

**CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
RED ROBIN GOURMET BURGERS, INC.**

- 1. Purpose.** The purpose of the Finance Committee (the “Committee”) is to provide guidance on select material financial decisions and to make recommendations to the Company’s Board of Directors (the “Board”) and management with respect to the same. The Chief Financial Officer of the Company shall act as a liaison for the Committee.

- 2. Membership; Appointment.** The Committee shall consist of at least two members of the Board. All members of the Committee will be “independent” under the independence requirements of NASDAQ and applicable law as determined by the Board. The Board will appoint Committee members, considering the recommendation of the Nominating & Governance Committee, and designate a Committee Chairperson. The Board in its discretion may remove any Committee member at any time.

- 3. Specific Responsibilities and Duties.** In general, and subject to the limitations set forth in the Company’s Certificate of Incorporation or Bylaws, the Committee will have the following key responsibilities and functions.
 - Participate in and provide guidance to the full Board and management on:
 - a. material acquisitions and dispositions;
 - b. long range planning;
 - c. annual budget;
 - d. capital allocation (including share repurchase programs and 10b5-1 plan);
 - e. adjustments to capital structure;
 - f. extraordinary stockholder engagement (as needed and in coordination with the Company’s Chief Executive Officer and Chief Financial Officer); and
 - g. such other topics as may be requested from time to time by the Chair of the Board, Chair of the Committee, or the Chief Executive Officer.

- 4. Meetings and Procedural Matters.** The Committee will meet as often as it determines to be appropriate, and at least twice per year. Committee actions and meeting results will be reported regularly to the full Board. Except as otherwise prescribed by the Company’s Bylaws, applicable law or rules of the U. S. Securities and Exchange Commission and the NASDAQ Stock Market, if any, the Committee may establish its own procedural rules. The Committee Chairperson will have the authority to determine the frequency and length of Committee meetings and to set meeting agendas, consistent with this Charter. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee, subject to such terms and conditions (including required reporting back to the full Committee) as the Committee may prescribe.

- 5. Committee Governance Matters.** The Committee will review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board for approval. The Committee also will review and evaluate its own performance annually. The Committee shall maintain minutes of meetings (to be kept with the Company’s corporate books and records), as

appropriate under the circumstances.

- 6. Resources and Authority.** The Committee will have the authority to obtain advice and assistance from an external legal, financial, accounting (subject to Audit Committee authority or responsibility as may be required for approval of audit or accounting services) or other advisors as it deems appropriate. In such case, the Board delegates to the Committee the sole authority to approve retention terms and fees for any consulting firms or other outside advisors it retains, subject to Audit Committee approval as required, and the Company will provide appropriate funding, as determined by the Committee, to compensate any such firms or advisors.