, avoid situations that can lead to even the appearance of a conflict. If you find yourself in a potential conflict of interest, talk with your manager. Depending on the circumstances, the Company can help you resolve some conflicts - if they are proactively disclosed and handled properly.



### SOMETHING TO CHEW ON

**Q: My sister owns a restaurant supply company and wants to propose selling equipment to us. Is she allowed to approach Brinker to pitch the business?**

**A:** Your sister may approach Brinker to pitch this business as long as you have no responsibility for procuring the equipment and you have no involvement in the selection process. Her company will need to go through the established selection process and meet our criteria. You should always disclose these types of situations to your manager.



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# EXCHANGING GIFTS AND ENTERTAINMENT RESPONSIBLY

An occasional gift or offer of entertainment is often viewed as a normal part of doing business. It promotes good will among business partners, but sometimes even well-intentioned gifts can cross the line or even be illegal.

As a rule of thumb, you may only exchange infrequent, modestly valued gifts and entertainment that promote good will and do not improperly influence others. You may accept gifts of greater value if protocol, courtesy or other special circumstances exist, as sometimes happens with international transactions. However, you must report all such gifts to the General Counsel who will determine if you may keep the gift or must return it, or whether it should more appropriately become Company property. Know and follow our rules regarding gifts and entertainment:

- When giving or accepting gifts and entertainment, make sure the offer meets all of the following guidelines:
  - It must be nominal in value (under \$100) and infrequent.
  - It must not influence or give the appearance of influencing the judgment of the recipient.
  - There must be a reasonable business purpose.
  - It must not damage the Company's reputation.
- The following practices are never allowed:
  - Giving or accepting any gift of cash or cash equivalents, with the exception of gift cards valued at \$100 or less.
  - Soliciting gifts or entertainment from vendors or suppliers. This includes soliciting support for Brinker-sponsored events as well as TM incentive programs.
  - Giving or accepting any gift or entertainment that could be embarrassing or reflect negatively on our reputation or yours.
  - Offering any gift or entertainment that violates the policies of the recipient's organization.

- Take extra care when dealing with government officials. You may never offer gifts or other benefits, including entertainment, to government officials without the prior written approval of the General Counsel.

Questions about gifts and entertainment often come up in our workplace. Some of the most common situations and how to handle them include:

**Business meals** - Accepting a business meal is typically OK if it is in line with accepted business practices and could not be interpreted as potentially influencing your business judgment or creating an obligation on your part. It must also not appear as a conflict to you or the Company. Generally, any business meals you receive should not exceed \$100 in value.

**Gifts of food** - Gifts of food are often given by vendors at holiday time. If possible, you should share these gifts with your team. Notify the vendor that gifts are unnecessary, but if they still feel a need to provide something at holidays or other times, suggest a donation to the Brinker Family Fund instead.

**Tickets to events** - TMs should never solicit tickets from any vendor, franchisee or business associate. If an individual offers you free tickets for an event where the giver will not be attending, you may accept these tickets, but they become the property of Brinker, who will decide on their proper use and distribution. If you are offered tickets for an event where you are the giver's guest, you may occasionally accept and use the tickets.

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# KEEPING PRIVATE INFORMATION PRIVATE

Like all businesses, we ask our TMs to share information about themselves. We gather and maintain this information to ensure effective operations. But much of this information, including names, dates of birth, government-issued numbers, email addresses or phone numbers can be used to identify individuals and must be protected.

Because of the private and sensitive nature of this type of information, we all need to do our part to make sure it's handled with care.

- Always follow our policies and protect any personal information that is entrusted to you, including any personal information belonging to our Guests.
- Only use confidential TM and Guest information for legitimate business purposes and only as required to do your job. Never share it with anyone inside or outside the Company who is not authorized to see it.
- If you have questions or concerns about using or providing someone with access to TM or Guest personal information, talk to your manager.



## CHECK PLEASE!

For more information, see the [Privacy Policy](#)

## PROTECTING INSIDE INFORMATION

Through your daily work, you may become aware of material, nonpublic or "inside" information about Brinker or other publicly traded companies. You should never use this type of information personally when buying or selling securities and never share it with others except with those who have a reasonable need to know within the Company. Buying or selling securities with "insider" information or sharing with others who do so are not only unfair actions to other investors, they are illegal and are examples of insider trading.

## DID YOU KNOW?

Information is **material** if it is likely that a reasonable investor would want to know or benefit from having the information ahead of making an investment decision, or if disclosed, it would have an impact on the pricing of a security.

