

RUTH'S HOSPITALITY GROUP, INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

AS AMENDED AND RESTATED ON OCTOBER 26, 2012

Organization

This charter governs the operations of the Audit Committee (the "Committee") of Ruth's Hospitality Group, Inc. (the "Company") and how the Committee carries out its responsibilities, including the structure, processes, and membership requirements. The Committee shall review and reassess the charter at least annually and obtain the Board's approval of any amendments to the charter. Members of the Committee shall be members of, and appointed by, the Board. The Committee shall be comprised of three or more members. Each member of the Committee shall be "independent" within the meaning of the applicable listing rules of NASDAQ or any other exchange on which the common stock of the Company is traded, Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations of the Securities and Exchange Commission ("SEC"), as determined by the Board. This charter shall be deemed to incorporate automatically any changes or updates to such requirements.

Each member of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement and cash flow statement. At least one member of the Committee shall meet the financial sophistication standard as set forth in the applicable listing rules of NASDAQ or any other exchange on which the common stock of the Company is traded, and shall be deemed an "audit committee financial expert," as determined by the rules and regulations of the SEC. The existence of such member shall be disclosed in periodic filings as required by the SEC. The designation of the "audit committee financial expert" shall be made by the Board in its business judgment at least annually. One director who is not independent under applicable rules and regulations and is not a current officer or employee of the Company or a family member of such officer or employee may be appointed to the Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual proxy statement subsequent to such determination, the nature of the relationship and the reason for the determination. A member appointed under this exception may not serve longer than two years and may not chair the Committee.

The Committee shall meet, either in person or by teleconference, at least four times annually, or more frequently as circumstances dictate. To foster open communication, the Committee should meet at least annually with management, the internal audit function, and the independent auditor in separate sessions. All meetings shall be at the call of the Chairman of the Committee or as requested by a majority of the members of the Committee. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

Committee members shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. Subject to applicable law, regulations and listing rules, the Board will have the power to at any time change the size and membership of the Committee. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of their proceedings and actions. The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate.

Purpose

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility relating to:

- the integrity of the Company's financial statements and its financial reporting process;
- the Company's disclosure controls and procedures;
- the Company's internal control over financial reporting;
- the systems of internal accounting and financial controls;
- the performance of the Company's internal audit function and independent auditor;
- the independent auditor's qualifications and independence;
- the Company's compliance with legal and regulatory requirements; and
- the Company's policies with respect to risk assessment and risk management.

The Committee shall also prepare the report that SEC rules require to be included in the Company's annual proxy statement. In so doing, it is the responsibility of the Committee to maintain free and open communication with the Board, the independent auditor and management of the Company.

The Committee shall provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial, accounting or auditing matters that require the attention of the Board. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, personnel of the Company and the independent auditor and, in its sole discretion and at the Company's expense, the Committee shall have the authority to retain and terminate independent counsel and other advisers as it determines necessary to carry out its duties. The Committee shall also approve for payment, at the Company's expense, the ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

Duties and Responsibilities

The primary responsibility of the Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. While the Committee has the responsibilities and powers set forth in this charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company. The independent auditor is responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements. In carrying out its oversight responsibilities, the Committee shall be entitled to rely in good faith on the accuracy and completeness of the information, reports, opinions and statements provided to the Committee by management and the independent auditor to the maximum extent permitted under applicable law. Nothing in this charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.

The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the

understanding that the Committee may supplement them as appropriate. In addition, the Committee will undertake such other duties as the Board may from time to time prescribe.

- The Committee shall be directly responsible for the appointment, retention and termination (subject, if applicable, to stockholder ratification), compensation, and oversight of the independent auditor, including resolution of disagreements between management and the auditor regarding financial reporting and receiving the report of the independent auditor. The Committee shall annually review and evaluate the qualifications, performance and independence of the independent auditor and the performance of the lead partner and assess whether lead partner, other audit partners or independent auditor rotation is required by law or SEC rules.
- The Committee shall pre-approve all audit and non-audit services provided by the independent auditor and shall not engage the independent auditor to perform the specific non-audit services proscribed by law or regulation. Alternatively, the Committee may adopt pre-approval policies and procedures detailed as to particular services and delegate pre-approval authority to one or more members of the Committee. The decisions of any Committee member(s) to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting. The Committee shall have the responsibility and authority to approve, in advance of the provision thereof, all audit services and, subject to the de minimis exception of Section 10A(i) of the Exchange Act and the SEC rules promulgated thereunder, all permitted non-audit services, to be provided to the Company by the independent auditor. By approving the audit engagement, an audit service within the scope of engagement shall be deemed to have been pre-approved. The Committee shall have the sole authority to approve any compensation payable by the Company for any approved audit or non-audit services to the independent auditor, including the fees, terms and conditions for the performance of such services, which amounts shall be paid by the Company.
- At least annually, the Committee shall:
 - obtain and review a report by the independent auditor describing the firm's internal quality control procedures and any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
 - review with the independent auditor the written statement required by the Public Company Accounting Oversight Board Rule 3526, as amended, concerning any relationships between the independent auditor and the Company, or any other disclosed relationships or services that, in the judgment of the Committee, may affect the objectivity or independence of the independent auditor, and based on such review, assess the auditor's independence; and
 - obtain from the independent auditor a report on compliance with Section 10A of the Exchange Act, containing assurance that the annual audit was conducted in a manner consistent with Section 10A of the Exchange Act.
- The Committee shall ensure that hiring policies for employees or former employees of the independent auditor are in accordance with the hiring restrictions set forth in the Sarbanes-Oxley Act of 2002 and meet other applicable SEC regulations and stock exchange listing standards.
- The Committee shall periodically monitor and investigate, as appropriate, any existing relationships between the Company and the independent auditor, including by actively engaging in a dialogue

