

THE HABIT RESTAURANTS, INC.

CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS

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The Habit Restaurants, Inc.

Corporate Code of Business Conduct and Ethics

1. General Policy

It is the policy of The Habit Restaurants, Inc. (“Habit” or the “Company”) to conduct our business with integrity and in compliance with all applicable laws, rules and regulations. We make this commitment to our customers, to our shareholders, to our community, to those government agencies that regulate Habit and to ourselves.

Each Habit employee, consultant, officer and director, as well as agents and contractors working on behalf of the Company, must work to comply with the policies set forth in this Code of Business Conduct and Ethics (the “Code”). All employees, consultants, officers and directors should review this Code and related materials. Because of the complex and changing nature of legal requirements, each member of Habit must be vigilant to ensure that his or her conduct complies with the Code. If any employee, consultant, officer or director becomes aware of an issue of compliance that is not adequately addressed in this Code, the Chief Financial Officer (the “CFO”) should be notified. The text of Habit’s Code of Business Conduct and Ethics can also be found at www.habitburger.com.

Habit takes compliance with laws, regulations, rules and the Code seriously. Any violation of such will result in disciplinary action. Such action may include an oral or written warning, disciplinary probation, suspension, reduction in salary, demotion or dismissal from employment. These disciplinary actions may apply to an employee’s supervisor who directs or approves of the employee’s improper actions, who knowing of those actions does not act appropriately to correct them, or fails to exercise appropriate supervision. For all employees, consultant, directors, and officers, the failure to report known or suspected wrongdoing may, by itself, subject that person to disciplinary action. In addition to imposing its own discipline, Habit may also bring violations of law or suspected violations of law to the attention of appropriate law enforcement personnel.

The Code includes statements of Habit’s policies in a number of specific areas. We need your help to comply with these policies. The CFO is charged with reviewing the Company’s compliance policies and specific compliance situations that may arise.

If a question arises as to whether any action complies with Habit policies or applicable law, an employee, consultant, officer or director should present that question directly to the CFO. The CFO may also be contacted at the following e-mail address: Ira@HabitBurger.com. In raising an issue, you may remain anonymous, although you are encouraged to identify yourself. Should you choose to identify yourself, your identity will be kept confidential to the extent feasible or permissible under the law. All employees, consultants, officers, directors and agents of Habit have the commitment of Habit and of the Audit Committee of the Board of Directors that they will be protected from retaliation. However, Habit reserves the right to discipline anyone who knowingly makes a false accusation, provides false information to the company or has acted improperly.

The Code generally highlights some of the more important legal principles with which employees, consultants, officers, directors and agents are expected to become familiar. The fact that the Code does not specifically reference other applicable laws (some of which may be covered in other Habit documents) does not diminish their importance or application.

2. Compliance with the Law

Habit seeks to comply with all applicable government laws, rules and regulations. We need the cooperation of all employees, consultants, officers and directors to do so and to bring lapses or violations to light. While some regulatory schemes may not carry criminal penalties, they control the licenses and certifications that allow Habit to conduct its business. Habit's continued ability to operate depends upon your help with compliance.

Some of the regulatory programs that employees may deal with in the course of their duties include, but are not limited to, the following:

- Occupational safety and health regulation
- Building, safety, food service and fire codes
- Wage and hour Laws
- Export control system
- Environmental programs

The CFO can provide employees with information on these laws, rules and regulations or direct an employee's questions and concerns to the proper person.

3. Stocks

Because our stocks are publicly-traded securities, certain activities of Habit are subject to the federal securities laws. These laws govern the dissemination or use of information about the affairs of Habit and its subsidiaries and affiliates, and other information that might be of interest to persons considering the purchase or sale of the stocks. Violations of the federal securities laws could subject you and the Company to severe criminal and civil penalties. Accordingly, Habit will not tolerate any conduct that risks a violation of these laws.

a. Disclosure of Transactions in Company's Securities

The Securities and Exchange Commission ("SEC") requires continuing disclosure of transactions in the Company's publicly-traded securities by the Company, its directors, officers, major shareholders and other affiliated persons. We are committed to complying with these obligations.

b. Insider Trading

It is illegal for any person, either personally or on behalf of others, (i) to buy or sell securities while in possession of material nonpublic information, or (ii) to communicate (to "tip") material nonpublic information to another person who trades in the securities on the basis of the information or who in turn passes the information on to someone who trades. All directors,

officers, consultants, employees and temporary insiders, such as accountants and lawyers, must comply with these “insider trading” restrictions.

