



## **Code of Integrity, Ethics and Conduct**

Throughout its history, BJ's Restaurants, Inc. (our "Company") has always strived to conduct its restaurant, brewing and Restaurant Support Center operations with the highest standards of integrity, professionalism and excellence. Our success depends in large part upon each and every Company team member becoming a model of integrity, professionalism and excellence at the Gold Standard level every day in their work.

To help guide BJ's team members to make the best possible decisions, our Company has created its Code of Integrity, Ethics and Conduct (the "Code"). Although the Code is not designed to be a detailed manual for resolving every ethical question and conflict that might arise, it is intended to provide useful guidance about the way all BJ's team members are expected to conduct themselves every day at work. As a BJ's team member, you are expected to read and fully understand our Code, as well as all of our other policies and procedures, and comply with them both in letter and in spirit.

In our ever-changing operating environment, we often face challenging and ambiguous ethical and behavioral issues. It is our responsibility to work through those issues in a disciplined manner and reach the right decision for our Company -- our restaurant concept, our fellow team members and our shareholders. In no case is it ever appropriate to take an action that is not ethically or legally correct. Exercise extreme caution if you ever hear yourself or someone else say "everybody does it" or "maybe just this once" or "no one will ever know" or "it won't really matter that much." These are warning signs to stop, think through the situation carefully, seek guidance and take the time to reach the right decision. Most importantly, don't ignore your instincts. Ultimately, you are responsible for your actions.

There are some activities described in the Code where a team member must first seek and obtain permission in advance from his or her supervisor or a designated Company officer. Be sure to obtain the necessary review and approval in these circumstances. It may also be appropriate for a provision in the Code to be waived in a particular circumstance. If you are seeking a waiver, you should first speak with your supervisor, who will likely need to involve another Company officer as specified in the Code. If not otherwise specified, the Company's CEO will be the final approving authority for such waivers. Any waivers of the Code for executive officers must be approved in advance by the Company's Board of Directors.

BJ's Restaurants, Inc. is committed to conducting its restaurant, brewing and Restaurant Support Center operations with uncompromising integrity at the Gold Standard level of operational excellence. This Code will help all of us to live up to that commitment. If you have questions about any issue or situation, ask for guidance from your supervisor or from any Company officer.

Jerry Deitchle  
Chairman of the Board

Greg Trojan  
Chief Executive Officer

**BJ's RESTAURANTS, INC.**  
**CODE OF INTEGRITY, ETHICS AND CONDUCT**  
**Adopted March 9, 2016**

**Introduction**

At BJ's Restaurants, Inc. (the "Company"), our key values and culture encourage a relationship of trust, loyalty, respect, honesty, accountability and responsibility among employees ("team members") at all levels. In connection with our key value of integrity, we have developed a Code of Integrity, Ethics and Conduct (the "Code") to communicate the high ethical standards that we must follow as we conduct our restaurant, brewing and Restaurant Support Center operations. Every Company officer, director and team member has a responsibility to know and follow our Code at all times.

It is impossible for our Code to cover every situation. Accordingly, we must rely on the common sense and good judgment of all of our team members to always act in the best interests of our Company. We cannot expect perfection, but we do expect good faith. Before we take an action, we must ask ourselves:

- Does this action feel like the "right thing to do"?
- Is this action ethical in every respect?
- Is this action in compliance with the law?
- Could this action create an *appearance* of being improper?
- Am I trying to fool anyone, including myself, about whether or not this action is the "right thing to do"?

If the answer to any of the first three questions is no, don't take the action. If the answer to the last two questions is yes, don't take the action.

Also, please remember that, in many cases, taking no action can be an action in itself. For example, if our Code calls for team members to take an action in response to a given matter, then choosing to not take action would be a violation of our Code. Whenever you have questions or concerns about compliance with our Code, either involving your own conduct or conduct you observe in others that may impact our Company, we expect you to utilize the many channels available to you to speak up. Available and alternative channels for you to raise questions and concerns are described in the "Your Duty to Speak Up" section of our Code and include an anonymous channel and our anti-retaliation commitment.

Since the principles described in our Code are general in nature, team members also have a responsibility to know and follow the specific guidance contained in all of our established policies and procedures.