with the independent auditor with respect to any disclosed relationships or services that may affect the objectivity or independence of the independent auditor.

- The Committee shall review and approve management's appointment, termination or replacement of the head of the internal audit function.
- The Committee shall discuss with the internal auditors and the independent auditor the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. The Committee shall also discuss with management, the internal auditors and the independent auditor the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk, and legal and ethical compliance programs (e.g., the Company's Code of Conduct and Ethics Policy and Code of Ethics for CEO, COO, and Senior Financial Employees).
- Periodically, the Committee shall meet separately with management, the internal auditors and the independent auditor to discuss issues and concerns warranting Committee attention, including significant risks to the Company and the steps management has taken to minimize such risks and elicit recommendations for the improvement of the Company's risk assessment and mitigation procedures. The Committee shall provide sufficient opportunity for the internal auditors and the independent auditor to meet privately with the members of the Committee. The Committee shall review with the independent auditor, outside of management's presence, any audit problems or difficulties and management's response thereto. The Committee shall also review and discuss reports from the independent auditor on applicable laws, rules, listing standards and any requirements of or policies adopted by the Public Company Accounting Oversight Board. The Committee shall also review with the independent auditor any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the independent auditor.
- The Committee shall periodically review its operation, including the independence and authority of the internal auditors and the adequacy of the internal audit budget and staffing.
- The Committee shall review and approve the proposed audit plans for the coming year, and the coordination of such plans with the independent auditor.
- The Committee shall review and approve the proposed internal audit plans for the coming year, and the coordination of such plans with the internal audit function.
- The Committee shall receive regular reports from the independent auditor on the critical policies and practices of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and other material written communications between the independent auditor and management, including, but not limited to, the management letter and schedule of unadjusted differences.
- The Committee shall review on a continuing basis (i) the adequacy and effectiveness of the Company's system of internal control over financial reporting (including any material weaknesses and significant deficiencies) and (ii) any significant changes in such internal control over financial reporting that is reported to the Committee by the independent auditor, the internal auditors or management. Such review shall include meeting periodically with management, the

internal auditors and the independent auditor to review their respective assessment of the adequacy of such internal controls.

- The Committee shall review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditor's report on the Company's internal control over financial reporting (if the preparation of such report is required by applicable law).
- The Committee shall discuss the types of information to be disclosed and types of presentations to be made in earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each release or each instance of guidance.
- The Committee shall review and discuss policies with respect to risk assessment and risk management.
- The Committee shall discuss the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditor prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards.
- The Committee shall discuss with management and the independent auditor the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. The Committee shall also discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards and applicable SEC rules, and recommend to the Board whether the financial statements should be included in the annual report on Form 10-K.
- The Committee shall receive and review any disclosure from the Company's CEO or CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of: a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- The Committee shall regularly report to the Board, including the results of the annual audit, and review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements and the performance of the internal audit function and the independence of the internal auditors. If requested by the Board, the Committee shall invite the independent auditor to attend the full Board meeting to assist in reporting the results of the annual audit or to answer other directors' questions (alternatively, the other directors, particularly the other independent directors, may be invited to attend the Committee meeting during which the results of the annual audit are reviewed).

- The Committee shall establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall review periodically with management and internal auditors these procedures and any significant complaints received.
- Review management's monitoring of the Company's compliance with laws and the Code of Conduct and Ethics Policy and ensure management has proper review systems in place to ensure that the Company's financial statements, reports and other information disseminated to governmental organizations, and the public, satisfy legal requirements.
- The Committee shall review reports of attorneys or others with respect to evidence of material violations of securities laws or breaches of fiduciary duty.
- The Committee shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.
- The Committee shall prepare its report to be included in the Company's annual proxy statement, as required by SEC regulations.
- The Committee shall review the Company's disclosure in the proxy statement for its annual meeting of stockholders that describes whether the Committee has satisfied its responsibilities under this charter for the prior year.
- The Committee shall review and vote on the approval of all proposed related-party transactions required to be disclosed pursuant to Item 404 of Regulation S-K.
- The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter. The performance evaluation by the Committee shall be conducted in such matter as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make this report.