



Audit Committee Charter

I. Composition of the Audit Committee:

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Brinker International, Inc. (the "Company") shall be comprised of at least three directors, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" and meets any other eligibility requirements under the rules and regulations of the New York Stock Exchange, Inc. and the Securities and Exchange Commission (the "SEC"). The Board shall designate one member of the Committee as its chairperson and one as its vice-chair. The Board shall determine that each member is "financially literate" and that at least one member of the Audit Committee has "accounting or related financial management expertise," as such qualifications are interpreted by the Board of Directors in its business judgment, and whether any member of the Committee is an "audit committee financial expert," as defined by the rules of the SEC.

No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies unless the Board of Directors determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee and discloses this determination in the Company's annual proxy statement. No director may serve as chairperson or as a voting member of the Audit Committee if such director is a beneficial owner of 20% or more of the Company's voting stock (or is a general partner, controlling shareholder or officer of such a beneficial owner), but such a director may serve as a non-voting member of the Audit Committee.

No member of the Audit Committee may receive any compensation, either directly or indirectly, from the Company or any of its subsidiaries other than (i) director's fees (including, without limitation, cash, stock, restricted stock, restricted stock units and/or stock options), (ii) a pension or other deferred compensation for prior service that is not contingent on future service, and (iii) any other regular benefits that other directors receive.

Members of the Committee shall be appointed by the Board based on nominations recommended by the Company's Corporate Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

II. Purposes of the Committee:

The purposes of the Audit Committee are to:

- a. Assist Board oversight of (i) the integrity of the Company's financial statements, information security processes, and the effectiveness of internal controls, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, (iv) the performance of the independent auditors and the Company's internal audit function, (v) assuring management resolves any significant issues reported by the independent auditors, the internal audit department or other outside advisors, and (vi) management's practices to establish and maintain processes to ensure adequate enterprise risk management.
- b. Prepare the report required by the SEC for inclusion in the Company's annual proxy statement.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, and for the effectiveness of internal controls. Management and the internal auditing department are responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The internal audit department is responsible to advise management as to whether the processes management has in place to control the Company are adequately designed and functioning effectively and report to management and the Committee the results and any related recommendations for improvement. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees

of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors for the Company are accountable to the Board and the Audit Committee, as representatives of the shareholders. The Audit Committee has the ultimate and direct authority and responsibility to appoint, compensate, retain and terminate the Company's independent auditors (subject, if applicable, to shareholder ratification). As used in this charter, the term "independent auditor" includes any registered public accounting firm engaged by the Company for the purpose of preparing an audit report or performing audit, review or attest services.

The independent auditors shall submit to the Committee annually a formal written statement (the "Auditors' Statement") describing, to the extent permitted under applicable auditing standards: the auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review of the auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditors and the Company, including each non-audit service provided to the Company and the matters required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Committee concerning independence.

The independent auditors shall submit to the Committee annually a formal written statement of the fees billed for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements for the most recent fiscal year and the reviews of the financial statement included in the Company's Quarterly Reports on Form 10-Q for that fiscal year; (ii) information technology consulting services for the most recent fiscal year, in the aggregate and by each service (and separately identifying fees for such services relating to financial information systems design and implementation); and (iii) all other services rendered by the independent auditors for the most recent fiscal year, in the aggregate and by each service.

III. Meetings of the Committee:

The Committee shall meet once every fiscal quarter, or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements, as applicable. The Committee should meet separately at least quarterly with management, the director of the internal auditing department and the independent auditors to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

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.

To the extent practical, Committee meetings should be held in conjunction with regularly scheduled Board meetings. Either the chairperson of the Committee, the Lead Director, or the Chief Executive Officer may call a meeting.

The Board shall designate one member of the Committee as its chairperson and one as its vice-chair. Meetings of the Committee shall be presided over by the chairperson of the Committee or in the absence of a chairperson, by the vice-chair.