Additionally, because we conduct business in more than one state, there could be variances in state law that may further dictate our standards of ethics and conduct. Any inconsistency between our Code and applicable laws should be resolved in favor of applicable law. Our Code is subject to periodic review and modification.

## **General Standard of Conduct**

Our Company encourages a relationship of trust, loyalty, respect, honesty, accountability and responsibility among team members at all levels. We believe that all Company team members, guests, and suppliers deserve to be treated with dignity and respect. We are committed to celebrating the diversity of our workforce and our guests, and respecting every team member as we work together to achieve excellence in our restaurant, brewing and Restaurant Support Center operations. Every Company team member has a responsibility to know and follow our Code, as well as all of our policies and procedures, and to uphold our Company's best interests at all times.

## **Compliance with Laws**

Company team members are expected to follow all federal, state and local laws, regulations, rules and regulatory orders at all times. Neither a supervisor nor any other Company team member has the authority to direct another Company team member to break any law or to conduct themselves in a manner that is counter to our Code. We will comply with all laws at all times including, but not limited to, anti-trust, fair competition, employment, environmental, health and safety laws. The Company takes very seriously and will not tolerate any form of harassment or discrimination, including sexual harassment or any other discriminatory behavior.

## **Prohibited Substances**

Company policy prohibits the possession and/or use of alcohol, illegal drugs and other prohibited items which can affect one's ability to perform their duties at work. Other than as expressly permitted by our policies or state/local laws, we also prohibit the possession and/or use of firearms and other weapons in our restaurants, brewpubs or home office. You are also prohibited from reporting to work while under the influence of alcohol or drugs.

## **Conflicts of Interest and the Appearance of Conflicts**

All team members have responsibilities to uphold the best interests of our Company. Accordingly, team members must avoid situations that create a conflict of interest or the appearance of a conflict of interest with our Company. A conflict of interest often arises when a team member's private interest interferes or appears to interfere in any way with the interests of the Company. Examples include, but are not limited to, the following:

**Related Party Transactions:** As a general rule, you should avoid engaging in Company business with a relative (by blood or by marriage), a "significant other" or with another business if a relative or "significant other" is involved in that business. You cannot improperly use your position with our Company for personal gain or for the benefit of relatives, friends or for the benefit of another business in which you have such relationships. If such a "related party transaction" is either unavoidable or believed to be in the Company's best interest, you must disclose in advance the relationship and the transaction to your supervisor and to the Company's Chief Executive Officer ("CEO"). The CEO can approve related party transactions less than \$1,000 in value for Company team members other than officers. The Audit Committee of the

Board of Directors or another committee designated by the Board must approve all related party transactions involving Company officers or directors, as well as any related party transactions having a value of more than \$1,000. For the purposes of our Code, a “relative” is defined as a spouse, domestic partner, mother, father, sister, brother, child, stepchild, stepfather, stepmother, stepsister, stepbrother, grandfather, grandmother, grandchild, in-laws (mother, father, son, daughter, brother, sister), uncle, aunt, cousin, niece, nephew, and adoptive relationships.

Business Financial Interests: A conflict of interest may arise when you, a relative, a “significant other” or a friend owns an interest in a business that provides goods and services to our Company. Many factors have to be considered in determining whether a conflict of interest exists in this case. Accordingly, you must disclose all business interests of this nature to your supervisor and to the Company CEO. The Company CEO can approve transactions less than \$1,000 in value for Company team members other than officers. The Audit Committee of the Board of Directors or another committee designated by the Board must approve all business financial interests involving Company officers or directors, as well as any interest having a value of more than \$1,000. As a general rule, no conflict should exist if the business financial interest is less than 5% of the voting ownership of a publicly held company.