All information that an investor might consider important in deciding whether to buy, sell or hold securities is considered “material.” Information that is likely to or may affect the price of securities is almost always material. Examples of some types of material information are:

- financial and operating results for the month, quarter or year;
- financial forecasts, including proposed or approved budgets;
- possible mergers, acquisitions, joint ventures and other purchases and sales of products, businesses, companies and investments in companies;
- obtaining or losing important contracts;
- major personnel changes; and
- major litigation developments.

All information about Habit or its business plans is potentially “insider” information until publicly disclosed or made available by Habit. Thus, Habit employees, consultants, officers and directors may not disclose it to others. This prohibition includes disclosure to relatives, friends and business or social acquaintances. Information is considered to be nonpublic unless it has been effectively disclosed to the public (e.g., by a press release). In addition to public disclosure, there must also be adequate time for the market as a whole to digest the information.

When an employee, consultant, officer or director knows material nonpublic information about Habit, he or she is prohibited from three activities:

- trading in the stocks for his or her own account or for the account of another (including any trust or other entity the employee, consultant, officer or director controls that buys or sells securities, such as a mutual fund);
- directing anyone else to trade for the employee, consultant, officer or director; and
- disclosing the information to anyone else who then trades or in turn “tips” another person who trades.

Neither the employee or consultant, nor anyone acting on the employee or consultant’s behalf, nor anyone who learns the information from the employee or consultant, may trade for as long as the information continues to be material and non-public.

If an employee, consultant, officer or director is considering buying or selling stock and is unsure whether the transaction might involve the improper use of material non-public information, the individual should obtain specific prior approval from the CFO (who in turn may ask advice from the Company’s outside counsel). The individual is also strongly encouraged to consult with his or her attorney.

On a related point, no one should discuss Habit’s material nonpublic information in public areas—such as corridors, elevators, and restaurants—and care should be taken in the handling and disposal of papers containing material nonpublic information. Any questions or concerns about disclosure of non-public information should be brought to the CFO.

4. Confidential Information

You may be entrusted with Habit's confidential business information. You are required to safeguard and use such information only for Habit purposes. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. You are expected to maintain the confidentiality of any and all such information entrusted to you by Habit or our customers. Examples of confidential business information include, but are not limited to: the Company's trade secrets, business trends, detailed sales, cost, and profit figures, new product or marketing plans, research and development ideas or information, manufacturing processes and information about potential acquisitions, divestitures and investments. Failure to observe this duty of confidentiality may compromise our competitive advantage over competitors and may additionally result in a violation of securities, antitrust or employment laws. It may also violate agreements providing for the protection of such confidential information. You should not discuss confidential Company information outside the Company with anyone, including your family.

You may also possess sensitive, privileged information about our customers. These customers properly expect that this information will be kept confidential. Habit takes very seriously any violation of a customer's confidentiality and will not tolerate such conduct. Discussing a customer, or providing any information about customers to anyone other than Habit authorized personnel who need the information will have serious consequences. As with all confidential information, employees and consultants should not discuss customer information outside the Company.

5. Special Ethical Obligations of Financial Reporting

As a public company, we are also committed to carrying out all continuing disclosure obligations in a full, fair, accurate, timely and understandable manner. Depending on their position with Habit, employees, consultants, officers or directors may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. Habit expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

In furtherance of the Company's commitment to conducting its business in accordance with all applicable laws, all employees, consultants, officers, and directors are bound by the following obligations, and each agrees, as applicable, that he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that Habit files with, or submits to, government agencies and in other public communications.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.

- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to shareholder's needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted to him or her.

Employees, consultants, officers and directors should promptly report to the CFO and/or the Chair of the Audit Committee of the Board of Directors any conduct that the individual believes to be a violation of law or business ethics or of any provision of the Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict. Violations, including failures to report conduct by others that may constitute a violation, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment.