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

IV. Duties and Powers of the Committee:

To carry out its purposes, the Committee shall have the following duties and powers:

- a. With respect to the independent auditors,
 - i. to be directly responsible for the appointment, compensation, retention, oversight and termination of the work of the independent auditors, including consideration of the stockholders' vote regarding the ratification of the Company's selection of independent auditors;
 - ii. to approve all audit engagement fees and terms, as well as all significant non-audit engagements;
 - iii. to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors;
 - iv. to ensure that the independent auditors prepare and deliver annually an Auditor's Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Statement), and to discuss with the independent auditors any relationships or services disclosed in this Statement that may impact the quality of audit services or the objectivity and independence of the Company's independent auditors;
 - v. to obtain from the independent auditors in connection with any audit a timely report relating to the Company's annual audited financial statements describing all critical accounting policies and practices used, all alternative treatments within generally accepted accounting principles for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and any material written communications between the independent auditors and management, such as any "management" letter or schedule of unadjusted differences;
 - vi. if applicable, to consider whether the independent auditors' provision of (a) information technology consulting services relating to financial information systems design and implementation and (b) other non-audit services to the Company is compatible with maintaining the independence of the independent auditors, and is in compliance with applicable laws and regulations;
 - vii. to review and evaluate the qualifications, performance and independence of the lead partner of the independent auditors and the independent auditors;
 - viii. to assure the regular rotation of the lead audit partner as required by law, consider whether there should be a regular rotation of the audit firm itself and discuss with management the timing and process for implementing the rotation of the lead audit partner or the audit firm itself;
 - ix. to take into account the opinions of management and the Company's internal auditors in assessing the independent auditors' qualifications, performance and independence;
 - x. to instruct the independent auditors that the independent auditors are ultimately accountable to the Board and the Committee, as representatives of the shareholders;
 - xi. to review with the independent auditor any audit problems or difficulties and management's response; and
 - xii. to resolve any disagreements between management and the independent auditors regarding financial reporting issues.
- b. With respect to the internal auditing department,
 - i. to review the appointment and replacement of the Senior Director of the internal auditing department;

- ii. to advise the Senior Director of the internal auditing department that he or she is expected to provide to the Committee summaries of and, as appropriate, the significant reports to management prepared by the internal auditing department and management's responses thereto;
 - iii. to approve the internal auditing department's annual work plan; and
 - iv. to review management's assessment of the performance, and to concur with the annual compensation and salary adjustment, of the Senior Director of the internal auditing department, as recommended by the Company's executive management.
- c. With respect to financial reporting principles and policies and internal audit controls and procedures,
- i. To advise management, the internal auditing department and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices and major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection and application of accounting principles and any special audit steps and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
 - ii. To consider and discuss with the independent auditors any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Committee by the independent auditors required by or referred to in PCAOB Auditing Standard No. 16, as may be modified or supplemented, including reports and communications related to:
 - 1. Deficiencies noted in the audit in the design or operation of internal controls;
 - 2. Consideration of fraud in a financial statement audit;
 - 3. Detection of illegal acts;
 - 4. The independent auditor's responsibility under generally accepted auditing standards;
 - 5. The planned scope and timing of the audit, including any restrictions on audit scope;
 - 6. The independent auditor's views about qualitative aspects of the Company's significant accounting practices, including accounting policies, accounting estimates and financial statement disclosures;
 - 7. Significant difficulties, if any, encountered during the audit;
 - 8. Uncorrected misstatements, other than those the auditor believes trivial, if any;
 - 9. Other findings or issues arising from the audit that the auditor believes are significant and relevant to the Committee's oversight of the financial reporting process;
 - 10. Material, corrected misstatements that were brought to the attention of management as a result of audit procedures;
 - 11. Disagreements with management;
 - 12. Consultation by management with other accountants;
 - 13. Any corrected immaterial misstatements that the auditor chooses to communicate, such as frequently recurring immaterial misstatements that may indicate a particular bias in the preparation of financial statements;