Outside Employment: As a team member of our Company, you are expected to devote your full business attention to our Company and act in its best interests at all times. A conflict of interest may exist if you are employed by, or provide services to (including service as an officer, director, advisor or consultant), any other restaurant or brewery concept (regardless of the competitive positioning of the concept – for example, a “fast food” or “fast casual” or “brewpub” concept), or to a supplier of goods and services to our Company, or if you have other employment or activities that interfere with your job performance or the responsibilities you owe to our Company. The same type of conflict may exist if a relative works for another supplier or competitor. In such a situation, special care must be taken to respect the loyalty and confidentiality that you have to our Company. If your supervisor expresses a belief that a conflict may exist, both you and your supervisor must contact the Company’s CEO for approval. We may rescind our approval for outside employment or services if, for any reason, we subsequently deem it not to be in the Company’s best interests. Finally, remember that you may not solicit outside work while on Company premises. Subject to their fiduciary duties, other provisions of this Code and any other policies of the Company as may be in effect, members of our Board of Directors who are not team members of the Company shall not be restricted from being employed by or providing services to other entities so long as such entities are not determined by the Board of Directors to be directly competitive with the Company.

Outside Directorships: It is generally a conflict of interest to serve as an outside director for a current or prospective Company supplier, outside Company contractor or any restaurant entity engaged in the “casual dining” business (defined as restaurants that offer table service with an average guest check between \$10 and \$25). All such directorships must be approved by the Audit Committee of the Board of Directors. Outside directorships for charitable and civic service organizations may be acceptable, provided they do not interfere with your job performance or the responsibilities that you owe to our Company.

### **Dealing with Suppliers of Goods and Services to our Company**

All suppliers, vendors, contractors, consultants and other providers of outside services to our Company (our “suppliers”) must be chosen in a fair manner, based on quality, price, performance and suitability. Competitive bidding practices must always be used except when there is a clear business reason or advantage to buy goods and services from only one supplier. The Company Vice President with responsibility over each area must approve all “sole source” purchasing arrangements within that area of our business. “Sole source” purchasing arrangements should be rare and infrequent and must be on commercially fair and reasonable terms, as we strive to uphold fair competition for our business requirements.

No Company team member should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or other unfair-dealing practice. Directors, officers and team members who use the Company’s advisors, suppliers or contractors in a personal capacity are expected to pay fair market value for any materials and services provided.

### **Gifts, Favors and Payments**

As a general rule, team members may not accept money, gifts, loans, rewards, favors or anything of value from suppliers, contractors or other providers of goods and services to our Company (collectively referred to as "suppliers"). Occasional participation in business-related activities (for example, occasional business lunches or dinners) and reasonable, ordinary business entertainment activities (for example, occasional golf outings and occasional tickets to sporting events) sponsored by our suppliers may be acceptable. You should avoid accepting any gift or favor that might create a feeling of obligation to any supplier. Inexpensive promotional items of a common business courtesy nature (i.e., calendars, pens, note pads) or other non-cash gifts with a value less than \$50 per year may also be accepted from suppliers and do not have to be otherwise reported to your supervisor. All other gifts, favors and/or payments must be reported to your supervisor. If a gift seems questionable or is outside the acceptable limits of our Code, you must politely reject it.

Team members must not accept any personal favorable treatment in the form of discounts or other special purchasing arrangements from suppliers unless such discounts or arrangements are offered to all team members in our Company. Additionally, except in very rare circumstances, you may not accept payment from any source other than the Company for performing services for or on behalf of the Company. Any arrangement under which a team member would receive extra pay must be approved in advance by the Company’s CEO or, if it involves a Company officer, by the Audit Committee of the Board of Directors or another committee designated by the Board. Any gifts to a team member’s relative by a supplier are considered gifts to the team member and must also be reported. Any Company team member who pays or receives bribes or kickbacks to or from any supplier or governmental official or agent will be immediately terminated and reported, as warranted, to the appropriate authorities. A kickback or bribe includes any item intended to improperly obtain favorable treatment.

### **Non-Solicitation**

Our restaurants, brewpubs and Restaurant Support Center should provide a welcoming atmosphere for our guests, suppliers, team members and applicants. We do not want anyone to feel pressured to make contributions, purchase goods or participate in events that are not Company related. Solicitation of non-Company related goods, services, organizational or personal philosophies and beliefs on Company premises is prohibited unless specifically approved in advance by the Company's Chief Restaurant Operations Officer (for our restaurant premises), the Chief Supply Chain Officer (for our brewing activities), or the Company CEO or Chief Financial Officer (CFO) for the Restaurant Support Center. The CFO may approve the sale of candy and cookies for charitable purposes (for example, Girl Scout cookies and Little League candy) at the Restaurant Support Center.

