

RUTH'S HOSPITALITY GROUP, INC.

POLICY FOR COMPLAINTS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS

Ruth's Hospitality Group, Inc. (the "Company") is dedicated to conducting business with efficiency, fairness and integrity and encourages behavior that will maintain the public's confidence and trust in its operations.

To help meet these expectations and pursuant to the requirements of the Securities and Exchange Commission and the Sarbanes-Oxley Act of 2002, the Audit Committee of the Company's Board of Directors has adopted the following policy. The purpose of this policy is to ensure that employees of the Company are aware of the various means by which they should report unethical conduct regarding the Company's accounting, financial reporting, internal controls or auditing matters and to ensure that procedures are in place for receipt, retention and treatment of complaints that could facilitate disclosure, encourage proper individual conduct or alert the Audit Committee to possible problems before they have serious consequences.

Policy

The Audit Committee of the Company's Board of Directors is a committee comprised entirely of independent directors. The purpose of the Audit Committee is, among other things, to provide independent oversight over the Company's financial reporting process and compliance by the Company with legal and regulatory requirements.

The Company, at the direction of the Audit Committee, shall provide multiple means by which employees of the Company may report to the Audit Committee, on a confidential basis, concerns regarding questionable accounting, financial reporting, internal controls or auditing matters of the Company. Employees should report such activities by contacting the Audit Committee through one of the following means: (1) calling the Company's Ethics Hotline at (866) 887-2403 (which is available 24 hours per day, 365 days per year) and leaving a recorded message, (2) writing to the Audit Committee, c/o the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit of Ruth's Hospitality Group, Inc. at 500 International Parkway, Suite 100, Heathrow, Florida 32746, USA or (3) emailing the Audit Committee at auditcommittee@ruthschris.com. In each case, reports will be received by the Company's Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit, who will forward the message to the Audit Committee. Whether making a report through the Hotline or in writing, the employee should give sufficient specific information in the message so that a full investigation can be conducted.

It is a serious violation of the policies of the Company, and under certain circumstances a violation of federal or local law, for any manager of the Company to initiate or encourage reprisal against an employee or other person who in good faith reports a known or suspected violation of criminal law or any other matter which may be reported under this policy.

The Audit Committee designee will collect the information from the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit and investigate the matter as appropriate based on the nature of the matter. This investigation may include hiring outside advisors such as lawyers, accountants and auditors to conduct procedures under the direction of the Audit Committee. The Company will provide appropriate funding, as determined by the Audit Committee, to compensate any advisor engaged by the Audit Committee. The Audit Committee designee will respond to the employee,

as appropriate, and if the employee has requested a response and included contact information in his or her report, at such designee's choice either directly or through the Company's Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit. The Audit Committee designee will report all matters, including the number and nature of complaints, status of investigations, and resolution of complaints, to the Audit Committee. The Audit Committee will retain appropriate records of the complaints, investigations and resolutions for the legally required retention periods.

1. Procedures for Complaints

A. Scope of Matters That Should be Reported by Employees Using These Procedures

Employees should use these procedures to report complaints or concerns regarding accounting, financial reporting, internal controls or auditing matters of the Company ("Complaints"), including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording or maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal control policies;
- misrepresentations or false statements to or by a senior officer of the Company or those involved with financial reporting regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

B. Submission and Receipt of Complaints

1. Procedure for Submitting Complaints

Persons with Complaints should promptly report them to the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit. Complaints should be submitted to the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit in writing to assure a clear understanding of the issue or concern raised. Complaints may, however, be submitted telephonically or in person. Electronic submissions may be emailed to auditcommittee@ruthschris.com and telephonic submissions may be phoned to the Company's Hotline at (866) 887-2403. Regardless of the medium, the Vice President of Legal, Chief Compliance Officer and the Director of Internal Audit will maintain the confidentiality of persons making Complaints to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. Complaints by employees may also be submitted anonymously to the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit.

A. Content of Complaints

To assist in the response to or investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- the alleged event, matter or issue that is the subject of the Complaint;
- the name of each person involved;
- if the Complaint involves a specific event or events, the approximate date and location of each event; and
- any additional information, documentation or other evidence available to support the Complaint.

Complaints that contain unspecified wrongdoing or broad allegations without verifiable evidentiary support will reduce the likelihood that an investigation based on such Complaints will be initiated. In addition, it may take more time for an investigation to be initiated in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints.

B. Retention of Complaints

The Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit shall maintain a file for all Complaints. If the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit receive an unwritten Complaint, he or she shall memorialize such Complaint in writing and place it in the Complaint file.

C. Treatment of Complaints

1. Initial Evaluation and Response

Irrespective of whether the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit is able to resolve a Complaint upon initial evaluation to the satisfaction of the person making the complaint, the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit shall promptly forward a copy of each Complaint to the Audit Committee. The Audit Committee shall appoint one of its members to conduct an initial evaluation of each Complaint and seek to respond to the Complaint to the satisfaction of the person who made the Complaint. The Audit Committee may, in their discretion, bring the Complaint to the attention of the Company's full Board of Directors, Chief Executive Officer, Chief Financial Officer, other officers and personnel, outside auditors, outside counsel or any other party that the Audit Committee deems necessary or appropriate.