Information is **nonpublic** if it has not been released broadly to the market, for example, through a press release.

You can help prevent insider trading:

- Never buy or sell any securities of any company based on material, nonpublic information.
- Don't pass on material, nonpublic information or "tips" to others.
- Know the kinds of information considered inside information. Examples may include nonpublic information about mergers or acquisitions, sales or earnings results, financial forecasts, changes to the executive management team, pending lawsuits or new products.



## SOMETHING TO CHEW ON

**Q: A supplier told me about a new product in confidence. We can't use the product, but I think it has real potential and that shares in the supplier's company will go up fast. Can I buy stock in the company?**

**A:** No. You may not buy the supplier's stock until the information you have is publicly available. You currently have "inside information," which was given to you in confidence and has not been publicly disclosed. This is information that a reasonable investor would probably consider important in making an investment decision about the company.



## CHECK PLEASE!

For more information, see the [Insider Trading Policy](#)



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# SECURING CONFIDENTIAL INFORMATION

We protect confidential information for Brinker, our TMs, Guests and business partners. The unauthorized release of confidential information can diminish our competitive advantage and damage our business relationships. That is why we must treat confidential information carefully, including proprietary information and trade secrets. We must access, store and transmit this information in a manner consistent with the law and our policies and procedures.

Remember: Our policy regarding Brinker's confidential information applies equally to confidential or proprietary information and trade secrets belonging to any supplier, vendor, competitor, contractor, consultant, former employer or others who have entrusted us with their information. This rule applies indefinitely, even after your employment with Brinker ends. To help protect confidential information:

- Use and disclose confidential info only for legitimate business purposes and when appropriately authorized.
- Properly label confidential information to indicate how it should be handled, distributed and destroyed.
- Never discuss confidential information when others might be able to overhear what is being said (for example on planes, elevators and when using mobile phones in non-private spaces).

## CONFIDENTIAL INFORMATION INCLUDES:

- TM and Guest personal info (names, addresses, phone numbers, salary or wages, medical data and personnel documents)
- Nonpublic business, financial, personnel or technological info
- Plans, data, pricing and sales information
- Food and beverage processes and recipes
- Sales information
- Marketing strategies and promotions
- Passwords
- Trade secrets



## SOMETHING TO CHEW ON

**Q: While attending a conference, I met a friend who works for one of our competitors. She asked me how business was going. What should I have said?**

A: It's OK to respond in a general, non specific way to such a question, but keep your conversation high-level. Don't share any confidential information and be aware that simply having a conversation with a competitor can give the appearance to others of something improper.

## CYBERSECURITY AND DATA PROTECTION

Like most businesses, we are increasingly dependent on networks, databases and the information they contain to do our jobs. Each of us must do our part to protect our data and information systems from accidental and intentional breaches. In your daily work, remember to:

- Make sure you follow our policies and procedures that are designed to protect our networks, computers, programs and data from attack, damage or unauthorized access.
- Protect your usernames and passwords.
- Be alert to phishing scams or other attempts to uncover sensitive personal or Company information.
- Don't open suspicious links in emails, even if you think you know the source. Instead, notify IT immediately by forwarding the email to [infosec@brinker.com](mailto:infosec@brinker.com).

## IN A RISKY SITUATION?

If you believe you have already opened something suspicious or done something that could put our systems or information at risk, don't keep it to yourself. Contact the **IT Service Desk at 972-770-9544** immediately so we can address the situation and minimize any harm.



For more information, see the Confidential Information Policy and IT Policies and Procedures

# PRACTICING FAIRNESS

## WORKING WITH BUSINESS PARTNERS

The work and support of our business partners is key to our success. When our relationships with these partners (who include our suppliers, sellers, contractors, agents or any third party involved in a transaction or business deal with Brinker) remain healthy and productive, that is when our business thrives. To create an environment where our business partners have an incentive to continue to work with us and to uphold our beliefs and high standards, they must be confident that they will be treated lawfully and in an ethical manner. If your work involves dealings with business partners:

- Never take unfair advantage of anyone through manipulation, concealment, misuse of confidential information, misrepresentation of facts or any other unfair dealing or practice.
- Respect and protect the confidential and proprietary information of our business partners.
- Monitor the work our business partners do and make sure that they are upholding our Code, policies and the laws they are required to follow. If you see any activity that violates any of these, speak up to your manager immediately.