All Company-sponsored events, such as sporting events, picnics or parties, must be approved in advance by the Company officer who is responsible for the department conducting the activity. Team members who have events that they wish to promote or sell (i.e. a baby shower for a fellow team member, a used car for sale) must obtain permission from their restaurant general manager or the CFO (for the Restaurant Support Center) before posting at Company premises or websites or by Company e-mail. The posting may be removed if it is deemed to be inappropriate or in poor taste. When Company-sponsored events are offered, they must be made available to all similarly-situated team members within your restaurant or department. Team member participation at such events is always voluntary, and team members will generally not be paid for attending (unless otherwise authorized by the CEO).

### **Political Contributions**

Company assets (cash, gift or complimentary cards, inventory, equipment, etc.) may not be contributed to any political candidate, political action committee, political party, political cause or ballot measure without the express consent of the Board of Directors or a designated committee thereof. Of course, you may participate in any political activity or cause of your choice on your own time and with your own assets.

### **Confidential Information**

All information about our business, whether or not marked as "confidential," is the property of the Company and must not be used or disclosed, except in the discharge of your normal job responsibilities or when applicable law permits or compels disclosure. The use of confidential information about our business for personal benefit violates Company policy, may be against the law and may subject you to civil and criminal fines and penalties.

Proprietary information is a valuable asset of the Company that must be protected. You must not disclose our Company's confidential technical, financial and business trade secrets to anyone outside of our Company. All documents and records containing proprietary information must be returned to your supervisor at the end of your employment. Even after you leave our employment, you have a continuing obligation and duty to maintain the confidentiality of our Company's proprietary information.

We must also respect the confidentiality of information given in confidence to us by suppliers and other third parties. Any unsolicited confidential information submitted to the Company should be refused and returned to the sender when possible, or deleted if received via the Internet. Team members must not utilize or reveal proprietary information learned during their employment with other companies during their employment with our Company.

It is the Company's policy to fully cooperate with all appropriate governmental inquiries and investigations, and the Company prohibits interference with such lawful actions. At the same time, in order to facilitate the Company's compliance with law and regulations, it is imperative that the Company act promptly on requests related to legal or regulatory proceedings against the Company, including subpoenas, lawsuits, litigation demands or threats, interrogatories and document requests. Please forward such requests immediately to our General Counsel at the Restaurant Support Center for proper handling.

### **Investor Relations and Authorized Company Spokespersons**

The Company's CEO and CFO are the only authorized official Company spokespersons to investors and the news media. If you are approached by an investor or member of the news media to speak on behalf of the Company, you must politely refer such requests for information about our Company to the CEO's executive assistant at our Restaurant Support Center who, in turn, will handle the request with the appropriate Company executive(s).

### **Public Comments On Behalf of the Company**

Team members may not offer public comment or speak to the press on behalf of the Company unless specifically authorized to do so (including on electronic communications such as email, internet postings, social media, or other networking sites). In addition, team members who choose to express personal opinions about the Company on their own time may not disclose the Company's confidential business information or trade secrets. If it will not be obvious from the content or context of the opinion that you are speaking for yourself, you should state that your opinion does not reflect the opinion of the Company, its officers or management.

### **Insider Stock Trading or "Tipping"**

It is illegal to buy or sell Company or other securities using material information not available to the public. This is called "insider" information. Persons who give such undisclosed insider information or "tips" to others may be as liable as persons who trade securities while possessing such information. Securities laws may be violated if you, or any relatives or friends, trade in securities of the Company while possessing insider information. Please refer to the Company's separate policy on insider stock trading, a copy of which has previously been circulated to team members, officers and directors, and can be obtained from the Company's CFO.

### **Protection and Use of Company Assets**

Protecting the Company's assets is a key responsibility of all team members. Assets include, but are not limited to, cash, gift and complimentary cards, inventory, receivables, buildings, furnishings, equipment, supplies, property, information, records, and the Company's intellectual

property (trademarks, recipes, processes, computer software, etc.). Each team member is individually responsible for the proper use of Company assets within their control and must take special care to safeguard such assets from loss, damage, misuse and/or theft. In addition to taking disciplinary action warranted by a violation of this policy, the Company will prosecute cases involving theft and willful destruction of assets. You are personally responsible and accountable for the proper expenditure of Company funds within your control, including money spent (or Company credit cards utilized) for business travel or other authorized purposes.

