

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

Brinker International, Inc.

(Name of Subject Company (issuer))

Brinker International, Inc. (Offeror and Issuer)

(Names of Filing Persons (identifying status as offeror, issuer or other person))

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

10964110

(CUSIP Number of Class of Securities)

Roger F. Thomson

Executive Vice President, Chief Administrative Officer, General Counsel and Secretary

Brinker International, Inc.

6820 LBJ Freeway

Dallas, Texas 75240

(972) 980-9917

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copy to:

Robert S. Risoleo

Sullivan & Cromwell LLP

1701 Pennsylvania Avenue, NW

Washington, DC 20006

(202) 956-7500

CALCULATION OF FILING FEE*

Transaction Valuation*

Amount of Filing Fee**

\$ 450,000,000

\$ 48,150.00

* Calculated solely for purposes of determining the filing fee. This amount is based on the purchase of 11,688,311 shares of Common Stock at the maximum tender offer price of \$38.50 per share.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$107.00 per million of the aggregate amount of cash offered by Brinker International, Inc.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

o Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- o third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- o going-private transaction subject to Rule 13e-3.
- o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

INTRODUCTION

This Tender Offer Statement on Schedule TO relates to the offer by Brinker International, Inc., a Delaware corporation (the "Company"), to purchase up to 11,688,311 shares of its Common Stock, par value \$0.10 per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share (such per share purchase price, the "Purchase Price"), net to the seller in cash, without interest. The offer is subject to the terms and conditions set forth in the

Offer to Purchase, dated August 29, 2006 (the "Offer to Purchase"), attached hereto as Exhibit (a)(1)(A), and the related Letter of Transmittal (the "Letter of Transmittal"), attached hereto as Exhibit (a)(1)(B), which, together with any amendments or supplements to either, collectively constitute the "Offer." This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934. The information contained in the Offer to Purchase and the related Letter of Transmittal is incorporated by reference in response to all of the items in this Schedule TO, as more particularly described below.

Item 1. Summary term sheet.

The information set forth in the Offer to Purchase under "Summary Term Sheet" in the Offer to Purchase is incorporated herein by reference.

Item 2. Subject company information.

(a) The name of the issuer is Brinker International, Inc., a Delaware corporation, and the address and telephone number of its principal executive offices are 6820 LBJ Freeway, Dallas, Texas 75240, (972) 980-9917.

(b) As of August 17, 2006, there were 82,716,539 shares of Common Stock outstanding.

(c) The information set forth in the Offer to Purchase under "Price Range of the Shares" is incorporated herein by reference.

Item 3. Identity and background of filing person.

The Company is also the filing person. The Company's address and telephone number are set forth in Item 2(a) above. The information set forth in the Offer to Purchase under "Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated herein by reference.

Item 4. Terms of the transaction.

(a) The information set forth in the Offer to Purchase under "Summary Term Sheet," "Introduction," "Number of Shares; Price; Priority of Purchase," "Purpose of the Tender Offer; Certain Effects of the Tender Offer," "Procedures for Tendering Shares," "Withdrawal Rights," "Purchase of Shares and Payment of Purchase Price," "Conditional Tender of Shares," "Conditions of the Tender Offer," "Source and Amount of Funds," "Information about Brinker International, Inc.," "Effects of the Tender Offer on the Market for Shares; Registration under the Exchange Act," "Legal Matters; Regulatory Approvals," "United States Federal Income Tax Consequences," "Extension of the Tender Offer; Termination; Amendment" and "Fees and Expenses" is incorporated herein by reference.

(b) The information set forth in the Offer to Purchase under "Introduction" and "Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated herein by reference.

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Item 5. Past contracts, transactions, negotiations and agreements.

The information set forth in the Offer to Purchase under "Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated herein by reference.

Item 6. Purposes of the transaction and plans or proposals.

The information set forth in the Offer to Purchase under "Purpose of the Tender Offer; Certain Effects of the Tender Offer" and "Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated herein by reference.

Item 7. Source and amount of funds and other consideration.

The information set forth in the Offer to Purchase under "Source and Amount of Funds" and "Conditions of the Tender Offer" is incorporated herein by reference.

Item 8. Interest in securities of the subject company.

The information set forth in the Offer to Purchase under "Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares" is incorporated herein by reference.

Item 9. Persons/assets retained, employed, compensated or used.

The information set forth in the Offer to Purchase under "Fees and Expenses" is incorporated herein by reference.

Item 10. Financial statements.

Not applicable.

Item 11. Additional information.

The information set forth in the Offer to Purchase under "Information About Brinker International, Inc.," "Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares," "Effects of the Tender Offer on the Market for Shares; Registration under the Exchange Act," "Legal Matters; Regulatory Approvals" and "Fees and Expenses" is incorporated herein by reference.

Item 12. Exhibits.

- (a)(1)(A)* Offer to Purchase, dated August 29, 2006
- (a)(1)(B)* Letter of Transmittal
- (a)(1)(C)* Notice of Guaranteed Delivery
- (a)(1)(D)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated August 29, 2006
- (a)(1)(E)* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated August 29, 2006
- (a)(1)(F)* Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9
- (a)(1)(G) Press Release, dated August 28, 2006 (previously filed as an exhibit to the Form 8-K filed on August 29, 2006, and incorporated herein by reference)
- (a)(1)(H)* Summary Advertisement
- (a)(1)(I)* Letter to Participants in the Brinker International 401(k) Savings Plan
 - (a)(2) Not applicable
 - (a)(3) Not applicable

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- (a)(4) Not applicable
- (a)(5) Not applicable
 - (b) \$400,000,000 Bridge Loan Agreement, dated as of August 28, 2006, by and among Brinker International, Inc., as borrower, Brinker Restaurant Corporation, as guarantor, Citibank, N.A., as administrative agent, and Citigroup Global Markets Inc. and J.P. Morgan Securities, Inc., as joint lead arrangers and bookrunners (previously filed as an exhibit to the Form 8-K filed on August 29, 2006, and incorporated herein by reference)
- (d)(1) The Company's 1991 Stock Option Plan for Non-Employee Directors and Consultants (previously filed as an exhibit to the annual report on Form 10-K for the year ended June 25, 1997 and incorporated herein by reference)
- (d)(2) The Company's 1992 Incentive Stock Option Plan (previously filed as an exhibit to the annual report on Form 10-K for the year ended June 25, 1997, and incorporated herein by reference)
- (d)(3) The Company's Stock Option and Incentive Plan (previously filed as an exhibit to the quarterly report on Form 10-Q for the quarter ended December 28, 2005, and incorporated herein by reference)
- (d)(4) The Company's 1999 Stock Option and Incentive Plan for Non-Employee Directors and Consultants (previously filed as an exhibit to the quarterly report on Form 10-Q for the quarter ended December 28, 2005, and incorporated herein by reference)
- (d)(5) The Company's Performance Share Plan Description (previously filed as an exhibit to the quarterly report on Form 10-Q for the quarter ended March 29, 2006, and incorporated herein by reference)
 - (g) Not applicable
 - (h) Not applicable

* Filed herewith.

Item 13. Information required by Schedule 13E-3.

Not Applicable.

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

BRINKER INTERNATIONAL, INC.

By: /s/ Roger F. Thomson

Name:

Title:

Roger F. Thomson
Executive Vice
President, Chief
Administrative
Officer,
General Counsel
and Secretary

Date: August 29, 2006

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BRINKER INTERNATIONAL.

Offer to Purchase for Cash Up to 11,688,311 Shares of its Common Stock at a Purchase Price Not Greater Than \$38.50 nor Less Than \$35.25 Per Share

THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, EASTERN TIME, ON SEPTEMBER 26, 2006, UNLESS THE TENDER OFFER IS EXTENDED.

Brinker International, Inc., a Delaware corporation (the "Company," "we," or "us"), is offering to purchase up to 11,688,311 shares of its Common Stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in this Offer to Purchase and the related Letter of Transmittal (which together, as they may be amended and supplemented from time to time, constitute the "Tender Offer").

On the terms and subject to the conditions of the Tender Offer, we will determine a single per share price, not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, that we will pay for shares properly tendered and not properly withdrawn in the Tender Offer, taking into account the total number of shares tendered and the prices specified by tendering shareholders. After the Tender Offer expires, we will look at the prices chosen by shareholders for all of the shares properly tendered and not properly withdrawn. We will then select the lowest purchase price (in multiples of \$0.25 above \$35.25) within the price range specified above that will allow us to buy 11,688,311 shares. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, we will select the lowest price that will allow us to buy all the shares that are properly tendered and not properly withdrawn. All shares we acquire in the Tender Offer will be acquired at the same purchase price regardless of whether the shareholder tendered at a lower price.

We will purchase only shares properly tendered at prices at or below the purchase price we determine and not properly withdrawn. However, because of the "odd lot" priority, proration and conditional tender provisions described in this Offer to Purchase, we may not purchase all of the shares tendered at or below the purchase price if more than the number of shares we seek are properly tendered and not properly withdrawn. We will return shares tendered at prices in excess of the purchase price that we determine and shares that we do not purchase because of proration or conditional tenders to the tendering shareholders at our expense promptly after the Tender Offer expires. See Section 3.

The Tender Offer is not conditioned upon any minimum number of shares being tendered. The Tender Offer is, however, subject to certain other conditions. See Section 7.

The shares are listed and traded on the New York Stock Exchange ("NYSE") under the symbol "EAT". On August 28, 2006, the last full trading day before the commencement of the Tender Offer, the reported closing price of the shares on NYSE was \$36.82 per share. **We urge you to obtain current market quotations for the shares before deciding whether and at what purchase price or purchase prices to tender your shares.** See Section 8.

Questions and requests for assistance may be directed to D.F. King & Co., Inc. (the "Information Agent"), or to Goldman, Sachs & Co. or Banc of America Securities LLC (the "Dealer Managers"), at their respective addresses and telephone numbers set forth on the back cover of this Offer to Purchase. Requests for additional copies of this Offer to Purchase, the Letter of Transmittal or the Notice of Guaranteed Delivery should be directed to the Information Agent.

The Lead Dealer Manager for the Tender Offer is:

Goldman, Sachs & Co.

The Co-Dealer Manager for the Tender Offer is:

Banc of America Securities LLC

August 29, 2006

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or passed upon the merits or fairness of such transaction or passed upon the adequacy or accuracy of the information contained in this Offer to Purchase. Any representation to the contrary is a criminal offense.

IMPORTANT

Our Board of Directors has approved the Tender Offer. However, neither management nor our Board of Directors, nor the Dealer Managers, the Depository nor the Information Agent makes any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which shareholders may choose to tender their shares. We have not authorized any person to make any recommendation. You should carefully evaluate all information in the Tender Offer and should consult your own investment and tax advisors. You

must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in this Offer to Purchase and in the Letter of Transmittal.

If you want to tender all or part of your shares, you must do one of the following before the Tender Offer expires:

- if your shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact the nominee and have the nominee tender your shares for you;
- if you hold certificates in your own name, complete and sign a Letter of Transmittal according to its instructions and deliver it, together with any required signature guarantees, the certificates for your shares and any other documents required by the Letter of Transmittal, to Mellon Investor Services LLC, the depository for the Tender Offer (the “Depository”), at one of its addresses shown on the Letter of Transmittal;
- if you are an institution participating in The Depository Trust Company, tender your shares according to the procedure for book-entry transfer described in Section 3 of this Offer to Purchase;
- if you are a participant in the Brinker International 401(k) Savings Plan (the “401(k) Plan”) and you wish to tender any of your shares held in such plan, you must follow the separate instructions and procedures described in Section 3 of this Offer to Purchase and you must review the separate materials related to the 401(k) Plan enclosed with this Offer to Purchase; or
- if you are a holder of vested options to purchase shares under the Company’s equity compensation plans, you may exercise your vested options and tender any of the shares issued upon exercise.

If you want to tender your shares but (a) the certificates for your shares are not immediately available or cannot be delivered to the Depository by the expiration of the Tender Offer, (b) you cannot comply with the procedure for book-entry transfer by the expiration of the Tender Offer, or (c) your other required documents cannot be delivered to the Depository by the expiration of the Tender Offer, you can still tender your shares if you comply with the guaranteed delivery procedures described in Section 3.

If you wish to maximize the chance that your shares will be purchased in the Tender Offer, you should check the box in the section of the Letter of Transmittal captioned “Shares Tendered at Price Determined in the Tender Offer.” If you agree to accept the purchase price determined in the Tender Offer, your shares will be deemed to be tendered at the minimum price of \$35.25 per share. You should understand that this election may lower the purchase price paid for all purchased shares in the Tender Offer and could result in your shares being purchased at the minimum price of \$35.25 per share. The lower end of the price range for the Tender Offer is below the closing market price for the shares on August 28, 2006, the last full trading day prior to the commencement of the Tender Offer, when the closing market price on NYSE was \$36.82.

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We are not making the Tender Offer to, and will not accept any tendered shares from, shareholders in any jurisdiction where it would be illegal to do so. However, we may, at our discretion, take any actions necessary for us to make this Tender Offer to shareholders in any such jurisdiction.

If you have any questions regarding the Tender Offer, please contact D.F. King & Co., Inc., the Information Agent for the Tender Offer, at (800) 578-5378 (toll free) or (212) 269-5550 (collect), Goldman, Sachs & Co., the Lead Dealer Manager for the Tender Offer, at (800) 323-5678 ext. 25474 (toll free) or (212) 902-1000 ext. 25474, or Banc of America Securities LLC, the Co-Dealer Manager for the Tender Offer, at (888) 583-8900 ext. 8502 (toll free) or (212) 583-8502, respectively.

We have not authorized any person to make any recommendation on our behalf as to whether you should tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares in the Tender Offer. You should rely only on the information contained in this Offer to Purchase or to which we have referred you. We have not authorized anyone to provide you with information or to make any representation in connection with the Tender Offer other than those contained in this Offer to Purchase or in the Letter of Transmittal. If anyone makes any recommendation, gives you any information or makes any representation, you must not rely upon that recommendation, information or representation as having been authorized by us, the Dealer Managers, the Depository or the Information Agent.

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SUMMARY TERM SHEET

We are providing this summary term sheet for your convenience. The Company is at times referred to as “we,” “our” or “us.” We refer to the shares of our Common Stock as the “shares.” This summary term sheet highlights the material information in this Offer to Purchase, but you should realize that it does not describe all of the details of the Tender Offer to the same extent described in this Offer to Purchase. We urge you to read the entire Offer to Purchase and the Letter of Transmittal because they contain the full details of the Tender Offer. We have included references to the sections of this Offer to Purchase where you will find a more complete discussion where helpful.

Who is offering to purchase my shares?

Brinker International, Inc.

What will be the purchase price for the shares and what will be the form of payment?

We are conducting the Tender Offer through a procedure commonly called a modified “Dutch Auction.”

This procedure allows you to select the price within a price range specified by us at which you are willing to sell your shares. The lowest price that may be specified is \$35.25. The prices that may be specified increase in increments of \$0.25 up to \$38.50, the highest price that may be specified.

The price range for the Tender Offer is \$35.25 to \$38.50 per share. After the Tender Offer expires, we will look at the prices chosen by shareholders for all of the shares properly tendered and not properly withdrawn. We will then select the lowest purchase price that will allow us to buy 11,688,311 shares. The lower end of the price range for the Tender Offer is below the closing market price for the shares on August 28, 2006, the last full trading day prior to the commencement of the Tender Offer, when the closing market price on NYSE was \$36.82. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, we will select the lowest price that will allow us to buy all the shares that are properly tendered and not properly withdrawn.

All shares we purchase will be purchased at the same price, even if you have selected a lower price, but we will not purchase any shares above the purchase price determined in the Tender Offer.

If you wish to maximize the chance that your shares will be purchased, you should check the box in the section of the Letter of Transmittal captioned “Shares Tendered at Price Determined in the Tender Offer” indicating that you will accept the purchase price we determine. If you agree to accept the purchase price determined in the Tender Offer, your shares will be deemed to be tendered at the minimum price of \$35.25 per share. You should understand that this election may lower the purchase price paid for all purchased shares in the Tender Offer and could result in your shares being purchased at the minimum price of \$35.25 per share.

If your shares are purchased in the Tender Offer, we will pay you the purchase price in cash, less any applicable withholding taxes and without interest, promptly after the Tender Offer expires. See Sections 1 and 5. Under no circumstances will we pay interest on the purchase price, even if there is a delay in making payment.

How many shares is the Company offering to purchase in the Tender Offer?

We are offering to purchase up to 11,688,311 shares of our Common Stock, \$0.10 par value per share. The 11,688,311 shares represent approximately 14.1% of our issued and outstanding Common Stock as of August 17, 2006. See Section 1. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, we will purchase all shares that are properly tendered and not properly withdrawn. If more than 11,688,311 shares are properly tendered and not properly withdrawn, we will

purchase all shares tendered at or below the purchase price on a pro rata basis, except for “odd lots” (lots of less than 100 shares), which we will purchase on a priority basis, and except for each conditional tender whose condition was not met, which we will not purchase (except as described in Section 6).

The Tender Offer is not conditioned on any minimum number of shares being tendered, but is subject to certain other conditions. See Section 7.

How will the Company pay for the shares?

Assuming that the maximum of 11,688,311 shares are tendered in the Tender Offer at the maximum purchase price of \$38.50 per share, the aggregate purchase price will be approximately \$450,000,000. We anticipate that we will pay for the shares tendered in the Tender Offer, as well as paying related fees and expenses, from borrowings under our credit facilities. See Section 9.

How long do I have to tender my shares; can the Tender Offer be extended, amended or terminated?

You may tender your shares until the Tender Offer expires. The Tender Offer will expire at 12:00 midnight, Eastern Time, on September 26, 2006, unless extended (such date and time, as they may be extended, the “Expiration Date” and “Expiration Time,” respectively). See Section 1. If a broker, dealer, commercial bank, trust company or other nominee holds your shares, it is likely the nominee has established an earlier deadline for you to act to instruct the nominee to accept the Tender Offer on your behalf. We urge you to contact your broker, dealer, commercial bank, trust company or other nominee to find out the nominee’s deadline.

You have an earlier deadline (three business days prior to the Expiration Date) if you wish to tender shares held in the 401(k) Plan. See the “Letter to Brinker International 401(k) Savings Plan Participants” sent separately to each plan participant. See Section 3.

We may choose to extend the Tender Offer at any time and for any reason, subject to applicable laws. See Section 15. We cannot assure you that we will extend the Tender Offer or indicate the length of any extension that we may provide. If we extend the Tender Offer, we will delay the acceptance of any shares that have been tendered. We can also amend the Tender Offer in our sole discretion or terminate the Tender Offer under certain circumstances. See Sections 7 and 15.

How will I be notified if the Company extends the Tender Offer or amends the terms of the Tender Offer?

If we extend the Tender Offer, we will issue a press release announcing the extension and the new Expiration Time by 9:00 a.m., Eastern Time, on the next business day after the previously scheduled Expiration Time. We will announce any amendment to the Tender Offer by making a public announcement of the amendment. See Section 15.

What is the purpose of the Tender Offer?

In determining to proceed with the Tender Offer, management and our Board of Directors have evaluated our operations, strategies and expectations for the future and believe that the Tender Offer is a prudent use of our financial resources, given our business profile, our assets and recent market prices for shares of our Common Stock. See Section 2.

The Board of Directors believes that the modified “Dutch Auction” tender offer set forth in this Offer to Purchase represents a mechanism to provide all of our shareholders with the opportunity to tender all or a portion of their shares and, thereby, receive a return of some or all of their investment if they so elect. The Tender Offer provides shareholders (particularly those who, because of the size of

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their shareholdings, might not be able to sell their shares without potential disruption to the share price) with an opportunity to obtain liquidity with respect to all or a portion of their shares without potential disruption to the share price and the usual transaction costs associated with market sales. In addition, if we complete the Tender Offer, shareholders who do not participate in the Tender Offer will automatically increase their relative percentage ownership interest in us and our future operations.

The Tender Offer also provides our shareholders with an efficient way to sell their shares without incurring broker’s fees or commissions associated with open market sales. Furthermore, odd lot holders who hold shares registered in their names and tender their shares directly to the Depository and whose shares are purchased pursuant to the Tender Offer will avoid any applicable odd lot discounts that might otherwise be payable on sales of their shares. See Sections 1 and 2.

What are the significant conditions to the Tender Offer?

Our obligation to accept and pay for your tendered shares depends upon a number of conditions that must be satisfied, or waived by us, prior to the Expiration Time, including, but not limited to:

- no legal action shall have been instituted, threatened, or been pending that challenges the Tender Offer or seeks to impose limitations on our ability (or any affiliate of ours) to acquire or hold or to exercise full rights of ownership of the shares;
- no general suspension of trading in, or general limitation on prices for, or trading in, securities on any national securities exchange or in the over-the-counter markets in the United States or the declaration of a banking moratorium or any suspension of payments in respect of banks in the United States shall have occurred;
- no changes in the general political, market, economic or financial conditions, domestically or internationally, that are reasonably likely to materially and adversely affect our business or the trading in the shares shall have occurred;
- no commencement of a war, armed hostilities or other similar national or international calamity directly or indirectly involving the United States shall have occurred on or after August 29, 2006 nor shall any material escalation of any war or armed hostilities which had commenced prior to August 29, 2006 have occurred;
- no decrease of more than 10% in the market price for the shares or in the Dow Jones Industrial Average, NASDAQ Composite Index or the S&P 500 Composite Index shall have occurred since August 28, 2006;
- no tender or exchange offer (other than this Tender Offer), merger, acquisition, business combination or other similar transaction with or involving us or any subsidiary, shall have commenced or have been proposed, announced or made by any person or have been publicly disclosed;
- no person (including a group) shall have acquired, or publicly announced its proposal to acquire, beneficial ownership of more than 5% of the outstanding shares (other than anyone who publicly disclosed such ownership in a filing with the Securities and Exchange Commission (the “SEC”) on or before August 28, 2006);
- no person (including a group) that has publicly disclosed in a filing with the SEC on or before August 28, 2006 that it has beneficial ownership of more than 5% of the outstanding shares shall have acquired, or publicly announced its proposal to acquire, beneficial ownership of an additional 1% of the outstanding shares;

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- no change in the business, properties, assets, liabilities, capitalization, shareholders’ equity, financial condition, operations, licenses, results of operations or prospects of us or any of our subsidiaries or affiliates, taken as a whole, shall have occurred that has or is reasonably likely to have a materially adverse effect on us, our subsidiaries and our affiliates, taken as a whole; and
 - we shall not have determined that as a result of the consummation of the Tender Offer and the purchase of shares that there will be a reasonable likelihood that the shares either (1) will be held of record by less than 300 persons or (2) will be delisted from NYSE or be eligible for deregistration

under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Tender Offer also is subject to other conditions described in greater detail in Section 7.

Following the Tender Offer, will the Company continue as a public company?

Yes. The completion of the Tender Offer in accordance with its terms and conditions will not cause the Company to be delisted from NYSE or to stop being subject to the periodic reporting requirements of the Exchange Act.

How do I tender my shares?

If you want to tender all or part of your shares, you must do one of the following before 12:00 midnight, Eastern Time, on September 26, 2006, or any later time and date to which the Tender Offer may be extended, or earlier as described below as required for participants in the 401(k) Plan or as your broker or other nominee may require:

- if your shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact the nominee and have the nominee tender your shares for you;
- if you hold certificates in your own name, complete and sign a Letter of Transmittal according to its instructions and deliver it, together with any required signature guarantees, the certificates for your shares and any other documents required by the Letter of Transmittal, to the Depository at its address shown on the Letter of Transmittal;
- if you are an institution participating in The Depository Trust Company, tender your shares according to the procedure for book-entry transfer described in Section 3 of this Offer to Purchase;
- if you are a participant in the 401(k) Plan and you wish to tender any of your shares held in the plan, you must follow the separate instructions and procedures described in Section 3 of this Offer to Purchase and you must review the separate materials related to the 401(k) Plan enclosed with this Offer to Purchase; or
- if you are a holder of vested options to purchase shares under the Company’s equity compensation plans, you may exercise your vested options and tender any of the shares issued upon exercise.

