

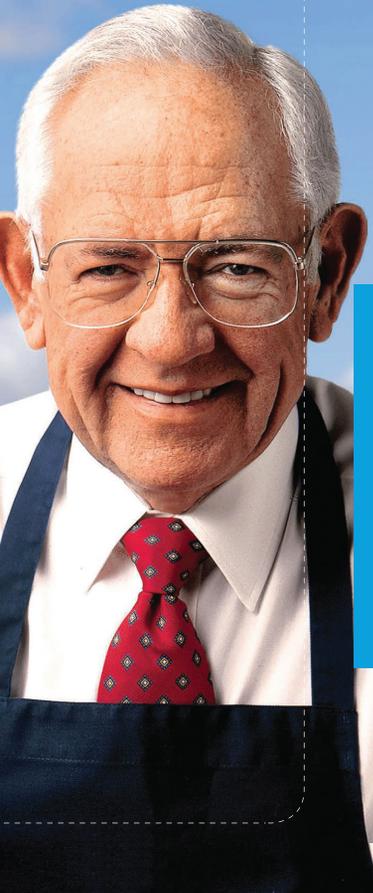


**CODE OF CONDUCT FOR
SUPPLIERS TO WENDY'S**

Published 2017



QUALITY IS OUR RECIPE.



The Wendy's Company (Wendy's) has established this Code of Conduct (Code) for all suppliers and vendors (collectively Suppliers) that are approved to provide goods, products, equipment or services (collectively Products) to the system of restaurants and other outlets operated under the Wendy's concept in the U.S. and Canada (the System), regardless of where the Supplier operates. The term "Supplier" includes all persons, entities, companies or organizations that have entered into a written agreement with Wendy's or who have been otherwise approved by Wendy's to supply or manufacture Products to be sold to the System.

Wendy's expects Suppliers to use best practices in all aspects of their operations and to conduct business in a way that is consistent with the values of Wendy's and our franchisees, and the strong ethical principles established by our founder, Dave Thomas.

The Code is guided by Dave's Five Legacy Values:

Quality is Our Recipe

Do the Right Thing

Treat People with Respect

Profit Means Growth

Give Something Back





Table of Contents

The below links will take you to specific sections of the Code.

Scope and Application	pg4
Food Safety and Food Ingredients	pg6
Farm Animal Health and Well-Being	pg8
Human Rights and Labor Practices	pg10
Environmentally Sustainable Business Practices	pg12
Business Ethics and Integrity	pg14
Compliance	pg16
A Mutual Commitment	pg20

All Suppliers, and their suppliers and contractors, are expected to comply with applicable local, state/provincial and federal laws and regulatory requirements as part of responsible business operations, including but not limited to: applicable employment, immigration, civil rights, and antidiscrimination laws, food safety, animal welfare, environmental, and any other required industry standards. The Code applies specifically to Suppliers' business on behalf of Wendy's, and Suppliers are expected to affirm they have received and understand the specific outlined expectations of the Code. Suppliers with their own codes of conduct may share those with Wendy's as part of the affirmation process.



Scope and Application of the Code of Conduct

The Code represents a codification of Wendy's "way of doing business" and a pledge, with our Suppliers, to work toward continuous improvement in all aspects of our operations. Wendy's intent is to build relationships with our core Suppliers through open and honest evaluation based on mutual respect for knowledge and understanding of the process, the needs of the System, and the capabilities of our Suppliers.

Since its inception, this Code has applied to all food, paper and packaging suppliers of products to the System contractually managed by Quality Supply Chain Co-op, Inc. (QSCC). QSCC, and its wholly owned subsidiary QSCC Canada Inc., was formed to act as the sole authorized purchasing organization for Wendy's company and Wendy's franchised restaurants located in the United States and Canada. QSCC is not an affiliate of Wendy's and was organized and operates independently of Wendy's. Wendy's and most of Wendy's U.S. franchisees are shareholders of QSCC.

Wendy's supports an open, honest and transparent dialogue with its Suppliers, and the Code was developed by Wendy's with the valued input of our Supplier community. It accurately demonstrates our priority focus on Supplier responsibility across critical areas of our supply chain. The Code is updated periodically to reflect the ever-changing business environment and best practices. Through this process, we may consult with third party groups and non-governmental organizations as we establish and refine our practices with the intent of furthering our responsibility commitments and sustainability stewardship.

This Code also applies to those Suppliers that provide a significant stream of goods or services to Wendy's on an annual basis, regardless of whether they are contractually managed by QSCC. The Code's provisions apply to all suppliers. However certain sections may be inapplicable to certain suppliers. For example, Food Safety and Food Ingredients is





relevant only to those suppliers that provide food, paper or packaging services to Wendy's, and Farm Animal Health and Well-Being is relevant only to meat and protein suppliers that are included within the scope of the Wendy's animal welfare program.

