BRAVO BRIO RESTAURANT GROUP, INC.
AUDIT COMMITTEE CHARTER

Purpose.

This Audit Committee Charter governs the operations of the Audit Committee (the "Committee") of Bravo Brio Restaurant Group, Inc. (the "Company"). The primary function of the Committee shall be to assist the Board of Directors of the Company (the "Board") in the oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the Company's independent registered public accountants' qualifications and independence and the performance of the Company's internal audit function and independent registered public accountants.

Composition.

The Committee shall be appointed by the Board and shall consist of at least three (3) directors, each of whom shall be independent of management and the Company. With respect to each Committee member, the Board shall affirmatively determine that the member satisfies the "independence" requirements imposed by the NASDAQ Global Market ("NASDAQ"), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act"), and all rules and regulations promulgated thereunder by the Securities and Exchange Commission (the "SEC") (including that the Company may avail itself of the "phase-in" provision contained in Rule 5615(b)(i) of the NASDAQ Marketplace Rules and Exchange Act Rule 10A-3(b)(1)(iv)(A)). Determination of the true, actual and effective independence of any Committee member that has or had some relationship with the Company will be made by the Board in accordance with the requirements of NASDAQ and the SEC, with weight given to both prudent principles and "appearances."

Each Committee member must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement. The Committee chair must have accounting or related financial management expertise as a result of past employment experience, professional certification or other comparable experience or background.

The members of the Committee shall be appointed by the full Board based on the recommendation of the Company's Nominating Committee. Committee members may be replaced by the Board. The Board shall designate one (1) member of the Committee to serve as its chair.

Meetings of the Committee.

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may invite to any of its meetings other directors, members of Company management and such other persons as it deems appropriate in order to carry out its responsibilities. Minutes of each meeting of the Committee will be kept and distributed to the entire Board.

The Committee shall report to the Board at each regularly scheduled Board meeting on significant results of its activities.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in accordance with the provisions of Ohio Revised Code 1701.61(B) shall constitute presence in person at such a meeting. Except in extraordinary circumstances as determined by the Committee's chair, notice shall be delivered to all Committee members at least forty-eight (48) hours in advance of the scheduled meeting.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

The Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain other legal, accounting or other advisors if the Committee determines that such counsel or advisor is necessary or appropriate under the circumstances. The Committee shall have sole authority to approve all fees and terms of engagement of such advisors, and the Company shall provide sufficient funding for the payment of any such advisors retained by the Committee.

Statement of Policy.

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the shareholders, potential shareholders, the investment community and others by reviewing the following:

(i) the financial reports and other financial information provided by the Company to its shareholders and others;

(ii) the Company's systems of internal controls regarding finance, accounting, legal and regulatory compliance and business conduct established by management and the Board; and

(iii) the Company's auditing, accounting and financial processes generally.

In so doing, it shall be the responsibility of the Committee to maintain free and open communication among the Committee, the independent auditors, the internal auditors and Company management. In discharging its oversight role, the Committee shall be empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain, at the expense of the Company, independent outside counsel or other experts or advisers as it determines necessary to carry out its duties.

Responsibilities and Processes.

The Committee shall serve as an independent and objective party to monitor the Company's financial reporting process and internal control systems. The Committee shall review and appraise the audit efforts of the Company's independent registered public accountants and exercise ultimate authority over the relationship between the Company and its independent registered public accountants. The Committee shall provide an open avenue of communication

among the independent registered public accountants, financial and senior management and the Board.

Management shall be 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 therein. The independent auditors shall be responsible for auditing the Company's annual financial statements and for reviewing the Company's unaudited interim financial statements. 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 Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The following shall be the principal recurring processes of the Committee. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Documents/Reports Review.

- The Committee shall discuss with management and the independent registered public accountants the Company's annual and interim financial statements, earnings press releases, earnings guidance and any reports or other financial information submitted to the shareholders, the SEC, analysts, rating agencies and others, including any certification, report, opinion or review rendered by the independent registered public accountants.
- The Committee shall review the regular internal reports to management prepared by the internal auditors and management's response.
- The Committee shall discuss with management and the independent registered public accountants the Quarterly Reports on Form 10-Q, the Annual Reports on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," and any related public disclosure prior to its filing;

Independent Registered Public Accountants.

- The Committee shall have sole authority for the appointment, compensation, retention, oversight, termination and replacement of the Company's independent registered public accountants (subject, if applicable, to shareholder ratification) and the independent registered public accountants will report directly to the Committee.
- The Committee shall pre-approve all auditing services and all non-audit services to be provided by the independent registered public accountants.
- The Committee shall review the performance of the independent registered public accountants with both management and the independent registered public accountants.
- The Committee shall periodically meet with the independent registered public accountants separately and privately to hear their views on the adequacy of the Company's internal controls, any special audit steps adopted in light of material control deficiencies and the qualitative aspects of the Company's financial reporting, including the quality and consistency of both accounting policies and the underlying judgments, or any other matters raised by them.

- The Committee shall obtain and review a report from the independent registered public accountants at least annually regarding (1) the independent registered public accountants' internal quality-control procedures, (2) any material issues raised by the most recent 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, (3) any steps taken to deal with any such issues, and (4) all relationships between the independent registered public accountants and their related entities and the Company and its related entities.

Financial Reporting Processes.

- The Committee shall review with financial management and the independent registered public accountants the quality and consistency, not just the acceptability, of the judgments and appropriateness of the accounting principles and financial disclosure practices used by the Company, including an analysis of the effects of any alternative generally accepted accounting principles ("GAAP") methods on the financial statements.
- The Committee shall approve any significant changes to the Company's auditing and accounting principles and practices after considering the advice of the independent registered public accountants and management.
- The Committee shall focus on the reasonableness of control processes for identifying and managing key business, financial and regulatory reporting risks.
- The Committee shall discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
- The Committee shall periodically meet with appropriate representatives of management and the internal auditors separately and privately to consider any matters raised by each of them, including any audit problems or difficulties and management's response.
- The Committee shall periodically review the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the Company's financial statements.

Process Improvement.

- The Committee shall, following the completion of the annual audit, review separately with management and the independent registered public accountants any difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- The Committee shall periodically review any processes and policies for communicating with investors and analysts.
- The Committee shall review and resolve any disagreement between management and the independent registered public accountants in connection with the annual audit or the preparation of the financial statements.
- The Committee shall review with the independent registered public accountants and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

Business Conduct and Legal Compliance.

- The Committee shall review the Company's code of conduct and review management's processes for communicating and enforcing this code of conduct.
- The Committee shall review management's monitoring of the Company's compliance with its code of conduct and ensure that management has the proper review system in place to ensure that the Company's financial statements, reports, and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
- The Committee shall review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements and any legal compliance matters.
- The Committee shall review and approve all related-party transactions.

Other Responsibilities.

- The Committee shall establish and periodically review procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.
- The Committee shall review and reassess the Committee's charter at least annually and submit any recommended changes to the Board for its consideration.
- The Committee shall provide the report required by Item 407 of Regulation S-K promulgated by the SEC for inclusion in the Company's annual proxy statement.
- The Committee shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations, if any.
- The Committee shall establish policies for the Company's hiring of employees or former employees of the independent registered pubic accountants who were engaged on its account.
- The Committee shall perform any other activities consistent with this Audit Committee Charter, the Company's regulations and governing law, as the Committee or the Board deems necessary or appropriate.
- The Committee shall annually evaluate its performance and report the results of such evaluation to the Board.

Miscellaneous.

The Committee shall review and assess this Audit Committee Charter at least annually and shall submit any recommended changes to this Audit Committee Charter to the Board for its consideration.

In addition to the activities described above, the Committee shall perform such other functions as necessary or appropriate in its or the Board's opinion under all applicable laws and each of the Company's Second Amended and Restated Articles of Incorporation and Second Amended and Restated Regulations, and under the resolutions and other directives of the Board.

Subject to all applicable laws, regulations and NASDAQ rules and each of the Company's Second Amended and Restated Articles of Incorporation and Second Amended and Restated

Regulations, the authority vested in the Committee by this Audit Committee Charter shall be construed in the broadest possible manner.

Effective Date.

This Audit Committee Charter was adopted by the Board on October 6, 2010, and will be effective as of the date the Company's stock is first listed on NASDAQ. It is intended to supersede and replace any prior Audit Committee Charter of the Company.