2. Confidentiality / Anonymity

The Vice President of Legal, Chief Compliance Officer, the Director of Internal Audit, the Audit Committee and, if applicable, the Investigation Team (as discussed below), shall maintain the anonymity or confidentiality of the person making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity, and in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside of the control of the Audit Committee or an Investigation Team. Should a complainant self-disclose his or her identity to persons other than the Vice President of Legal, Chief Compliance Officer, Director of Internal Audit, members of the Audit Committee or members of the Investigation Team, the Company shall no longer be obligated to maintain such confidence. The identity of the persons subject to

or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

3. Investigations

a. Initiation of Investigations

Upon completing the initial evaluation, the member of the Audit Committee who completed that evaluation will give a report to the Audit Committee and will recommend further investigation or such other action as he or she deems appropriate. Following such recommendation, the Audit Committee may initiate an investigation. The Audit Committee may, in its discretion, appoint such person(s) as it deems appropriate to investigate such Complaint to initiate and direct an investigation, including an outside attorney. The person(s) appointed to conduct such investigation may utilize such Company personnel as they see fit. Such personnel are referred to herein as an "Investigation Team." The role of the Investigation Team with respect to a Complaint is to assist the investigator in collecting, digesting and analyzing information which the investigator needs to fully understand in order to render effective advice, including, if applicable, legal advice and representation, to the Audit Committee with respect to a Complaint. The investigator may, in order to assist him or her in providing advice, including, if applicable, legal advice and representation, to the Audit Committee, hire outside advisors (including, without limitation, forensic accountants) to be part of an Investigation Team or otherwise assist in an investigation.

Information to which the Investigation Team will have access during an investigation may be confidential and privileged, and will be communicated in the presence of the Investigation Team in order to assist the investigator in collecting and understanding the information necessary to render effective advice, including, if applicable, legal advice and representation, to the Audit Committee.

The decision whether or not to initiate or conduct an investigation shall not be deemed an accusation against any person, and any investigation shall be treated as a neutral fact-finding process.

b. Investigation Report and Follow-Up

After completing an investigation of a Complaint, the investigator shall prepare a written report to the Audit Committee explaining his or her conclusions and advice with respect to the Complaint. A copy of the report shall be placed in the Complaint file. The investigator may utilize an Investigation Team to help prepare the report, consistent with the role and duties of the Investigation Team as set forth above.

The Audit Committee may, in its sole discretion, request a briefing by the investigator or an Investigation Team. The Audit Committee shall have full authority to determine the action to be taken in response to a Complaint and to direct additional investigation of any Complaint.

2. Roles, Rights and Responsibilities of Employee Complainants and Investigation Participants

A. Employee Complainants

Company employees who submit Complaints ("Employee Complainants") have a responsibility to provide initial information that is grounded in a reasonable belief regarding the validity of a Complaint. The motivation of an Employee Complainant is irrelevant to the consideration of the validity of the Complaint. However, the intentional filing of a false Complaint, whether orally or in writing, may itself be an improper activity and one that may result in disciplinary action.

An Employee Complainant has a responsibility to be candid and set forth all known information regarding a Complaint to the Vice President of Legal, Chief Compliance Officer and / or the Director of

Internal Audit, the investigator and the Investigation Team. An employee making a Complaint acknowledges that an investigation may not proceed if the employee does not agree to be interviewed by the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit, the investigator or an Investigation Team or provide further information regarding the Complaint.

Employee Complainants are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee, the investigator or the Investigation Team. An Employee Complainant shall not be part of an Investigation Team unless expressly requested by the Audit Committee. An Employee Complainant shall refrain from obtaining evidence relating to a Complaint for which he or she does not have a right of access. Such improper access may itself be an illegal or improper activity and one that may result in disciplinary action.

The Company will use reasonable efforts to provide each Employee Complainant with a response to his or her Complaint and a summary of the outcome of any investigation based upon the Complaint unless the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit, the investigator or the Audit Committee determines that there are overriding legal or company / public interest reasons not to do so.

Employee Complainants are entitled to protection from retaliation for having made a Complaint or disclosed information relating to a Complaint in good faith. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an Employee Complainant in the terms and conditions of employment based upon any lawful actions of such Employee Complainant with respect to good faith reporting of Complaints or otherwise required by the Securities and Exchange Commission or as specified in the Sarbanes-Oxley Act of 2002. An Employee Complainant's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

These procedures are in no way intended to limit employee reporting of alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

B. Investigation Participants

Company employees who are interviewed, asked to provide information or otherwise participate in an investigation of a Complaint, including employees who are the subject of the investigation ("Investigation Participants") have a duty to cooperate fully with the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit, the investigator and the Investigation Team and assist in the investigation.

Investigation Participants should refrain from discussing the investigation or their testimony with those not connected to the investigation. If the Investigation Participant knows the identity of the Employee Complainant, the Investigation Participant should not discuss with the Employee Complainant the nature of evidence requested or provided, or testimony given to the Vice President of Legal, Chief Compliance Officer and / or the Director of Internal Audit, the investigator or the Investigation Team unless authorized by such person or team.

Requests for confidentiality by Investigation Participants will be honored to the fullest extent reasonably practicable within the legitimate needs of law and the investigation.

Investigation Participants are entitled to protection from retaliation for having participated in an investigation. The Company shall not discharge, demote, suspend, threaten, harass or in any manner

discriminate against an Investigation Participant in the terms and conditions of employment based upon any lawful actions of such Investigation Participant with respect to good faith participation in an investigation or otherwise as required by the Securities and Exchange Commission or as specified the Sarbanes-Oxley Act of 2002. An Investigation Participant's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.