If you want to tender your shares, but:

- the certificates for your shares are not immediately available or cannot be delivered to the Depository by the expiration of the Tender Offer;
- you cannot comply with the procedure for book-entry transfer by the expiration of the Tender Offer; or
- your other required documents cannot be delivered to the Depository by the expiration of the Tender Offer;

you can still tender your shares if you comply with the guaranteed delivery procedure described in Section 3.

You may contact the Information Agent or the Dealer Managers for assistance. The contact information for the Information Agent and the Dealer Managers appears on the back cover of this Offer to Purchase. See Section 3 and the Instructions to the Letter of Transmittal.

How do participants in our 401(k) Plan participate in the Tender Offer?

Participants in our 401(k) Plan may not use the Letter of Transmittal to direct the tender of their shares in the plan, but instead must follow the separate instructions related to those shares in the “Letter to Brinker International 401(k) Savings Plan Participants” sent to participants in the plan along with this Offer to Purchase. If you are a participant in the 401(k) Plan and wish to have the trustee tender some or all shares held in the 401(k) Plan, you must complete, execute, and return the separate direction form included in the “Letter to Brinker International 401(k) Savings Plan Participants” at least three business days prior to the Expiration Time. See Section 3.

How do holders of vested stock options and vested stock awards participate in the Tender Offer?

If you hold vested but unexercised options to purchase shares, you may exercise such options in accordance with the terms of the applicable stock option plan or plans and tender the shares received upon such exercise in accordance with the Tender Offer. An exercise of an option cannot be revoked for any reason even if shares received upon the exercise thereof and tendered in the Tender Offer are not purchased in the Tender Offer. See Section 3. If your stock awards have vested you should follow the above instructions applicable to shares held by a broker or shares held in your own name, as applicable to you. Holders of unvested stock awards or other restricted equity interests may not tender shares or shares represented by such interests unless they are fully vested.

May I tender only a portion of the shares that I hold?

Yes. You do not have to tender all of the shares you own to participate in the Tender Offer.

What happens if more than 11,688,311 shares are tendered at or below the purchase price?

If more than 11,688,311 shares (or such greater number of shares as we may elect to accept for payment, subject to applicable law) are properly tendered at or below the purchase price and not properly withdrawn prior to the Expiration Time, we will purchase shares as follows:

- *first*, all “odd lots” of less than 100 shares from holders who properly tender all of their shares at or below the purchase price determined in the Tender Offer and who do not properly withdraw them before the Expiration Time;
- *second*, from all other shareholders who properly tender shares at or below the purchase price determined in the Tender Offer and who do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and
- *third*, only if necessary to permit us to purchase 11,688,311 shares (or such greater number of shares as we may elect to accept for payment, subject to applicable law), from holders who have tendered shares at or below the purchase price determined in the Tender Offer conditionally (for which the

condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares.

Because of the “odd lot” priority, proration and conditional tender provisions described above, we may not purchase all of the shares that you tender even if you tender them at or below the purchase price. See Section 1.

If I own fewer than 100 shares and I tender all of my shares, will I be subject to proration?

If you own beneficially or of record fewer than 100 shares in the aggregate, you properly tender all of these shares at or below the purchase price and do not properly withdraw them before the Expiration Time, and you complete the section entitled “Odd Lots” in the Letter of Transmittal and, if applicable, in the Notice of Guarantee Delivery, we will purchase all of your shares without subjecting them to the proration procedure. See Section 1.

Once I have tendered shares in the Tender Offer, can I withdraw my tender?

Yes. You may withdraw any shares you have tendered at any time before 12:00 midnight, Eastern Time, on September 26, 2006, unless we extend the Tender Offer, in which case you can withdraw your shares until the expiration of the Tender Offer as extended. If we have not accepted for payment the shares you have tendered to us, you may also withdraw your shares at any time after 12:00 midnight, Eastern Time, on October 24, 2006. See Section 4.

How do I withdraw shares I previously tendered?

To properly withdraw shares, you must deliver a written notice of withdrawal with the required information to the Depository while you still have the right to withdraw the shares. If you have used more than one Letter of Transmittal or have otherwise tendered shares in more than one group of shares, you may withdraw shares using either separate notices of withdrawal or a combined notice of withdrawal, so long as the required information is included. Your notice of withdrawal must specify your name, the number of shares to be withdrawn and the name of the registered holder of these shares. Some additional requirements apply if the share certificates to be withdrawn have been delivered to the Depository or if your shares have been tendered under the procedure for book-entry transfer set forth in Section 3. See Section 4. If you have tendered your shares by giving instructions to a bank, broker, dealer, trust company or other nominee, you must instruct the nominee to arrange for the withdrawal of your shares.

Participants in our 401(k) Plan who wish to withdraw their shares must follow the instructions found in the “Letter to Brinker International 401(k) Savings Plan Participants” sent separately to each plan participant. See Section 4.

Has the Company or its Board of Directors adopted a position on the Tender Offer?

Our Board of Directors has approved the Tender Offer. However, neither we nor our Board of Directors, nor the Dealer Managers, the Depository nor the Information Agent are making any recommendation to you as to whether you should tender or refrain from tendering your shares or as to the purchase price or purchase prices at which you may choose to tender your shares. You must make your own decision whether to tender your shares and, if so, how many shares to tender and the purchase price or purchase prices at which your shares should be tendered. In so doing, you should read carefully the information in this Offer to Purchase and in the Letter of Transmittal. See Section 2.

Does the Company intend to repurchase any shares other than pursuant to the Tender Offer during or after the Tender Offer?

Our Board of Directors has authorized an ongoing share repurchase program for the purchase of up to a total of \$1,760.0 million of shares, of which our remaining available capacity is \$532.0 million of shares. However, Rule 13e-4(f) under the Exchange Act prohibits us from purchasing any

shares, other than in the Tender Offer, until at least 10 business days after the Expiration Time. Accordingly, any additional purchases outside the Tender Offer may not be consummated until at least 10 business days after the Expiration Time. See Section 17.

Do the directors and executive officers of the Company intend to tender their shares in the Tender Offer?

Our directors and executive officers have advised us that they do not intend to tender any of their shares in the Tender Offer. Accordingly, if we complete the Tender Offer, the proportional holdings of our directors and executive officers will increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the Tender Offer. See Section 11.

If I decide not to tender, how will the Tender Offer affect my shares?

Shareholders who choose not to tender their shares will own a greater percentage interest in our outstanding Common Stock following consummation of the Tender Offer. See Section 2.

What is the recent market price of my shares?

On August 28, 2006, the last full trading day before the commencement of the Tender Offer, the reported closing price of the shares on NYSE was \$36.82 per share. **You are urged to obtain current market quotations for the shares before deciding whether and at what price or prices to tender your shares.** See Section 8.

When will the Company pay for the shares I tender?

We will pay the purchase price, net to the seller in cash, less any applicable withholding tax and without interest, for the shares we purchase promptly after the expiration of the Tender Offer. If we are required to prorate shares purchased in the Tender Offer, however, we do not expect to announce the results of that proration and begin paying for tendered shares until up to ten business days after the expiration of the Tender Offer. See Section 5.

Will I have to pay brokerage commissions if I tender my shares?

If you are the record owner of your shares or hold your shares through our 401(k) Plan and your shares are tendered directly to the Depository, you will not have to pay brokerage fees or similar expenses. If you own your shares through a bank, broker, dealer, trust company or other nominee and the nominee tenders your shares on your behalf, the nominee may charge you a fee for doing so. You should consult with your bank, broker, dealer, trust company or other nominee to determine whether any charges will apply. See Section 3.

What are the United States federal income tax consequences if I tender my shares?

Generally, you will be subject to U.S. federal income taxation and applicable withholding when you receive cash from us in exchange for the shares you tender in the Tender Offer. The receipt of cash for your tendered shares will generally be treated for U.S. federal income tax purposes either as (1) a sale or exchange or (2) a distribution in respect of stock from the Company. Special tax consequences may apply with respect to shares tendered through our 401(k) Plan. **We recommend that you consult with your tax advisor with respect to your particular situation.** See Section 14.

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Will I have to pay stock transfer tax if I tender my shares?

We will pay all stock transfer taxes unless payment is made to, or if shares not tendered or accepted for payment are to be registered in the name of, someone other than the registered holder, or tendered certificates are registered in the name of someone other than the person signing the Letter of Transmittal. See Section 5.

Whom can I talk to if I have questions?

If you have any questions regarding the Tender Offer, please contact D.F. King & Co., Inc., the Information Agent for the Tender Offer, at (800) 578-5378 (toll free) or (212) 269-5550 (collect), Goldman, Sachs & Co., the Lead Dealer Manager for the Tender Offer, at (800) 323-5678 ext. 25474 (toll free) or (212) 902-1000 ext. 25474, or Banc of America Securities LLC, the Co-Dealer Manager for the Tender Offer, at (888) 583-8900 ext. 8502 (toll free) or (212) 583-8502, respectively. Additional contact information for the Information Agent and the Dealer Managers is set forth on the back cover of this Offer to Purchase. Participants in our 401(k) Plan who have questions relating to the plan should contact the relevant party set forth in the "Letter to Brinker International 401(k) Savings Plan Participants" sent separately to each plan participant.

What is the accounting treatment of the Tender Offer?

The accounting for the Company's purchase of shares in the Tender Offer will result in a reduction of our shareholders' equity in an amount equal to the aggregate purchase price of the shares we purchase plus the fees related to the Tender Offer and a corresponding increase in debt that may be partially offset by a reduction in cash and cash equivalents on our balance sheet.

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CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

This Offer to Purchase and the documents incorporated herein by reference include certain "forward-looking statements." These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result" and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements.

In addition, please refer to our Annual Report on Form 10-K for the fiscal year ended June 28, 2006 for additional information on risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements or that may otherwise impact us and our business. See Section 10. Notwithstanding anything in this Offer to Purchase, the Letter of Transmittal or any document incorporated by reference into this Offer to Purchase, the safe harbor protections of the Private Securities Litigation Reform Act of 1995 do not apply to statements made in connection with a tender offer.

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INTRODUCTION

To the Holders of our Common Stock:

We invite our shareholders to tender shares of our Common Stock, \$0.10 par value per share (the "Common Stock"), for purchase by us. Upon the terms and subject to the conditions described in this Offer to Purchase and the Letter of Transmittal, we are offering to purchase up to 11,688,311 shares at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less applicable withholding taxes and without interest. Unless the context otherwise requires, all references to "shares" shall refer to the Common Stock of the Company.

The Tender Offer will expire at 12:00 midnight, Eastern Time, on September 26, 2006, unless extended as described in Section 15.

After the Tender Offer expires, we will look at the prices chosen by shareholders for all of the shares properly tendered and not properly withdrawn. We will then select the lowest purchase price within the price range specified above that will allow us to buy 11,688,311 shares. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, we will select the lowest price that will allow us to buy all the shares that are properly tendered and not properly withdrawn. All shares we acquire in the Tender Offer will be acquired at the same purchase price regardless of whether the shareholder tendered at a lower price.

We will purchase only shares properly tendered at prices at or below the purchase price we determine and not properly withdrawn. However, because of the “odd lot” priority, proration and conditional tender provisions described in this Offer to Purchase, we may not purchase all of the shares tendered, even if shareholders tendered at or below the purchase price, if more than the number of shares we seek are properly tendered and not properly withdrawn. We will return shares tendered at prices in excess of the purchase price that we determine and shares that we do not purchase because of the “odd lot” priority, proration or conditional tender provisions to the tendering shareholders at our expense promptly following the Expiration Time. See Section 1.

Shareholders must complete the section of the Letter of Transmittal relating to the price or prices at which they are tendering shares in order to properly tender shares. See Section 3.

Tendering shareholders whose shares are registered in their own names and who tender directly to Mellon Investor Services LLC, the Depository for the Tender Offer, will not be obligated to pay brokerage fees or commissions or, except as described in Section 5, stock transfer taxes on the purchase of shares by us in the Tender Offer. If you own your shares through a bank, broker, dealer, trust company or other nominee and the nominee tenders your shares on your behalf, the nominee may charge you a fee for doing so. You should consult your bank, broker, dealer, trust company or other nominee to determine whether any charges will apply.

Participants in our 401(k) Plan may not use the Letter of Transmittal to direct the tender of their shares held in the plan, but instead must follow the separate instructions related to those shares. Participants in our 401(k) Plan may instruct the trustee of the plan as set forth in the “Letter to Brinker International 401(k) Savings Plan Participants” to tender some or all of the shares attributed to the participant’s account. If a participant’s instructions are not received three business days prior to the Expiration Date, the trustee will not tender shares attributable to the participant’s account. See Section 3.

In addition, holders of vested but unexercised options to purchase shares outstanding under our 1991 Stock Option Plan for Non-Employee Directors and Consultants, 1992 Incentive Stock Option Plan, Stock Option and Incentive Plan or 1999 Stock Option and Incentive Plan for Non-Employee Directors and Consultants (collectively, the “Stock Option Plans”) may exercise those options and tender some or all of the shares issued upon such exercise. Holders of stock awards and other

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restricted equity interests may not tender shares or shares represented by such interests unless they are fully vested.

The Tender Offer is not conditioned upon any minimum number of shares being tendered. Our obligation to accept, and pay for, shares validly tendered pursuant to the Tender Offer is conditioned upon satisfaction or waiver of the conditions set forth in Section 7.

Our Board of Directors has approved the Tender Offer. However, neither we nor our Board of Directors, nor the Dealer Managers, the Depository nor the Information Agent makes any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which shareholders may choose to tender their shares. We have not authorized any person to make any recommendation. Shareholders should carefully evaluate all information in the Tender Offer and should consult their own investment and tax advisors. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in this Offer to Purchase and in the Letter of Transmittal.

Our directors and executive officers have advised us that they do not intend to tender any of their shares in the Tender Offer. Accordingly, if we complete the Tender Offer the proportional holdings of our directors and executive officers will increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the Tender Offer. See Section 11.

As of August 17, 2006, there were 82,716,539 shares of our Common Stock issued and outstanding. The 11,688,311 shares that we are offering to purchase hereunder represent approximately 14.1% of the total number of issued and outstanding shares of our Common Stock as of August 17, 2006. The shares are listed and traded on NYSE under the symbol “EAT”. On August 28, 2006, the last full trading day before the commencement of the Tender Offer, the reported closing price of the shares on NYSE was \$36.82 per share. **We urge you to obtain current market quotations for the shares before deciding whether and at what purchase price or purchase prices to tender your shares. See Section 8.**

THE TENDER OFFER

1. Number of Shares; Price; Priority of Purchase

General. Upon the terms and subject to the conditions of the Tender Offer, we will purchase up to 11,688,311 shares of our Common Stock, or if fewer than 11,688,311 shares are properly tendered and not properly withdrawn, all shares that are properly tendered and not properly withdrawn in accordance with Section 4, at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding tax and without interest.

The term “Expiration Time” means 12:00 midnight, Eastern Time, on September 26, 2006, unless we, in our sole discretion, extend the period of time during which the Tender Offer will remain open, in which event the term “Expiration Time” shall refer to the latest time and date at which the Tender Offer, as so extended by us, shall expire. See Section 15 for a description of our right to extend, delay, terminate or amend the Tender Offer.

If the Tender Offer is over-subscribed as described below, shares tendered at or below the purchase price and not properly withdrawn will be subject to proration, except for “odd lots.” The proration period and, except as described herein, withdrawal rights expire at the Expiration Time.

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If we:

- make any change to the price range at which we are offering to purchase shares in the Tender Offer;
- increase the number of shares being sought in the Tender Offer and such increase in the number of shares being sought exceeds 2% of our outstanding shares; or
- decrease the number of shares being sought in the Tender Offer; and

the Tender Offer is scheduled to expire at any time earlier than the expiration of a period ending at 12:00 midnight, Eastern Time, on the tenth business day (as defined below) from, and including, the date that notice of any such increase or decrease is first published, sent or given in the manner specified in Section 15, then the Tender Offer will be extended until the expiration of such ten business day period. For the purposes of the Tender Offer, a “business day” means any day other than a Saturday, Sunday or United States federal holiday and consists of the time period from 12:01 a.m. to 12:00 midnight, Eastern Time.

The Tender Offer is not conditioned on any minimum number of shares being tendered. The Tender Offer is, however, subject to satisfaction of certain other conditions.

In accordance with Instruction 5 of the Letter of Transmittal, shareholders desiring to tender shares must specify the price or prices, not in excess of \$38.50 nor less than \$35.25 per share, at which they are willing to sell their shares to us in the Tender Offer. The lowest price that may be specified is \$35.25. The prices that may be specified increase in increments of \$0.25 up to \$38.50, the highest price that may be specified. Alternatively, shareholders desiring to tender shares can choose not to specify a price and, instead, elect to tender their shares at the purchase price ultimately paid for shares properly tendered and not properly withdrawn in the Tender Offer, which could result in the tendering shareholder receiving the minimum price of \$35.25 per share. See Section 8 for recent market prices for the shares. The lower end of the price range for the Tender Offer is below the closing market price for the shares on August 28, 2006, the last full trading day prior to the commencement of the Tender Offer, when the closing market price on NYSE was \$36.82.

Promptly following the Expiration Time, we will look at the prices chosen by shareholders for all of the shares properly tendered and not properly withdrawn and will determine the lowest purchase price within the price range specified above that will allow us to buy 11,688,311 shares. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, we will select the lowest price that will allow us to buy all the shares that are properly tendered and not properly withdrawn. Once the purchase price has been determined, we will promptly disclose such price in a manner calculated to inform shareholders of this information, which will include a press release through PR Newswire or another comparable service.

All shares we acquire in the Tender Offer will be acquired at the same purchase price regardless of whether the shareholder tendered at a lower price. We will purchase only shares properly tendered at prices at or below the purchase price we determine and not properly withdrawn. However, because of the “odd lot” priority, proration and conditional tender provisions described in this Offer to Purchase, we may not purchase all of the shares tendered, even if shareholders tendered at or below the purchase price, if more than the number of shares we seek to purchase are properly tendered and not properly withdrawn. We will return shares tendered at prices in excess of the purchase price that we determine and shares that we do not purchase because of the “odd lot” priority, proration or conditional tender provisions to the tendering shareholders at our expense promptly after the Tender Offer expires. Shareholders can specify one minimum price for a specified portion of their shares and a different minimum price for other specified shares, but a separate Letter of Transmittal must be submitted for shares tendered at each price. See Instruction 5 to the Letter of Transmittal.

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Shareholders also can specify the order in which we will purchase the specified portions in the event that, as a result of the proration provisions described below or otherwise, we purchase some but not all of the tendered shares pursuant to the Tender Offer. In the event a shareholder does not designate the order and fewer than all shares are purchased due to proration, the Depository will select the order of shares purchased.

If the number of shares properly tendered at or below the purchase price determined in the Tender Offer and not properly withdrawn prior to the Expiration Time is less than or equal to 11,688,311 shares, or such greater number of shares as we may elect to accept for payment, we will, subject to applicable law and upon the terms and subject to the conditions of the Tender Offer, purchase all shares so tendered at the purchase price we determine.

Priority of Purchases. Upon the terms and subject to the conditions of the Tender Offer, if more than 11,688,311 shares, or such greater number of shares as we may elect to accept for payment, have been properly tendered at prices at or below the purchase price selected by us and not properly withdrawn prior to the Expiration Time, we will, subject to applicable law, purchase properly tendered shares on the basis set forth below:

- *First*, we will purchase all shares tendered by any Odd Lot Holder (as defined below) who:
 - tenders all shares owned beneficially and of record by the Odd Lot Holder at a price at or below the purchase price determined in the Tender Offer (tenders of less than all of the shares owned by an Odd Lot Holder will not qualify for this priority); and
 - completes the section entitled “Odd Lots” in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery.
- *Second*, subject to the conditional tender provisions described in Section 6, we will purchase all other shares tendered at prices at or below the purchase price determined in the Tender Offer on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares, as described below.
- *Third*, if necessary to permit us to purchase 11,688,311 shares (or such greater number of shares as we may elect to accept for payment), shares conditionally tendered (for which the condition requiring us to purchase a specified number of shares was not initially satisfied) at or below the purchase price determined in the Tender Offer, will, to the extent feasible, be selected for purchase by random lot. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares.

As a result of the foregoing priorities applicable to the purchase of shares tendered, it is possible that all of the shares that a shareholder tenders in the Tender Offer may not be purchased even if they are tendered at prices at or below the purchase price. In addition, if a tender is conditioned upon the purchase of a specified number of shares, it is possible that none of those shares will be purchased even though those shares were tendered at prices at or below the purchase price we determine.

Odd Lots. The term “odd lots” means all shares properly tendered prior to the Expiration Time at prices at or below the purchase price determined in the Tender Offer and not properly withdrawn by any person (an “Odd Lot Holder”) who owns beneficially or of record fewer than 100 shares in the aggregate and so certifies in the appropriate place on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery.

To qualify for this priority, an Odd Lot Holder must tender all shares owned by the Odd Lot Holder in accordance with the procedures described in Section 3. Odd lots will be accepted for payment before any proration of the purchase of other tendered shares. This priority is not available to partial tenders or to beneficial or record holders of 100 or more shares in the aggregate, even if these

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holders have separate accounts or certificates representing fewer than 100 shares. By tendering in the Tender Offer, an Odd Lot Holder who holds shares in its name and tenders its shares directly to the Depository would also avoid any applicable odd lot discounts in a sale of the holder's shares. Any Odd Lot Holder wishing to tender all of its shares pursuant to the Tender Offer should complete the section entitled "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery.

Proration. If proration of tendered shares is required, we will determine the proration factor promptly following the Expiration Time. Subject to adjustment to avoid the purchase of fractional shares and subject to the provisions governing conditional tenders described in Section 6, proration for each shareholder tendering shares, other than Odd Lot Holders, will be based on the ratio of the number of shares properly tendered and not properly withdrawn by the shareholder to the total number of shares properly tendered and not properly withdrawn by all shareholders, other than Odd Lot Holders, at or below the purchase price determined in the Tender Offer. Because of the difficulty in determining the number of shares properly tendered and not properly withdrawn, and because of the odd lot priority described above and the conditional tender procedure described in Section 6, we expect that we will not be able to announce the final proration factor or commence payment for any shares purchased pursuant to the Tender Offer until up to ten business days after the Expiration Time. The preliminary results of any proration will be announced by press release promptly after the Expiration Time. After the Expiration Time, shareholders may obtain preliminary proration information from the Information Agent and also may be able to obtain the information from their brokers.

As described in Section 14, the number of shares that we will purchase from a shareholder in the Tender Offer may affect the United States federal income tax consequences to that shareholder and, therefore, may be relevant to a shareholder's decision whether or not to tender shares and whether to condition any tender upon our purchase of a stated number of shares held by such shareholder.

This Offer to Purchase and the Letter of Transmittal will be mailed to record holders of shares and will be furnished to brokers, dealers, commercial banks and trust companies whose names, or the names of whose nominees, appear on our shareholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of shares.

2. Purpose of the Tender Offer; Certain Effects of the Tender Offer

Purpose of the Tender Offer. In determining to proceed with the Tender Offer, management and our Board of Directors have evaluated our operations strategy and expectations for the future and believe that the Tender Offer is a prudent use of our financial resources given our business profile, our assets and recent market prices for our Common Stock. In determining the size and number of shares to purchase in the Tender Offer, the Board of Directors considered a range of factors, including recent stock trading ranges and volumes for the Common Stock, various self tender offers affected by other companies, liquidity opportunities available to our shareholders, and our results of operations, current financial condition and expected future cash needs.