### SOMETHING TO CHEW ON

**Q: We recently hired a new TM who previously worked for one of our suppliers. She says she has confidential information about pricing from her previous job that can be useful to us. Is it OK for me to look at the information and use it to our advantage?**

**A:** No, it's not. We need to respect the confidential information of our suppliers just as we expect them to respect our confidentiality. Explain to the TM that we may not use the information.

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# COMPETING FAIRLY

At Brinker, we've earned a reputation for succeeding through honest business competition. We promote free and open competition and believe we should gain our competitive advantages through hard work and by exceeding our Guests' expectations.

We also believe in following the antitrust and competition laws that protect consumers and prevent any company from gaining an unfair advantage. But these laws are complex, and compliance requirements can vary depending on the specific circumstances. You can help us comply with these laws by focusing on fairness and compliance in everything you do:

- Be familiar with how competition laws may impact your job.
- If you have a question about the legality of a certain competition practice, don't take any action without first seeking guidance and approval from the General Counsel.
- If you find yourself in a meeting with competitors, including trade association meetings, where a discussion is taking place that could limit fair competition, state that you believe the discussion is inappropriate, break away from the discussion and promptly inform the General Counsel.

## ANTITRUST "RED FLAGS"

Stay alert for the following activities, which are examples of "red flags" that you should avoid and report to the General Counsel:

- Entering into anti-competitive agreements with competitors, including price fixing, bid rigging, market allocation and agreements to restrict supply
- Exchanging competitively sensitive information with competitors
- Imposing restrictions on vendors and suppliers
- Abusing a position of market dominance
- Entering into certain mergers and acquisitions with competitors



## SOMETHING TO CHEW ON

**Q: I was attending a conference and talked with one of our competitors. She bragged to me about a deal that she gets from a mutual supplier. Can I use that information to demand an equally low price for Brinker?**

**A:** No, you may not. Even if a competitor makes a mistake like this and violates her own company's Code, you're obligated to follow our Code and maintain the highest standards of integrity in every circumstance. Contact the General Counsel if you have questions.



## CHECK PLEASE!

**For more information, see the FCPA and Anti-Corruption Policy**



# PREVENTING CORRUPTION AND BRIBERY

At Brinker, we never rely on unethical or illegal practices like bribery to help us succeed. We do business with integrity and transparency and follow anti-corruption and anti-bribery laws. These laws and penalties for violations vary by country, but for us, it's simple: Bribery - of anyone, at any organization, at any time, is always wrong and will not be tolerated. We do more than simply comply with anti-bribery laws and regulations. We also do all we can to make sure that our suppliers and business partners share our commitment.

## UNDERSTANDING THE LAW

The United States Foreign Corrupt Practices Act or FCPA prohibits offering or giving bribes to government officials, directly or indirectly, with the intention of gaining a business advantage.

The FCPA and similar anti-corruption laws also require companies to keep books, records and accounts which, in reasonable detail, accurately reflect transactions.

Penalties for violating the FCPA often include large fines and/or prison time.

You can help keep bribery and corruption out of our business:

- Don't give or accept bribes or kickbacks, offer facilitation or "grease" payments (paying a fee to speed up some government action, like issuing a building permit) or give or accept any other kind of improper payment.
- Keep accurate books and records so that payments are honestly described and Company funds are not used for unlawful purposes.
- Ensure you've followed our supplier due diligence process to properly vet any existing or potential business partners.



## SOMETHING TO CHEW ON

**Q: I suspect that a supplier may have given a bribe to a foreign government official on our behalf to obtain special treatment. Should I be concerned? What should I do?**

**A:** All of our suppliers should be aware of our stance on bribery and corruption - Brinker does not engage in bribery - period. Unfortunately, we can be held responsible for bribes given by our suppliers acting on our behalf. If you suspect that a business partner may have given a bribe, contact the General Counsel.

## KNOW THE TERMS

**Bribery** - Giving, receiving or offering anything of value to influence the behavior of someone in government or business to obtain financial or commercial advantage.

**Corruption** - The abuse of an official position for private gain.

**Government official** - This term applies not only to politicians and civil servants, but also to officials of public international organizations, officials of state-owned or controlled commercial enterprises, office seekers, political parties or party officials.



## CHECK PLEASE!

**For more information, see the FCPA and Anti-Corruption Policy**



## KEEPING ACCURATE RECORDS

Our Company's records must always accurately represent our Company's operations and the state of our business. That is how we meet our obligations and comply with relevant laws, regulations and policies.