6. Continuing Disclosure Obligations and Accuracy of Business Records

In order to support all our disclosure obligations, we note that it is our policy to record and report information honestly and accurately. Failure to do so is a grave offense and will subject an individual to severe discipline by the Company, as well as possible criminal and civil penalties.

Investors and other stakeholders count on Habit to provide accurate information about our businesses and to make responsible business decisions based on reliable records. Every individual involved in creating, transmitting or entering information into Habit's financial and operational records is responsible for doing so fully, fairly, accurately and timely, and with appropriate supporting documentation. No employee, consultant, officer, director or agent may make any entry that intentionally hides or disguises the true nature of any transaction. For example, no individual may understate or overstate known liabilities and assets, record false sales or record them early, defer or accelerate the proper period for recording items that should be expensed, falsify quality or safety results, or process and submit false or inaccurate invoices.

Compliance with established accounting procedures, Habit's system of internal controls and generally accepted accounting principles is necessary at all times. In order to achieve such compliance, the Company's records, books and documents must accurately reflect the transactions and provide a full account of Habit's assets, liabilities, revenues and expenses. Knowingly entering inaccurate or fraudulent information into Habit's accounting system is unacceptable and may be illegal. Any individual who has knowledge that an entry or process is false and material is expected to inform the CFO. In addition, it is the responsibility of each

employee, consultant, officer and director of Habit to cooperate with the Company's authorized internal and external auditors.

When billing others for the Company's goods or services, Habit has an obligation to exercise diligence, care and integrity. Habit is committed to maintaining the accuracy of every invoice it processes and submits. Each employee who is involved in submitting charges, preparing claims, billing and documenting services is expected to monitor compliance with applicable rules and maintain the highest standards of personal, professional and institutional responsibility. By the same token, each employee who is involved with processing and documenting claims for payment made to Habit by outside vendors or contractors is expected to maintain the highest standards of professionalism and ethics. Any false, inaccurate, or questionable practices relating to billing others or to processing claims made by others for payment should be reported immediately to a supervisor or the CFO.

Every individual should be aware that the Company's business records may become subject to public disclosure in the course of litigation or governmental investigation. Records are also often obtained by outside parties or the media. Employees and consultants should therefore attempt to be as clear, concise, truthful and accurate as possible when recording any information. They must refrain from making legal conclusions or commenting on legal positions taken by the Company or others. They must also avoid exaggeration, colorful language, and derogatory characterizations of people and their motives. Habit will not tolerate any conduct that creates an inaccurate impression of Habit's business operations.

7. Additional Requirements for CEO, CFO and Other Senior Executive Officers

The Chief Executive Officer ("CEO"), CFO and all other executive officers are responsible for full, fair, accurate, timely and understandable reporting of information by Habit. Accordingly, it is the responsibility of the CEO, CFO and each other executive officer promptly to bring to the attention of the Board of Directors any material information of which he or she may become aware that affects the reporting of information by Habit or otherwise assist the Board of Directors in fulfilling its responsibilities.

The CEO, CFO and each other executive officer shall promptly bring to the attention of the Audit Committee of the Board of Directors any information he or she may have concerning (a) material weaknesses in the design or operation of internal controls that could adversely affect Habit's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees or consultants who have a significant role in Habit's financial reporting, disclosures or internal controls.

The CEO, CFO and each other executive officer shall promptly bring to the attention of the Audit Committee of the Board of Directors any information he or she may have concerning any violation of this Code, including any actual or apparent conflicts of interest between personal and professional relationships involving any management or other employees or consultants who have a significant role in Habit's financial reporting, disclosures or internal controls.

The CEO, CFO and each other executive officer shall promptly bring to the attention of the Audit Committee of the Board of Directors any information he or she may have concerning

evidence of a material violation of the laws, rules or regulations applicable to Habit and the operation of its business, by Habit or any agent thereof, or of a violation of this Code or of these additional procedures.

8. Protection and Proper Use of Company Assets

Employees, consultants, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes.

Everyone who works with the Company's computer-based resources is responsible for their appropriate use and protection from theft, damage or loss. Employees and consultants should take care to protect and ensure that the security features of the computer-based resources are not compromised. Information created, transmitted or accessed on company networks is company property and Habit reserves the right to monitor or restrict access to it. Supervisors are responsible for ensuring company resources are used productively.