The Board of Directors believes that the modified "Dutch Auction" tender offer represents a mechanism to provide all of our shareholders with the opportunity to tender all or a portion of their shares and, thereby, receive a return of some or all of their investment if they so elect. The Tender Offer provides shareholders (particularly those who, because of the size of their shareholdings, might not be able to sell their shares without potential disruption to the share price) with an opportunity to obtain liquidity with respect to all or a portion of their shares without potential disruption to the share price and the usual transaction costs associated with market sales. In addition, if we complete the Tender Offer, shareholders who do not participate in the Tender Offer will automatically increase their relative percentage ownership interest in us and our future operations.

The Tender Offer also provides our shareholders with an efficient way to sell their shares without incurring broker's fees or commissions associated with open market sales. Furthermore, odd lot holders who hold shares registered in their names and tender their shares directly to the Depository and whose shares are purchased pursuant to the Tender Offer will avoid any applicable odd lot discounts that might otherwise be payable on sales of their shares.

Our Board of Directors has approved the Tender Offer. However, neither we nor our Board of Directors, nor the Dealer Managers, the Depository nor the Information Agent makes any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which shareholders may choose to tender their shares. We have not authorized any person to make any recommendation. Shareholders should carefully evaluate all information in the Tender Offer and should consult their own investment and tax advisors. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in this Offer to Purchase and in the Letter of Transmittal.

Certain Effects of the Tender Offer. Shareholders who do not tender their shares pursuant to the Tender Offer and shareholders who otherwise retain an equity interest in the Company as a result of a partial tender of shares or proration will continue to be owners of the Company. As a result, if we complete the Tender Offer, those shareholders will realize a proportionate increase in their relative equity interest in the Company and will bear the attendant risks associated with owning our equity securities, including risks resulting from our purchase of shares. Shareholders may be able to sell non-tendered shares in the future on NYSE, or otherwise, at a net price significantly higher or lower than the purchase price in the Tender Offer. We can give no assurance as to the price at which a shareholder may be able to sell its shares in the future.

The shares that we acquire in the Tender Offer will be restored to the status of authorized but unissued shares and will be available for us to issue in the future without further shareholder action (except as required by applicable law or the rules of NYSE) for purposes including, without limitation, acquisitions, raising additional capital and the satisfaction of obligations under existing or future employee benefit or compensation programs or stock plans or compensation programs for directors.

The Tender Offer will reduce our "public float" (the number of shares owned by non-affiliate shareholders and available for trading in the securities markets), and is likely to reduce the number of our shareholders.

Our directors and executive officers have advised us that they do not intend to tender any of their shares in the Tender Offer. Accordingly, if we complete the Tender Offer, the proportional holdings of our directors and executive officers will increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the Tender Offer. See Section 11.

Except for the foregoing and as otherwise disclosed in this Offer to Purchase or the documents incorporated by reference herein, we currently have no plans, proposals or negotiations underway that relate to or would result in:

- any extraordinary transaction, such as a merger, reorganization or liquidation, involving us or any of our subsidiaries which is material to us and our subsidiaries, taken as a whole;

- any purchase, sale or transfer of an amount of our assets or any of our subsidiaries' assets which is material to us and our subsidiaries, taken as a whole;

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- any material change in our present Board of Directors or management or any plans or proposals to change the number or the term of directors (although we may fill vacancies arising on the Board of Directors) or to change any material term of the employment contract of any executive officer;
 - any material change in our present dividend rate or policy, our indebtedness or capitalization, our corporate structure or our business;
 - our ceasing to be authorized to be listed on NYSE;
 - our Common Stock becoming eligible for termination of registration under Section 12(g) of the Exchange Act;
 - the suspension of our obligation to file reports under Section 15(d) of the Exchange Act;
 - the acquisition or disposition by any person of our securities; or
 - any changes in our charter or bylaws that could impede the acquisition of control of us.

Notwithstanding the foregoing, as part of our long-term corporate goal of increasing shareholder value, we have regularly considered alternatives to enhance shareholder value, including open market repurchases of our shares, modifications of our dividend policy, strategic acquisitions, divestitures and business combinations, and we intend to continue to consider alternatives to enhance shareholder value. Except as otherwise disclosed in this Offer to Purchase, as of the date hereof, no agreements, understandings or decisions have been reached and there can be no assurance that we will decide to undertake any such alternatives. See Section 11.

3. Procedures for Tendering Shares

Valid Tender. For a shareholder to make a valid tender of shares in the Tender Offer, the Depositary must receive, at one of its addresses set forth on the back cover of this Offer to Purchase and prior to the Expiration Time:

- a Letter of Transmittal, properly completed and duly executed, together with any required signature guarantees (or, in the case of a book-entry transfer, an "agent's message") (see " — Book-Entry Transfer" below), and any other required documents; and
- either certificates representing the tendered shares or, in the case of tendered shares delivered in accordance with the procedures for book-entry transfer described below, a book-entry confirmation of that delivery (see " — Book-Entry Transfer" below).

In the alternative, the tendering shareholder must, before the Expiration Time, comply with the guaranteed delivery procedures described below.

If a broker, dealer, commercial bank, trust company, or other nominee holds your shares, it is likely the nominee has established an earlier deadline for you to act to instruct the nominee to accept the Tender Offer on your behalf. We urge you to contact your broker, dealer, commercial bank, trust company, or other nominee to find out the nominee's applicable deadline.

Participants in our 401(k) Plan that desire to tender shares in the Tender Offer must follow the separate instructions in the "Letter to Brinker International 401(k) Savings Plan Participants" sent to participants in the plan along with this Offer to Purchase.

The valid tender of shares by you through one of the procedures described in this Section 3 will constitute a binding agreement between you and us on the terms of, and subject to the conditions to, the Tender Offer.

In accordance with Instruction 5 of the Letter of Transmittal, each shareholder desiring to tender shares pursuant to the Tender Offer must either (i) check the box in the section of the Letter of Transmittal captioned "Shares Tendered at Price Determined in the Tender Offer," in which case you will be deemed to have tendered your shares at the minimum price of \$35.25 per share (YOU SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE PURCHASE PRICE PAID FOR ALL PURCHASED SHARES IN THE TENDER OFFER AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$35.25 PER SHARE) or (ii) check one, and only one, of the boxes corresponding to the price at which shares are being tendered in the section of the Letter of Transmittal captioned "Shares Tendered at Price Determined by Shareholder." A tender of shares will be proper if one, and only one, of these boxes is checked on the Letter of Transmittal.

If tendering shareholders wish to maximize the chance that their shares will be purchased, they should check the box in the section of the Letter of Transmittal captioned "Shares Tendered at Price Determined in the Tender Offer." If tendering shareholders wish to indicate a specific price at which their shares are being tendered, they must check the applicable price box in the section of the Letter of Transmittal captioned "Shares Tendered at Price Determined by Shareholder." Tendering shareholders should be aware that this election could mean that none of their shares will be purchased if the price selected by the shareholder is higher than the purchase price eventually determined in the Tender Offer after the Expiration Time. The lower end of the price range for the Tender Offer is below the closing market price for the shares on August 28, 2006, the last full trading day prior to the commencement of the Tender Offer, when the closing market price on NYSE was \$36.82.

A shareholder who wishes to tender shares at more than one price must complete a separate Letter of Transmittal for each price at which shares are being tendered. The same shares cannot be tendered (unless previously properly withdrawn in accordance with the terms of the Tender Offer) at more than one price. In order to withdraw, shareholders who tendered at multiple prices pursuant to multiple Letters of Transmittal must comply with the procedures set forth in Section 4.

We urge shareholders who hold shares through brokers or banks to consult the brokers or banks to determine whether transaction costs are applicable if they tender shares through the brokers or banks and not directly to the Depositary.

Shareholders also can specify the order in which we will purchase the specified portions in the event that, as a result of the proration provisions or otherwise, we purchase some but not all of the tendered shares pursuant to the Tender Offer. In the event a shareholder does not designate the order and fewer than all shares are purchased due to proration, the Depositary will select the order of shares purchased.

Odd Lot Holders who tender all their shares must also complete the section captioned "Odd Lots" in the Letter of Transmittal and, if applicable, in the Notice of Guaranteed Delivery, to qualify for the priority treatment available to Odd Lot Holders as set forth in Section 1.

Book-Entry Transfer. For purposes of the Tender Offer, the Depositary will establish an account for the shares at The Depositary Trust Company (the "book-entry transfer facility") within two business days after the date of this Offer to Purchase. Any financial institution that is a participant in the book-entry transfer facility's system may make book-entry delivery of shares by causing the book-entry transfer facility to transfer those shares into the Depositary's account in accordance with the book-entry transfer facility's procedures for that transfer. Although delivery of shares may be effected through book-entry transfer into the Depositary's account at the book-entry transfer facility, the Letter of Transmittal, properly completed and duly executed, with any required signature guarantees, or an agent's message, and any other required documents must, in any case, be transmitted to, and received by, the Depositary at one of its addresses listed on the back cover of this

Offer to Purchase prior to the Expiration Time, or the tendering shareholder must comply with the guaranteed delivery procedures described below.

The confirmation of a book-entry transfer of shares into the Depositary's account at the book-entry transfer facility described above is referred to in this Offer to Purchase as a "book-entry confirmation." **Delivery of documents to the book-entry transfer facility in accordance with the book-entry transfer facility's procedures will not constitute delivery to the Depositary.**

The term "agent's message" means a message transmitted by the book-entry transfer facility to, and received by, the Depositary and forming a part of a book-entry confirmation, stating that the book-entry transfer facility has received an express acknowledgment from the participant tendering shares through the book-entry transfer facility that the participant has received and agrees to be bound by the terms of the Letter of Transmittal and that we may enforce that agreement against that participant.

Method of Delivery. The method of delivery of shares, the Letter of Transmittal and all other required documents, including delivery through the book-entry transfer facility, is at the election and risk of the tendering shareholder. Shares will be deemed delivered only when actually received by the Depositary (including, in the case of a book-entry transfer, by book-entry confirmation). If you plan to make delivery by mail, we recommend that you deliver by registered mail with return receipt requested and obtain proper insurance. In all cases, sufficient time should be allowed to ensure timely delivery.

Signature Guarantees. No signature guarantee will be required on a Letter of Transmittal for shares tendered thereby if:

- the "registered holder(s)" of those shares signs the Letter of Transmittal and has not completed the box entitled "Special Payment Instructions" in the Letter of Transmittal; or
- those shares are tendered for the account of an "eligible institution."

A "registered holder" of tendered shares will include any participant in the book-entry transfer facility's system whose name appears on a security position listing as the owner of those shares, and an "eligible institution" is a "financial institution," which term includes most commercial banks, savings and loan associations and brokerage houses, that is a participant in any of the following: (i) the Securities Transfer Agents Medallion Program; (ii) The New York Stock Exchange, Inc. Medallion Signature Program; or (iii) the Stock Exchange Medallion Program.

Except as described above, all signatures on any Letter of Transmittal for shares tendered thereby must be guaranteed by an eligible institution. See Instructions 7 and 12 to the Letter of Transmittal. If the certificates for shares are registered in the name of a person other than the signer of the Letter of Transmittal, or if payment is to be made or certificates for shares not tendered or not accepted for payment are to be returned to a person other than the registered holder of the certificates surrendered, then the tendered certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name or names of the registered holders or owners appear on the certificates, with the signatures on the certificates or stock powers guaranteed by an eligible institution. See Instructions 7 and 12 to the Letter of Transmittal.

Guaranteed Delivery. If you wish to tender shares in the Tender Offer and your certificates for shares are not immediately available or the procedures for book-entry transfer cannot be completed on a timely basis or time will not permit all required documents to reach the Depositary prior to the Expiration Time, your tender may be effected if all the following conditions are met:

- your tender is made by or through an eligible institution;

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- a properly completed and duly executed Notice of Guaranteed Delivery in the form we have provided is received by the Depositary, as provided below, prior to the Expiration Time; and
 - the Depositary receives at one of its addresses listed on the back cover of this Offer to Purchase and within the period of three trading days after the date of execution of that Notice of Guaranteed Delivery, either: (i) the certificates representing the shares being tendered, in the proper form for transfer, together with all other required documents and a Letter of Transmittal, which has been properly completed and duly executed and includes all signature guarantees required; or (ii) confirmation of book-entry transfer of the shares into the Depositary's account at the book-entry transfer facility, together with all other required documents and either a Letter of Transmittal, which has been properly completed and duly executed and includes all signature guarantees required, or an agent's message.

A Notice of Guaranteed Delivery must be delivered to the Depositary by hand, overnight courier, facsimile transmission or mail before the Expiration Time and must include a guarantee by an eligible institution in the form set forth in the Notice of Guaranteed Delivery.

401(k) Plan. Participants in our 401(k) Plan who wish to have the trustee tender eligible shares attributable to their plan account must complete, execute and return to the plan trustee the tender direction form included in the "Letter to Brinker International 401(k) Savings Plan Participants" sent to each plan participant. Participants in our 401(k) Plan may not use the Letter of Transmittal to direct the tender of their shares held in the plan, but instead must

follow the separate direction form sent to them. Although the Tender Offer will remain open to all shareholders until the Expiration Time, if the trustee does not receive a participant's instructions three business days prior to the Expiration Time, the trustee will not tender shares attributable to the participant's account. Participants are urged to read the "Letter to Brinker International 401(k) Savings Plan Participants" and the separate direction form carefully.

Stock Option Plans; Stock Awards. Holders of vested but unexercised options to purchase shares may exercise such options in accordance with the terms of the Stock Option Plans and tender the shares received upon such exercise in accordance with the Tender Offer. Holders of vested but unexercised options should evaluate this Offer to Purchase carefully to determine if participation would be advantageous to them, based on their stock option exercise prices, the date of their stock option grants and the years left to exercise their options, the range of tender prices and the provisions for pro rata purchases by the Company described in Section 1. We strongly encourage those holders to discuss the Tender Offer with their tax advisor, broker and/or financial advisor. Holders of stock awards and other restricted equity interests may not tender shares or shares represented by such interests unless they are fully vested.

Return of Unpurchased Shares. The Depository will return certificates for unpurchased shares promptly after the expiration or termination of the Tender Offer or the proper withdrawal of the shares, as applicable, or, in the case of shares tendered by book-entry transfer at the book-entry transfer facility, the Depository will credit the shares to the appropriate account maintained by the tendering shareholder at the book-entry transfer facility, in each case without expense to the shareholder.

Tendering Shareholders' Representation and Warranty; Our Acceptance Constitutes an Agreement. It is a violation of Rule 14e-4 promulgated under the Exchange Act for a person acting alone or in concert with others, directly or indirectly, to tender shares for such person's own account unless at the time of tender and at the Expiration Time such person has a "net long position" in (i) a number of shares that is equal to or greater than the amount tendered and will deliver or cause to be delivered such shares for the purpose of tendering to us within the period specified in the Tender Offer or (ii) other securities immediately convertible into, exercisable for or exchangeable into shares ("Equivalent Securities") that is equal to or greater than the number of shares tendered and, upon the

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acceptance of such tender, will acquire such shares by conversion, exchange, or exercise of such Equivalent Securities to the extent required by the terms of the Tender Offer and will deliver or cause to be delivered such shares so acquired for the purpose of tender to us within the period specified in the Tender Offer. Rule 14e-4 also provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person. A tender of shares made pursuant to any method of delivery set forth in this Offer to Purchase will constitute the tendering shareholder's acceptance of the terms and conditions of the Tender Offer, as well as the tendering shareholder's representation and warranty to us that (i) such shareholder has a "net long position" in a number of shares or Equivalent Securities at least equal to the shares being tendered within the meaning of Rule 14e-4, and (ii) such tender of shares complies with Rule 14e-4. Our acceptance for payment of shares tendered pursuant to the Tender Offer will constitute a binding agreement between the tendering shareholder and us upon the terms and subject to the conditions of the Tender Offer.

Determination of Validity; Rejection of Shares; Waiver of Defects; No Obligation to Give Notice of Defects. All questions about the number of shares to be accepted, the price to be paid for shares to be accepted and the validity, form, eligibility (including time of receipt) and acceptance for payment of any tender of shares will be determined by us, in our sole discretion, and our determination will be final and binding on all parties. We reserve the absolute right prior to the expiration of the Tender Offer to reject any or all tenders we determine not to be in proper form or the acceptance for payment of or payment for which may, in the opinion of our counsel, be unlawful. We also reserve the absolute right, subject to applicable law, to waive any conditions of the Tender Offer with respect to all shareholders or any defect or irregularity in any tender with respect to any particular shares or any particular shareholder. If we waive any defect or irregularity in any tender with respect to any shareholder, we will also waive such defect or irregularity with respect to all shareholders. No tender of shares will be deemed to have been validly made until all defects or irregularities relating to it have been cured or waived. Neither we nor the Dealer Managers, the Depository, the Information Agent nor any other person will be under any duty to give notification of any defects or irregularities in tenders or incur any liability for failure to give any such notification. Our interpretation of the terms of and conditions to the Tender Offer, including the Letter of Transmittal and the instructions thereto, will be final and binding on all parties.

Lost Certificates. If the share certificates which a registered holder wants to surrender have been lost, destroyed or stolen, the shareholder should follow the instructions set forth in the Letter of Transmittal. See Instruction 9 of the Letter of Transmittal.

United States Federal Income Tax Withholding. Under the U.S. federal income tax laws, payments in connection with the transaction may be subject to "backup withholding" at a rate of 28%, unless a shareholder that holds shares:

- provides a correct taxpayer identification number (which, for an individual shareholder, is generally the shareholder's social security number) and certifies, under penalties of perjury, that he, she or it is not subject to backup withholding, and otherwise complies with applicable requirements of the backup withholding rules; or
- is a corporation or comes within other exempt categories and, when required, demonstrates this fact and otherwise complies with applicable requirements of the backup withholding rules.

Any amount withheld under these rules will be creditable against the shareholder's U.S. federal income tax liability or refundable to the extent that it exceeds such liability if the shareholder provides the required information to the Internal Revenue Service (the "IRS"). A shareholder that does not provide a correct taxpayer identification number may be subject to penalties imposed by the IRS. To prevent backup U.S. federal income tax withholding on cash payable in the Tender Offer, each

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shareholder should provide the Depository with his, her or its correct taxpayer identification number and certify that he, she or it is not subject to backup U.S. federal income tax withholding by completing the Substitute IRS Form W-9 included in the Letter of Transmittal. Foreign shareholders should complete and sign the appropriate IRS Form W-8, Certificate of Foreign Status, a copy of which may be obtained from the Depository, in order to avoid backup withholding. See the Letter of Transmittal.

For a discussion of material United States federal income tax consequences to tendering shareholders, see Section 14.

4. Withdrawal Rights

Except as this Section 4 otherwise provides, tenders of shares are irrevocable. You may withdraw shares that you have previously tendered in the Tender Offer according to the procedures described below at any time prior to the Expiration Time for all shares. You may also withdraw your previously tendered shares at any time after 12:00 midnight, Eastern Time, on October 24, 2006, unless such shares have been accepted for payment as provided in the Tender Offer.

For a withdrawal to be effective, a written notice of withdrawal must:

- be received in a timely manner by the Depository at one of its addresses listed on the back cover of this Offer to Purchase; and
- specify the name of the person having tendered the shares to be withdrawn, the number of shares to be withdrawn and the name of the registered holder of the shares to be withdrawn, if different from the name of the person who tendered the shares.

If certificates for shares have been delivered or otherwise identified to the Depository, then, prior to the physical release of those certificates, the serial numbers shown on those certificates must be submitted to the Depository and, unless an eligible institution has tendered those shares, an eligible institution must guarantee the signatures on the notice of withdrawal.

If a shareholder has used more than one Letter of Transmittal or has otherwise tendered shares in more than one group of shares, the shareholder may withdraw shares using either separate notices of withdrawal or a combined notice of withdrawal, so long as the information specified above is included.

If shares have been delivered in accordance with the procedures for book-entry transfer described in Section 3, any notice of withdrawal must also specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn shares and otherwise comply with the book-entry transfer facility's procedures.

Withdrawals of tenders of shares may not be rescinded and any shares properly withdrawn will thereafter be deemed not validly tendered for purposes of the Tender Offer. Withdrawn shares may be retendered at any time prior to the Expiration Time by again following one of the procedures described in Section 3.

We will decide, in our sole discretion, all questions as to the form and validity, including time of receipt, of notices of withdrawal, and each such decision will be final and binding on all parties. We also reserve the absolute right to waive any defect or irregularity in the withdrawal of shares by any shareholder. However, if we waive any defect or irregularity in any withdrawal with respect to any shareholder, we will also waive such defect or irregularity with respect to all shareholders. Neither we nor the Dealer Managers, the Depository, the Information Agent nor any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal or incur any liability for failure to give any such notification.

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Participants in our 401(k) Plan who wish to have the trustee withdraw previously tendered shares attributable to their plan account must follow the procedures set forth in the "Letter to Brinker International 401(k) Savings Plan Participants" sent separately to each plan participant.

If we extend the Tender Offer, are delayed in our purchase of shares, or are unable to purchase shares in the Tender Offer as a result of the occurrence of a condition disclosed in Section 7, then, without prejudice to our rights in the Tender Offer, the Depository may, subject to applicable law, retain tendered shares on our behalf, and such shares may not be withdrawn except to the extent tendering shareholders are entitled to withdrawal rights as described in this Section 4. Our reservation of the right to delay payment for shares which we have accepted for payment is limited by Rule 13e-4(f)(5) promulgated under the Exchange Act, which requires that we must pay the consideration offered or return the shares tendered promptly after termination or withdrawal of a tender offer.

5. Purchase of Shares and Payment of Purchase Price

Upon the terms and subject to the conditions of the Tender Offer, promptly following the Expiration Time, we will (i) determine a single per share purchase price that we will pay for the shares properly tendered and not properly withdrawn before the Expiration Time, taking into account the number of shares properly tendered and not properly withdrawn and the prices specified by tendering shareholders, and (ii) accept for payment and pay the purchase price for (and thereby purchase) up to 11,688,311 shares (or such greater number of shares as we may elect to purchase, subject to applicable law) properly tendered at prices at or below the purchase price and not properly withdrawn before the Expiration Time.

For purposes of the Tender Offer, we will be deemed to have accepted for payment (and therefore purchased), subject to the "odd lot" priority, proration and conditional tender provisions of this Tender Offer, shares that are properly tendered at or below the purchase price selected by us and not properly withdrawn only when, as and if we give oral or written notice to the Depository of our acceptance of the shares for payment pursuant to the Tender Offer.

Upon the terms and subject to the conditions of the Tender Offer, we will accept for payment and pay the per share purchase price for all of the shares accepted for payment pursuant to the Tender Offer promptly after the Expiration Time. In all cases, payment for shares tendered and accepted for payment pursuant to the Tender Offer will be made promptly, subject to possible delay in the event of proration, but only after timely receipt by the Depository of:

- certificates for shares or a timely book-entry confirmation of the deposit of shares into the Depository's account at the book-entry transfer facility;
- a properly completed and duly executed Letter of Transmittal (or, in the case of a book-entry transfer, an agent's message); and
- any other required documents.

We will pay for shares purchased pursuant to the Tender Offer by depositing the aggregate purchase price for the shares with the Depository, which will act as agent for tendering shareholders for the purpose of receiving payment from us and transmitting payment to the tendering shareholders.

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In the event of proration, we will determine the proration factor and pay for those tendered shares accepted for payment promptly after the Expiration Time. However, we expect that we will not be able to announce the final results of any proration or commence payment for any shares purchased pursuant to the Tender Offer until up to ten business days after the Expiration Time. Unless a shareholder specifies otherwise in the Letter of Transmittal, certificates for all shares tendered and not purchased, including all shares tendered at prices in excess of the purchase price and shares not purchased due to proration or conditional tender, will be returned or, in the case of shares tendered by book-entry transfer, will be credited to the account maintained with the book-entry

transfer facility by the participant who delivered the shares, to the tendering shareholder at our expense promptly after the Expiration Time or termination of the Tender Offer.

