



## **Code of Conduct for the Board of Directors**

The Board of Directors (the “Board”) of Brinker International, Inc. (the “Company”) has adopted this Code of Conduct, which sets forth standards of ethical behavior that each member of the Board is expected to uphold. In order to further support the Company’s culture of honesty and accountability, this Code of Conduct helps directors recognize and address ethical issues and risks and provides procedures to report unethical or questionable conduct. This Code of Conduct does not address every situation that may be encountered and is not a substitute for a director’s exercise of good judgment. A director who has a question about a particular circumstance that may implicate a provision of this Code of Conduct should address such question with the Governance and Nominating Committee of the Board (the “G&N Committee”), who may consult with inside or outside legal counsel, as necessary. Directors who are also officers of the Company are also subject to the Company’s Code of Conduct for all Company team members.

### *Compliance with Laws*

Directors must comply and oversee compliance by employees, officers and other directors of the Company with all applicable laws and regulations applicable to the Company. Directors must also comply with the Company’s Policy Governing the Improper Use of Material Nonpublic Information and Trading in Brinker’s Securities.

### *Conflicts of Interest*

Directors must avoid conflicts of interest with the Company and its subsidiaries. A conflict of interest occurs when:

- A director’s private interests are or appear to be inconsistent in any way, or can reasonably be expected to be inconsistent in any way, with the interests of the Company;
- A director or a member of his or her immediate family (which includes a person’s spouse, parents, children, siblings, in-laws, and anyone who shares such person’s home) receives an improper personal benefit as a result of the director’s position with the Company; or
- A director has other duties, responsibilities or obligations that run counter to his or her duties to the Company.

Directors may not accept compensation in any form for services performed for the Company from any source other than the Company, including, but not limited to receiving loans or guarantees of obligations as a result of the director’s position with the Company, or otherwise accepting bribes, kickbacks or other improper payments. A director must immediately disclose to the G&N Committee any situation that involves, or may reasonably be expected to involve, a conflict of interest. The Board or the G&N Committee may determine that immaterial business relationships with the Company do not present a conflict of interest so long as (a) such determination is permitted by applicable law, (b) the

immaterial business relationship does not affect the director's qualification as an independent director for service on the Board and its applicable committees under applicable regulatory standards, (c) the director is not involved in the negotiation or approval of the business relationship, and (d) the director does not personally perform the services or provide the goods.

#### Fair Dealing

Directors should deal fairly with the Company's guests, team members, suppliers and competitors. Dealing fairly means that a director does not take unfair advantage through manipulation, concealment, misrepresentation or other unfair or unethical practices.

#### Corporate Opportunities and Company Assets

Directors may not compete directly with the Company or use opportunities that are discovered through the use of Company information or their position with the Company for their own personal benefit or for the benefit of persons or entities outside the Company; provided however, if the Company's disinterested Directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so. Directors may not waste or improperly use (for personal benefit or otherwise) any Company asset or resource. The G&N Committee will determine whether a director's business affairs are in competition with the Company.

#### Confidentiality

A director may not use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company. Directors may not disclose Confidential Information to any third party, except where disclosure is authorized or mandated by law.

"Confidential Information" means all material non-public information obtained by a director by reason of his or her position as a director of the Company. It includes, but is not limited to, non-public information that might be useful to competitors or harmful to the Company, its franchisees, suppliers or its customers if disclosed.

#### Waiver

Waivers of a provision of this Code of Conduct can only be made by the disinterested members of the Board. The Company shall disclose any such waiver, and the reasons for it, to the extent required by legal and regulatory requirements. A director who becomes aware of a circumstance that may require a waiver shall promptly bring the circumstance to the attention of the G&N Committee.

#### Reporting Violations of Code of Conduct

Directors should communicate any suspected violations of this Code of Conduct promptly to the G&N Committee. Suspected violations shall be investigated by or at the direction of the G&N Committee or the Board, and appropriate action shall be taken in the event that a violation is confirmed.

Adopted by the Board of Directors May 2, 2019