

**AMENDED CHARTER  
OF THE COMPENSATION COMMITTEE  
RED ROBIN GOURMET BURGERS, INC.**

- 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 stock option 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 officers, key executives and members of the Board 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. Composition and Qualification.** The Committee shall be composed of three or more members of the Company’s Board. The Board shall appoint one of its members as the chairperson of the Committee (the “Chairperson”). No member of the Committee shall be a full-time employee or consultant of the Company and at least a majority of the members of the Committee shall be independent directors.
- 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. Review and recommend to the Board salary and short-term and long-term incentive compensation programs for all senior executives, including the apportionment of compensation among salary and short-term and long-term incentive compensation for senior executives;
  - c. Review and recommend to the Board significant changes in the design of employee benefit plans;
  - d. Review executive organization and principal programs for executive development, and annually report to the Board on management development and succession planning;
  - e. 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; and
  - f. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.

**5. Meetings.** The Committee shall meet once during each fiscal quarter of the Company and at such other times as its Chairperson or a majority of the Committee determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson and circulated to each member of the Committee prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws applicable to meetings of Board committees will govern meetings of the Committee.

**6. Minutes.** The Chairperson of the Committee shall cause minutes to be kept of each meeting.

**7. Reliance; Experts; Cooperation.**

- a. **Retention of Counsel and Advisors.** The Committee has the power, in its discretion, to retain at the Company's expense such independent counsel and other advisors and experts, as it deems necessary or appropriate to carry out its duties.
- b. **Reliance Permitted.** In carrying out its duties, the Committee may act in reliance on management, the Company's independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.
- c. **Investigations.** The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.
- d. **Required Participation of Employees.** The Committee shall have unrestricted access to the Company's independent public accountants, outside advisors, consultants, internal auditors, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.