

# RUBY TUESDAY

SIMPLE FRESH AMERICAN DINING

---

**RUBY TUESDAY, INC.**

**CODE OF BUSINESS CONDUCT AND ETHICS  
ADOPTED OCTOBER 8, 2002,  
AS AMENDED APRIL 2, 2008**

---

**RUBY TUESDAY, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

---

## **I. POLICY AND INTRODUCTION**

Ruby Tuesday, Inc.'s ("RTI" or the "Company") vision is to provide great value to our guests and a great working environment for our Team Members by reflecting our core values of Quality, Passion, and Pride in everything the Company does. In keeping with this vision, the Company has adopted this Code of Business Conduct and Ethics (as amended, the "Code") the purpose of which is to confirm RTI's commitment to conduct its affairs with the highest integrity. RTI expects that its employees, officers, and directors will adhere to sound business principles; comply with applicable laws, rules, and regulations; and be dedicated to high ethical standards.

You are encouraged to read this Code carefully. As an employee, officer, or director of RTI, it is your responsibility to be familiar with these guidelines. Any failure to follow the guidelines outlined in this Code could result in disciplinary action up to and including termination of your employment by RTI and possible exposure to civil and criminal penalties under federal and state laws.

You are also required to report any violations of the Code of which you are aware to your supervisor, the Compliance Officer, or the General Counsel. There will be no retaliation against any individual who makes such a report.

## **II. SCOPE**

### ***1. Compliance with Laws, Rules and Regulations***

It is not the intention of the Code to describe all laws which may apply to your business activities. However, below is a discussion of some of the laws most relevant to our business.

#### **A. Preventing Harassment and Discrimination**

Harassment or discrimination of any kind, especially involving race, color, religion, gender, age, sexual orientation, national origin, disability and veteran or marital status, as well as rudeness or discrimination toward guests or vendors, is unacceptable. Any such activities could result in disciplinary action up to and including termination of your employment. If you believe that you are being harassed or discriminated against for any reason, or if you believe that you are a victim of the violation of RTI's Respect and Responsibility Policy, immediately contact your supervisor, the Compliance Officer, RTI's General Counsel, or call the employee hot-line (1-800-325-0755).

#### **B. Insider Trading**

It is against RTI's Insider Trading Policy for an employee, officer, or director to profit from material nonpublic information concerning RTI. Information is "material" if a reasonable investor would consider it important in making an investment decision. As a practical matter, information whose disclosure would affect the market price of a security is likely to be found material, and information whose disclosure would not affect the market place of securities is unlikely to be found material. Examples of material inside information include but are not limited to: unannounced same restaurant sales or estimates of same restaurant sales; unannounced changes in earnings estimates or actual earnings; and, significant changes in management.

Employees, officers, or directors with such information may not purchase or sell any securities or exercise any options to purchase securities until at least 24 hours after such material information has been released to the public. In addition, employees, officers, and directors are prohibited from disclosing material nonpublic information to others who may take actions to profit from the information. For more information, please see the Insider Trading Policy or contact the General Counsel.

#### **C. Improper Payments**

You are responsible for complying with the Foreign Corrupt Practices Act and similar laws which prevent the payment of bribes or kickbacks. Under no circumstances is it acceptable to offer, give, solicit, receive, or authorize any form of bribe, kickback, or improper inducement, payment or gift in connection with RTI business. This rule applies throughout the world, even in countries where such practices are widely considered a "way of doing business."

**"NOTHING CONTAINED IN THIS POLICY IS INTENDED TO CREATE A CONTRACT FOR EMPLOYMENT. ALL EMPLOYEES OF RUBY TUESDAY, INC. ARE EMPLOYEES AT-WILL."**

## **D. Environmental Compliance**

RTI is committed to eliminating hazards from the workplace and providing a safe and healthy work environment. As an employee, officer, or director of RTI, you must use RTI equipment, and handle, store, and dispose of hazardous materials and toxins, in accordance with applicable laws and RTI policy.

## **E. Antitrust Laws**

Antitrust laws are intended to prohibit interference with fair competition. As RTI seeks to compete in a fair and open manner, it expects all employees, officers, and directors to abide by all applicable antitrust laws. You must never discuss or make agreements with competitors or others concerning past, present, or future prices, pricing policies, bids, discounts, promotions, or similar terms and conditions of sale. This includes formal agreements as well as informal “gentlemen’s agreements.”