Computer software used in connection with Habit's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement. If an employee or consultant has any questions as to whether a particular use of computer software is licensed, the employee or consultant should consult with the Company's executive officers.

The same level of care should be taken when using Habit's e-mail, internet and voicemail systems as is used in written documents. For example, confidential information about Habit should not be disclosed on electronic bulletin boards, in chat rooms or posted on an internet website.

9. Corporate Opportunities

Employees, consultants, officers and directors are prohibited from (a) taking opportunities for themselves that are discovered through the use of Company property, information, affiliation or employment, (b) using Company property, information or affiliation for personal gain, and (c) competing with the Company. Each employee, consultant, officer and director owes a duty to the Company to advance the Company's legitimate interests when the opportunity to do so arises.

10. Fair Dealing

Employees, consultants, officers and directors should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

11. Conflicts of Interest

Habit employees, consultants, officers and directors must avoid all potential conflicts of interest or situations that give the appearance of a conflict of interest. A conflict of interest

occurs when the private interest of a Habit employee or consultant (or an immediate family or household member or someone with whom you have an intimate relationship) interferes, in any way—or, in some cases, even appears to interfere—with the duties performed by the Habit employee or consultant, or with the interests of the Company as a whole. A conflict can arise when an employee, consultant, officer or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an individual, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees, consultants, officers or directors are of special concern.

To this end, Habit employees, consultants, officers or directors may not be employed by, act as a consultant to, or have an independent business relationship with any of Habit's customers, competitors or suppliers, nor may employees, consultants, officers or directors invest in any customer, supplier, or competitor (other than through mutual funds or through holdings of less than 0.5 percent of the outstanding shares of publicly traded securities) unless they first obtain written permission from the CEO. Employees, consultants and officers should not have outside employment or business interests that place them in the position of (i) appearing to represent Habit, (ii) providing goods or services substantially similar to those Habit provides or is considering providing, or (iii) lessening their efficiency, productivity, or dedication to Habit in performing their everyday duties. Employees, consultants and officers may not have an interest in or speculate in anything of value which may be affected by Habit's business. Employees, consultants, officers and directors may not divulge or use Habit's confidential information—such as financial data and customer or operations information—for personal or business purposes.

Any personal or business activities by an employee, consultant, officer or director that may raise concerns along these lines must be disclosed to and approved in advance by the CFO. Employees and consultants should also obtain the approval of a supervising officer when accepting a board position with a not-for-profit entity, if there is a Habit business relationship with the entity or an expectation of financial or other support from Habit.

12. Employee Relations

We benefit from having a diverse workforce. Diversity means that each employee brings to the Habit a unique set of abilities and perspectives that reflect his or her own life experiences. This adds to the Habit's culture of openness, teamwork and mutual respect. Habit is committed to an environment where all employees can contribute and have an opportunity to excel. Specific policies governing employee relations can be found in The Habit's Employee Handbook.

13. Gifts, Meals and Entertainment

a. Entertainment and Gifts

Habit recognizes that, in some instances, gifts and entertainment can provide an entirely appropriate means of furthering a business relationship. However, no employee, consultant, officer or director should accept or provide gifts of that might be perceived to unfairly influence

a business relationship. Normal business courtesies involving no more than ordinary amenities (such as lunch, dinner, a spectator event or a golf game) are permitted, as are token non-cash gifts. The offer or receipt of any such gift over a nominal value should be reported to the CFO. The guiding principle is that no gift, favor or entertainment should be accepted or provided if it will obligate, or appear to obligate, the recipient. If you are uncertain about the propriety of a gift, you should contact the CFO for guidance.

b. Relationships with Government Personnel

Separate and more stringent gift, meals and entertainment rules apply to dealings with government officials (which includes political parties, party officials, candidates for office, politicians in office, government employees and representatives of such persons). Federal and state anti-kickback laws prohibit Habit and its representatives from knowingly and willfully offering, paying, requesting or receiving any money or other benefit, directly or indirectly, in return for obtaining or rewarding favorable treatment in connection with the award of a government contract. Any employee or consultant who becomes aware of any such conduct must immediately report it to the CFO.

