

RED ROBIN GOURMET BURGERS PROBLEM RESOLUTION AND WHISTLEBLOWER POLICY AND REPORTING PROCEDURES

Introduction

Red Robin Gourmet Burgers, Inc. (“Red Robin”) wishes to provide you, our Team Members, with a healthy, rewarding working environment in which you may excel. We recognize that problems and concerns for Team Members arise from time to time. To address these concerns, we have established a number of methods through which you may communicate your questions, concerns, complaints, or suggestions to your supervisor, your supervisor’s manager or anyone in management above your immediate supervisor. These methods are described below under “Reporting Procedures” and include the Red Robin Helpline, communications to the Compliance Officer or the Audit Committee, and the Open Door Policy.

Red Robin is also committed to compliance with all applicable securities laws and regulations, accounting standards, accounting controls, and audit practices. In that regard, the Audit Committee of Red Robin’s Board of Directors has established certain procedures for the (i) the receipt, retention, and treatment of complaints received by Red Robin regarding accounting, internal accounting controls, or auditing matters, including concerns about questionable accounting or auditing matters (“Accounting Matters”), and (ii) the confidential, anonymous submission by Team Members of concerns regarding Accounting Matters as well as complaints regarding violations of Red Robin’s Code of Ethics (“Ethics Matters”).

We want to ensure that any Team Member wishing to submit a report related to Accounting Matters, Ethics Matters, or any other concerns, shall be free to do so at any time without fear of dismissal or retaliation.

Matters Covered by this Policy

Accounting Matters

We encourage Team Members to report any concerns about suspected questionable Accounting Matters and violations of Red Robin’s accounting policies or accounting irregularities. These include:

1. Fraud, deliberate error, or misrepresentation in the preparation, evaluation, review, or audit of any financial statement of Red Robin;
2. Fraud, deliberate error, or misrepresentation in the recording and maintaining of financial records of Red Robin;
3. Deficiencies in or noncompliance with Red Robin’s internal accounting controls;
4. Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports, or audit reports of Red Robin; and
5. Deviation from full and fair reporting of Red Robin’s financial condition.

Ethics Matters

Team Members may also report suspected violations of Red Robin's Code of Ethics. Examples of violations may include:

1. Theft of Red Robin property;
2. Dishonesty (lying, for example) in dealing with shareholders or government officials, or corporate fraud;
3. Failure to conduct business with vendors at arms-length or acceptance of gifts in connection with your position at Red Robin or other situations which may create a conflict of interest;
4. Any attempt to unlawfully influence Red Robin's auditors;
5. Any violation by any Team Member, officer or Director of Red Robin of federal, state or local law, or the law of a foreign country in which we do business; and
6. Any situation that creates a substantial danger to a Team Member's health or safety.

Please refer to the full Code of Ethics for more information about the Company's expectations for conducting business lawfully, ethically, fairly, and impartially.

Other matters or concerns related to your employment, harassment, or discrimination

You are encouraged to report complaints or concerns regarding things going on at work, claims of harassment or discrimination against you or any other Team Member.

Reporting Procedures

How to submit reports or complaints

Any Team Member may use any of the following methods to submit any concerns or complaints on an anonymous and confidential basis.

1. ***Red Robin Helpline.*** By calling toll-free to the Red Robin Helpline,
1-877-RED-9876
(1-877-733-9876)

or accessing the Red Robin Helpline via the internet at
www.RedRobinHelp.com

Your report will be taken confidentially and anonymously and routed to the appropriate person within Red Robin for handling. The Red Robin Helpline is available 24/7 and is operated by an independent service provider, who is unaffiliated with Red Robin.

2. **Compliance Officer.** To the Compliance Officer (or Compliance Officer's designee) as follows:

Chief Legal Officer and Compliance Officer
Red Robin Gourmet Burgers, Inc.
10000 E. Geddes Ave., Ste. 500
Englewood, CO 80112

3. **Audit Committee or Internal Audit Department.** With respect to Accounting Matters or Ethics Matters in particular, if you do not wish to contact the Compliance Officer or use the Red Robin Helpline, you may contact the Chair of the Audit Committee of the Board of Directors directly by writing to:

Chair, Audit Committee of the Board of Directors
Red Robin Gourmet Burgers, Inc.
10000 E. Geddes Ave., Ste. 500
Englewood, CO 80112

Or to Internal Audit:

Internal Audit
Red Robin Gourmet Burgers, Inc.
10000 E. Geddes Ave., Ste. 500
Englewood, CO 80112
Telephone: 303-846-6018
Email: InternalAudit@redrobin.com

4. **Open Door Policy.** At Red Robin, the door to your supervisor's office is always open for you to express your concerns, to make suggestions, or simply to ask questions. If you do not feel that you can openly discuss your concerns with your immediate supervisor, you may contact your supervisor's manager or anyone in management above your immediate supervisor.

You may also contact the Human Resources department at:

Red Robin Gourmet Burgers, Inc.
10000 E. Geddes Ave., Ste. 500
Englewood, CO 80112
Toll-free: 888-733-7621
E-mail: opendoor@redrobin.com

Confidentiality

All reports to the Red Robin Helpline will be taken on a confidential, anonymous basis. Reports to the Red Robin Helpline will be assigned a confidential identifier that allows you to add

information to or receive feedback on your report. Anonymous written or telephonic reports to the Compliance Officer, the Audit Committee, or Internal Audit will also be accepted from Team Members. However, while not required, we encourage you to identify yourself and to provide your contact information so that we may contact you for further information and to tell you what has been done in response to your report. If you identify yourself and provide your contact information, then you will receive a reply to your report as soon practicable thereafter. If the response is not satisfactory to you, you may contact the Chair of the Audit Committee.

Your complaint or concern will be kept confidential in so far as it is practicable to do so and still conduct an appropriate investigation into your complaint or concern. This means we will reveal your complaint only to those persons who need to know it in order to investigate your complaint and resolve your concern, and then only if and to the extent that they need to know. We will not reveal your name, if you have identified yourself, unless you have given us permission to do so.

Treatment of Complaints

Reports received under these reporting procedures relating to Accounting or Ethics Matters will be submitted to, reviewed and investigated, when appropriate under Audit Committee direction and oversight, by the Chief Legal Officer, Internal Audit, or such other persons as the Audit Committee determines to be appropriate. Confidentiality shall be maintained to the fullest extent possible consistent with the need to conduct an adequate review.

Reports concerning other matters will be routed to the appropriate party for investigation, again maintaining confidentiality to the fullest extent possible.

When the investigation of a report is complete, prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee or other responsible authority.

Retaliation Prohibited

Red Robin prohibits anyone from retaliating against you for submitting a report in good faith. “Retaliate” means taking an action that adversely affects you when that action is directly related to the facts you disclose in your report. That usually means taking an action that adversely affects the terms or conditions of your employment, which may include a demotion, discharge, threats, harassment, or a reduction in pay or benefit. In addition, no one may retaliate against you because you refuse to carry out an order or directive that, in fact, constitutes corporate fraud or violates any federal, state, or local law. Red Robin will take action against those persons who may attempt to retaliate against you. Anyone who attempts to retaliate against you may also be subject to criminal penalties.

Retention of Complaints and Investigation Reports

The Compliance Officer (in conjunction with the Audit Committee) will maintain a log of all reports tracking their receipt, investigation, and resolution and shall prepare a periodic summary report for the Audit Committee.