Under no circumstances will we pay interest on the purchase price, including but not limited to, by reason of any delay in making payment. In addition, if certain events occur, we may not be obligated to purchase shares pursuant to the Tender Offer. See Section 7.

We will pay all stock transfer taxes, if any, payable on the transfer to us of shares purchased pursuant to the Tender Offer. If, however, payment of the purchase price is to be made to, or (in the circumstances permitted by the Tender Offer) if unpurchased shares are to be registered in the name of, any person other than the registered holder, or if tendered certificates are registered in the name of any person other than the person signing the Letter of Transmittal, the amount of all stock transfer taxes, if any (whether imposed on the registered holder or the other person), payable on account of the transfer to the person will be deducted from the purchase price unless satisfactory evidence of the payment of the stock transfer taxes, or exemption from payment of the stock transfer taxes, is submitted.

6. Conditional Tender of Shares

Subject to the exception for Odd Lot Holders, in the event of an over-subscription of the Tender Offer, shares tendered at or below the purchase price prior to the Expiration Time will be subject to proration. See Section 1. As discussed in Section 14, the number of shares to be purchased from a particular shareholder may affect the tax treatment of the purchase to the shareholder and the shareholder's decision whether to tender. Accordingly, a shareholder may tender shares subject to the condition that a specified minimum number of the shareholder's shares tendered pursuant to a Letter of Transmittal must be purchased if any shares tendered are purchased. Any shareholder desiring to make a conditional tender must so indicate in the section entitled "Conditional Tender" in the Letter of Transmittal, and, if applicable, in the Notice of Guaranteed Delivery.

Any tendering shareholder wishing to make a conditional tender must calculate and appropriately indicate the minimum number of shares that must be purchased if any are to be purchased. After the Tender Offer expires, if more than 11,688,311 shares (or such greater number of shares as we may elect to accept for payment, subject to applicable law) are properly tendered and not properly withdrawn, so that we must prorate our acceptance of and payment for tendered shares, we will calculate a preliminary proration percentage based upon all shares properly tendered, conditionally or unconditionally. If the effect of this preliminary proration would be to reduce the number of shares to be purchased from any shareholder below the minimum number specified, the tender will automatically be regarded as withdrawn (except as provided in the next paragraph). All shares tendered by a shareholder subject to a conditional tender and regarded as withdrawn as a result of proration will be returned at our expense, promptly after the Expiration Time.

After giving effect to these withdrawals, we will accept the remaining shares properly tendered, conditionally or unconditionally, on a pro rata basis, if necessary. If conditional tenders would otherwise be regarded as withdrawn and would cause the total number of shares to be purchased to fall below 11,688,311 (or such greater number of shares as we may elect to accept for payment,

subject to applicable law) then, to the extent feasible, we will select enough of the conditional tenders that would otherwise have been withdrawn to permit us to purchase 11,688,311 shares (or such greater number of shares as we may elect to accept for payment, subject to applicable law). In selecting among the conditional tenders, we will select by random lot, treating all tenders by a particular taxpayer as a single lot, and will limit our purchase in each case to the designated minimum number of shares to be purchased. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares.

7. Conditions of the Tender Offer

Notwithstanding any other provision of the Tender Offer, we will not be required to accept for payment, purchase or pay for any shares tendered, and may terminate or amend the Tender Offer or may postpone the acceptance for payment of, or the purchase of and the payment for shares tendered, subject to Rule 13e-4(f)(5) under the Exchange Act (which requires that the issuer making the tender offer shall either pay the consideration offered or return tendered securities promptly after the termination or withdrawal of the tender offer), if at any time prior to the Expiration Time any of the following events has occurred (or shall have been reasonably determined by us to have occurred) that, in our reasonable judgment and regardless of the circumstances giving rise to the event or events (other than any such event or events that are proximately caused by our action or failure to act), make it inadvisable to proceed with the Tender Offer or with acceptance for payment:

- there has occurred any change in the general political, market, economic or financial conditions, domestically or internationally, that is reasonably likely to materially and adversely affect our business or the trading in the shares, including, but not limited to, the following:
 - any general suspension of, or general limitation on prices for, or trading in, securities on any national securities exchange in the United States or in the over-the-counter market;
 - a declaration of a banking moratorium or any suspension of payments in respect of banks in the United States or any limitation (whether or not mandatory) by any governmental agency or authority on, or any other event that, in our reasonable judgment, could reasonably be expected to adversely affect, the extension of credit by banks or other financial institutions in the United States;
 - the commencement of a war, armed hostilities or other similar national or international calamity directly or indirectly involving the United States on or after August 29, 2006 or any material escalation of any war or armed hostilities which had commenced prior to August 29, 2006;
 - a decrease in excess of 10% in the market price for the shares or in the Dow Jones Industrial Average, NASDAQ Composite Index or the S&P 500 Composite Index since August 28, 2006; or
 - legislation amending the Code (as defined in Section 14) having been passed by either the U.S. House of Representatives or the Senate or being pending before the U.S. House of Representatives or the Senate or any committee thereof, the effect of which, in our reasonable judgment, would be to change the tax consequences of the transaction contemplated by the Tender Offer in any manner that would adversely affect us or any of our affiliates;

- there has been instituted, threatened, or been pending any action, proceeding, application or counterclaim by or before any court or governmental, administrative or regulatory agency or authority, domestic or foreign, or any other person or tribunal, domestic or foreign, which:
 - challenges or seeks to challenge, restrain, prohibit or delay the making of the Tender Offer, the acquisition by us of the shares in the Tender Offer, or any other matter relating to the Tender Offer, or seeks to obtain any material damages or otherwise relating to the transactions contemplated by the Tender Offer;
 - seeks to make the purchase of, or payment for, some or all of the shares pursuant to the Tender Offer illegal or results in a delay in our ability to accept for payment or pay for some or all of the shares; or
 - seeks to impose limitations on our ability (or the ability of any of our affiliates) to acquire the shares or otherwise could reasonably be expected to materially adversely affect the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, licenses, results of operations or prospects of us, our subsidiaries and our affiliates, taken as a whole, or the value of the shares;
- any action has been taken or any statute, rule, regulation, judgment, decree, injunction or order (preliminary, permanent or otherwise) has been proposed, sought, enacted, entered, promulgated, enforced or deemed to be applicable to the Tender Offer or us or any of our subsidiaries or affiliates by any court, government or governmental agency or other regulatory or administrative authority, domestic or foreign, which, in our reasonable judgment:
 - indicates that any approval or other action of any such court, agency or authority may be required in connection with the Tender Offer or the purchase of shares thereunder;
 - could reasonably be expected to prohibit, restrict or delay consummation of the Tender Offer; or
 - otherwise could reasonably be expected to materially adversely affect the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, licenses or results of operations of us, our subsidiaries and our affiliates, taken as a whole;
- a tender or exchange offer for any or all of our outstanding shares (other than this Tender Offer), or any merger, acquisition, business combination or other similar transaction with or involving us or any subsidiary, has been proposed, announced or made by any person or entity or has been publicly disclosed;
- we learn that any entity, "group" (as that term is used in Section 13(d)(3) of the Exchange Act) or person has acquired or proposes to acquire beneficial ownership of more than 5% of our outstanding shares, whether through the acquisition of stock, the formation of a group, the grant of any option or right, or otherwise (other than anyone who publicly disclosed such ownership in a filing with the SEC on or before August 28, 2006);
- we learn that any entity, "group" (as that term is used in Section 13(d)(3) of the Exchange Act) or person that has publicly disclosed in a filing with the SEC on or before August 28, 2006 that it has beneficial ownership of more than 5% of the outstanding shares shall have acquired, or publicly announced its proposal to acquire, beneficial ownership of an additional 1% of the outstanding shares, whether through the acquisition of stock, the formation of a group, the grant of any option or right, or otherwise;
- any change (or condition, event or development involving a prospective change) in the business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition,

operations, licenses, results of operations or prospects of us or any of our subsidiaries or affiliates, that, in our reasonable judgment, does or is reasonably likely to have a materially adverse effect on us, our subsidiaries and our affiliates, taken as a whole, or we have become aware of any fact that, in our reasonable judgment, does or is reasonably likely to have a material adverse effect on the value of the shares;

- any approval, permit, authorization, favorable review or consent of any governmental entity required to be obtained in connection with the Tender Offer has not been obtained on terms satisfactory to us in our reasonable discretion; or
- we determine that the consummation of the Tender Offer and the purchase of the shares is reasonably likely to:
 - cause the shares to be held of record by less than 300 persons; or
 - cause the shares to be delisted from NYSE or to be eligible for deregistration under the Exchange Act.

The conditions referred to above are for our sole benefit and may be asserted by us or waived by us, in whole or in part, at any time and from time to time in our reasonable discretion before the Expiration Time. Our failure at any time to exercise any of the foregoing rights will not be deemed a waiver of any right, and each such right will be deemed an ongoing right that may be asserted at any time and from time to time prior to the Expiration Time. Our right to terminate or amend the Tender Offer or to postpone the acceptance for payment of, or the purchase of and the payment for shares tendered if any of the above listed events occur (or shall have been reasonably determined by us to have occurred) at any time prior to the Expiration Time shall not be affected by any subsequent event regardless of whether such subsequent event would have otherwise resulted in the event having been "cured" or ceasing to exist.

8. Price Range of the Shares

The shares are traded on NYSE under the symbol "EAT". The following table sets forth, for each of the periods indicated, the high and low closing sales prices per share as reported by NYSE based on published financial sources.

	<u>High</u>	<u>Low</u>
Fiscal 2005		
First Quarter	\$ 36.47	29.49
Second Quarter	35.18	30.64
Third Quarter	39.00	33.90
Fourth Quarter	41.85	33.50
Fiscal 2006		
First Quarter	40.63	35.90
Second Quarter	40.45	36.12
Third Quarter	42.74	37.88
Fourth Quarter	42.50	35.35

On August 28, 2006, the last full trading day before the commencement of the Tender Offer, the reported closing price of the shares on NYSE was \$36.82 per share. **We urge shareholders to obtain a current market quotation for the shares before deciding whether and at what price or prices to tender their shares.**

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9. Source and Amount of Funds

Assuming that the maximum of 11,688,311 shares are tendered in the Tender Offer at the maximum purchase price of \$38.50 per share, the aggregate purchase price will be approximately \$450,000,000. We anticipate that we will pay for the shares tendered in the Tender Offer, as well as paying related fees and expenses, by drawing on our available lines of credit, including the Bridge Loan facility described below. See the notes to our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal year ended June 28, 2006 and our Current Report on Form 8-K filed on August 21, 2006 for a description of our credit facilities as of such dates.

In anticipation of the Tender Offer, we and our wholly-owned subsidiary, Brinker Restaurant Corporation (as guarantor), entered into a Bridge Loan Agreement, dated as of August 28, 2006, with Citigroup Global Markets Inc. and J.P. Morgan Securities, Inc., as joint lead arrangers and bookrunners, which is included as an exhibit to this Offer to Purchase. This Bridge Loan facility is an unsecured facility under which we may select interest rates equal to (i) LIBOR plus an applicable margin or (ii) the Banks' Base Rate (as defined therein). The applicable margin is subject to adjustment if our credit rating changes. The facility contains various financial covenants that, among other things, require the maintenance of certain leverage and fixed charge coverage ratios. The facility will become due upon the earlier of our procurement of replacement financing or one year. We currently intend, subject to market conditions, to repay the Bridge Loan facility prior to the one year term by procuring replacement financing.

10. Information About Brinker International, Inc.

We own, develop, operate and franchise the Chili's Grill & Bar ("Chili's"), Romano's Macaroni Grill ("Macaroni Grill"), Maggiano's Little Italy ("Maggiano's"), and On The Border Mexican Grill & Cantina ("On The Border") restaurant brands. The Company was organized under the laws of the State of Delaware in September 1983 to succeed to the business operated by Chili's, Inc., a Texas corporation, which was organized in August 1977. We completed the acquisitions of Macaroni Grill in November 1989, On The Border in May 1994, and Maggiano's in August 1995.

Where You Can Find More Information. We are subject to the informational filing requirements of the Exchange Act, and, accordingly, are obligated to file reports, statements and other information with the SEC relating to our business, financial condition and other matters. Information, as of particular dates, concerning directors and officers, their remuneration, options and other stock awards granted to them, the principal holders of our securities and any material interest of these persons in transactions with us is required to be disclosed in proxy statements distributed to our shareholders and filed with the SEC. We also have filed an Issuer Tender Offer Statement on Schedule TO with the SEC that includes additional information relating to the Tender Offer.

These reports, statements and other information can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Copies of this material may also be obtained by mail, upon payment of the SEC's customary charges, from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. The SEC also maintains a web site on the Internet at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC.

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Incorporation by Reference. The rules of the SEC allow us to "incorporate by reference" information into this Offer to Purchase, which means that we can disclose important information to you by referring you to another document filed separately with the SEC. The Tender Offer incorporates by reference the documents listed below, including the financial statements and the notes related thereto contained in those documents that have been previously filed with the SEC. These documents contain important information about us.

<u>SEC Filings</u>	<u>Period or Date Filed</u>
<i>Annual Report on Form 10-K</i>	Fiscal year ended June 28, 2006
<i>Current Report on Form 8-K</i>	Filed August 29, 2006

You can obtain any of the documents incorporated by reference in this Offer to Purchase from us or from the SEC's web site at the address described above. Documents incorporated by reference are available from us without charge, excluding any exhibits to those documents. You may request free copies of these filings by writing or telephoning us at the following address: Investor Relations Department, 6820 LBJ Freeway, Dallas, Texas 75240, (972) 980-9917. You may also review and/or download free copies of these filings at our website at www.brinker.com. We are not incorporating the contents of our website into this Offer to Purchase and information contained on our website is not part of this Tender Offer.

11. Interest of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares

As of August 17, 2006, there were 82,716,539 shares of our Common Stock issued and outstanding. The 11,688,311 shares we are offering to purchase in the Tender Offer represent approximately 14.1% of the total number of issued and outstanding shares as of August 17, 2006.

As of August 17, 2006, our directors and executive officers as a group (18 persons) beneficially owned an aggregate of approximately 1,761,119 shares, representing approximately 2.13% of the total number of outstanding shares. Our directors and executive officers have advised us that they do not intend to tender any of their shares in the Tender Offer. Accordingly, assuming we purchase 11,688,311 shares in the Tender Offer, the Tender Offer will increase the proportional holdings of our directors and executive officers to approximately 2.48%. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the Tender Offer.

The aggregate number and percentage of shares of our Common Stock that were beneficially owned by our current directors and executive officers, as of August 17, 2006, were as set forth in the table below. Assuming we purchase an aggregate of 11,688,311 shares in the Tender Offer, and no director or executive officer tenders any shares in the Tender Offer, the percentage beneficial ownership of each director and executive officer after the Tender Offer will be approximately as set forth in the table below.

Unless otherwise indicated, the address of each person listed is c/o Brinker International, Inc., 6820 LBJ Freeway, Dallas, Texas 75240.

	As of August 17, 2006		Percentage Owned After Tender Offer (with above stated assumptions)
	Number of Shares Owned(1)(2)(3)	Percent Owned	
Executive Officers and Directors			
Douglas H. Brooks	738,587	*	1.04%
Robert M. Gates	13,117	*	*
Marvin J. Girouard	22,532	*	*
Ronald Kirk	53,214	*	*
George R. Mrkonic	17,713	*	*
Erle Nye	25,327	*	*
James E. Oesterreicher	21,118	*	*
Rosendo G. Parra	6,124	*	*
Cece Smith	35,892	*	*
Todd E. Diener	383,487	*	*
Charles M. Sonstebly	188,788	*	*
Roger F. Thomson	51,968	*	*
Michael B. Webberman	64,974	*	*
Jean M. Birch	48,310	*	*
Valerie L. Davisson	23,800	*	*
Rebeca M. Johnson	23,975	*	*
David M. Orenstein	39,693	*	*
Wyman T. Roberts	2,500	*	*
All Executive Officer and Directors as a group (18 persons)	1,761,119	2.13%	2.48%

* Less than 1%

- (1) Indicates shares of Brinker Common Stock beneficially owned, as determined in accordance with the rules of the SEC. The listed persons have sole investment power and sole voting power as to all shares of stock where they are identified as being the owner, unless we have noted otherwise, and are subject to any community property interest of such person's spouse.
- (2) Includes shares of Brinker Common Stock that may be acquired by exercise of options vested, or vesting within 60 days of August 17, 2006, under one of the following plans: 1991 Stock Option Plan for Non-Employee Directors and Consultants; 1992 Incentive Stock Option Plan; Stock Option Plan and Incentive Plan; and 1999 Stock Option and Incentive Plan for Non-Employee Directors and Consultants.
- (3) Mr. Brooks owns 861,894 stock options, 619,394 of which have vested, or will vest, within 60 days of August 17, 2006. Dr. Gates owns 36,954 stock options, 8,893 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Girouard owns 33,664 stock options, 14,831 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Kirk owns 71,855 stock options, 48,753 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Mrkonic owns 33,000 stock options, 8,001 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Nye owns 42,108 stock options, 18,424 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Oesterreicher owns 33,019 stock options, 14,186 of which have

vested, or will vest, within 60 days of August 17, 2006. Mr. Parra owns 27,081 stock options, none of which have vested, or will vest, within 60 days of August 17, 2006. Ms. Smith owns 45,000 stock options, 27,001 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Diener owns 375,001 stock options, 277,501 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Sonstebly owns 179,416 stock options, 92,916 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Thomson owns 87,253 stock options, 3 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Webberman owns 110,348 stock options, 40,348 of which have vested, or will vest, within 60 days of August 17, 2006. Ms. Birch owns 77,000 stock options, 19,000 of which have vested, or will vest, within 60 days of August 17, 2006. Ms. Davisson owns 41,500 stock options, 5,500 of which have vested, or will vest, within 60 days of August 17, 2006. Ms. Johnson owns 40,500 stock options, 5,000 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Orenstein owns 53,806 stock options, 12,806 of which have vested, or will vest, within 60 days of August 17, 2006. Mr. Roberts owns 22,500 stock options, 2,500 of which have vested, or will vest, within 60 days of August 17, 2006. All executive officers and directors as a group own 2,171,899 stock options, 1,215,057 of which have vested, or will vest, within 60 days of August 17, 2006.

401(k) Plan. We have a savings plan in the United States that qualifies under Section 401(k) of the Internal Revenue Code. All of our employees, including employees who may be classified as highly compensated employees by the IRS, who have attained the age of twenty-one and completed both one year and one thousand hours of service with the Company are eligible to participate in the plan. In addition, we will match 100% of each such participant's contribution for the first 3% of such participant's compensation and 50% for the next 2% of such participant's compensation. All Company

contributions vest immediately. Investment options in the U.S. plan include our Common Stock, but neither the participant nor our matching contributions are required to be invested in our Common Stock.

Recent Securities Transactions. Based on our records and on information provided to us by our directors, executive officers, affiliates, and subsidiaries, neither we nor any of our directors, executive officers, affiliates or subsidiaries have effected any transactions involving shares of our Common Stock during the 60 days prior to August 29, 2006, except as follows:

- Customary and ongoing purchases of shares under our 401(k) Plan.

- We made the following purchases of shares under our stock repurchase program at the average prices per share indicated in the table below.

Transaction Date*	Shares Bought	Avg. Price per Share
June 27, 2006	25,000	\$ 36.04
June 28, 2006	25,000	\$ 35.33
July 5, 2006	25,000	\$ 35.72
July 6, 2006	25,000	\$ 35.73
July 7, 2006	25,000	\$ 35.31
July 11, 2006	200,000	\$ 34.52
July 12, 2006	50,000	\$ 34.70
July 13, 2006	75,000	\$ 34.42
July 14, 2006	50,000	\$ 34.26
July 17, 2006	25,000	\$ 34.61
July 18, 2006	25,000	\$ 33.92
July 19, 2006	25,000	\$ 34.18
July 20, 2006	50,000	\$ 33.35
July 21, 2006	25,000	\$ 32.80
July 24, 2006	200,000	\$ 33.45
July 26, 2006	25,000	\$ 33.41
August 17, 2006	40,000	\$ 37.21
August 18, 2006	40,000	\$ 37.19
August 21, 2006	40,000	\$ 36.77
August 22, 2006	40,000	\$ 37.10
August 23, 2006	40,000	\$ 36.78
August 24, 2006	40,000	\$ 36.55

* Settlement date is typically three business days following Transaction Date.

Except as otherwise described herein and for the outstanding stock options, stock awards and other restricted equity interests granted to our directors, executive officers and other employees pursuant to our various Stock Option Plans, which are described in Note 10 to the financial statements contained in our Annual Report on Form 10-K for the fiscal year ended June 28, 2006, which descriptions are incorporated herein by reference, neither we nor, to the best of our knowledge, any of our affiliates, directors or executive officers, is a party to any agreement, arrangement, understanding or relationship, whether or not legally enforceable, with any other person, relating, directly or indirectly, to the Tender Offer or with respect to any of our securities, including, but not limited to, any agreement, arrangement, understanding or relationship concerning the transfer or the voting of our securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or the giving or withholding of proxies, consents or authorizations.

12. Effects of the Tender Offer on the Market for Shares; Registration under the Exchange Act

The purchase by us of shares in the Tender Offer will reduce the number of shares that might otherwise be traded publicly and is likely to reduce the number of shareholders. However, we believe that there will be a sufficient number of shares outstanding and publicly traded following completion of the Tender Offer to ensure a continued trading market for the shares. Based upon published guidelines of NYSE, we do not believe that our purchase of shares in the Tender Offer will cause the remaining outstanding shares to be delisted from NYSE. The Tender Offer is conditioned upon there not being any reasonable likelihood, in our reasonable judgment, that the consummation of the Tender Offer and the purchase of shares will cause the shares to be delisted from NYSE. See Section 7.

The shares are currently “margin securities” under the rules of the Federal Reserve Board. This has the effect, among other things, of allowing brokers to extend credit to their customers using such shares as collateral. We believe that, following the purchase of shares in the Tender Offer, the shares will continue to be “margin securities” for purposes of the Federal Reserve Board’s margin rules and regulations.

The shares are registered under the Exchange Act, which requires, among other things, that we furnish certain information to our shareholders and the SEC and comply with the SEC’s proxy rules in connection with meetings of our shareholders. We believe that our purchase of shares in the Tender Offer pursuant to the terms of the Tender Offer will not result in the shares becoming eligible for deregistration under the Exchange Act.

13. Legal Matters; Regulatory Approvals

We are not aware of any license or regulatory permit that is material to our business that might be adversely affected by our acquisition of shares as contemplated by the Tender Offer or of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic, foreign or supranational, that would be required for the acquisition of shares by us as contemplated by the Tender Offer. Should any such approval or other action be required, we presently contemplate that we will seek that approval or other action where practicable within the time period contemplated by

the Tender Offer. We are unable to predict whether we will be required to delay the acceptance for payment of or payment for shares tendered in the Tender Offer pending the outcome of any such matter. There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial cost or conditions or that the failure to obtain the approval or other action might not result in adverse consequences to our business or financial condition.

14. United States Federal Income Tax Consequences

IRS Circular 230 Notice: To ensure compliance with Internal Revenue Service Circular 230, shareholders are hereby notified that: (a) any discussion of U.S. federal tax issues contained or referred to in this Offer to Purchase or any document referred to herein is not intended or written to be used, and cannot be used by shareholders for the purpose of avoiding penalties that may be imposed on them under the Internal Revenue Code (the “Code”); (b) such discussion is written for use in connection with the promotion or marketing of the transactions or matters addressed herein; and (c) shareholders should seek advice based on their particular circumstances from an independent tax advisor.