The anti-kickback laws must be considered whenever something of value is given or received by Habit or its representatives or affiliates that is in any way connected to work performed for the government. There are many transactions that may violate the anti-kickback rules. As a result, no one acting on behalf of Habit may offer or accept gifts, loans, rebates, services or payment of any kind to or from government suppliers or vendors without first consulting the CFO.

c. Business Dealings in Foreign Countries

Various laws prohibit Habit, and those acting on its behalf, from bribing foreign officials to obtain or retain business. Foreign officials include officers and employees of a foreign government, department or agency. Indirect payments, including those to agents or third parties with the knowledge that at least a portion of the payment will be given to a foreign official for an illegal purpose, are prohibited. Habit will not tolerate any conduct that violates any such law or applicable regulation.

14. Media/Public Relations and Governmental Inquiries

When Habit provides information to the news media, securities analysts and stockholders, it has an obligation to do so accurately and completely. In order to ensure that Habit complies with its obligations, employees receiving inquiries regarding Habit's activities, results, plans or position on public issues should refer the request to the Company's CEO or CFO or the designated corporate spokesperson. Habit employees or consultants may not speak publicly for the company unless specifically authorized by senior management.

Although unlikely, a government representative may seek to interview an employee or consultant regarding Habit's business activities or a consultant or employee's work at the Company. If an employee or consultant is contacted by a government agent or representative and asked to provide information, the employee or consultant should contact the CFO.

Occasionally, someone will arrive unexpectedly at or a government representative may seek to inspect a Company facility, restaurant or manufacturing or distribution center. If this happens, an employee or consultant should immediately notify the manager or supervisor on duty and contact the CFO.

15. Interacting with the Government

Habit values its good relations with local, state, federal and foreign governments. We are committed to being a “good corporate citizen” and are proud of the contributions we have made to the communities where we do business.

The Company’s policy is to deal honestly and fairly with government representatives and agents and to comply with valid, reasonable governmental requests and processes. Be truthful and straightforward in your dealings with governmental representatives and do not direct or encourage another Habit employee (or someone else) to provide false or misleading information to any government agent or representative. Do not direct or encourage anyone to destroy records relevant to a fact-finding process.

16. Response to Investigations or Government Inquiries

Numerous state and federal agencies have broad legal authority to investigate Habit and review its records. Habit will comply with subpoenas and respond to governmental investigations as required by law. The CFO is responsible for coordinating Habit’s response to investigations and the release of any information.

If an employee, consultant or officer receives an investigative demand, subpoena, or search warrant involving Habit, it should be brought immediately to the CFO. No documents should be released or copied without authorization from the CFO or Habit’s outside legal counsel. If an investigator, agent, or government auditor comes to one of Habit’s manufacturing facilities, contact the CFO or his designee immediately; if an investigator, agent or government auditor comes to Habit’s corporate headquarters, the CEO should be contacted immediately. In the absence of the CEO, contact Habit’s CFO. Ask the investigator to wait until the contacted individual arrives before reviewing any documents or conducting any interviews. The CFO, his designee, or Habit’s legal counsel is responsible for assisting with any interviews. If any Habit employee or consultant is approached by a government investigator or agent while he or she is away from Habit’s premises and asked to discuss Company affairs, the employee or consultant has the right to insist on being interviewed during business hours with a supervisor or counsel present. Alternatively, any employee or consultant may choose to be interviewed or not to be interviewed at all. The Company recognizes the choice of how to proceed in these circumstances is left entirely with the employees. If an employee chooses to speak with government personnel, it is essential that the employee be truthful. Questions may be directed to the CFO.

Habit employees and consultants are not permitted to alter, remove, or destroy documents or records of Habit except in accordance with regular document retention and destruction practices.

17. Market Competition

Habit is committed to complying with all state and federal antitrust laws. The purpose of the antitrust laws is to preserve the competitive free enterprise system. The antitrust laws in the United States are founded on the belief that the public interest is best served by vigorous competition, free from collusive agreements among competitors on price or service terms. The antitrust laws help preserve the country's economic, political and social institutions; Habit is firmly committed to the philosophy underlying those laws.

