CHARTER OF THE
COMPENSATION COMMITTEE
OF
RED ROBIN GOURMET BURGERS, INC.
(Revised 5/24/2012)

1. **Formation**. The Board of Directors (the "Board") of Red Robin Gourmet Burgers, Inc. (the "Company") has established a compensation committee of the Company (the "Committee) to consider matters relating to compensation and perquisites of the salaried employees and directors of the Company, and to make recommendations to the Board under the Company's short term and long term compensation programs, including incentive plan(s).

2. **Statement of Purpose**. The Committee will assist the Board in fulfilling its responsibility to current and potential stockholders of the Company and to the investment community to ensure that the Company's salaried employees and directors are compensated in accordance with the Company's total compensation objectives and executive compensation policy. The Committee will advise, recommend and approve compensation policies, strategies and pay levels necessary to support organizational objectives.

3. **Membership; Appointment.** The Committee shall be composed of three or more members of the Company's Board. The members of the Committee shall be appointed by and serve at the discretion of the Board following consideration of the recommendation of the Company's Nominating and Governance Committee. The Board shall elect one of the Committee's members as the chairperson of the Committee (the "Chairperson"). Committee members may be removed at any time, or vacancies filled, by a majority vote of independent directors then serving on the Board. No member of the Committee shall be a full-time employee or consultant of the Company. At least a majority of the members of the Committee shall be independent directors as defined in the listing standards of the NASDAQ Stock Market, Inc. In addition, each member of the Committee also shall satisfy all requirements necessary from time to time to be "non-employee directors" under the Securities and Exchange Commission Rule 16b-3. A majority of the members of the Committee shall be qualified as "outside directors" directors under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

4. **Oversight Responsibilities**. To the full extent permitted by applicable law, the Committee shall:

   (a) Develop and recommend to the Board an annual performance evaluation of the Company's Chief Executive Officer;

   (b) Set the compensation of executive officers as defined under Section 16 of the Securities Exchange Act of 1934 and the rules promulgated there under including salary, short-term and long-term incentive compensation programs and annual incentive compensation (bonus) plans;

(c) Review and approve salary increases for executive officers;

(d) Review and approve hiring, annual performance, promotion and termination of executive officers, and all employment, retention and severance agreements for executive officers and terminations of employees subject to such agreements;

(e) Review and adopt, terminate or modify equity compensation, health and retirement benefit plans for employees;

(f) Approve and administer the Company's stock option or other equity incentive plans (to the extent authorized by the Board or under the applicable plan);

(g) Review and approve the required disclosure, including the Compensation Discussion and Analysis, and reports on executive officer and director compensation for inclusion in the Company's annual report on Form 10-K and its annual proxy statement, as applicable, that comply with the rules and regulations of the Securities and Exchange Commission

(h) Review and consider at least annually whether the Company's compensation policies and practices contain incentives for executive officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Company. Review and discuss with management any additional disclosures that may be required in the Company's annual proxy statement or annual report on Form 10-K regarding such risks;

(i) Review and approve annually the Company's compensation program for service on the Board or any of its committees;

(j) Maintain minutes of meetings and regularly report to the Board on significant results of the foregoing activities;

(k) Annually review the Committee's own performance;

(l) Review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and

(m) Perform any other activities consistent with the Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

5. **Meetings**. The Committee shall hold regular meetings on such days as it shall determine. Special meetings of the Committee will be held at the request of the Chairperson of the Committee or any two other Committee members. A director serving as the Company's Chief Executive Officer shall not be present or voting during deliberations with respect to his or her compensation.

6. **Outside Assistance**. The Committee shall have the authority to request and receive access to any internal or external information it requires to fulfill its duties and responsibilities. The Committee is authorized to engage such outside professional or other services as in its discretion it deems necessary to fulfill its responsibilities.