Company property must not be used for personal benefit or other improper purposes. No Company property may be sold, loaned, used, donated, given away or otherwise disposed of, regardless of condition or value, without prior written authorization from the Company's CFO.

If you witness or become aware of abuse or misuse of company property, records or information, including trademark infringements or recipe/materials misappropriation either internally or outside our Company, you have an obligation to inform your supervisor or the Company's CFO.

You are responsible for all Company property and funds over which you have control. Additionally, you are responsible for preparing, maintaining and safeguarding all Company records under your control in an accurate and timely manner. You are not permitted to use any Company assets for personal gain.

### **General Standard for Accounting and Financial Reporting**

Our Company is required to make full, fair, accurate and timely disclosures of our results of operations and financial position in the consolidated financial statements that we prepare and provide to our stockholders, lenders, landlords, and various governmental agencies. Our general standard of accounting and financial reporting is consistent with the standard of generally accepted accounting principles (GAAP) followed in the United States by publicly held companies. In order for others to rely on our financial statements, we must have a system of accounting and administrative controls and procedures that effectively operates at all times.

The Company's CEO, CFO and General Counsel are legally responsible for the fair presentation of our results of operation and financial position and, accordingly, take this responsibility very seriously. The CEO, CFO and General Counsel invite any Company team member to directly communicate with either one of them if any question or concern arises as to the timeliness, accuracy or effectiveness of any aspect of the Company's financial reporting or internal controls. If a material mistake in any financial report is discovered, it should be immediately brought to the attention of the Company's CEO, CFO or General Counsel. Our Company has no tolerance for any intentional manipulation of accounting records, audits and procedures, any improper recording or non-recording of transactions or any other inappropriate behavior or action that impacts the fair, accurate and timely presentation of the results of operation for any of our restaurants, brewpubs or our Company taken as a whole. Our Company also has no tolerance for the destruction or tampering of any record or document with the intent to obstruct a pending or contemplated audit, investigation or other official review.

All reports or information provided, on the Company's behalf, to federal, state or local governments or regulators will be complete, accurate and timely. Any omission, misstatement or



lack of attention to detail in such reports could subject the Company to fines and penalties.

The Company has established an internal disclosure committee that consists of the Company CEO, CFO, General Counsel and principal accounting officer. The Company's disclosure process is designed to record, process, summarize and report material information as required by applicable laws, rules and regulations. Participation in the disclosure process is a requirement of a public company, which BJ's is. You may be requested by the Disclosure Committee to participate in the Company's disclosure process, and your participation is required by this Code.

### **Use of Company Electronic Communications Systems**

For business purposes, the Company provides e-mail, voice mail, internet, telephones, cell phones, iPads, Blackberries and similar devices, text messaging devices, computer workstations, portals, computer laptops and fax systems to improve the timeliness and effectiveness of business communications. Those systems must be primarily used for business purposes, regardless of who owns the equipment hardware or software or whether the team member is on or off duty. Team members should use discretion when using these systems for personal use. Your personal use should be very limited and may not be used in a manner which interferes with your job performance. Offensive or disruptive e-mail, voice mails, faxes or other communications (particularly those that involve profanity, pornography or any type of harassment, discrimination or retaliation) are strictly prohibited.

All e-mail, voice mail and fax communications transmitted on Company communication systems are the property of the Company. Accordingly, the Company reserves the right to monitor, access, audit, scan, review and/or intercept any message sent or received on Company communication systems without notice. Team members are not permitted to access messages intended for others without the express consent of that person unless authorized in advance by the Company CEO. You must obtain the written permission of the Company's Chief Information Officer ("CIO") to install any software on any Company desktop or laptop computer, or to connect any personal laptop to the Company data network.