## **2. Conflicts of Interest**

Employees, officers, and directors may not, directly or indirectly, engage in a conflict of interest. A “conflict of interest” occurs when an individual’s private interest interferes, or even appears to interfere, with the interest of RTI. A conflict can arise when (a) an individual takes actions or has interests that may make it difficult to perform his or her work objectively and effectively, or (b) an individual, or a member of his or her family, receives improper personal benefits as a result of his or her position with RTI.

### **A. Business Courtesies**

A business courtesy is a gift, gratuity, hospitality, good, service, or favor from persons or firms with which RTI may (or might) do business that is not paid for by the recipient. Unless approved by the Chief Compliance Officer, Chief Financial Officer, or Chief Executive Officer, prohibited business courtesies include merchandise, services, meals, drinks, entertainment (including tickets to events), cash or cash equivalents, recreation, trips, door prizes, honoraria, transportation, discounts, promotional items, or use of materials, facilities, or equipment. However, prohibited business courtesies do not include:

1. Standard business courtesies, including reasonable meals at which bona fide business matters are discussed; and
2. Courtesies of a value of \$50 dollars or less.

Employees, officers, and directors and their immediate family members who are involved in the decision-making process for selecting or keeping suppliers may not, directly or indirectly, solicit, encourage, accept or retain a business courtesy. When practical, any such item received must be returned to the sender with an explanation of this policy. Any item not returned will be considered the property of RTI.

### **B. Loans**

Officers and directors may never accept loans, or loan guarantees, from RTI, loans or guarantees made by third parties (including other employees, officers, or directors of RTI) on behalf or for the benefit of RTI, or from any persons or entities, including suppliers or vendors, having or seeking business with RTI, except for recognized financial institutions at normal interest rates for individual borrowers prevailing at the time of obtaining the loan. Non-officer, non-director employees of RTI are permitted to receive loans and paycheck advances from RTI with the approval of the Chief Financial Officer, Chief Compliance Officer or the General Counsel.

### **C. Outside Investments**

A conflict with the interests of RTI can arise when an individual holds a material investment interest in, or is an employee, officer, or director of, another corporation or organization if that business is (1) a supplier of products or services to RTI, or (2) a competitor of RTI. A “material investment interest” will depend on all facts and circumstances but, in the case of a supplier of products or service to RTI, will not arise solely from:

- that person’s position as a director of another corporation or organization that is a supplier to RTI;
- that person, together with that person’s immediate family members owning less than a 10% equity interest a supplier to RTI; or
- both such position and ownership.

While a material investment interest in a supplier or corporation is not automatically prohibited, such investments are not desirable, and must not be entered into or exist without prior consent of RTI.

### ***3. Proper Use of RTI Assets***

Employees, officers and directors are expected to use good judgment in the efficient utilization of RTI assets. The theft, misuse, or waste of any RTI property or services by an employee, officer, or director will result in disciplinary action up to and including termination of your employment, and/or possible civil and criminal penalties. RTI's assets must be used only for conducting RTI business.

### ***4. Corporate Opportunities***

You are also required to promote RTI's interests when at all possible. You must use RTI's confidential and proprietary information only in connection with RTI's business and for RTI's benefit. You should never (a) use confidential and proprietary information or RTI assets for your personal benefit or gain, (b) compete with RTI, or (c) take opportunities that are discovered through the use of RTI property, information, or your position with RTI.

### ***5. Fair Dealing***

All employees, officers, and directors of RTI should endeavor to deal fairly with all of RTI's customers, suppliers and competitors, as well as other employees, officers, and directors of RTI. You should never take unfair advantage of these people through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other practice that may be considered unfair dealing.

### ***6. Accounting and Financial Integrity***

All financial transactions must be executed in accordance with RTI standard policies and procedures. RTI's books, records and accounts must reflect, accurately and fairly, and within RTI's normal system of accounting, all transactions of RTI. All payments made by or on behalf of RTI must be supported by appropriate documentation properly describing the purpose thereof. No payment will be approved or made with the intention, understanding, or awareness that any part of such payment will be used for any purpose other than that described by the supporting documents.

RTI policy prohibits all fraudulent activity including, but not limited to, the following:

- dishonest acts;
- embezzlement of RTI funds;
- forgery or alteration of negotiable instruments such as RTI checks and drafts;
- misappropriation of RTI, employee, customer, franchisee or supplier's property;
- conversion to personal use of RTI cash, securities, or supplies or any other RTI assets;
- unauthorized handling or reporting of RTI transactions; and
- falsification of RTI records or financial statements for personal or other reasons.