While the antitrust laws clearly prohibit most agreements to fix prices, divide markets, and boycott—which are addressed below—they also proscribe conduct that is found to unreasonably restrain competition. This can include, depending on the facts and circumstances involved, certain attempts to tie or bundle services together, certain exclusionary activities and certain agreements that have the effect of harming a competitor or unlawfully raising prices. Any questions that arise in this area should be addressed to the CFO.

a. Discussions with Competitors

Habit policy requires that the rates it charges for goods and services must be determined solely by Habit. In determining prices and terms, Habit may take into account all relevant factors, including costs, market conditions, widely used reimbursement schedules, and prevailing competitive prices, to the extent these can be determined in the marketplace. There can be no oral or written understanding with any competitor concerning prices, pricing policies, pricing formulas, bids, or bid formulas, or concerning discounts, credit arrangements, or related terms of sale or service. To avoid the possibility of misunderstanding or misinterpretation, Habit policy prohibits any consultation or discussion with competitors relating to prices or terms that Habit or any competitor charges or intends to charge. Joint ventures and affiliations that may require pricing discussions must be individually reviewed for antitrust compliance. Discussions with competitors concerning rationalization of markets, downsizing or elimination of duplication ordinarily implicate market division and must be avoided.

Habit may participate in and receive the results of general surveys, but these must conform to the guidelines for participation in surveys provided under “Trade Associations” below. Similarly, Habit policy prohibits consultation or discussion with competitors with respect to its services, selection of markets, territories, bids, or customers. Any agreement or understanding with a competitor to divide markets is prohibited. This includes an agreement allocating shares of a market among competitors, dividing territories, or dividing product lines or customers.

b. Trade Associations

Sharing information is appropriate if it is used to better inform consumers or to promote efficiency and competition. Habit may participate in surveys of price, cost, and wage information if the survey is conducted by a third party and involves an appropriate number of comparably sized companies, and the trade or professional association agrees that only aggregated pricing and other information will be disseminated. Any price, cost, or wage information released by Habit must be at least three months old. If an employee or consultant is

asked to provide a trade association with information about Habit's charges, costs, salaries, or other business matters, he or she may not do so without first obtaining approval of the CFO or his designee. Joint purchasing through a trade association is probably acceptable, but any joint purchasing plan should be reviewed in advance by the CFO. If an employee or consultant has any question or concern about an activity of a trade association, he or she may ask the CFO to seek guidance from outside counsel.

c. Boycotts

Habit policy prohibits any agreement with competitors to boycott or refuse to deal with a particular person or persons, such as a vendor, customer or other company. These agreements need not be written to be illegal; any understanding reached with a competitor (directly or indirectly) on such matters is prohibited. Exclusive arrangements with vendors, customers, and other companies must be approved by an officer of the Company or by the CFO based on an analysis of the relevant market.

18. Political Contributions

Habit believes that our democratic form of government benefits from citizens who are politically active. For this reason, Habit encourages each of its employees to participate in civic and political activities in his or her own way.

Many state laws also limit the extent to which corporations and individuals may contribute to political candidates. Any question about the propriety of political activity or contribution should be directed to the CFO.

19. Purchasing

Purchasing decisions must be made in accordance with applicable Habit policy. In addition, the prohibitions discussed in Section 14 of this Code, entitled "Gifts, Meals and Entertainment" apply to purchasing decisions made on behalf of Habit. Purchasing decisions must in all instances be made free from any conflicts of interest that could affect the outcome. Habit is committed to a fair and objective procurement system that results in the acquisition of quality goods and services for Habit at market price.

20. Exports and Imports

There are many U.S. laws governing international trade and commerce that serve to limit the export of certain products and services to certain countries. Habit is committed to complying with those laws. Under no circumstances will Habit make sales contrary to U.S. export laws. Because these regulations are complicated and change periodically, employees and agents seeking to make a sale or provide a service to a customer in a foreign country must first confirm the legal trade status of that country. If an employee or agent is uncertain about whether a foreign transaction complies with U.S. export laws, he or she must contact the CFO for guidance. Habit employees and agents should be aware that there are also many U.S. laws that govern the import of items into the United States. Among other things, these laws control what can be imported into the United States, how the articles should be marked and the amount of duty to be paid. Habit complies with all U.S. import laws. If an employee or agent is uncertain about

whether a transaction involving the importation of items into the United States complies with these laws, he or she must contact the CFO for guidance.