### **Your Duty to Speak Up**

Every team member has a responsibility to help maintain the conduct we expect under our Code. Additionally, team members are expected to ensure that our suppliers, vendors, contractors and providers of outside service are aware of, understand and adhere to our Code. If you observe another team member, co-worker or supplier who has taken, or is planning to take, an action which could violate our Code and/or Company policy, we encourage you to promptly raise the matter through appropriate channels so that the Company may review the matter and take appropriate remedial action where needed. Speaking up builds a healthy, ethical, and compliant company and is part of our culture. It benefits all of us if we raise our concerns so that the Company may consider them carefully and address them properly. In order to raise your questions and concerns, the Company has established a number of alternative channels, and if you desire to do so, you may elect to raise such matters anonymously. When it reviews concerns, while it cannot guarantee confidentiality, the Company will take appropriate steps to maintain confidentiality to the extent possible, consistent with legal requirements and the need to conduct a proper review.

As a first step, we encourage you to raise your questions and concerns with your supervisor or the director of operations or vice president responsible for your restaurant, brewpub or Restaurant Support Center department. If you reasonably suspect that your report is not being investigated, or if you are not comfortable reporting it to your supervisor or vice president, feel free to directly contact the Company's CEO, CFO or General Counsel. You may also contact the BJ's Team Member Hotline at 1-800-510-0257 or on the web at [www.bjsteammemberhotline.com](http://www.bjsteammemberhotline.com). The Hotline and website both permit raising matters in an anonymous manner. If you are still uncomfortable, you may also contact the Chairman of the Audit Committee of the Board of Directors. Your communication should be in writing and sent in a sealed envelope to:

Chairman of the Audit Committee  
c/o Director of Corporate  
Relations BJ's Restaurants, Inc.  
7755 Center Avenue #300  
Huntington Beach, CA 92647

Mark your envelope "Confidential – to be opened by the Audit Committee Only." The Audit Committee will promptly review the communication and will take appropriate and lawful action as warranted under the circumstances.

Team members are expected to fully cooperate with any external or internal investigation as to possible violations of our Code. Reprisals, threats, retribution or retaliation of any type against a team member who has, in good faith, reported a violation or suspected violation of our Code is strictly prohibited. The Company likewise does not prohibit anyone from exercising their legal rights to communicate with or report possible violations of law or regulation to local, state or federal authorities.

### **Non-Defamation and Non-Solicitation**

Your responsibilities in upholding our Code do not end with your termination of employment with our Company. Former team members of the Company may not make false statements or defame the Company or its officers during or after employment for any reason, including an attempt to discredit the Company, its assets and/or future growth prospects. Additionally, the Company has instituted a policy that prohibits former managers and other supervisory-level team members from recruiting current team members away from the Company, as permitted by applicable law.

### **Conduct and Responsibilities of Managers and Supervisors**

If you are in a supervisory role, whether in our restaurants, brewpubs or in the Restaurant Support Center, you are required to conduct yourself in a professional manner with all team members, regardless of whether you are on or off duty, and regardless of whether you are on or off Company premises. It is your responsibility to protect and enhance the assets and reputation of the Company. Managers and supervisors have a responsibility to know and follow all of our policies and procedures and to uphold the Company's best interests at all times. A manager or supervisor may never authorize any unpaid work or services performed "off the clock," or any other business transaction which is not fully documented and reported

for payment in a timely manner.

Our Company believes that all team members deserve to be treated with respect and dignity. We will not tolerate abusive, discriminatory, harassing or unprofessional behavior from any manager, supervisor, supplier, guest or co-worker. It is never appropriate to treat a team member in an unprofessional manner (for example, publicly addressing a team member in a loud, abusive manner). Managers and supervisors may not threaten, coerce or intimidate team members in any way. If a team member is unable or unwilling to perform necessary job-related tasks as prescribed by a manager or supervisor, then the manager or supervisor must use the appropriate coaching and counseling techniques.

Managers and supervisors must preserve dignity by disciplining team members out of the view of others. It is never acceptable to admonish team members in front of their peers. Counseling sessions must take place in private areas and in a manner designed to promote a fair and objective outcome. It is the Company's goal to continue building and maintaining an atmosphere where team members can express their opinions and exchange ideas with managers and supervisors in an open, honest and respectful manner.

Managers and supervisors must set the example by adhering to all Company standards, policies and procedures, including, but not limited to, being on time, following the appropriate dress guidelines, limiting alcohol consumption, limiting personal calls and not conducting personal business on Company time or on Company premises. Managers and supervisors may never use their position for personal gain or abuse their rank or position to the outside public in exchange for social favors or personal gain.