If your role at Brinker involves financial recordkeeping or reporting, you have special responsibilities to ensure that all records are accurate, well-documented and shared in an appropriate and timely manner. This applies to both internal reporting and external disclosures, including disclosures to the United States Securities and Exchange Commission and the United States Internal Revenue Service. To ensure accurate recordkeeping:

- Follow applicable laws and our policies when creating, retaining or destroying Company records.
- Make sure that all business records (including time sheets, expense reports, invoices, supporting documentation and benefit plan information) are prepared accurately, reliably and in a timely manner.
- Never deliberately create a false or misleading Company record.
- Keep records organized for easy location and retrieval, when needed.
- Report suspected misconduct in accounting, internal controls, financial reporting or other recordkeeping matters to the General Counsel or the Chair of the Audit Committee of the Board of Directors. You may also report to Team Member Relations or use the Whistleblower Online Portal.

### LITIGATION HOLD NOTICES

There are times when Brinker could be named in an attorney letter, administrative agency charge or lawsuit. When this occurs, Brinker may need to issue a Litigation Hold Notice advising TMs and others to retain, for legal purposes, specific types of records including documents, electronic records, email, voicemails and other forms of Company information.

If you receive a Litigation Hold Notice, immediately follow its instructions. Litigation Hold Notices supersede any other retention schedule that would otherwise apply. Never destroy or alter any records in any way that are subject to a Litigation Hold Notice.



### SOMETHING TO CHEW ON

**Q: I recently overheard my coworker say that he doesn't report all his cash tips when he finishes his shift. I always report my cash tips and feel that my coworker's actions are unfair to me and others. They may even be illegal. What should I do?**

**A:** All tips should be reported at the end of a shift, whether cash or not. By not reporting all his cash tips, your coworker is misrepresenting his total tips, leading to inaccurate recordkeeping for the Company. Discuss the matter with your manager so he or she can make sure your coworker understands his tip-reporting responsibilities. You can also report this to Team Member Relations or the Whistleblower Online Portal.



### CHECK PLEASE!

For more information, see the [Whistleblower Online Portal](#)

# BEING GOOD CITIZENS

## PRESERVING HUMAN RIGHTS

Our business is a people-centered business. We care about people and how they are treated, whether they are our Guests or help bring food to our table. That's why we conduct our business in a manner that respects the human rights and dignity of everyone, and we support global efforts to promote and protect human rights. We will not tolerate abuse of human rights in our operations or in our suppliers' operations.

As a TM, you can help us support efforts to eliminate human rights abuses such as child labor, slavery, human trafficking and forced labor:

- Report any suspicion or evidence of human rights abuses you see or suspect in our operations or in the operations of our supply chain using any of the [resources](#) included in this Code.
- Understand that respect for human dignity begins with our daily interactions with one another and with our Guests and business partners. Focus on promoting respect and belonging, accommodating disabilities and helping to protect the rights and dignity of everyone you encounter.



## PARTICIPATING IN POLITICAL ACTIVITIES

We believe every TM has the right to support initiatives and causes that are meaningful to them as citizens and to participate in the political process. We also understand that who and what you support is a personal matter, and we believe that your political activities should occur on your own time and at your own expense.

Be aware that Brinker does not endorse specific candidates, but in accordance with applicable laws, we will exercise our right and responsibility to make our position known on relevant issues and influence government leaders, when appropriate.

To make sure that your political activities don't negatively impact our Company, your coworkers or our Guests:

- Never use Company funds, assets or facilities to support any political candidate or party unless specifically permitted by law and approved by the General Counsel.
- Make it clear when discussing politics that your views and actions are your own and not those of the Company.
- Never pressure another TM, Guest or third-party partner to contribute to, support or oppose any political candidate or party.
- If you choose to hold public office, remember that holding or campaigning for political office must not interfere with, create, or appear to create, a conflict of interest with your job duties. Discuss your decision to run for office in advance with your manager or the General Counsel.



## DOING BUSINESS GLOBALLY

We are a global Company with over 1,600 restaurants in more than 30 countries. Working with and serving people around the world presents unique responsibilities that we are committed to fulfilling. One of our most important responsibilities is following the laws that regulate our operations worldwide.

As a TM, you need to know and understand requirements that apply to your job. If your job involves the movement of products, services or information across international borders, you must also understand and comply with the requirements dictated by the countries involved.