The following summary describes the material U.S. federal income tax consequences relating to the Tender Offer to shareholders whose shares are validly tendered and accepted for payment pursuant to the Tender Offer. This summary does not address the effect of state, local, foreign or other tax laws. Those shareholders that do not participate in the Tender Offer should not incur any U.S. federal income tax liability as a result of the completion of the Tender Offer. This summary is based upon the Code, Treasury regulations promulgated thereunder, administrative pronouncements and judicial decisions, all as in effect as of the date hereof and all of which are subject to change, possibly with retroactive effect. This summary addresses only shares that are held as capital assets within the meaning of Section 1221 of the Code and does not address all of the tax consequences that may be relevant to shareholders in light of their particular circumstances or to certain types of shareholders subject to special treatment under the Code, including, without limitation, certain financial institutions, dealers in securities or commodities, traders in securities who elect to apply a mark-to-market method of accounting, insurance companies, tax-exempt organizations, regulated investment companies, certain expatriates, U.S. holders, as defined below, whose functional currency is other than the U.S. dollar, persons subject to the alternative minimum tax, persons that hold shares

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as a position in a “straddle” or as a part of a “hedging,” “conversion,” “constructive sale” or integrated transaction for U.S. federal income tax purposes or persons that received their shares through the exercise of employee stock options or otherwise as compensation. In addition, except as otherwise specifically noted, this discussion applies only to “U.S. holders” (as defined below). This summary also does not address the state, local or foreign tax consequences of participating in the Tender Offer. For purposes of this discussion, a “U.S. holder” means:

- a citizen or resident of the United States;
- a corporation or other entity taxable as a corporation created or organized in the United States or under the laws of the United States or of any political subdivision thereof;
- an estate, the income of which is includible in gross income for U.S. federal income tax purposes regardless of its source; or
- a trust (1) whose administration is subject to the primary supervision of a U.S. court and which has one or more U.S. persons who have the authority to control all of its substantial decisions or (2) that has validly elected to be treated as a U.S. person for U.S. federal income tax purposes under applicable Treasury Regulations.

If a partnership holds shares, the tax treatment of a partner will generally depend upon the status of the partner and upon the activities of the partnership. Partners of partnerships holding shares should consult their tax advisors.

Shareholders are urged to consult their tax advisor to determine the particular tax consequences to them of participating or not participating in the Tender Offer, including the applicability and effect of state, local, foreign and other tax laws and the possible effect of changes in U.S. federal or other tax laws.

Characterization of the Purchase. The purchase of shares by us in the Tender Offer will be a taxable transaction for U.S. federal income tax purposes. As a consequence of the purchase, a U.S. holder will, depending on the U.S. holder’s particular circumstances, be treated either as having sold the U.S. holder’s shares or as having received a distribution in respect of stock from us. Under Section 302 of the Code, a U.S. holder whose shares are purchased by us in the Tender Offer will be treated as having sold its shares, and thus will recognize capital gain or loss if the purchase:

- results in a “complete termination” of the U.S. holder’s equity interest in us;
- results in a “substantially disproportionate” redemption with respect to the U.S. holder; or
- is “not essentially equivalent to a dividend” with respect to the U.S. holder.

Each of these tests, referred to as the “Section 302 tests,” is explained in more detail below.

If a U.S. holder satisfies any of the Section 302 tests explained below, the U.S. holder will be treated as if it sold its shares to us and will recognize capital gain or loss equal to the difference between the amount of cash received in the Tender Offer and the U.S. holder’s adjusted tax basis in the shares surrendered in exchange therefor. This gain or loss will be long-term capital gain or loss if the U.S. holder’s holding period for the shares that were sold exceeds one year as of the date of purchase by us in the Tender Offer. Long-term capital gain recognized by a non-corporate holder generally will be subject to U.S. federal income tax at a maximum rate of 15%. Specified limitations apply to the deductibility of capital losses by U.S. holders. Gain or loss must be determined separately for each block of shares (shares acquired at the same cost in a single transaction) that is purchased by us from a U.S. holder in the Tender Offer. A U.S. holder may be able to designate, generally through its broker, which blocks of shares it wishes to tender in the Tender Offer if less than all of its shares are tendered in the Tender Offer, and the order in which different blocks will be purchased by

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us in the event of proration in the Tender Offer. U.S. holders should consult their tax advisors concerning the mechanics and desirability of that designation.

If a U.S. holder does not satisfy any of the Section 302 tests explained below, the purchase of a U.S. holder’s shares by us in the Tender Offer will not be treated as a sale or exchange under Section 302 of the Code with respect to the U.S. holder. Instead, the amount received by the U.S. holder with respect to

the purchase of its shares by us in the Tender Offer will be treated as a dividend to the U.S. holder with respect to its shares under Section 301 of the Code, to the extent of our current and accumulated earnings and profits (within the meaning of the Code). Provided certain holding period requirements are satisfied, non-corporate holders generally will be subject to U.S. federal income tax at a maximum rate of 15% on dividends deemed received. To the extent the amount exceeds our current and accumulated earnings and profits, the excess first will be treated as a tax-free return of capital that will reduce the U.S. holder's adjusted tax basis (but not below zero) in its shares and any remainder will be treated as capital gain (which may be long-term capital gain as described above). To the extent that a purchase of a U.S. holder's shares by us in the Tender Offer is treated as the receipt by the U.S. holder of a dividend, the U.S. holder's remaining adjusted tax basis (after adjustment as described in the previous sentence) in the purchased shares will be added to any shares retained by the U.S. holder subject to, in the case of corporate shareholders, reduction of basis or possible gain recognition under Section 1059 of the Code in an amount equal to the non-taxed portion of the dividend. A dividend received by a corporate U.S. holder, as explained below, may be eligible for the dividends-received deduction.

Constructive Ownership of Stock and Other Issues. In applying each of the Section 302 tests explained below, U.S. holders must take into account not only shares that they actually own but also shares they are treated as owning under the constructive ownership rules of Section 318 of the Code. Under the constructive ownership rules, a U.S. holder is treated as owning any shares that are owned (actually and in some cases constructively) by certain related individuals and entities as well as shares that the U.S. holder has the right to acquire by exercise of an option or by conversion or exchange of a security. Due to the factual nature of the Section 302 tests explained below, U.S. holders should consult their tax advisors to determine whether their sale of shares in the Tender Offer qualifies for sale or exchange treatment in their particular circumstances.

If a U.S. holder sells shares to persons other than us at or about the time the shareholder also sells shares pursuant to the Tender Offer, and the various sales effected by the U.S. holder are part of an overall plan to reduce or terminate such shareholder's proportionate interest in us, then the sales to persons other than us may, for federal income tax purposes, be integrated with the U.S. holder's exchange of shares pursuant to the Tender Offer and, if integrated, should be taken into account in determining whether the shareholder satisfies any of the Section 302 tests with respect to shares sold to us.

We cannot predict whether or the extent to which the Tender Offer will be oversubscribed. If the Tender Offer is oversubscribed, proration of tenders in the Tender Offer will cause us to accept fewer shares than are tendered. This in turn may affect the U.S. holder's U.S. federal income tax consequences. In particular, this could affect the U.S. holder's ability to satisfy one of the Section 302 tests described below. Accordingly, a tendering U.S. holder may choose to submit a "conditional tender" under the procedures described in Section 6, which allows the U.S. holder to tender shares subject to the condition that a specified minimum number of the U.S. holder's shares must be purchased by us if any such shares so tendered are purchased. In any event, no assurance can be given that a U.S. holder will be able to determine in advance whether its disposition of shares pursuant to the Tender Offer will be treated as a sale or exchange or as a dividend distribution in respect of stock from us.

Section 302 Tests. One of the following tests must be satisfied in order for the purchase of shares by us in the Tender Offer to be treated as a sale or exchange for U.S. federal income tax purposes:

- *Complete Termination Test.* The purchase of a U.S. holder's shares by us in the Tender Offer will result in a "complete termination" of the U.S. holder's equity interest in us if all of the shares that are actually owned by the U.S. holder are sold in the Tender Offer and all of the shares that are constructively owned by the U.S. holder, if any, are sold in the Tender Offer or, with respect to shares owned by certain related individuals, the U.S. holder effectively waives, in accordance with Section 302(c) of the Code, attribution of shares that otherwise would be considered as constructively owned by the U.S. holder. U.S. holders wishing to satisfy the "complete termination" test through waiver of the constructive ownership rules should consult their tax advisors.
- *Substantially Disproportionate Test.* The purchase of a U.S. holder's shares by us in the Tender Offer will result in a "substantially disproportionate" redemption with respect to the U.S. holder if, among other things, the percentage of the then outstanding voting stock actually and constructively owned by the U.S. holder immediately after the purchase is less than 80% of the percentage of voting stock actually and constructively owned by the U.S. holder immediately before the purchase (treating as outstanding all shares purchased in the Tender Offer) and immediately following the exchange the U.S. holder actually and constructively owns less than 50% of our total voting power.
- *Not Essentially Equivalent to a Dividend Test.* The purchase of a U.S. holder's shares by us in the Tender Offer will be treated as "not essentially equivalent to a dividend" if the reduction in the U.S. holder's proportionate interest in us as a result of the purchase constitutes a "meaningful reduction" given the U.S. holder's particular circumstances. Whether the receipt of cash by a shareholder who sells shares in the Tender Offer will be "not essentially equivalent to a dividend" is independent of whether or not we have current or accumulated earnings and profits and will depend upon the shareholder's particular facts and circumstances. The IRS has indicated in a published revenue ruling that even a small reduction in the percentage interest of a shareholder whose relative stock interest in a publicly held corporation is minimal (for example, an interest of less than 1%) and that exercises no control over corporate affairs should constitute a "meaningful reduction." U.S. holders should consult their tax advisors as to the application of this test with respect to their particular circumstances.

Corporate Shareholder Dividend Treatment. If a corporate U.S. holder does not satisfy any of the Section 302 tests described above and we have current or accumulated earnings and profits in respect of our current taxable year, a corporate U.S. holder may, to the extent that any amounts received by it in the Tender Offer are treated as a dividend, be eligible for the dividends-received deduction. The dividends-received deduction is subject to certain limitations. In addition, any amount received by a corporate U.S. holder pursuant to the Tender Offer that is treated as a dividend may constitute an "extraordinary dividend" under Section 1059 of the Code. Corporate U.S. holders should consult their own tax advisors as to the application of Section 1059 of the Code to the Tender Offer, and to the tax consequences of dividend treatment in their particular circumstances.

Foreign Shareholders. The following general discussion applies to shareholders that are "non-U.S. holders." A "non-U.S. holder" is a person or entity that, for U.S. federal income tax purposes, is a:

- non-resident alien individual, other than certain former citizens and residents of the United States subject to tax as expatriates;

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- foreign corporation; or

- foreign estate or trust.

Withholding on Non-U.S. Holders. A payment made to a Non-U.S. Holder pursuant to the Tender Offer will be subject to U.S. federal gross income and withholding tax unless the Non-U.S. Holder meets the “complete termination,” “substantially disproportionate,” or “not essentially equivalent to a dividend” test described in this Section 14. If a Non-U.S. Holder tenders shares held in a U.S. brokerage account or otherwise through a U.S. broker, dealer, commercial bank, trust company, or other nominee, such U.S. broker or other nominee will generally be the withholding agent for the payment made to the Non-U.S. Holder pursuant to the Tender Offer. In most cases, we expect that such U.S. broker or other nominee will not withhold U.S. federal gross income tax from the payment if the Non-U.S. Holder certifies that it is not a U.S. person and that it met the “complete termination,” “substantially disproportionate,” or “not essentially equivalent to a dividend” test in respect of the Tender Offer, although receipt of the full payment may be delayed until the certification is provided. Non-U.S. Holders tendering shares held through a U.S. broker or other nominee should consult such U.S. broker or other nominee and their own tax advisers to determine the particular withholding procedures that will be applicable to them. **Notwithstanding the foregoing, if a Non-U.S. Holder tenders shares held in its own name as a holder of record, the Depository will withhold U.S. federal gross income tax from the payment made to such Non-U.S. Holder pursuant to the Tender Offer, at a rate of 30% or such lower rate as may be available under an applicable income tax treaty, regardless of whether the payment is properly exempt from U.S. federal gross income tax under the “complete termination,” “substantially disproportionate,” or “not essentially equivalent to a dividend” test.** In order to obtain a reduced rate of withholding under a tax treaty, a Non-U.S. Holder tendering such shares will be required to deliver to the Depository a properly completed IRS Form W-8BEN before the payment is made. A Non-U.S. Holder may be eligible to obtain a refund of tax withheld by the Depository if the Non-U.S. Holder meets the “complete termination,” “substantially disproportionate,” or “not essentially equivalent to a dividend” test, but will be required to seek such refund from the IRS.

If the purchase of shares by us in the Tender Offer is characterized as a sale or exchange (as opposed to a dividend) with respect to a non-U.S. holder, the holder generally should not be subject to U.S. federal income tax, including by way of withholding, on gain realized on the disposition of shares in the Tender Offer unless:

- the gain is effectively connected with a trade or business of the non-U.S. holder in the United States, subject to an applicable treaty providing otherwise; or
- we are or have been a “U.S. real property holding corporation” and certain other requirements are met.

We do not believe that we currently are or have been a “U.S. real property holding corporation.”

An individual who is present in the United States for 183 days or more in the taxable year of disposition, and is not otherwise a resident of the United States for U.S. federal income tax purposes, should consult his or her own tax advisor regarding the U.S. federal income tax consequences of participating in the Tender Offer.

United States Federal Income Tax Considerations for Participants in Our 401(k) Plan. Special tax consequences may apply with respect to shares tendered through our 401(k) Plan. Please refer to the “Letter to Brinker International 401(k) Savings Plan Participants” sent to plan participants along with this Offer to Purchase for a discussion of the tax consequences applicable to shares held pursuant to those plans.

Backup Withholding. See Section 3 with respect to the application of backup U.S. federal income tax withholding.

15. Extension of the Tender Offer; Termination; Amendment

We expressly reserve the right, in our sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7 shall have occurred or shall be deemed by us to have occurred, to extend the period of time during which the Tender Offer is open and thereby delay acceptance for payment of, and payment for, any shares by giving oral or written notice of such extension to the Depository and making a public announcement of such extension. We also expressly reserve the right, in our sole discretion, to terminate the Tender Offer if any of the conditions set forth in Section 7 have occurred and to reject for payment and not pay for any shares not theretofore accepted for payment or paid for or, subject to applicable law, to postpone payment for shares by giving oral or written notice of such termination or postponement to the Depository and making a public announcement of such termination or postponement. Our reservation of the right to delay payment for shares which we have accepted for payment is limited by Rule 13e-4(f) (5) promulgated under the Exchange Act, which requires that we must pay the consideration offered or return the shares tendered promptly after termination or withdrawal of a tender offer. Subject to compliance with applicable law, we further reserve the right, in our sole discretion, and regardless of whether any of the events set forth in Section 7 shall have occurred or shall be deemed by us to have occurred, to amend the Tender Offer in any respect, including, without limitation, by decreasing or increasing the consideration offered in the Tender Offer to holders of shares or by decreasing or increasing the number of shares being sought in the Tender Offer. Amendments to the Tender Offer may be made at any time and from time to time effected by public announcement, such announcement, in the case of an extension, to be issued no later than 9:00 a.m., Eastern Time, on the next business day after the last previously scheduled or announced Expiration Time. Any public announcement made in the Tender Offer will be disseminated promptly to shareholders in a manner reasonably designed to inform shareholders of such change. Without limiting the manner in which we may choose to make a public announcement, except as required by applicable law, we shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release through PR Newswire or another comparable service. In addition, we would file such press release as an exhibit to the Schedule TO.

If we materially change the terms of the Tender Offer or the information concerning the Tender Offer, we will extend the Tender Offer to the extent required by Rules 13e-4(e)(3) and 13e-4(f)(1) promulgated under the Exchange Act. These rules and certain related releases and interpretations of the SEC provide that the minimum period during which a tender offer must remain open following material changes in the terms of the Tender Offer or information concerning the Tender Offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of such terms or information; however, in no event will the Tender Offer remain open for fewer than five business days following such a material change in the terms of, or information concerning, the Tender Offer. If (1)(i) we make any change to the price range at which we are offering to purchase shares in the Tender Offer, (ii) decrease the number of shares being sought in the Tender Offer, or (iii) increase the number of shares being sought in the Tender Offer by more than 2% of our outstanding shares and (2) the Tender Offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that such notice of an increase or decrease is first published, sent or given to shareholders in the manner specified in this Section 15, the Tender Offer will be extended until the expiration of such ten business day period.

16. Fees and Expenses

We have retained Goldman, Sachs & Co. to act as the Lead Dealer Manager and Banc of America Securities LLC to act as the Co-Dealer Manager in connection with the Tender Offer. In their role as Dealer Managers, Goldman, Sachs & Co. and Banc of America Securities LLC may contact brokers, dealers and similar entities and may provide information regarding the Tender Offer to those that they contact or persons that contact them. Goldman, Sachs & Co. and Banc of America Securities LLC will receive reasonable and customary amounts of compensation and will be reimbursed for reasonable out-of-pocket expenses incurred in connection with the Tender Offer, including reasonable fees and expenses of counsel. We will indemnify Goldman, Sachs & Co. and Banc of America Securities LLC against certain liabilities in connection with the Tender Offer, including certain liabilities under the federal securities laws.

Goldman, Sachs & Co. and Banc of America Securities LLC and their respective affiliates have provided, and may in the future provide, various investment banking and other services to us for which future services we would expect they would receive customary compensation from us. In the ordinary course of business, including in their trading and brokerage operations and in a fiduciary capacity, Goldman, Sachs & Co. and Banc of America Securities LLC and their respective affiliates may hold positions, both long and short, for their own accounts and for those of their customers, in our securities.

We have retained D.F. King & Co., Inc. to act as Information Agent and Mellon Investor Services LLC to act as Depositary in connection with the Tender Offer. D.F. King & Co., Inc. may contact holders of shares by mail, facsimile and personal interviews and may request brokers, dealers and other nominee shareholders to forward materials relating to the Tender Offer to beneficial owners. D.F. King & Co., Inc. and Mellon Investor Services LLC will each receive reasonable and customary amounts of compensation for their respective services, will be reimbursed by us for reasonable out-of-pocket expenses and will be indemnified against certain liabilities in connection with the Tender Offer, including certain liabilities under the federal securities laws.

We will not pay any fees or commissions to brokers, dealers or other persons (other than fees to the Dealer Managers and the Information Agent as described above) for soliciting tenders of shares in the Tender Offer. Shareholders holding shares through brokers or banks are urged to consult the brokers or banks to determine whether transaction costs may apply if shareholders tender shares through the brokers or banks and not directly to the Depositary. We will, however, upon request, reimburse brokers, dealers and commercial banks for customary mailing and handling expenses incurred by them in forwarding the Tender Offer and related materials to the beneficial owners of shares held by them as a nominee or in a fiduciary capacity. No broker, dealer, commercial bank or trust company has been authorized to act as our agent or the agent of the Dealer Managers, the Information Agent or the Depositary for purposes of the Tender Offer. We will pay or cause to be paid all stock transfer taxes, if any, on our purchase of shares, except as otherwise described in Section 5.

17. Miscellaneous

Pursuant to Rule 13e-4(c)(2) under the Exchange Act, we have filed with the SEC an Issuer Tender Offer Statement on Schedule TO, which contains additional information with respect to the Tender Offer. The Schedule TO, including the exhibits and any amendments and supplements thereto, may be examined, and copies may be obtained, at the same places and in the same manner as is set forth in Section 10 with respect to information concerning us.

Our Board of Directors has authorized an ongoing share repurchase program for the purchase of up to a total of \$1,760.0 million of shares, of which our remaining available capacity is \$532.0 million. However, Rule 13e-4(f) under the Exchange Act prohibits us from purchasing any shares, other than in the Tender Offer until at least 10 business days after the Expiration Time. Accordingly,

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any additional purchases outside the Tender Offer may not be consummated until at least 10 business days after the Expiration Time.

This Offer to Purchase and the Letter of Transmittal do not constitute an offer to purchase securities in any jurisdiction in which such offer is not permitted or would not be permitted. If we become aware of any jurisdiction where the making of the Tender Offer or the acceptance of shares pursuant thereto is not in compliance with applicable law, we will make a good faith effort to comply with the applicable law where practicable. If, after such good faith effort, we cannot comply with the applicable law, the Tender Offer will not be made to (nor will tenders be accepted from or on behalf of) the holders of shares in such jurisdiction.

You should only rely on the information contained in this Offer to Purchase or to which we have referred you. We have not authorized any person to make any recommendation on behalf of us as to whether you should tender or refrain from tendering your shares in the Tender Offer. We have not authorized any person to give any information or to make any representation in connection with the Tender Offer other than those contained in this Offer to Purchase or in the Letter of Transmittal. If anyone makes any recommendation, gives you any information or makes any representation, you must not rely upon that recommendation, information or representation as having been authorized by us, the Dealer Managers, the Depositary or the Information Agent.

Brinker International, Inc.

August 29, 2006

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The Letter of Transmittal, certificates for shares and any other required documents should be sent or delivered by each shareholder of the Company or his or her bank, broker, dealer, trust company or other nominee to the Depositary as follows:

The Depositary for the Tender Offer is:

Mellon Investor Services LLC

By Mail:

By Overnight Courier:

By Hand:

Mellon Investor Services LLC
Attn: Reorganization Dept.
P.O. Box 3448
South Hackensack, NJ 07606

Mellon Investor Services LLC
Attn: Reorganization Dept.
480 Washington Boulevard
Mail Drop — Reorg
Jersey City, NJ 07310

Mellon Investor Services LLC
Attn: Reorganization Dept.
120 Broadway, 13th Floor
New York, NY 10271

Delivery of the Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery to the Depository.

Questions and requests for assistance may be directed to the Information Agent or to the Dealer Managers at their respective addresses and telephone numbers set forth below. Requests for additional copies of this Offer to Purchase, the Letter of Transmittal or the Notice of Guaranteed Delivery should be directed to the Information Agent.

The Information Agent for the Tender Offer is:

D.F. King & Co., Inc.
48 Wall Street
New York, New York 10005

Banks and Brokerage Firms Call: (212) 269-5550

All Others Call Toll-Free: (800) 578-5378

The Lead Dealer Manager for the Tender Offer is:

Goldman, Sachs & Co.

85 Broad Street
New York, New York 10004
Call: (212) 902-1000 ext. 25474
Call Toll-Free: (800) 323-5678 ext. 25474

The Co-Dealer Manager for the Tender Offer is:

Banc of America Securities LLC

9 West 57th Street
New York, New York 10019
Call: (212) 583-8502
Call Toll-Free: (888) 583-8900 ext. 8502

LETTER OF TRANSMITTAL—BRINKER INTERNATIONAL, INC.

The Tender Offer, proration period and withdrawal rights will expire at 12:00 Midnight, Eastern Time, on September 26, 2006, unless the Tender Offer is extended.

THE OFFER TO PURCHASE AND THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, SHOULD BE READ CAREFULLY BEFORE THIS LETTER OF TRANSMITTAL IS COMPLETED.

As of August 29, 2006 Brinker International, Inc. (the Company) is offering to purchase up to 11,688,311 shares of its common stock in a tender offer, subject to the terms and conditions set forth in the Offer to Purchase, dated August 29, 2006. The offer is being made to all holders of the Company's common stock at a price not greater than \$38.50 nor less than \$35.25 per share. This Letter of Transmittal is to be completed only if: (a) certificates for shares are being forwarded herewith or (b) a tender of book entry shares is being made to the account maintained by Mellon Investor Services LLC pursuant to Section 3 of the Offer to Purchase.