Any violations of RTI's fraud policy will result in immediate dismissal.

### ***7. Confidentiality***

The protection and proper use of confidential information or trade secrets in RTI's possession, or "proprietary information," is fundamental to RTI's ability to conduct its business. Confidential information includes all non-public information that might be of use to competitors, or harmful to RTI, if disclosed. Our confidential information is extremely valuable, and it is RTI policy to protect this information from loss, theft, inadvertent disclosure, or misuse. You may not disclose confidential or proprietary information gained as a result of your employment with RTI at any time (except when disclosure is authorized by executive management or legally mandated).

**To avoid unintentional disclosure, never discuss with any unauthorized person confidential or proprietary information. Confidential information should not be discussed with family members or friends who might innocently or inadvertently pass the information on to someone else.**

### III. IMPLEMENTATION AND ENFORCEMENT

#### 1. *Reporting Violations*

If you believe that you are aware of, have observed, or have participated in, any conduct or practices that you believe are in violation of any provision of this Code, you should immediately report the matter to a supervisor, RTI's General Counsel or the Compliance Officer. If you believe that any person to whom you have so reported has not taken appropriate action, you must contact the General Counsel or Compliance Officer directly.

Your report of the violation, the degree of cooperation displayed by you, and whether the violation was willful or unintentional will be given consideration by RTI in any resulting disciplinary action. It is required that you give your identity when reporting suspected violations to allow RTI to contact you in connection with the investigation.

Reports may be made orally, but it is preferred that they are made in writing and delivered by hand or by mail. Reports may be made as follows:

Scarlett May, General Counsel  
150 W. Church Avenue  
Maryville, TN 37801  
(865) 379-5896  
(865)379-6826 Fax

Rob LeBoeuf, Compliance Officer  
150 W. Church Avenue  
Maryville, TN 37801  
(865) 379-5647  
(865)379-6817 Fax

#### 2. *Coordination with Policy Related to Accounting, Auditing and Internal Control Matters (AKA "Whistleblower Policy")*

The RTI Audit Committee maintains a Whistleblower Policy for the purpose of receiving reports of any activity that may involve erroneous accounting or auditing practices, or non-compliance with RTI's internal accounting controls. Employees are encouraged to review the entire Whistleblower Policy located on the RT Today. Under the Whistleblower Policy, any employee or interested party may make a report concerning erroneous accounting or auditing practices, or non-compliance with the Company's internal accounting controls, on a confidential or anonymous basis. Employees desiring to make a report under the Whistleblower Policy should follow the procedures for reporting set forth therein which include the Whistleblower Hotline: 1-888-525-5380.

#### 3. *No Retaliation*

No person reporting a suspected violation will be publicly embarrassed or be subject to retaliation because of any good faith reporting. Any employee, officer, or director of RTI who attempts or is responsible for reprisals against reporting individuals will be subject to disciplinary action. However, the submission of reports which are known to be false constitutes a violation of the Code and will result in disciplinary action.

#### 4. *Investigations of Violations*

All investigations will be coordinated by the Compliance Officer and RTI's legal counsel. Employees, officers, and directors are expected to fully cooperate in the investigation of any alleged violation of the Code.

#### 5. *Waivers*

Only a majority of the independent directors of RTI's Board of Directors (or a committee thereof) has the authority to waive any provision of this Code, and all waivers of the Code for directors or executive officers must be promptly and accurately disclosed to the shareholders of RTI.

#### 6. *Questions Regarding the Code.*

A copy of this code is available on RTI's website, [www.rubytuesday.com](http://www.rubytuesday.com). If you have a question concerning the Code or RTI's policies and procedures, if you need to seek guidance with respect to a legal or ethical question, or if you wish to report a violation of the law or this Code, we strongly encourage you to consult either your Manager, Supervisor, RTI's General Counsel, or the Compliance Officer. This Code and its contents may be changed, without notice, at any time by RTI.

**ACKNOWLEDGEMENT**

I have received and read the Ruby Tuesday, Inc. Code of Business Conduct and Ethics. I understand that the Code represents the policies of Ruby Tuesday, Inc.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Position/Title: \_\_\_\_\_

THIS COPY TO BE RETAINED BY RTI.