The Code should not be read in lieu of, but in addition to, a Supplier's obligations as set out in any agreements between Wendy's or QSCC and the Supplier. In the event of a conflict between the Code and an agreement between Wendy's or QSCC and the Supplier, the agreement between Wendy's or QSCC and the Supplier will govern and control. The provisions of the Code are intended only to confirm the basic requirements that are expected of Suppliers to the System. This Code shall in no way be construed as conferring, or in any way granting, rights of any kind to any third party.

Wendy's and its Suppliers understand that the Code can and will continue to evolve as necessary to incorporate industry and product or process changes that may range from production practices to new technologies. It is not a punitive Code, but an engaging one, that promotes collective, aspirational thinking and partnership between Wendy's and its Suppliers encourages new learning and research that is applicable to each other's respective operations.

Suppliers are required to re-affirm annually to Wendy's Quality Assurance their receipt and understanding of this mandatory Code. This Code will continue to be expanded to include Suppliers of Wendy's that provide products outside of the U.S. and Canada and outside the QSCC relationship on a go forward basis.



Food Safety and Food Ingredients

At our heart, Wendy's is a provider of great, high-quality foods for our customers. With our Suppliers, we share the objective of assuring the ingredients in the foods we serve are safe. Regardless of which Wendy's restaurant is visited, customers need to be confident Suppliers to those restaurants adhere to our strict food safety processes and quality standards.

Our Specific Expectations

Food Safety

Wendy's understands that the safety of the foods served in our restaurants is our stock in trade - without confidence in our food, we lose trust. That trust extends to our Supplier community, and we hold our Suppliers to the food safety and quality assurance standards that are among the most stringent in the restaurant industry.



Our goal is to constantly exceed our customers' expectations - every day and in every restaurant. Wendy's continually monitors our food products and works hard to improve them. Wendy's Suppliers are expected to provide the System with the specified quality products and ingredients at all times and must immediately report to Wendy's any issues that could affect the safety or quality of our foods.



Suppliers are required to meet the extensive food safety and quality assurance guidelines set forth by both regulatory agencies and Wendy's, and to demonstrate that they have rigorous food safety and quality management systems in place in all Wendy's supply operations. Our expectation is that all foods for Wendy's are produced, packaged, held and transported under conditions that assure a safe, quality product.

To meet our customers' demand for food safety and quality, Wendy's and our Suppliers further agree to:

- Maintain strict standards for raw products and finished ingredients that meet or exceed government requirements;
- Adhere to a strict food safety testing program;
- Follow rigid food handling, hygiene and preparation procedures;
- Promptly retain any product suspected to be unsafe until a food safety review can be completed; and
- Remain vigilant: keep monitoring and improving our processes to maintain product safety.

Food Ingredients

Wendy's knows that the best food comes from the best ingredients. We also know that consumers today have greater interest than ever before about what's in their food, and we respond to that by providing customers with food sourced from safe, quality ingredients.

Suppliers are expected to:

- Source ingredients and produce finished products that adhere to and comply with Wendy's specifications;
- Demonstrate that ingredients were procured in a responsible way that is consistent with Wendy's animal welfare standards;
- Provide accurate and timely ingredient statements, allergen declarations, and nutrition profiles consistent with our commitment to transparency; and
- Ensure ingredients are safe and of the specified quality.

More about Wendy's Positions on Food Safety and Food Ingredients

Wendy's has been proactive in our food safety and food ingredient programs, including advancements toward eliminating partially hydrogenated oils, sharing food allergen information and promoting sustainability in food ingredients. To learn more about Wendy's positions, visit

www.wendys.com/en-us/nutrition-info.



Farm Animal Health and Well-Being

We are proud that for decades Wendy's has been a leader in setting and enforcing standards for the humane care of animals raised for our food as part of a responsible, safe and sustainable food supply chain.

Our public commitment to animal welfare originated in the 1990s with the establishment of comprehensive standards for farm animal care, standards that today still shape our contracting and procurement process. In 2001, we established an Animal Welfare Program to regularly review corporate policies and supplier performance, to evaluate relevant academic and scientific research, and to make recommendations as needed for improvement or updates.

We know that the manner in which animals raised for food are cared for and on-farm best management practices are important to our customers – as they are to us. While Wendy's does not own or raise livestock or poultry, our position as a leader in the restaurant industry encourages us to take a proactive, responsible role in the health and well-being of these animals.

Our Specific Expectations

Audits

Wendy's rigorous animal welfare auditing protocol for our Suppliers, which evaluates areas including, but not limited to, housing, transportation and processing, is a leader in

the restaurant industry and is led by trained internal and external auditors. We began animal handling audits in the mid-1990s, and our on-farm auditing program has strengthened



since that time to allow us to continue to affirm our Suppliers meet our high expectations for animal welfare.

Our beef, pork and chicken Suppliers are audited annually, and any who do not achieve a score of “excellent” will be audited at least twice each year to verify compliance. