OUTBACK STEAKHOUSE, INC.
CORPORATE GOVERNANCE GUIDELINES

Adopted April 27, 2005

A. Introduction

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Outback Steakhouse, Inc. (the "Company") has developed and recommended to the Board, and the Board has adopted, these Corporate Governance Guidelines (these "Guidelines") to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its stockholders. These Guidelines supersede any existing Board policies or guidelines covering the subject matter of these Guidelines. These Guidelines should be interpreted in the context of applicable laws and the Company's Certificate of Incorporation, Bylaws and other corporate governance documents. These Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify these Guidelines from time to time.

B. Board Composition and Director Qualifications

The Company's Bylaws provide that the Board will be divided into three classes elected to staggered terms of three years. At or before the time required by applicable listing standards of the New York Stock Exchange (the "NYSE"), the Board will have at least a majority of directors who meet the criteria for independence established by the NYSE. The Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board. Nominees for the Board will be selected by the Committee in accordance with the policies and principles in its charter.

The number of directors is currently fixed, pursuant to the Company's Bylaws, at 10. The directors believe that 9 to 14 members is an appropriate size for the Company's Board, but this will be reviewed and modified by the Board periodically to ensure that the Board can efficiently discharge its fiduciary duties and regulatory responsibilities.

Individual directors whose primary professional position or responsibility changes (other than through internal promotion) from the position or responsibility they held when they were elected to the Board should volunteer to resign from the Board. This will provide an opportunity for the Board, through the Committee, to review the continued appropriateness of Board membership under the circumstances.

Directors shall not serve on the board of directors of more than four other public companies. Directors should advise the Chairman of the Board and the Chairman of the Committee in advance of accepting an invitation to serve on another public company board. No director may serve on the audit committee of more than two other public company boards. No director may be nominated to a new term if he or she would be age 72 or older at the time of the election.

The Board does not believe that it should establish term limits for directors. Although term limits could help to assure that fresh ideas and viewpoints are available to the Board, they hold the disadvantage of losing the contributions of directors who have been able to develop, over a period of years, increasing insight into the Company, its operations and its industry and, therefore, provide an increasing contribution to the Board as a whole.

C. Director Responsibilities

The basic responsibility of the directors is to exercise their judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. Absent unusual circumstances, directors are expected to attend all Board meetings and all meetings of committees on which they serve. Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials thoroughly in advance of the meeting.

The Chairman, in consultation with the Board, shall establish the schedule of Board meetings each year. The Chairman will establish the agenda for each Board meeting. Board members may suggest the inclusion of matters for the agenda. Board members may raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The non-management directors will meet in executive session at least quarterly. The director who presides at these meetings will be chosen by the non-management directors, and his name will be disclosed in the annual proxy statement, to the extent required by applicable rules of the Securities and Exchange Commission or by NYSE listing standards.

The Chairman of the Board and Chief Executive Officer ("CEO") is responsible for establishing effective communications with the Company's various constituencies (such as stockholders, customers, employees, suppliers, community groups and governmental authorities). The Board believes that management should speak for the Company. It is expected that Board members would meet or otherwise communicate with the Company's constituencies only with the knowledge of management and, absent unusual circumstances or as contemplated by committee charters, only at the request of management.

D. Board Committees

The Board currently has three Committees – Audit, Compensation and Nominating and Corporate Governance. At or before the time required by applicable listing standards of the NYSE, all of the members of these committees will be independent directors under the criteria established by the NYSE. It is considered advisable that the Audit Committee have at least one member who is qualified as an "audit committee financial expert" as defined by the Securities and Exchange Commission. Committee members and committee chairs will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee. Consideration should be given to rotating committee members and committee chairs periodically, but the Board does not have a formal policy of rotating committee assignments or committee chairs.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, if any, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee will have the power to hire, at the Company's expense, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

E. Director Access to Officers and Employees

Directors have full access to management and are entitled to expect management to be responsive to requests for information from directors. Meetings or contacts with management that a director wishes to initiate may be arranged through the CEO or the Chief Financial Officer. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company.

F. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee of the Board in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct a periodic review of director compensation. The Compensation Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

G. Director Orientation and Continuing Education

All new directors must participate in an orientation program, which should be conducted as soon as practicable, but in any event within three months of the new directors' appointments. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the orientation program. All directors will participate in such continuing education programs as the Nominating and Corporate Governance Committee may specify.

H. Management Succession

The Nominating and Corporate Governance Committee will make an annual report to the Board on succession planning. The entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the position of CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

I. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Committee will establish and maintain a process that will facilitate input from all directors and will report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.