I/we, the undersigned, surrender to you for exchange the share(s) identified below. I/we certify that I/we have complied with all requirements as stated in the instructions on the reverse side, is/are the registered holder(s) of the shares of the Company's stock represented by the enclosed certificates, have full authority to surrender these certificate(s), and give the instructions this Letter of Transmittal and warrant that the shares represented by these certificates are free and clear of all liens, restrictions, adverse claims and encumbrances. I/we make the representation and warranties to the Company set forth in Section 3 of the Offer to Purchase and understand that the tender of shares made hereby constitutes an acceptance of the terms and conditions of the offer (including if the offer is extended or amended, the terms and conditions of such extension or amendment).

Please complete the back if you would like to transfer ownership or request special mailing.

1 Signature: This form must be signed by the registered holder(s) exactly as their name(s) appears above or by person(s) authorized to sign on behalf of the registered holder(s) by documents transmitted herewith.

X Signature of Shareholder Date Daytime Telephone #

X Signature of Shareholder Date Daytime Telephone #

2 SUBSTITUTE FORM W-9

PLEASE CERTIFY YOUR TAXPAYER ID OR SOCIAL SECURITY NUMBER BY SIGNING BELOW.

If the Taxpayer ID Number printed above is INCORRECT OR if the space is BLANK write in the CORRECT number here.

Under penalties of perjury, I certify that:

- 1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. person (including a U.S. resident alien).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest or dividends on your tax return.

Signature: Date:

3 Number of shares you own:

Number of Physical Shares Number of Book Shares

4 Number of shares you are tendering:

Number of Physical Shares Number of Book Shares

I/we understand that the tender of shares constitutes a representation and warranty to the Company that the undersigned has a NET LONG POSITION in shares of the Company's common stock or other securities exercisable or exchangeable therefore and that such tender complies with Rule 14e-4 promulgated under the Securities Exchange Act of 1934, as amended. I/we authorize the Company to withhold all applicable taxes and tax-related items legally payable by the undersigned.

Indicate below the order (by certificate number) in which shares are to be purchased in the event of proration. If you do not designate an order, if less than all shares tendered are purchased due to proration, shares will be selected for purchase by the Depository.

1st 2nd 3rd 4th 5th

5 Shares Tendered at Price Determined by Shareholder (See Instruction 5):

By checking one of the following boxes below INSTEAD OF THE BOX UNDER "Shares Tendered At Price Determined in the Tender Offer," the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined in the Tender offer is less than the price checked below. IF YOU DESIRE TO TENDER SHARES AT MORE THAN ONE PRICE YOU MUST

COMPLETE A SEPARATE LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SHARES ARE TENDERED. The same shares cannot be tendered, unless previously properly withdrawn as provided in Section 4 of the Offer to purchase, at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX

IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, THERE IS NO PROPER TENDER OF SHARES

- | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|
| <input type="radio"/> Price \$35.25 | <input type="radio"/> Price \$36.50 | <input type="radio"/> Price \$37.75 |
| <input type="radio"/> Price \$35.50 | <input type="radio"/> Price \$36.75 | <input type="radio"/> Price \$38.00 |
| <input type="radio"/> Price \$35.75 | <input type="radio"/> Price \$37.00 | <input type="radio"/> Price \$38.25 |
| <input type="radio"/> Price \$36.00 | <input type="radio"/> Price \$37.25 | <input type="radio"/> Price \$38.50 |
| <input type="radio"/> Price \$36.25 | <input type="radio"/> Price \$37.50 | |

OR

Shares Tendered at Price Determined in the Tender Offer (See Instruction 5):

- By checking this box INSTEAD OF ONE OF THE BOXES UNDER "Shares Tendered at Price Determined by Shareholder," the undersigned hereby tenders shares at the purchase price, as the same shall be determined in accordance with the terms of the offer. For purposes of determining the purchase price, those shares that are tendered by the undersigned agreeing to accept the purchase price determined in the offer will be deemed to be tendered at the minimum price. The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined in accordance with the terms of the offer. **THIS ELECTION MAY LOWER THE PURCHASE PRICE AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$35.25 PER SHARE.**

CHECK ONLY ONE BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.

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ODD LOTS

As described in Section 1 of the Offer to Purchase, under certain conditions, holders holding fewer than 100 shares may have their shares accepted for payment before any proration of the purchase of other tendered shares. This preference is not available to partial tenders, or to beneficial or record holders of an aggregate of 100 or more shares. Accordingly, this section is to be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box): is the beneficial or record owner of an aggregate of fewer than 100 shares, all of which are being tendered; or is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 shares and is tendering all of the shares.

In addition, the undersigned is tendering either (check one box):

- at the purchase price, as the same will be determined by the Company in accordance with the terms of the offer (persons checking this box need not indicate the price per share above); or at the price per share indicated above in the section captioned "Price (In Dollars) per Share at Which Shares Are Being Tendered."

CONDITIONAL TENDER

A tendering shareholder may condition such shareholder's tender of shares upon the Company purchasing a specified minimum number of the shares tendered, as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the offer, none of the shares tendered by you will be purchased. Unless this box has been checked and a minimum specified, your tender will be deemed unconditional.

- The minimum number of shares that must be purchased from me, if any are purchased from me, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of such shareholder's shares and checked this box:

- The tendered shares represent all shares held by the undersigned.

HOW TO CONTACT THE INFORMATION AGENT FOR THE OFFER

D.F. King & Co., Inc.
Wall Street
New York, New York 10005

Stockholders call toll-free: 800-578-5378 48
Banks and Brokers call collect: 212-269-5550

WHERE TO FORWARD YOUR TRANSMITTAL MATERIALS

By Mail:
Mellon Investor Services LLC
Attn: Reorganization Dept.
P.O. Box 3448
South Hackensack, NJ 07606

By Overnight Courier:
Mellon Investor Services LLC
Attn: Reorganization Dept.
480 Washington Boulevard
Mail Drop-Reorg
Jersey City, NJ 07310

By Hand:
Mellon Investor Services LLC
Attn: Reorganization Dept.
120 Broadway, 13th Floor
New York, NY 10271

Delivery of this Letter of Transmittal to an address other than as set forth above will not constitute a valid delivery.

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Special Payment Instructions

If you want your certificates and/or checks to be issued in **another name**, fill in this section with the information for the new account name.

Signature Guarantee Medallion

Name (Please Print First, Middle & Last Name)

(Title of Officer Signing this Guarantee)

Address (Number and Street)

(Name of Guarantor Firm - Please Print)

(City, State & Zip Code)

(Address of guarantor Firm)

(Tax Identification or Social Security Number)

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Special Delivery Instructions

Fill in ONLY if mailing to someone other than the undersigned or to the undersigned at an address other than that shown on the front of this card. Mail certificate(s) and/or check(s) to:

Name (Please Print First, Middle & Last Name)
Address (Number and Street)
(City, State & Zip Code)

If you cannot produce some or all of the Company's stock certificates, you must obtain a lost instrument open penalty surety bond. Please refer to instruction Number 9 at the bottom of this Form.

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AFFIDAVIT OF LOST, MISSING OR DESTROYED CERTIFICATE(S) AND AGREEMENT OF INDEMNITY
THIS AFFIDAVIT IS INVALID IF NOT SIGNED BELOW AND A CHECK IS NOT INCLUDED

TOTAL SHARES LOST

Please Fill In Certificate No(s), if Known Number of Shares

Attach separate schedule if needed

TOTAL SHARES LOST

Please Fill In Certificate No(s), if Known Number of Shares

Attach separate schedule if needed

By signing this form I/we swear, depose and state that: I/we am/are the lawful owner(s) of the certificate(s) hereinafter referred to as the "securities" described in the Letter of Transmittal. The securities have not been endorsed, pledged, cashed, negotiated, transferred, assigned, or otherwise disposed of. I/We have made a diligent search for the securities and have been unable to find it or them and make this Affidavit for the purpose of inducing the sale, exchange, redemption, or cancellation of the securities, as outlined in the Letter of Transmittal, without the surrender of the original(s), and also to request and induce Federal Insurance Company to provide suretyship for me to cover the missing securities under its Blanket Bond # 8302-00-67. I/We hereby agree to surrender the securities for cancellation should I/we, at any time, find the securities.

I/We hereby agree for myself/ourselves, my/our heirs, successors, assigns and personal representatives, in consideration of the proceeds of the sale, exchange, redemption or cancellation of the securities, and the aforementioned suretyship, to indemnify, protect and hold harmless Federal Insurance Company (the Surety), Mellon Investor Services LLC, Brinker International, Inc., all their subsidiaries and any other party to the transaction, from and against any and all loss, costs, and damages including court costs and attorney's fees, which they may be subject to or liable for in respect to the sale, exchange, redemption, or cancellation of the securities without requiring surrender of the original securities. The rights accruing to the parties under the preceding sentence shall not be limited or abridged by their negligence, inadvertence, accident, oversight, breach or failure to inquire into, contest, or litigate any claim, whenever such negligence, inadvertence, accident, oversight, breach or failure may occur or may have occurred, I/we agree that this Affidavit and Indemnity Agreement is to become part of Blanket Bond # 8302-00-67 underwritten by Federal Insurance Company.

Any person who, knowingly and with intent to defraud any insurance company or other person, files an application or statement of claim, containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime, and shall also be subject to civil penalties as prescribed by law.

X Signed by Affiant (stockholder) on this (date)
(Deponent) (Indemnitor) (Heirs Individually) Month Day Year
Social Security # Date Notary
Public

Lost Securities Surety Premium/Service Fee Calculation

The following formula should be used to calculate the surety premium, if any, and service fee that you must submit with this form.

- 1. Calculate the share value of the lost shares by multiplying the number of shares that are lost by the Cash Rate:
Enter number of share(s) lost X (Cash Rate) \$36.82 = \$ share value
If the share value exceeds \$500,000, or if the shareholder is foreign or deceased, do not complete this affidavit. Complete only the Transmittal Form and contact Mellon Investor Services regarding the lost certificate(s).
2. Only calculate a Surety Premium if the share value exceeds \$3,000.00, otherwise enter zero (0) on the Surety Premium line below.
The surety premium equals 1% (.01) of the share value noted in line 1 above: \$ X (1%) or (.01) = \$ Surety Premium
3. Add the service fee of \$50 Service Fee
4. Total amount due (add lines 2 & 3) Total Amount

Please enclose a money order, certified check or cashiers' check for the required amount, made payable to Mellon Investor Services.

INSTRUCTIONS FOR COMPLETING THE LETTER OF TRANSMITTAL

- 1. Sign, date and include your daytime telephone number in this Letter of Transmittal in Box 1 and, after completing all other applicable sections, return this form in the enclosed envelope. If your shares are represented by physical stock certificates, include them in the enclosed envelope as well.
2. PLEASE SIGN IN BOX 2 TO CERTIFY YOUR TAXPAYER ID OR SOCIAL SECURITY NUMBER if you are a U.S. Taxpayer. If the Taxpayer ID or Social Security Number is incorrect or blank, write the corrected number in Box 2 and sign to certify. Please note that Mellon Investor Services may withhold 28% of your proceeds as required by the IRS if the Taxpayer ID or Social Security Number is not certified on our records. If you are a non - U.S. Taxpayer, please complete and return form W-8BEN or other Form W-8.
3. Your Number of Physical share(s) and/or Number of Book shares you hold are shown in Box 3.
4. Please indicate the total number of Number of Physical share(s) and/or Number of Book shares of the Company stock you are tendering in Box 4.

5. **Indication of Price at which Shares are being Tendered.** If you want to tender your shares you must properly complete the pricing section of this Letter of Transmittal, which is called "Shares Tendered At Price Determined By Shareholder". You must check only one box in the pricing section. **If more than one box is checked or no box is checked, your shares will not be properly tendered.** If you want to tender portions of your shares at more than one price, you must complete a separate Letter of Transmittal for each price at which you tender shares. However, the same shares cannot be tendered at more than one price, unless previously and properly withdrawn as provided in Section 4 of the Offer to Purchase. By checking the box under "Shares Tendered at Price Determined in the Tender Offer" instead of one of the price boxes under "Shares Tendered at Price Determined by Shareholder," you are tendering shares and are willing to accept the purchase price selected by the Company in accordance with the terms of the offer. This action will maximize the chance of having the Company purchase your shares (subject to the possibility of proration). Note that this action could result in you receiving a price per share as low as \$35.25.
 6. Please see the Offer to Purchase for additional information regarding Box 6.
 7. If you want your check for cash to be issued in **another name**, fill in Box 7 with the information for the new account name. Signature(s) in Box 7 must be medallion guaranteed.
 8. Complete Box 8 only if the proceeds of this transaction and any unaccepted shares of the Company stock are to be transferred to a person other than the registered holder or to a different address.
 9. If you do not hold your shares in book-entry form and you cannot produce some or all of your Company stock certificates, you must obtain a lost instrument open penalty surety bond and file it with Mellon. To do so through Mellon's program with Federal Insurance Company, complete Box 9 above, including the lost securities premium and service fees calculations, and return the form together with your payment as instructed. *Please print clearly.* Alternatively, **you may obtain a lost instrument open penalty surety bond from an insurance company of your choice that is rated A+XV or better by A. M. Best & Company.** In that instance, you would pay a surety premium directly to the surety bond provider you select and you would pay Mellon its service fee only. **Please see the reverse side of this form on how to contact Mellon at the number provided for further instructions on obtaining your own bond.**
 10. Shareholders who cannot deliver their certificates and all other required documents to the Depository or complete the procedures for book-entry transfer prior to the Expiration Time (as defined in Section 1 of the Offer to Purchase) may tender their shares by properly completing and duly executing the Notice of Guaranteed Delivery pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase.
 11. The Company will determine in its sole discretion the number of shares to accept, and the validity, eligibility and acceptance for payment of any tender. Any such determination will be final and binding on the parties. There is no obligation to give notice of any defects or irregularities to shareholders.
 12. If any of the shares tendered hereby are owned of record by two or more joint owners, all such persons must sign this Letter of Transmittal. If any shares tendered hereby are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate Letters of Transmittal as there are different registrations of certificates. If this Letter of Transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity, he or she should so indicate when signing, and proper evidence satisfactory to the Company of his or her authority to so act must be submitted with this Letter of Transmittal. If this Letter of Transmittal is signed by the registered owner(s) of the shares tendered hereby, no endorsements of certificates or separate stock powers are required unless payment of the purchase price is to be made, or certificates for shares not tendered or accepted for payment are to be issued, to a person other than the registered owner(s). Signatures on any such certificates or stock powers must be guaranteed by an eligible institution. If this Letter of Transmittal is signed by a person other than the registered owner(s) of the shares tendered hereby, or if payment is to be made or certificate(s) for shares not tendered or not purchased are to be issued to a person other than the registered owner(s), the certificate(s) representing such shares must be properly endorsed for transfer or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered owner(s) appear(s) on the certificate(s). The signature(s) on any such certificate(s) or stock power(s) must be guaranteed by an eligible institution.
 13. If the space provided in Boxes 3 and 4 above is inadequate, the certificate numbers and/or the number of shares should be listed on a separated signed schedule attached hereto.
 14. **Partial Tenders (Not Applicable to Stockholders Who Tender by Book-Entry Transfer).** If fewer than all the shares represented by any certificate submitted to the Depository are to be tendered, fill in the number of shares that are to be tendered in Box 4. In that case, if any tendered shares are purchased, new certificate(s) for the remainder of the shares that were evidenced by the old certificate(s) will be sent to the registered holder(s), unless otherwise provided in the appropriate box on this Letter of Transmittal, as soon as practicable after the acceptance for payment of, and payment for, the shares tendered herewith. All shares represented by certificates delivered to the Depository will be deemed to have been tendered unless otherwise indicated.
-

Notice of Guaranteed Delivery
(Not to be used for Signature Guarantee)

for
Tender of Shares of Common Stock
of
BRINKER INTERNATIONAL, INC.

**THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00
MIDNIGHT, EASTERN TIME, ON SEPTEMBER 26, 2006, UNLESS THE TENDER OFFER IS EXTENDED.**

As set forth in Section 3 of the Offer to Purchase (as defined below) this form must be used to accept the Tender Offer (as defined below) if (1) certificates for your shares of Common Stock, \$0.10 par value per share (the "Common Stock"), are not immediately available, (2) the procedures for book-entry transfer cannot be completed on a timely basis, or (3) time will not permit all required documents to reach the Depository prior to the Expiration Time (as defined in Section 1 of the Offer to Purchase). This form may be delivered by hand or transmitted by facsimile transmission or mail to the Depository. See Section 3 of the Offer to Purchase. Unless the context otherwise requires, all references to the "shares" shall refer to the Common Stock of the Company (as defined below).

The Depository for the Tender Offer is:

Mellon Investor Services LLC

By Mail:
Mellon Investor Services LLC
Attn: Reorganization Dept.
P. O. Box 3448
South Hackensack, NJ 07606

By Overnight Courier:
Mellon Investor Services LLC
Attn: Reorganization Dept.
480 Washington Boulevard
Mail Drop-Reorg
Jersey City, NJ 07310

By Hand Delivery:
Mellon Investor Services LLC
Attn: Reorganization Dept.
120 Broadway, 13th Floor
New York, NY 01271

By Facsimile Transmission:
(For Eligible Institutions Only)
(201) 680-4626
Confirm Receipt by Calling:
(201) 680-4860

Delivery of this Notice of Guaranteed Delivery to an address, or transmission of instructions via a facsimile number, other than as set forth above will not constitute a valid delivery. For this Notice to be validly delivered, it must be received by the Depository at one of the above addresses before the expiration of the Tender Offer. Deliveries to Brinker International, Inc., the Dealer Managers, the Information Agent or the book-entry transfer facility (as defined in Section 3 of the Offer to Purchase) will not be forwarded to the Depository and will not constitute a valid delivery.

This Notice is not to be used to guarantee signatures. If a signature on a Letter of Transmittal is required to be guaranteed by an eligible institution under the instructions in the Letter of Transmittal, the signature guarantee must appear in the applicable space provided in the signature box on the Letter of Transmittal.

Ladies and Gentlemen:

The undersigned hereby tenders to Brinker International, Inc., a Delaware corporation (the "Company"), at the price per share indicated in this Notice of Guaranteed Delivery, on the terms and subject to the conditions set forth in the Offer to Purchase dated August 29, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Tender Offer"), receipt of which is hereby acknowledged, the number of shares set forth below, all pursuant to the guaranteed delivery procedures set forth in Section 3 of the Offer to Purchase. Unless the context otherwise requires, all references to the "shares" shall refer to the Common Stock of the Company.

Number of shares to be tendered: **shares**

THE UNDERSIGNED IS TENDERING SHARES AS FOLLOWS (CHECK ONLY ONE BOX):

(1) SHARES TENDERED AT PRICE DETERMINED BY SHAREHOLDER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)

By checking ONE of the following boxes below INSTEAD OF THE BOX UNDER "Shares Tendered at Price Determined in the Tender Offer," the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined by the Company for the shares is less than the price checked below. **A SHAREHOLDER WHO DESIRES TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE NOTICE OF GUARANTEED DELIVERY AND/OR LETTER OF TRANSMITTAL FOR EACH PRICE AT WHICH SHARES ARE TENDERED.**

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

- | | | | | | |
|-----------------------|---------|-----------------------|---------|-----------------------|---------|
| <input type="radio"/> | \$35.25 | <input type="radio"/> | \$36.75 | <input type="radio"/> | \$38.25 |
| <input type="radio"/> | \$35.50 | <input type="radio"/> | \$37.00 | <input type="radio"/> | \$38.50 |
| <input type="radio"/> | \$35.75 | <input type="radio"/> | \$37.25 | | |
| <input type="radio"/> | \$36.00 | <input type="radio"/> | \$37.50 | | |
| <input type="radio"/> | \$36.25 | <input type="radio"/> | \$37.75 | | |
| <input type="radio"/> | \$36.50 | <input type="radio"/> | \$38.00 | | |

OR

(2) SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Shares Tendered at Price Determined by Shareholder,” the undersigned hereby tenders shares at the purchase price, as the same shall be determined by the Company in accordance with the terms of the Tender Offer. For purposes of determining the purchase price, those shares that are tendered by the undersigned agreeing to accept the purchase price determined in the Tender Offer will be deemed to be tendered at the minimum price.

- o The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined by the Company in accordance with the terms of the Tender Offer. **THIS ACTION COULD LOWER THE PURCHASE PRICE AND COULD RESULT IN RECEIVING THE MINIMUM PRICE OF \$35.25 PER SHARE.**

CHECK ONLY ONE BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.

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ODD LOTS

(See Instruction 6 of the Letter of Transmittal)

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box):

- o is the beneficial or record owner of fewer than 100 shares in the aggregate, all of which are being tendered; or
- o is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s), shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of fewer than 100 shares in the aggregate and is tendering all of the shares.

In addition, the undersigned is tendering shares either (check one box):

- o at the price per share indicated above in the section captioned “Price (In Dollars) Per Share At Which Shares Are Being Tendered”; or
- o at the purchase price, as the same will be determined by the Company in accordance with the terms of the Tender Offer (persons checking this box need not indicate the price per share above).

CONDITIONAL TENDER

(See Instruction 6 of the Letter of Transmittal)

A tendering shareholder may condition such shareholder’s tender of shares upon the Company purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the Tender Offer, none of the shares tendered by you will be purchased. **It is the tendering shareholder’s responsibility to calculate the minimum number of shares that must be purchased if any are purchased, and each shareholder is urged to consult his or her own tax advisor before completing this section.** Unless this box has been checked and a minimum specified, your tender will be deemed unconditional.

- o The minimum number of shares that must be purchased from me, if any are purchased from me, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of such shareholder’s shares and checked this box:

- o The tendered shares represent all shares held by the undersigned.

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Certificate Nos. (if available):

Name(s) of Record Holder(s):

(Please Type or Print)

Address(es):

Zip Code:

Daytime Area Code and Telephone Number:

Signature(s):

Dated:

If shares will be tendered by book-entry transfer, check this box and provide the following information:

Name of Tendering Institution:

Account Number at Book-Entry Transfer Facility:

THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED.

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GUARANTEE (Not To Be Used For Signature Guarantee)

The undersigned, a firm that is a member in good standing of a recognized Medallion Program approved by the Securities Transfer Association, Inc., including the Securities Transfer Agents Medallion Program, the New York Stock Exchange, Inc. Medallion Signature Program or the Stock Exchange Medallion Program, or is otherwise an "eligible guarantor institution," as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), hereby guarantees (1) that the above named person(s) "own(s)" the shares tendered hereby within the meaning of Rule 14e-4 under the Exchange Act, (2) that such tender of shares complies with Rule 14e-4 under the Exchange Act and (3) to deliver to the Depository either the certificates representing the shares tendered hereby, in proper form for transfer, or a book-entry confirmation (as defined in the Offer to Purchase) with respect to such shares, in any such case together with a properly completed and duly executed Letter of Transmittal (or a facsimile thereof), with any required signature guarantees, or an agent's message (as defined in the Offer to Purchase) in the case of a book-entry transfer, and any other required documents, within three trading days after the date hereof.

The eligible institution that completes this form must communicate the guarantee to the Depository and must deliver the Letter of Transmittal and certificates for shares to the Depository within the time period shown herein. Failure to do so could result in financial loss to such eligible institution.