You can help to ensure the integrity of our supply chain around the world:

- If you receive a request to participate in a boycott or are asked about Brinker's position on a boycott, contact the General Counsel's office.
- If there appears to be a conflict between laws, customs or local practice, get help from the General Counsel's office.
- Understand how trade sanctions, including financial sanctions, affect us. These sanctions are complex, so if you are involved in transactions such as business dealings with a sanctioned country, entity or person, you must ensure compliance with applicable trade laws. If you have questions, contact the General Counsel's office.
- Use care to ensure that we do business with reputable business partners, for legitimate business purposes and with legitimate funds. Avoid inadvertently participating in attempts to launder funds derived from illegal activities.



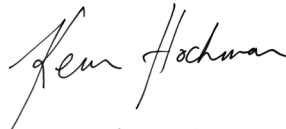
# CLOSING THOUGHTS

THANK YOU *for reading our Code of Conduct.*

You've taken the first step by reading and understanding the Code. But please don't stop there. Refer to the Code whenever you have questions or need advice about our standards and expectations. It will help you apply our beliefs and maintain the unique culture that we've worked so hard to build. I am also counting on you to participate in all required training, to speak up if you see or suspect a violation of the Code and do all you can to help set us apart as an extraordinary place to work and celebrate with family and friends.

Remember that we are TMs - we come together as a team to serve our Guests. You're never alone. Your manager, along with the resources mentioned throughout this Code, are always available to help. If you have any suggestions about how we can improve the Code or any of our ethics and compliance initiatives, please let us know by talking to your manager, Team Member Relations, the General Counsel or any other resource listed in this guide.

Sincerely,



Kevin Hochman

***Brinker International, Inc., President and CEO,  
and President of Chili's Grill & Bar***



# RESOURCES

If you have a question or if you know or suspect that there has been a violation of our Code, policies or the law, you must speak up. You have several options. In most cases, your manager or Team Member Relations should be your first point of contact. They are likely to be in the best position to understand your concern or question and take the appropriate action.

However, if you have already shared a concern with your manager or Team Member Relations and feel it hasn't been addressed, you have additional options:

Resource:	For Help With:	Contact:
Audit Committee of Board of Directors	Concerns pertaining to fraud, compliance with securities laws, accounting standards, controls or audit matters	Chair of the Audit Committee 3000 Olympus Blvd., Dallas, TX 75019
General Counsel's Office	Legal and ethical questions	972-980-9917
Investor Relations	Investor and shareholder inquiries	investor.relations@brinker.com
IT Security	Cybersecurity and data protection	infosec@brinker.com
Public Relations	Media questions	media.requests@brinker.com; 1-800-775-7290
Team Member Relations	All TM questions or concerns	TMRelations@brinker.com; 972-770-9544
Whistleblower Online Portal	Anonymously report concerns or ask questions about fraud, compliance with securities laws, or our accounting standards	whistleblower.brinker.com

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# POLICY INDEX

This is not an exhaustive list of our policies. To review our all of our policies and procedures, check out the **Policies and Procedures Manual** or see the **Policies and Procedures folder in LINC Resources** or on **BrinkerWeb under Forms and Policies**. If you have questions about these policies or how they apply to you, talk to your manager, PeopleWorks or another resource.

**Anti-Harassment Policy**

**Brinker Family Fund**

**Confidential Information Policy**

**FCPA and Anti-Corruption Policy**

**Insider Trading Policy**

**IT Policies and Procedures**

**IT Usage Policy**

**Policies and Procedures Manual**

**Privacy Policy**

**Reporting and Whistleblower Policy**

**Security Policies**

**Social Media Guidelines**

[Supplier Code of Conduct](#)

[Sustainability Report](#)

**Workplace Relationship Policy**



Brinker International supports TMs’ right to speak out about matters of public concern or engage in certain activities related to the terms and conditions of their employment.

Nothing in this Code creates or is intended to create an employment contract with any TM for any term of employment. Brinker may terminate the at-will employment of any individual for any reason or no reason, at any time, with or without cause and with or without notice.

From time to time, Brinker may waive some provisions of this Code. Any waiver for TMs may be made only by the General Counsel. Any waiver of this Code for executive officers can only be made by the Board of Directors or a committee of the Board.

Brinker retains the right to amend, modify, or revise this Code at any time, with or without advance notice to TMs.

The provisions of this Code are in addition to, and do not modify, replace or supersede the law or the Company’s other policies or procedures including those policies and procedures set forth in the Company’s Policies and Procedures Manual.