



# Talent & Compensation Committee Charter

## **I. Purpose of Committee**

The purpose of the Talent & Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Brinker International, Inc. (the "Company") is to: 1) oversee the administration of the Company's compensation programs; 2) recommend to the Board the compensation of the CEO and other Executive Officers (defined below); 3) administer the employee equity compensation/incentive based plans; 4) review CEO performance; 5) review and approve promotions of Executive Officers; 6) provide oversight of the Company's talent management strategies and organizational culture initiatives; 7) oversee preparation of any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the "SEC"); and 8) perform other tasks necessary to promote sound corporate governance principles related to talent and compensation.

## **II. Committee Membership**

The Committee shall consist solely of three or more members of the Board each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise "independent" under the rules of the New York Stock Exchange, Inc. (the "NYSE"). Unless otherwise determined by the Board, at least two members of the Committee shall also qualify as "Non-Employee Directors" within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, each as amended from time to time.

Members shall be appointed by the Board based on nominations recommended by the Company's Governance and Nominating Committee, and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

## **III. Committee Structure and Operations**

The Board shall designate one member of the Committee as its chairperson and may designate one member as its vice-chair. Meetings of the Committee shall be presided over by the chairperson of the Committee or in the absence of the chairperson, by the vice-chair. The Committee shall meet in person, telephonically or by other means as often as may be deemed necessary or appropriate, in its judgment, at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may invite such members of management to its meetings, as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions. The Company's chief executive officer ("CEO") should not attend any portion of a meeting where the CEO's performance or compensation are discussed, unless specifically invited by the Committee. To the extent practical, Committee meetings should be held in conjunction with regularly scheduled Board meetings. Either the chairperson of the Committee, a majority of the Committee, the chairman of the Board or the lead director (if any), or the CEO may call a meeting.

At all meetings of the Committee, a majority of the Committee shall be sufficient and necessary to constitute a quorum for the transaction of business. The vote of a majority of the Committee members present at a meeting at which a quorum is present shall be an act of the Committee. The Committee may also act by unanimous written consent.

The Committee shall keep regular minutes of its meetings and proceedings and report on the same to the Board at the next meeting thereof.

#### **IV. Committee Duties and Responsibilities**

The duties and responsibilities of the Committee include the following.

1. In consultation with senior management, establish the Company's general compensation philosophy, and oversee the development and implementation of compensation programs, including appropriate peer group and target compensation positioning. In addition, annually review the compensation programs, policies and incentive plans and determine whether such programs and policies incentivize unnecessary and excessive risk taking.
2. At least annually, review and approve corporate goals and objectives relevant to the compensation of the CEO and recommend approval of the same by the Board. Evaluate the performance of the CEO, with the chairman of the Board or the lead director (if any), in light of those goals and objectives, and as a Committee make recommendations to the independent directors of the Board on the CEO's compensation level based on this evaluation. The independent directors of the Board shall determine and approve the CEO's compensation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.
3. Make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to Board approval. The Committee will also develop and review stock ownership guidelines for Executive Officers and monitor compliance with the guidelines no less frequently than annually.
4. Retain the services of one or more independent experts, who will provide the Committee with competitive compensation data for the various officer positions, and shall provide advice and counsel to the Committee in setting salaries and total compensation.
5. After having received and considered the recommendation of the CEO, approve the hiring and promotion of any Executive Officer. The Committee shall oversee the evaluation of Executive Officers, approve any "grants" (as defined in Section 8 below) to Executive Officers, and make recommendations to the independent directors of the Board on the compensation of Executive Officers based on the recommendation of the CEO and competitive compensation data. The independent directors of the Board shall determine and approve the Executive Officers' compensation. The term "Executive Officer" shall mean those persons designated by the Board as executive officers under Rule 501(f) of the Securities Act of 1933 in addition to all Senior Vice Presidents, Executive Vice Presidents and Presidents not otherwise designated under Rule 501(f).
6. Approve new compensation plans or other material perquisites benefiting officers. The CEO shall, at his/her discretion and without Committee approval (so long as the chair is promptly notified), have the authority to alter compensation for all officers, except for Executive Officers, provided the revised compensation does not exceed the competitive marketplace analysis provided to the Committee by the independent expert.
7. Review the Company's talent management strategies and practices and overall organizational culture and engagement.
8. Serve as the plan administrator for all employee stock options and incentive-based plans (the "Plans"). The Committee shall administer the Plans in accordance with terms and conditions of such Plans. The Committee shall establish guidelines for the future issuance of options under the Plans. The full Board shall approve the guidelines as recommended by the Committee. The Committee shall, from time to time, grant options, restricted stock, restricted stock units or

other compensation (“grants”) pursuant to the Plans and the guidelines established with it being anticipated that such grants generally will be granted once each fiscal year, and on a predetermined date as determined by the Committee. If an individual is promoted or newly employed and a grant is recommended for such individual as a result of such promotion or in conjunction with such individual’s employment, the Compensation Committee Chair or CEO (other than with respect to Executive Officers) may approve grants without full Board approval to such individual provided they are within the guidelines for such position as previously approved by the Board and are granted on or about the actual date of the promotion or the date the employment of the individual actually commences.

9. Review and discuss with management the Company’s Compensation Discussion and Analysis (“CD&A”) and related disclosures that must be included in the Company’s annual proxy statement in accordance with applicable SEC rules and regulations and recommend to the Board based on the review and discussions whether the CD&A should be included in the proxy statement.
10. In consultation with senior management, oversee regulatory compliance with respect to compensation matters, including to recommend compensation-related policies for Board approval.
11. Oversee succession planning for positions held by Executive Officers of the Company (other than the CEO), and make an annual report to the Board on succession planning for the Executive Officers of the Company (other than the CEO).
12. Review regularly the Company’s process and analysis for assessing pay equity.
13. Provide recommendations to the Board on compensation-related proposals to be considered at the Company’s annual shareholder meeting.
14. Assess the results of the Company’s most recent shareholder advisory vote on executive compensation.
15. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company’s compensation programs.

## **V. Delegation to Subcommittee**

The Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Committee. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are “Non-Employee Directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time.

## **VI. Committee Reports**

The Committee shall produce the following reports and provide them to the Board.

1. An annual Report of the Compensation Committee on Executive Compensation for inclusion in the Company’s annual proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this charter. The performance evaluation should also recommend to the Board any improvements to this charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board may take the

form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

3. A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

## **VII. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of outside counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management. This authority shall be vested solely in the Committee, which shall be directly responsible for the appointment, compensation and oversight of the work of any outside counsel and other experts or consultants retained by the Committee. The Committee will assess the independence of outside counsel and other experts or consultants that provide advice to the Committee in accordance with NYSE rules.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any compensation consultant or other advisors or experts employed by the Committee, and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities.

The Committee is empowered to investigate any matter within the scope of its mandate brought to its attention with full access to any relevant books, records and facilities of the Company.

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