Name of Firm:

Authorized Signature:

Name:

(Please Type or Print)

Title:

Address:

Zip Code:

Area Code and Telephone Number:

Dated:

**Note: Do not send certificates for shares with this Notice.
Certificates for shares should be sent with your Letter of Transmittal.**

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Offer to Purchase for Cash
by
BRINKER INTERNATIONAL, INC.
of
Up to 11,688,311 Shares of its Common Stock
at a Purchase Price Not Greater Than \$38.50 nor Less Than \$35.25 Per Share
**THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00
MIDNIGHT, EASTERN TIME, ON SEPTEMBER 26, 2006 UNLESS THE TENDER OFFER IS EXTENDED.**

August 29, 2006

To Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees:

Enclosed for your consideration is an Offer to Purchase dated August 29, 2006 (the "Offer to Purchase") relating to an offer by Brinker International, Inc. a Delaware corporation (the "Company"), to purchase for cash up to 11,688,311 shares of its Common Stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase and the related Letter of Transmittal (the "Letter of Transmittal") (which together, as they may be amended and supplemented from time to time, constitute the "Tender Offer"). Please furnish copies of the enclosed materials to those of your clients for whom you hold shares registered in your name or in the name of your nominee.

Enclosed with this letter are copies of the following documents:

1. Offer to Purchase, dated August 29, 2006;
2. Letter of Transmittal, for your use in accepting the Tender Offer and tendering shares of and for the information of your clients, including the Substitute Form W-9;
3. Notice of Guaranteed Delivery with respect to shares, to be used to accept the Tender Offer in the event you are unable to deliver the share certificates, together with all other required documents, to the Depository before the Expiration Time (as defined in the Offer to Purchase), or if the procedure for book-entry transfer cannot be completed before the Expiration Time;
4. Letter to Clients, for you to send to your clients for whose accounts you hold shares registered in your name or in the name of your nominee, along with an Instruction Form provided for obtaining such client's instructions with regard to the Tender Offer; and
5. Return envelope addressed to Mellon Investor Services LLC, as the Depository.

Certain conditions to the Tender Offer are described in Section 7 of the Offer to Purchase.

We urge you to contact your clients promptly. Please note that the Tender Offer, proration period, and withdrawal rights will expire at 12:00 midnight, Eastern Time, on September 26, 2006, unless the Tender Offer is extended.

Under no circumstances will interest be paid on the purchase price of the shares regardless of any extension of, or amendment to, the Tender Offer or any delay in paying for such shares.

The Company will not pay any fees or commissions to any broker or dealer or other person (other than the Dealer Managers, Information Agent and the Depository, as described in the Offer to Purchase) in connection with the solicitation of tenders of shares pursuant to the Tender Offer. However, the Company will, on request, reimburse you for customary mailing and handling expenses incurred by you in forwarding copies of the enclosed Tender Offer materials to your clients. The Company will pay or cause

to be paid any stock transfer taxes applicable to its purchase of shares pursuant to the Tender Offer, except as otherwise provided in the Offer to Purchase.

Questions may be directed to Goldman, Sachs & Co. or Banc of America Securities LLC, the Dealer Managers for the Tender Offer, at their respective addresses and telephone numbers listed on the back cover of the Offer to Purchase.

Very truly yours,

D.F. King & Co., Inc.

Nothing contained in this letter or in the enclosed documents shall render you or any other person the agent of the Company, the Depository, the Dealer Managers, the Information Agent, or any affiliate of any of them, or authorize you or any other person to give any information or use any document or make any statement on behalf of any of them with respect to the Tender Offer other than the enclosed documents and the statements contained therein.

Offer to Purchase for Cash

by

BRINKER INTERNATIONAL, INC.

of

Up to 11,688,311 Shares of its Common Stock

at a Purchase Price Not Greater Than \$38.50 nor Less Than \$35.25 Per Share

**THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00
MIDNIGHT, EASTERN TIME, ON SEPTEMBER 26, 2006, UNLESS THE TENDER OFFER IS EXTENDED.**

To Our Clients:

Enclosed for your consideration are the Offer to Purchase, dated August 29, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal, in connection with the offer by Brinker International, Inc., a Delaware corporation (the "Company"), to purchase for cash up to 11,688,311 shares of its Common Stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase and the related Letter of Transmittal (the "Letter of Transmittal") (which together, as they may be amended and supplemented from time to time, constitute the "Tender Offer").

On the terms and subject to the conditions of the Tender Offer, the Company will determine a single per share price, not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, that it will pay for shares properly tendered and not properly withdrawn in the Tender Offer, taking into account the total number of shares tendered and the prices specified by tendering shareholders. After the Tender Offer expires, the Company will look at the prices chosen by shareholders for all of the shares properly tendered. The Company will then select the lowest purchase price (in multiples of \$0.25 above \$35.25) within the price range specified above that will allow it to purchase 11,688,311 shares. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, the Company will select the lowest price that will allow it to purchase all the shares that are properly tendered and not properly withdrawn. The Company will purchase all shares properly tendered before the Expiration Time (as defined in the Offer to Purchase) at or below the purchase price and not properly withdrawn at the purchase price determined in the Tender Offer, net to the seller in cash, less any applicable withholding tax and without interest, on the terms and subject to the conditions of the Tender Offer, including its proration, "odd lot" priority, and conditional tender provisions. All shares acquired in the Tender Offer will be acquired at the same purchase price. The Company reserves the right, in its sole discretion, to purchase more than 11,688,311 shares in the Tender Offer, subject to applicable law. The Company will return shares tendered at prices greater than the purchase price and shares not purchased because of proration provisions or conditional tenders to the tendering shareholders at the Company's expense promptly after the Tender Offer expires. See Sections 1 and 3 of the Offer to Purchase.

If the number of shares properly tendered at or below the purchase price determined in the Tender Offer and not properly withdrawn prior to the Expiration Time is less than or equal to 11,688,311 shares, or such greater number of shares as the Company may elect to accept for payment, the Company will, subject to applicable law and upon the terms and subject to the conditions of the Tender Offer, purchase all shares so tendered at the purchase price the Company determines.

On the terms and subject to the conditions of the Tender Offer, if more than 11,688,311 shares (or such greater number of shares as the Company may elect to accept for payment, subject to applicable law) are properly tendered at or below the purchase price and not properly withdrawn prior to the Expiration Time, the Company will purchase shares: *first*, from all holders who own beneficially or of record, fewer than 100 shares in the aggregate (an "Odd Lot Holder") and who properly tender all of their shares at or

below the purchase price selected by the Company and who do not properly withdraw them before the Expiration Time; *second*, from all other shareholders who properly tender shares at or below the purchase price selected by the Company and who do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and *third*, only if necessary to permit the Company to purchase 11,688,311 shares (or any such greater number of shares as the Company may elect to accept for payment, subject to applicable law), from holders who have tendered shares at or below the purchase price determined in the Tender Offer conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares. See Sections 1, 3 and 6 of the Offer to Purchase.

We are the owner of record of shares held for your account. As such, we are the only ones who can tender your shares, and then only pursuant to your instructions. **We are sending you the Letter of Transmittal for your information only; you cannot use it to tender shares we hold for your account.**

Please instruct us as to whether you wish us to tender any or all of the shares we hold for your account on the terms and subject to the conditions of the Tender Offer by completing and signing the Instruction Form enclosed herein.

Please note the following:

1. You may tender your shares at prices not greater than \$38.50 nor less than \$35.25 per share, as indicated in the attached Instruction Form, net to you in cash, less any applicable withholding taxes and without interest.
2. **You should consult with your broker or other financial or tax advisor on the possibility of designating the priority in which your shares will be purchased in the event of proration.**
3. The Tender Offer is not conditioned on any minimum number of shares being tendered. The Tender Offer is, however, subject to certain conditions set forth in Section 7 of the Offer to Purchase.
4. The Tender Offer, proration period, and withdrawal rights will expire at 12:00 midnight, Eastern Time, on September 26, 2006, unless the Company extends the Tender Offer.
5. The Tender Offer is for up to 11,688,311 shares, constituting approximately 14.1% of the total number of issued and outstanding shares of the Company's Common Stock as of August 17, 2006.
6. Tendering shareholders who are registered shareholders or who tender their shares directly to Mellon Investor Services LLC will not be obligated to pay any brokerage commissions.
7. If you wish to tender portions of your shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each such portion of your shares. We must submit separate Letters of Transmittal on your behalf for each price you will accept for each portion tendered.

8. If you are an Odd Lot Holder and you instruct us to tender on your behalf all of the shares that you own at or below the purchase price before the expiration of the Tender Offer and check the box captioned "Odd Lots" on the attached Instruction Form, the Company, on the terms and subject to the conditions of the Tender Offer, will accept all such shares for purchase before proration, if any, of the purchase of other shares properly tendered at or below the purchase price and not properly withdrawn.
9. If you wish to condition your tender upon the purchase of all shares tendered by you or upon the Company's purchase of a specified minimum number of the shares which you tender, you may elect to do so and thereby avoid possible proration of your tender. The Company's purchase of

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shares from all tenders which are so conditioned, to the extent necessary, will be determined by random lot. To elect such a condition, complete the section captioned "Conditional Tender" in the attached Instruction Form.

If you wish to have us tender any or all of your shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. If you authorize us to tender your shares, we will tender all your shares unless you specify otherwise on the attached Instruction Form.

Your prompt action is requested. Your Instruction Form should be forwarded to us in ample time to permit us to submit a tender on your behalf before the Expiration Time of the Tender Offer. Please note that the Tender Offer, proration period, and withdrawal rights will expire at 12:00 midnight, Eastern Time, on September 26, 2006, unless the Tender Offer is extended.

The Tender Offer is being made solely under the Offer to Purchase and the Letter of Transmittal and is being made to all record holders of shares of the Company's Common Stock. The Tender Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares residing in any jurisdiction in which the making of the Tender Offer or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

The Company's Board of Directors has approved the Tender Offer. However, neither the Company's management nor its Board of Directors, nor the Dealer Managers, the Depository nor the Information Agent makes any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which shareholders may choose to tender their shares. The Company has not authorized any person to make any recommendation. You should carefully evaluate all information in the Tender Offer and should consult your own investment and tax advisors. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should read carefully the information in the Offer to Purchase and the Letter of Transmittal.

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INSTRUCTION FORM WITH RESPECT TO

Offer to Purchase for Cash

by BRINKER INTERNATIONAL, INC.

of

Up to 11,688,311 Shares of its Common Stock

at a Purchase Price Not Greater Than \$38.50 nor Less Than \$35.25 Per Share

The undersigned acknowledges receipt of your letter and the enclosed Offer to Purchase, dated August 29, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the "Tender Offer"), in connection with the offer by Brinker International, Inc., a Delaware corporation (the "Company"), to purchase for cash up to 11,688,311 shares of its Common Stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions of the Tender Offer.

The undersigned hereby instructs you to tender to the Company the number of shares indicated below or, if no number is indicated, all shares you hold for the account of the undersigned, at the price per share indicated below, on the terms and subject to the conditions of the Tender Offer.

In participating in the Tender Offer, the undersigned acknowledges that: (1) the Tender Offer is established voluntarily by the Company, it is discretionary in nature and it may be extended, modified, suspended or terminated by the Company as provided in the Offer to Purchase; (2) the undersigned is voluntarily participating in the Tender Offer; (3) the future value of the Company's Common Stock is unknown and cannot be predicted with certainty; (4) the undersigned has received the Offer to Purchase; and (5) regardless of any action that the Company takes with respect to any or all income/capital gains tax, social security or insurance, transfer tax or other tax-related items ("Tax Items") related to the Tender Offer and the disposition of shares, the undersigned acknowledges that the ultimate liability for all Tax Items is and remains his or her sole responsibility. In that regard, the undersigned authorizes the Company to withhold all applicable Tax Items legally payable by the undersigned.

Number of shares to be tendered by you for the account of the undersigned: _____ **shares***

*** Unless otherwise indicated it will be assumed that all shares held by us for your account are to be tendered.**

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CHECK ONLY ONE BOX:

(1) SHARES TENDERED AT PRICE DETERMINED BY SHAREHOLDER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)

By checking ONE of the following boxes below INSTEAD OF THE BOX UNDER “Shares Tendered at Price Determined in the Tender Offer,” the undersigned hereby tenders shares at the price checked. This action could result in none of the shares being purchased if the purchase price determined by the Company for the shares is less than the price checked below. A SHAREHOLDER WHO DESIRES TO TENDER SHARES AT MORE THAN ONE PRICE MUST COMPLETE A SEPARATE INSTRUCTION FORM FOR EACH PRICE AT WHICH SHARES ARE TENDERED.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

- | | | |
|-------------------------------|-------------------------------|-------------------------------|
| <input type="radio"/> \$35.25 | <input type="radio"/> \$36.75 | <input type="radio"/> \$38.25 |
| <input type="radio"/> \$35.50 | <input type="radio"/> \$37.00 | <input type="radio"/> \$38.50 |
| <input type="radio"/> \$35.75 | <input type="radio"/> \$37.25 | |
| <input type="radio"/> \$36.00 | <input type="radio"/> \$37.50 | |
| <input type="radio"/> \$36.25 | <input type="radio"/> \$37.75 | |
| <input type="radio"/> \$36.50 | <input type="radio"/> \$38.00 | |

OR

(2) SHARES TENDERED AT PRICE DETERMINED IN THE TENDER OFFER (SEE INSTRUCTION 5 OF THE LETTER OF TRANSMITTAL)

By checking the box below INSTEAD OF ONE OF THE BOXES UNDER “Shares Tendered at Price Determined by Shareholder,” the undersigned hereby tenders shares at the purchase price, as the same shall be determined by the Company in accordance with the terms of the Tender Offer. For purposes of determining the purchase price, those shares that are tendered by the undersigned agreeing to accept the purchase price determined in the Tender Offer will be deemed to be tendered at the minimum price.

- The undersigned wants to maximize the chance of having the Company purchase all of the shares the undersigned is tendering (subject to the possibility of proration). Accordingly, by checking this box instead of one of the price boxes above, the undersigned hereby tenders shares at, and is willing to accept, the purchase price determined by the Company in accordance with the terms of the Tender Offer. **THE UNDERSIGNED SHOULD UNDERSTAND THAT THIS ELECTION MAY LOWER THE PURCHASE PRICE AND COULD RESULT IN THE TENDERED SHARES BEING PURCHASED AT THE MINIMUM PRICE OF \$35.25 PER SHARE.**

CHECK ONLY ONE BOX ABOVE. IF MORE THAN ONE BOX IS CHECKED ABOVE, OR IF NO BOX IS CHECKED, THERE IS NO VALID TENDER OF SHARES.

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ODD LOTS

(See Instruction 6 of the Letter of Transmittal)

To be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares.

- By checking this box, the undersigned represents that the undersigned owns, whether beneficially or of record, an aggregate of fewer than 100 shares and is tendering all of those shares.

In addition, the undersigned is tendering shares either (check one box):

- at the purchase price, as the same will be determined by the Company in accordance with the terms of the Tender Offer (persons checking this box need not indicate the price per share above); or
- at the price per share indicated above in the section captioned “Price (In Dollars) per Share at Which Shares Are Being Tendered.”

CONDITIONAL TENDER

(See Instruction 6 of the Letter of Transmittal)

A tendering shareholder may condition such shareholder’s tender of shares upon the Company purchasing a specified minimum number of the shares tendered, all as described in Section 6 of the Offer to Purchase. Unless at least the minimum number of shares you indicate below is purchased by the Company pursuant to the terms of the Tender Offer, none of the shares tendered by you will be purchased. **It is the tendering shareholder’s responsibility to calculate the minimum number of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section.** Unless this box has been checked and a minimum specified, the tender will be deemed unconditional.

- The minimum number of shares that must be purchased from me, if any are purchased from me, is: _____ shares.

If, because of proration, the minimum number of shares designated will not be purchased, the Company may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, the tendering shareholder must have tendered all of such shareholder’s shares and checked this box:

- The tendered shares represent all shares held by the undersigned.

The method of delivery of this document is at the election and risk of the tendering shareholder. If delivery is by mail, then registered mail with return receipt requested, properly insured, is recommended. In all cases, sufficient time should be allowed to ensure timely delivery.

6

Signature(s):

Name(s):

(Please Print)

Taxpayer Identification Number:

Address(es):

(Including Zip Code)

Area Code/Phone Number:

Date:

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Guide the Payer. Social Security Numbers have nine digits separated by two hyphens: i.e., 000-00-0000. Employer Identification Numbers have nine digits separated by only one hyphen: i.e., 00-0000000. The table below will help determine the number to give the payer.

<u>For this type of account</u>	<u>Give the SOCIAL SECURITY number of—</u>
1. An individual's account	The individual
2. Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account(1)
3. Custodian account of a minor (Uniform Gift to Minors Act)	The minor(2)
4. a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee(1)
b. So-called trust account that is not a legal or valid trust under State law	The actual owner(1)
5. Sole proprietorship or single-owner LLC account	The owner(3)

<u>For this type of account:</u>	<u>Give the EMPLOYER IDENTIFICATION number of—</u>
6. A valid trust, estate, or pension trust	The legal entity (Do not furnish the identifying number of the personal representative or trustee unless the legal entity itself is not designated in the account title)(4)
7. Corporate or LLC electing corporate status on Form 8832 account	The corporation
8. Religious, charitable or education organization account	The organization
9. Partnership or multi-member LLC	The partnership
10. Association, club or other tax-exempt organization	The organization
11. A broker or registered nominee	The broker or nominee
12. Account with the Department of Agriculture in the name of a public entity (such as a State or local government, school district or prison) that receives agricultural program payments	The public entity

- (1) List first and circle the name of the person whose number you furnish. If only one person on a joint account has a Social Security Number, that person's number must be furnished.
- (2) Circle the minor's name and furnish the minor's Social Security Number.
- (3) Show the name of the owner. In addition, you may also enter your business name. You may use your Social Security Number or Employer Identification Number.
- (4) List first and circle the name of the legal trust, estate, or pension trust.

NOTE: If no name is circled when there is more than one name, the number will be considered to be that of the first name listed.

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9 (Continued)**

Obtaining a Number

If you don't have a Taxpayer Identification Number, obtain Form SS-5, Application for a Social Security Card from your local Social Security Administration office or at www.socialsecurity.gov, or Form SS-4, Application for Employer Identification Number, at the local office of the Social Security Administration or the Internal Revenue Service (the "IRS") by visiting www.irs.gov or by calling 1-800-TAX-FORM and apply for a number. Section references herein refer to sections of the Internal Revenue Code of 1986, as amended.

Payees Exempt from Backup Withholding

Backup withholding is not required on any payments made to the following payees:

- An organization exempt from tax under Section 501(a), an individual retirement plan, or a custodial account under Section 403(b)(7), if the account satisfies the requirements of Section 401(f)(2),
- The United States or any of its agencies or instrumentalities,
- A State, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities,
- A foreign government or any of its political subdivision, agencies, or instrumentalities, or
- An international organization or any of its agencies or instrumentalities.

Other payees that may be exempt from backup withholding include:

- A corporation,
- A foreign central bank of issue,

- A dealer in securities of commodities required to register in the United States, the District of Columbia, or a possession of the United States,
- A futures commissions merchant registered with the Commodity Futures Trading Commission,
- A real estate investment trust,
- An entity registered at all times during the tax year under the Investment Company Act of 1940,
- A common trust fund operated by a bank under Section 584(a),
- A financial institution,
- A middleman known in the investment community as a nominee or custodian, or
- A trust exempt from tax under section 664 or described in section 4947.

Exempt payees described above should file Substitute Form W-9 or applicable IRS Form W-8 to avoid possible erroneous backup withholding. FILE THIS FORM WITH THE PAYER, FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, WRITE "EXEMPT" ON THE FACE OF THE FORM, SIGN AND DATE THE FORM AND RETURN IT TO THE PAYER.

Privacy Act Notice—Section 6109 requires most recipients of dividends, interest, or other payments to give Taxpayer Identification Numbers to payers who must report the payments to IRS. The IRS uses the numbers for identification purposes and to help verify the accuracy of your tax return. The IRS may also provide this information to the Department of Justice for civil and criminal litigation, and to cities, states,

GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 (Continued)

the District of Columbia and U.S. possessions to carry out their tax laws. The IRS may also disclose this information to other countries under a tax treaty, to federal and state agencies to enforce federal non-tax criminal laws, or to federal law enforcement and intelligence agencies to combat terrorism. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold 28% of taxable interest, dividends and certain other payments to a payee who does not furnish a Taxpayer Identification Number to a payer. Certain penalties may also apply.

Penalties

(1) Penalty for Failure to Furnish Taxpayer Identification Number—If you fail to furnish your Taxpayer Identification Number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.

(2) Civil Penalty for False Information with Respect to Withholding—If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.

(3) Criminal Penalty for Falsifying Information—Willfully falsifying certifications or affirmations may subject you to criminal penalties including fines and/or imprisonment.

(4) Misuse of TINs—If the payer discloses or uses TINs in violation of federal law, the payer may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION, CONTACT YOUR TAX ADVISOR OR THE IRS.

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares. The Tender Offer (as defined below) is made solely by the Offer to Purchase, dated August 29, 2006, and the Letter of Transmittal, and any amendments or supplements thereto. The Tender Offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common stock in any jurisdiction in which the making or acceptance of offers to sell shares would not be in compliance with the laws of that jurisdiction. In any jurisdiction where the securities, blue sky, or other laws require the Tender Offer to be made by a licensed broker or dealer, the Tender Offer shall be deemed to be made on behalf of Brinker International, Inc. by Goldman, Sachs & Co. or Banc of America Securities LLC, the Dealer Managers, or by one or more registered brokers or dealers registered under that jurisdiction's laws.



**Notice of Offer to Purchase for Cash
Up to 11,688,311 Shares of its Common Stock**

**at a Purchase Price Not Greater Than \$38.50
nor Less Than \$35.25 Per Share**

Brinker International, Inc., a Delaware corporation (the "Company"), is offering to purchase up to 11,688,311 shares of its Common Stock, \$0.10 par value per share (the "Common Stock"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions described in the Offer to Purchase, dated August 29, 2006 (the "Offer to Purchase"), and the related Letter of Transmittal (the "Letter of Transmittal") (which together, as they may be amended and supplemented from time to time, constitute the "Tender Offer").

THE TENDER OFFER, PRORATION PERIOD, AND WITHDRAWAL RIGHTS WILL EXPIRE AT 12:00 MIDNIGHT, EASTERN TIME, ON SEPTEMBER 26, 2006, UNLESS THE TENDER OFFER IS EXTENDED.

The Tender Offer is not conditioned upon any minimum number of shares being tendered. The Tender Offer is, however, subject to certain other conditions set forth in the Offer to Purchase.

The Company's Board of Directors has approved the Tender Offer. However, neither the Company's management nor its Board of Directors nor the Dealer Managers, the Depositary nor the Information Agent makes any recommendation to any shareholder as to whether to tender or refrain from tendering any shares or as to the price or prices at which shareholders may choose to tender their shares. The Company has not authorized any person to make any recommendation. Shareholders should carefully evaluate all information in the Tender Offer and should consult their own investment and tax advisors. Shareholders must decide whether to tender their shares and, if so, how many shares to tender and the price or prices at which a shareholder will tender them. In doing so, a shareholder should read carefully the information in the Offer to Purchase and in the Letter of Transmittal.

The Company's directors and executive officers have advised the Company that they do not intend to tender any of their shares in the Tender Offer.

As of August 17, 2006, there were 82,716,539 shares of the Company's Common Stock issued and outstanding. The 11,688,311 shares that the Company is offering to purchase hereunder represent approximately 14.1% of the total number of issued and outstanding shares of the Company's Common Stock as of August 17, 2006. The shares are listed and traded on the New York Stock Exchange under the symbol "EAT". **Shareholders are urged to obtain current market quotations for the shares.**

The Board of Directors believes that the modified "Dutch Auction" tender offer set forth in the Offer to Purchase represents a mechanism to provide all of the Company's shareholders with the opportunity to tender all or a portion of their shares and, thereby, receive a return of some or all of their investment if they so elect. The Tender Offer provides shareholders (particularly those who, because of the size of their shareholdings, might not be able to sell their shares without potential disruption to the share price) with an opportunity to obtain liquidity with respect to all or a portion of their shares without potential disruption to the share price and the usual transaction costs associated with market sales. In addition, if we complete the Tender Offer, shareholders who do not participate in the Tender Offer will automatically increase their relative percentage ownership interest in the Company and its future operations.