Managers and supervisors have a direct fiduciary obligation to the Company and may subject the Company to liability, and it is thus especially important that such personnel promptly raise matters of potential non-compliance with our Code, utilizing the available and appropriate communication and reporting channels previously described. Such action models best behavior by our managers and supervisors and may be critical for the Company to promptly and effectively address issues of non-compliance with our Code or the law; in short, it enables our Company to remain healthy, ethical, and compliant with applicable laws and regulations. This obligation includes promptly speaking up about any actual or suspected occurrences of theft, substance abuse on the job, violation of labor and employment laws, safety violations, and destruction of Company property, solicitations or kickbacks, conduct that may violate our policies against sexual harassment, retaliation, or discriminatory behavior, threats of violence, and other infractions of policies and/or applicable federal, state and local laws.

### **Violations of the Code**

We take our Code very seriously. Team members who violate our Code will be subject to disciplinary action that may include counseling, verbal warning, written reprimand, suspension or termination, depending upon the severity of the violation. The violation of laws, rules and regulations, which can subject the Company to fines, loss of business licenses and permits and other penalties, may also result in your criminal prosecution.

## **Waivers**

This Code of Business Conduct applies to all Company directors, officers and team members. There shall be no waiver of any part of the Code for any officer or director of the Company, except by a vote of the disinterested members of the Board of Directors or a committee designated by the Board, which will ascertain whether a waiver is appropriate and ensure that the waiver is accompanied by appropriate controls designed to protect the Company. The Board of Directors may grant authority to the CEO, CFO or other officers of the Company to waive compliance with the Code with respect to team members who are not officers or directors in certain circumstances as defined herein.

## **No Rights Created**

This Code is a statement of certain fundamental principles, policies and procedures that govern the conduct of the Company's business. It is not intended to and does not create any rights in any team member, customer, supplier, competitor, shareholder or any other person or entity.

## **Administration of the Code**

The Company's General Counsel is responsible for the day-to-day administration of our Code and will interpret the Code in his/her best judgment. If you are not satisfied with the General Counsel's interpretation of the Code, you may request a review by the Company CEO. Interpretation of the Code as it applies to executive officers and directors shall be made by the Board of Directors or a designated committee thereof. All restaurant managers and all Restaurant Support Center team members at our Company, regardless of their position or responsibilities, must read and sign an acknowledgement of our Code upon their initial employment and annually thereafter.

## **Questions**

Any questions regarding this policy may be directed to your immediate supervisor and/or the Company's General Counsel.

## **Other Company Policies**

This Code is in addition to and not in lieu of any other policies and procedures of the Company which may be currently in effect or distributed from time to time hereafter, including any policies and procedures detailed or included in the Company's team member handbook.



**BJ's Restaurants, Inc.**

**CODE OF INTEGRITY, ETHICS AND CONDUCT ACKNOWLEDGEMENT**

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All restaurant managers and Restaurant Support Center team members in our restaurants, brewing operations and Restaurant Support Center support operations must read and acknowledge this document was read upon initial employment and at least annually.

I have read the BJ's Restaurants, Inc. (the "Company") Code of Integrity, Ethics and Conduct. I agree to abide by our Code. I understand that if I violate any of the provisions of our Code, I will be subject to disciplinary action, up to and including termination. I also understand that if I have any questions about our Code or how it pertains to my job, I may contact my supervisor or the Company CFO.

Furthermore, I understand that the provisions of our Code do not attempt to address or cover every situation that might arise on these subjects. Accordingly, the Company must rely on the personal integrity and good business judgment exercised by all its team members to always act in good faith and in the best interests of our Company. The Code is not an employment contract and does not alter your "at will" employment status. Your status as an at-will employee means that either you or the Company can terminate your employment relationship at will, at any time, with or without reason or advance notice.

It may be necessary or desirable in the future to change or modify this Code in response to changes in the law, corporate changes or for other reasons. Management and/or the Board of Directors have sole authority to change, modify and interpret this Code at any time, and their interpretation of the Code shall be binding. Team members will be notified if substantive changes are made to this Code.