14. Representations that the auditor is requesting from management;
 15. Significant issues, if any, arising from the audit that were discussed with or were the subject or correspondence with management;
 16. The responsibility of the independent auditor for other information in documents concerning audited financial statements;
 17. Matters related to the Company's internal audit function;
 18. Any concerns related to the independence of the auditor; and
 19. Auditor comments related to the adequacy of the communication process between the auditor and the Committee.
- iii. To meet with management, the outside auditors and, if appropriate, the director of the internal auditing department:
1. to discuss the scope of the annual audit;
 2. to discuss the annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
 3. to discuss any significant matters arising from any matters referred to above, whether raised by management, the internal auditing department or the independent auditors, relating to the Company's financial statements;
 4. to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activity or access to requested information and any significant disagreements with management and the resolution of such disagreements;
 5. to discuss any noted or proposed accounting adjustments that were not made, any communication between offices of the independent auditor with respect to auditing or accounting issues presented by the engagement letter issued or proposed to be issued, by the independent auditors to the Company;
 6. to review the form of opinion the independent auditors propose to render to the Board of Directors and shareholders;
 7. to discuss any significant changes to the Company's auditing and accounting principles, policies, controls, procedures and practices proposed or contemplated by the independent auditors, the internal auditing department or management;
 8. to discuss, as appropriate: (a) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (b) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and any other major issues regarding accounting principles and financial statements; and
 9. to inquire about significant risks and exposures, if any, and the steps taken to monitor and minimize such risks.
- iv. to obtain from the outside auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934;

- v. to discuss with the Company's General Counsel any significant legal matters that may have a material effect on the financial statements or the Company's compliance policies, including material notices to or inquiries 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;
 - vi. to discuss earnings press releases (paying particular attention to any use of non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies, which discussions may occur after issuance;
 - vii. to establish clear hiring policies for employees or former employees of the outside auditors;
 - viii. to discuss guidelines and policies governing the process by which senior management of the Company and the relevant departments of the Company assess and manage the Company's exposure to risk, and to discuss the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
 - ix. to review with management periodically management's evaluation of the Company's internal control structure and procedures for financial reporting, and management's conclusions about the efficacy of such internal controls and procedures, including any significant deficiencies, or material weaknesses in the design or operation of, or material non-compliance with, such controls and procedures, which are reasonably likely to adversely affect the ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
 - x. to establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - xi. to review any significant issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of significant control deficiencies.
- d. with respect to reporting and recommendations,
- i. to prepare any report or other disclosures, including any recommendation of the Committee, required by the rules of the SEC to be included in the Company's annual proxy statement;
 - ii. pursuant to the delegated responsibility by the full Board of Directors to the Committee, to maintain oversight of the Company's 401(k) savings plan. In connection with such oversight responsibilities, the Committee may delegate, as plan administrator, any administrative, oversight, disclosure, and reporting duties and responsibilities for such plan to a savings plan committee as determined by the Committee and otherwise in accordance with relevant plan documents and applicable law;
 - iii. to review this Charter at least annually and recommend any changes to the full Board of Directors;
 - iv. to report its activities to the full Board of Directors on a regular basis and to make recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate; and
 - v. to prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must 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 chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

V. Delegation to Subcommittee:

To the extent permitted by the rules of the New York Stock Exchange, Inc. and the SEC, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, comprised entirely of "independent" members of the Board. Such subcommittee shall have a written and published charter to govern its activities. The Committee may, in its discretion, delegate to one or more of its members the authority to pre-approve any audit or non-audit services to be performed by the independent auditors, provided that any such approvals are presented to the Committee at its next scheduled meeting.

VI. Resources and Authority of the Committee:

The Committee shall have the funding, 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 special or independent counsel, accountants or other experts or advisors, as it deems appropriate, without seeking approval of the Board or management. And, without limiting the preceding sentence, the Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board for the payment of: compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; compensation of any advisers employed by the Committee; and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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

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