The Tender Offer also provides shareholders with an efficient way to sell their shares without incurring broker's fees or commissions associated with open market sales. Furthermore, "odd lot" holders who hold shares registered in their names and tender their shares directly to the Depositary and whose shares are purchased pursuant to the Tender Offer also will avoid any applicable "odd lot" discounts that might otherwise be payable on sales of their shares.

In accordance with the instructions to the Letter of Transmittal, shareholders desiring to tender shares must specify the price or prices, not greater than \$38.50 nor less than \$35.25 per share, at which they are willing to sell their shares to the Company in the Tender Offer. Alternatively, shareholders desiring to tender shares can choose not to specify a price and, instead, elect to tender their shares at the

purchase price ultimately paid for shares properly tendered and not properly withdrawn in the Tender Offer, which could result in the tendering shareholder receiving the minimum price of \$35.25 per share. See the Offer to Purchase for recent market prices for the shares. Shareholders desiring to tender shares must follow the procedures set forth in the Offer to Purchase and in the Letter of Transmittal.

The Company is offering to purchase up to 11,688,311 shares in the Tender Offer. On the terms and subject to the conditions of the Tender Offer, the Company will determine a single per share price, not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, less any applicable withholding taxes and without interest, that the Company will pay for shares properly tendered and not properly withdrawn in the Tender Offer, taking into account the total number of shares tendered and the prices specified by tendering shareholders. After the Tender Offer expires, the Company will look at the prices chosen by shareholders for all of the shares properly tendered and not properly withdrawn. The Company will then select the lowest purchase price (in multiples of \$0.25 above \$35.25) within the price range specified above that will allow the Company to buy 11,688,311 shares. If fewer than 11,688,311 shares are properly tendered and not properly withdrawn, the Company will select the lowest price that will allow the Company to buy all the shares that are properly tendered and not properly withdrawn. All shares the Company acquires in the Tender Offer will be acquired at the same purchase price regardless of whether the shareholder tendered at a lower price. The Company will purchase only shares properly tendered at prices at or below the purchase price the

Company determines and not properly withdrawn. However, because of the “odd lot” priority, proration, and conditional tender provisions described in the Offer to Purchase, the Company may not purchase all of the shares tendered at or below the purchase price if more than the number of shares the Company seeks are properly tendered and not properly withdrawn. The Company will return shares tendered at prices in excess of the purchase price that the Company determines and shares that the Company does not purchase because of proration or conditional tenders to the tendering shareholders at the Company’s expense promptly after the Tender Offer expires.

The term “Expiration Time” means 12:00 midnight, Eastern Time, on September 26, 2006, unless the Company, in its sole discretion, extends the period of time during which the Tender Offer will remain open, in which event the term “Expiration Time” shall refer to the latest time and date at which the Tender Offer, as so extended by the Company, shall expire.

For purposes of the Tender Offer, the Company will be deemed to have accepted for payment (and therefore purchased), subject to the “odd lot” priority, proration, and conditional tender provisions of the Tender Offer, shares that are properly tendered at or below the purchase price selected by the Company and not properly withdrawn only when, as and if the Company gives oral or written notice to the Depository of the Company’s acceptance of the shares for payment pursuant to the Tender Offer.

Upon the terms and subject to the conditions of the Tender Offer, the Company will accept for payment and pay the per share purchase price for all of the shares accepted for payment pursuant to the Tender Offer promptly after the Expiration Time. In all cases, payment for shares tendered and accepted for payment pursuant to the Tender Offer will be made promptly, subject to possible delay in the event of proration, but only after timely receipt by the Depository of: certificates for shares or a timely book-entry confirmation of the deposit of shares into the Depository’s account at the book-entry transfer facility (as defined in the Offer to Purchase); a properly completed and duly executed Letter of Transmittal (or manually signed facsimile of the Letter of Transmittal), including any required signature guarantee (or, in the case of a book-entry transfer, an agent’s message (as defined in the Offer to Purchase)); and any other required documents.

If more than 11,688,311 shares (or such greater number of shares as the Company may elect to accept for payment, subject to applicable law) are properly tendered at or below the purchase price and not properly withdrawn prior to the Expiration Time, the Company will purchase shares: *first*, from all holders of “odd lots” of less than 100 shares who properly tender all of their shares at or below the purchase price determined in the Tender Offer and who do not properly withdraw them before the Expiration Time; *second*, from all other shareholders who properly tender shares at or below the purchase price determined in the Tender Offer and who do not properly withdraw them before the Expiration Time, on a pro rata basis (except for shareholders who tendered shares conditionally for which the condition was not satisfied); and *third*, only if necessary to permit the Company to purchase 11,688,311 shares (or such greater number of shares as the Company may elect to accept for payment, subject to applicable law), from holders who have tendered shares at or below the purchase price determined in the Tender Offer conditionally (for which the condition was not initially satisfied) by random lot, to the extent feasible. To be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares.

The Company will return shares tendered at prices in excess of the purchase price that the Company determines and shares that the Company does not purchase because of the “odd lot” priority, proration, or conditional tender provisions to the tendering shareholders at the Company’s expense promptly following the Expiration Time.

The Company expressly reserves the right, in its sole discretion, at any time and from time to time, to extend the period of time during which the Tender Offer is open and thereby delay acceptance for payment of, and payment for, any shares by giving oral or written notice of such extension to the Depository and making a public announcement of such extension no later than 9:00 a.m., Eastern Time, on the next business day after the previously scheduled Expiration Time.

Tenders of shares are irrevocable, except that such shares may be withdrawn at any time prior to the Expiration Time and, unless such shares have been accepted for payment as provided in the Tender Offer, shareholders may also withdraw their previously tendered shares at any time after 12:00 midnight, Eastern Time, on October 24, 2006. For a withdrawal to be effective, a written notice of withdrawal must be received in a timely manner by the Depository at one of its addresses listed on the back cover of the Offer to Purchase. Any such notice of withdrawal must specify the name of the person having tendered the shares to be withdrawn, the number of shares to be withdrawn and the name of the registered holder of the shares to be withdrawn, if different from the name of the person who tendered the

shares. If certificates for shares have been delivered or otherwise identified to the Depository, then, prior to the physical release of those certificates, the serial numbers shown on those certificates must be submitted to the Depository and, unless an eligible institution has tendered those shares, an eligible institution must guarantee the signatures on the notice of withdrawal. If a shareholder has used more than one Letter of Transmittal or has otherwise tendered shares in more than one group of shares, the shareholder may withdraw shares using either separate notices of withdrawal or a combined notice of withdrawal, so long as the information specified above is included. If shares have been delivered in accordance with the procedures for book-entry transfer described in the Offer to Purchase, any notice of withdrawal must also specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn shares and otherwise comply with the book-entry transfer facility’s procedures.

The Company will decide, in its sole discretion, all questions as to the form and validity, including time of receipt, of notices of withdrawal, and each such decision will be final and binding on all parties. Neither the Company nor the Dealer Managers, the Depository, the Information Agent nor any other person will be under any duty to give notification of any defects or irregularities in any notice of withdrawal or incur any liability for failure to give any such notification.

Generally, a shareholder will be subject to U.S. federal income taxation and applicable withholding upon receiving cash in exchange for the shares the shareholder tenders in the Tender Offer. The receipt of cash for tendered shares will generally be treated for U.S. federal income tax purposes either as (1) a sale or exchange or (2) a distribution in respect of stock from the Company. A foreign shareholder may be subject to withholding at a rate of 30% on payments received pursuant to the Tender Offer and may also be subject to tax in other jurisdictions on the disposal of shares. All shareholders should read carefully the Offer to Purchase for additional information regarding the U.S. federal income tax consequences of participating in the Tender Offer and should consult their own tax advisors with respect to their particular circumstances.

The information required to be disclosed by Rule 13e-4(d)(1) of the Securities Exchange Act of 1934, as amended, is contained in the Offer to Purchase and is incorporated herein by reference. The Offer to Purchase and the Letter of Transmittal contain important information that shareholders should read carefully before they make any decision with respect to the Tender Offer. The Offer to Purchase and the Letter of Transmittal will be mailed to record holders of shares and will be furnished to brokers, dealers, commercial banks and trust companies whose names, or the names of whose nominees, appear on the Company’s

shareholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of shares.

Questions and requests for assistance may be directed to D.F. King & Co., Inc., the Information Agent, Goldman, Sachs & Co., the Lead Dealer Manager, or Banc of America Securities LLC, the Co-Dealer Manager, at their respective addresses and telephone numbers set forth below. Copies of the Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained promptly at the Company's expense from the Information Agent.

The Depositary for the Tender Offer is:

Mellon Investor Services LLC

The Information Agent for the Tender Offer is:

D.F. King & Co., Inc.

48 Wall Street
New York, New York 10005

Banks and Brokerage Firms Call Collect: (212) 269-5550

All Others Call Toll-Free: (800) 578-5378

The Lead Dealer Manager for the Tender Offer is:

Goldman, Sachs & Co.

85 Broad Street
New York, New York 10004
Call: (212)-902-1000 ext. 25474
Call Toll-Free: (800) 323-5678 ext. 25474

August 29, 2006

The Co-Dealer Manager for the Tender Offer is:

Banc of America Securities LLC

9 West 57th Street
New York, New York 10019
Call: (212) 583-8502
Call Toll-Free: (888) 583-8900 ext. 8502

August 29, 2006

IMMEDIATE ATTENTION REQUIRED

August 29, 2006

Re: Brinker International, Inc. Tender Offer

Dear Brinker International 401(k) Savings Plan Participant:

The enclosed tender offer materials and Direction Form require your immediate attention. Our records reflect that, as a participant in the Brinker International 401(k) Savings Plan (the "Plan"), a portion of your individual account is invested in the Brinker International Stock Fund (the "Stock Fund"). The tender offer materials describe an offer by Brinker International, Inc. ("Brinker") to purchase up to 11,688,311 shares of its common stock, \$0.10 par value per share (the "Shares"), at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, without interest (the "Offer"). As described below, you have the right to instruct Fidelity Management Trust Company ("Fidelity"), as trustee of the Plan, concerning whether to tender Shares attributable to your individual account under the Plan. **You will need to complete the enclosed Direction Form and return it to Fidelity's tabulator in the enclosed return envelope so that it is RECEIVED by 4:00 p.m., Eastern Time, on Thursday, September 21, 2006, unless the Offer is extended, in which case the deadline for receipt of instructions will be three business days prior to the expiration date of the Offer, if feasible.**

The remainder of this letter summarizes the transaction, your rights under the Plan and the procedures for completing and submitting the Direction Form. You should also review the more detailed explanation provided in the Offer to Purchase, dated August 29, 2006 (the "Offer to Purchase"), enclosed with this letter.

BACKGROUND

Brinker has made an offer to its shareholders to tender up to 11,688,311 shares of its common stock, \$0.10 par value per share, for purchase by Brinker at a price not greater than \$38.50 nor less than \$35.25 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the enclosed Offer to Purchase. Brinker will select the lowest purchase price (in multiples of \$0.25) that will allow it to purchase 11,688,311 Shares or, if a lesser number of Shares are properly tendered, all Shares that are properly tendered and not withdrawn. All Shares acquired in the Offer will be acquired at the same purchase price regardless of whether the shareholder tendered at a lower price.

The enclosed Offer to Purchase sets forth the objectives, terms and conditions of the Offer and is being provided to all of Brinker's shareholders. To understand the Offer fully and for a more complete description of the terms and conditions of the Offer, you should carefully read the entire Offer to Purchase.

The Offer extends to the Shares held by the Plan. As of August 23, 2006, the Plan had approximately 334,152 Shares allocated to participant accounts. Only Fidelity, as trustee of the Plan, can tender these Shares in the Offer. Nonetheless, as a participant under the Plan, you have the right to direct Fidelity whether or not to tender some or all of the Shares attributable to your individual account in the Plan, and at what price or prices. Unless otherwise required by applicable law, Fidelity will tender Shares attributable to participant accounts in accordance with participant instructions and Fidelity will not tender

Shares attributable to participant accounts for which it does not receive timely instructions. **If you do not complete the enclosed Direction Form and return it to Fidelity's tabulator on a timely basis, you will be deemed to have elected not to participate in the Offer and no Shares attributable to your Plan account will be tendered.**

LIMITATIONS ON FOLLOWING YOUR DIRECTION

The enclosed Direction Form allows you to specify the percentage of the Shares attributable to your account that you wish to tender and the price or prices at which you want to tender Shares attributable to your account. As detailed below, when Fidelity tenders Shares on behalf of the Plan, they may be required to tender Shares on terms different than those set forth on your Direction Form.

The Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the trust agreement between Brinker and Fidelity prohibit the sale of Shares to Brinker for less than "adequate consideration" which is defined by ERISA for a publicly traded security as the price of the security prevailing on a national securities exchange. Fidelity will determine "adequate consideration," based on the prevailing market price of the Shares on the New York Stock Exchange on the date the Shares are tendered by Fidelity (the "prevailing market price"). Accordingly, depending on the prevailing market price of the Shares on such date, Fidelity may be unable to follow participant directions to tender Shares to Brinker at certain prices within the offered range. Fidelity will tender or not tender Shares as follows:

- If the prevailing market price is greater than the maximum tender price offered by Brinker (\$38.50 per Share), notwithstanding your direction to tender Shares in the Offer, the Shares will not be tendered.
- If the prevailing market price is equal to or lower than the price at which you direct Shares be tendered, Fidelity will follow your direction both as to percentage of Shares to tender and as to the price at which such Shares are tendered.
- If the prevailing market price is greater than the price at which you direct the Shares be tendered but within the range of \$35.25 to \$38.50, Fidelity will follow your direction regarding the percentage of Shares to be tendered, but will increase the price at which such Shares are to be tendered to the lowest tender price that is not less than prevailing market price.
- If the prevailing market price is within the range of \$35.25 to \$38.50, for all Shares directed to be tendered at the "per Share purchase price to be determined pursuant to the tender offer", Fidelity will tender such Shares at the lowest tender price that is not less than the prevailing market price.

Unless otherwise required by applicable law, Fidelity will not tender Shares for which it has received no direction, or for which it has received a direction not to tender. Fidelity makes no recommendation as to whether to direct the tender of Shares or whether to refrain from directing the tender of Shares. EACH PARTICIPANT OR BENEFICIARY MUST MAKE HIS OR HER OWN DECISIONS.

CONFIDENTIALITY

To assure the confidentiality of your decision, Fidelity and their affiliates or agents will tabulate the Direction Forms. Neither Fidelity nor their affiliates or agents will make your individual direction available to Brinker.

PROCEDURE FOR DIRECTING TRUSTEE

Enclosed is a Direction Form that should be completed and returned to Fidelity's tabulator. Please note that the Direction Form indicates the number of Shares attributable to your individual account as of August 23, 2006. However, for purposes of the final tabulation, Fidelity will apply your instructions to the number of Shares attributable to your account as of September 21, 2006, or as of a later date if the Offer is extended.

If you do not properly complete the Direction Form or do not return it by the deadline specified, such Shares will be considered NOT TENDERED.

To properly complete your Direction Form, you must do the following:

(1) On the face of the Direction Form, check Box 1 or 2. CHECK ONLY ONE BOX:

- CHECK BOX 1 if you do not want the Shares attributable to your individual account tendered for sale in accordance with the terms of the Offer and simply want the Plan to continue holding such Shares.
- CHECK BOX 2 in all other cases and complete the table immediately below Box 2. Specify the percentage (in whole numbers) of Shares attributable to your individual account that you want to tender at each price indicated.

You may direct the tender of Shares attributable to your account at different prices. To do so, you must state the percentage (in whole numbers) of Shares to be sold at each price by filling in the percentage of such Shares on the line immediately before the price. Also, you may elect to accept the per Share purchase price to be determined pursuant to the tender offer, which will result in receiving a price per Share as low as \$35.25 or as high as \$38.50. Leave a given line blank if you want no Shares tendered at that particular price. The total of the percentages you provide on the Direction Form may not exceed 100%, but it may be less than 100%. If this amount is less than 100%, you will be deemed to have instructed Fidelity NOT to tender the balance of the Shares attributable to your individual account.

(2) Date and sign the Direction Form in the space provided.

(3) Return the Direction Form in the enclosed return envelope so that it is received by Fidelity's tabulator at the address on the return envelope (P.O. Box 9142, Hingham, MA 02043) not later than 4:00 P.M., Eastern Time, on Thursday, September 21, 2006, unless the Offer is extended, in which case the participant deadline shall be three business days prior to the expiration date of the Offer, if feasible. If you wish to return the form by overnight courier, please send it to Fidelity's tabulator at Tabulator, 60 Research Road, Hingham, MA 02043. Directions via facsimile will not be accepted.

Your direction will be deemed irrevocable unless withdrawn by 4:00 p.m., Eastern Time, on Thursday, September 21, 2006, unless the Offer is extended. In order to make an effective withdrawal, you must submit a new Direction Form that may be obtained by calling Fidelity at (800) 835-5095. Upon receipt of a new, completed and signed Direction Form, your previous direction will be deemed canceled. You may direct the re-tendering of any Shares attributable to your individual account by obtaining an additional Direction Form from Fidelity and repeating the previous instructions for directing tender as set forth in this letter.

After the deadline above for returning the Direction Form to Fidelity's tabulator, Fidelity and their affiliates or agents will complete the tabulation of all directions. Fidelity will tender the appropriate number of Shares on behalf of the Plan.

Brinker will then buy all Shares, up to 11,688,311, that were properly tendered through the Offer. If there is an excess of Shares tendered over the exact number desired by Brinker, Shares tendered pursuant to the Offer may be subject to proration, as described in the Offer to Purchase. For any Shares in the Plan that are tendered and purchased by Brinker, Brinker will pay cash to the Plan. **INDIVIDUAL PARTICIPANTS IN THE PLAN WILL NOT, HOWEVER, RECEIVE ANY CASH TENDER PROCEEDS DIRECTLY. ALL SUCH PROCEEDS WILL REMAIN IN THE PLAN AND MAY BE WITHDRAWN ONLY IN ACCORDANCE WITH THE TERMS OF THE PLAN.** Any Shares attributable to your account that are not purchased in the Offer will remain allocated to your individual account under the Plan.

The preferential treatment of holders of fewer than 100 Shares, as described in the Offer to Purchase, will not apply to participants in the Plan, regardless of the number of Shares held within their individual accounts. Likewise, the conditional tender of Shares, as described in the Offer to Purchase, will not apply to the participants in the Plan.

EFFECT OF THE OFFER ON YOUR ACCOUNT

If you direct Fidelity to tender some or all of the Shares attributable to your account, as of 4:00 p.m., Eastern Time, on Thursday, September 21, 2006, withdrawals, loans, distributions and exchanges out of the Stock Fund attributable to your Plan account will be unavailable until all processing related to the Offer has been completed, unless the Offer is extended or terminated. Balances in the Stock Fund will be utilized to calculate amounts eligible for loans and withdrawals throughout this restriction period. In the event that the Offer is extended, the freeze on these transactions will, if administratively feasible, be temporarily lifted until three business days prior to the new completion date of the Offer, as extended, at which time a new freeze on these Stock Fund transactions will commence. Please note that these restrictions DO NOT impact your ability to purchase additional units of the Stock Fund.

If you directed Fidelity to NOT tender any of the Shares attributable to your account, you did not return your Trustee Direction Form in a timely manner or your tender instructions could not be followed, you will continue to have access to all transactions normally available to you under the Plan.

INVESTMENT OF PROCEEDS

Fidelity will invest all cash proceeds received by the Plan as soon as administratively feasible after receipt of these proceeds. The cash will be invested in the Fidelity Retirement Money Market Fund. Fidelity anticipates that the processing of participant accounts will be completed five to seven business days after receipt of these proceeds. You may call Fidelity at 1-800-835-5095 (or access your account via NetBenefits) after the reinvestment is complete to learn the effect of the tender on your account or to have the proceeds from the sale of Shares which were invested in the Fidelity Retirement Money Market Fund invested in other investment options offered under the Plan.

SHARES OUTSIDE THE PLAN

If you hold Shares outside of the Plan, you will receive, under separate cover, Offer materials to be used to tender those Shares. **Those Offer materials may not be used to direct Fidelity to tender or not tender the Shares attributable to your individual account under the Plan.** Likewise, the tender

of Shares attributable to your individual account under the Plan will not be effective with respect to Shares you hold outside of the Plan. The direction to tender or not tender Shares attributable to your individual account under the Plan may only be made in accordance with the procedures in this letter. Similarly, the enclosed Direction Form may not be used to tender Shares held outside of the Plan.

FURTHER INFORMATION

If you require additional information concerning the procedure to tender Shares attributable to your individual account under the Plan, please contact Fidelity toll free at (800) 835-5095. If you require additional information concerning the terms and conditions of the Offer, please call D.F. King & Co., Inc., the Information Agent, toll free at (800) 578-5378 or collect at (212) 269-5550.

Sincerely,

Fidelity Management Trust Company

**DIRECTION FORM
BRINKER INTERNATIONAL, INC. TENDER OFFER
BEFORE COMPLETING THIS FORM, PLEASE READ CAREFULLY THE
ACCOMPANYING OFFER TO PURCHASE AND ALL OTHER ENCLOSED MATERIALS.**

PLEASE NOTE THAT IF YOU DO NOT SEND IN A PROPERLY COMPLETED, SIGNED DIRECTION FORM, OR IF SUCH DIRECTION FORM IS NOT RECEIVED BY 4:00 P.M., EASTERN TIME ON THURSDAY, SEPTEMBER 21, 2006, UNLESS THE TENDER OFFER IS EXTENDED, THE BRINKER SHARES ATTRIBUTABLE TO YOUR ACCOUNT UNDER THE PLAN WILL NOT BE TENDERED IN ACCORDANCE WITH THE TENDER OFFER, UNLESS OTHERWISE REQUIRED BY LAW.

Fidelity Management Trust Company ("Fidelity") makes no recommendation to any participant in the Brinker International 401(k) Savings Plan (the "Plan") as to whether to tender or not, or at which prices. Your direction to Fidelity will be kept confidential.

This Direction Form, if properly signed, completed and received by Fidelity's tender offer tabulator in a timely manner, will supersede any previous Direction Form.

Date

Please Print Name

Signature

As of August 23, 2006, the number of shares attributable to your account in the Plan is shown to the right of your address.

In connection with the Offer to Purchase made by Brinker International, Inc., dated August 29, 2006, I hereby instruct Fidelity to tender the shares attributable to my account under the Plan as of September 21, 2006, unless a later deadline is announced, as follows (check only one box and complete):

(CHECK BOX ONE OR TWO)

- 1. Please refrain from tendering and continue to HOLD all Shares attributable to my individual account under the Plan.
- 2. Please TENDER Shares attributable to my individual account under the Plan in the percentage indicated below for each of the prices provided. A blank space before a given price will be taken to mean that no shares attributable to my account are to be tendered at that price. FILL IN THE TABLE BELOW ONLY IF YOU HAVE CHECKED BOX 2.

Percentage of Shares to be Tendered (The total of all percentages must be less than or equal to 100%. If the total is less than 100%, you will be deemed to have directed Fidelity NOT to tender the remaining percentage.)

% at \$35.25

% at \$36.00

% at \$36.75

% at \$37.50

% at \$38.25

% at \$35.50

% at \$36.25

% at \$37.00

% at \$37.75

% at \$38.50

% at \$35.75

% at \$36.50

% at \$37.25

% at \$38.00

% at TBD**

** By entering a percentage on the % line at TBD, the undersigned is willing to accept the Purchase Price resulting from the Dutch Auction, for the percentage of shares elected. This could result in receiving a price per share as low as \$35.25 or as high as \$38.50 per share.
