

## **PROBLEM RESOLUTION PROCEDURES/ WHISTLEBLOWER POLICY**

Brinker International recognizes that any team member can experience problems at work. Brinker is committed to providing the best possible working conditions for its team members and as part of this commitment encourages an open and frank atmosphere in which any problem, complaint, suggestion, or question receives a timely response.

Brinker has also provided a [Whistleblower Communication website](#) where a team member can anonymously submit and receive written communication.

Brinker has adopted the following internal procedures to achieve effective resolution of issues as they occur. No team member will be penalized, formally or informally, for voicing a complaint in a reasonable, business-like manner, or for filing a complaint under the Problem Resolution Procedure. If a situation occurs wherein team members believe that a condition of employment or a decision affecting them is unjust or inequitable, they are encouraged to make use of the following steps. A team member may discontinue the procedure at any time.

### **PROBLEM RESOLUTION PROCESS.**

1. You may report the problem to your immediate supervisor within 5 calendar days after it occurs. If the supervisor is unavailable to address the problem, or if you believe it would be inappropriate to contact your immediate supervisor, you may present the problem to your supervisor's manager or to another member of your department's leadership team. You may also contact your PeopleWorks Manager.
2. The supervisor will respond to the problem during discussion or within 5 business days, consulting with appropriate management as may be necessary. The supervisor shall document the discussion.
3. You may appeal your supervisor's answer to his or her manager, to another member of your department's leadership or to your PeopleWorks Manager within 5 business days if the problem is unresolved.
4. In the event PeopleWorks is consulted, the PeopleWorks Manager will counsel and advise with you. It may be necessary for the PeopleWorks Manager to visit with other appropriate individuals. The PeopleWorks Manager shall document the discussion, and you may be asked to present your complaint in writing.

The PeopleWorks Manager will work to help resolve the situation, facilitate communication between the parties, and bring closure to outstanding concerns.

Certain situations may be covered by state or Federal laws, in which case, legally-mandated procedures will be followed.

5. In situations where conduct falls under the Discrimination and/or Harassment Policy, investigative steps cited therein will be followed. If a formal investigation is required, we will keep you apprised of the investigation. The results of the investigation will be communicated to you and, if appropriate, to all others directly involved in the complaint.

## **CONFIDENTIALITY.**

Complaints of misconduct, harassment or discrimination will be kept confidential to the fullest extent possible consistent with the Company's need to investigate the matter. Team members are also urged to keep all information regarding an internal EEO investigation confidential and understand that they are expected to fully cooperate with any such investigation.

## **RETALIATION.**

Retaliation against any person who voices a concern, files a complaint with PeopleWorks or participates in any subsequent related investigation is prohibited. Team members found to have engaged in retaliatory behavior may be subject to discipline up to and including termination.

## **ARBITRATION.**

In the event a dispute between the Company and a team member cannot be resolved informally, where permissible, the matter must be submitted to final and binding arbitration. Arbitration is a process whereby a dispute is submitted to an arbitrator for decision. See Agreement to Arbitrate.

## **WHISTLEBLOWER POLICY.**

It is the responsibility of Brinker team members to report any violations or suspected violations of law. All Brinker International team members are encouraged to report either orally or in writing to their immediate supervisor, or alternate line of authority as hereinafter described, all evidence of activity by a Brinker International department or team member that may constitute:

- Unethical business conduct or a violation or suspected violation of any company policy;
- A violation or suspected violation of State or Federal law;
- A violation or suspected violation of accounting standards, internal accounting controls or audit standards; or
- Substantial and specific danger to the team member's or public's health and safety.

Any Brinker team member who in good faith reports such incidents as described above will be protected from threats of retaliation, discharge, or other types of discrimination including but not limited to compensation or terms and conditions of employment that are directly related to the disclosure of such reports. Such reports will be treated as confidential to the fullest extent possible consistent with the Company's need to investigate the report. In addition, no team member may be adversely affected because the team member refused to carry out a directive which, in fact, constitutes corporate fraud or is a violation of State or federal law. A team member who retaliates against someone who has reported a violation in good faith is subject to disciplinary action, including termination. Reports made in bad faith or for malicious or misleading purposes, however, may lead to discipline, including termination.

Any team member who wants to report evidence of alleged improper activity as described should contact his/her immediate supervisor, or the supervisor's manager. In instances where the team member is not satisfied with the supervisor or manager's response, or is uncomfortable for any reason addressing such concerns to his/her supervisor or the manager of such supervisor, the team member may contact the General Counsel's office. If the team member is uncomfortable for any reason contacting the office of the General Counsel, the team member may contact the Chair of the Audit Committee of the Board of Directors. The contact information for the Chair of the Audit Committee and General Counsel will be posted on the Company web site. Team members are encouraged to provide as much specific information as possible including names, dates, places, and events that took place, the team member's perception of why the incident(s) may be a violation, and what action the team member recommends be taken. Anonymous written or telephonic communications will be accepted. Team members who choose to identify themselves will receive a reply to their report within 20 working days or as soon as practicable thereafter. Brinker has also provided a [Whistleblower Communication website](#) where team members can anonymously submit and receive written communication. The address of the Whistleblower communication website is <http://www.brinker.com>.

## **CONTACTS**

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