21. Advertising, Promotion and Product Safety

a. Advertising and Promotion

Habit is committed to promoting its brands and products in ways consistent with its excellent reputation. Products will be truthfully and accurately represented in compliance with applicable laws and regulations. Advertising, packaging, point of purchase displays, or promotions must never misstate facts or be designed to create misleading impressions. Claims that favorably compare Habit products with those of competitors must be truthful.

Habit will respect copyright and individual consent rights before use in advertising or promotional materials.

b. Product Safety

Given Habit's reputation for quality products, the Company has a significant responsibility to ensure that consumers can trust the quality and safety of its products. All items purchased from Habit must conform to government safety standards wherever they are sold. If an employee becomes aware of a possible threat to product safety, he or she must immediately report it to his or her supervisor, quality control management, restaurant manager and, if appropriate, to the CFO.

c. Unfair or Deceptive Practices

In addition to the antitrust laws, Habit is committed to complying with other federal and state laws governing market competition. Federal law, particularly the Federal Trade Commission Act, and the laws of most states prohibit the use of "unfair or deceptive acts and practices," including the distribution of labeling, advertising, and marketing materials that are false or misleading. Habit employees responsible for preparing and distributing such materials must be familiar with these laws. Concerns that specific materials may not be in compliance with applicable law should be directed to the CFO before distribution.

22. Environmental Compliance

In conducting its business, Habit is committed to compliance with all applicable laws and regulations relating to the protection of the environment, and in particular those governing the incineration, treatment, storage, disposal and discharge of waste. Failure to comply with these laws and regulations, even if unintentional, could result in significant penalties for Habit. If an employee suspects that there is noncompliance or a violation of these laws and regulations, the circumstances should be reported immediately to his or her supervisor, restaurant manager, or to the CFO.

23. Customer Service

Habit strives to develop and maintain excellent relationships with its customers. Habit is committed to providing its customers with quality and service. Habit employees are expected to treat customers and business partners in a courteous and respectful manner at all times, giving immediate attention to any customer questions or complaints. If any Habit employee feels he or she cannot properly handle a problem or difficult situation, such employee should refer the issue to his or her supervisor or higher management.

24. Amendments and Waivers

This Code applies to all Habit employees, consultants, officers and directors. There shall be no substantive amendment or waiver of any part of the Code, except by a vote of the Board of Directors or a designated committee thereof, which will ascertain whether an amendment or waiver is appropriate and ensure that any amendment or waiver is accompanied by appropriate controls designed to protect Habit.

In the event that any substantive amendment is made or any waiver is granted, such amendment or waiver will be posted on the Habit's website, thereby allowing the Habit shareholders to evaluate the merits of the particular amendment or waiver.

EMPLOYEE CERTIFICATION AND AGREEMENT OF COMPLIANCE

I certify that I have read Habit’s “Corporate Code of Business Conduct and Ethics” (the “Code”) and fully understand the obligations set forth in those documents.

The Code includes a statement of Habit’s policies, which are designed to ensure that the Company and its employees conduct Habit’s business in compliance with all federal and state laws governing its operations and the conduct is consistent with the highest standards of business and professional ethics.

I understand that the Code obligates all employees to carry out their duties for Habit in accordance with these policies and with applicable laws. I further understand that any violation of these policies or applicable laws, or any deviation from appropriate ethical standards, will subject an employee to disciplinary action. Indeed, I understand that even a failure to report such a violation or deviation may, by itself, subject an employee to disciplinary action.

I am also aware that in the event that I have any question about whether an action complies with Habit’s policies or applicable law, I should present that question to my supervisor, the restaurant manager at my restaurant, or, if appropriate, directly to the Company’s Chief Financial Officer.

With these understandings of my obligations, I agree to act in accordance with the Habit policies set forth in the Code. Having read the Code, I am not currently aware of any matter that should be brought to the attention of the Chief Financial Officer as a violation or suspected violation of this Code.

Signed: _____

Print Name: _____

Date: _____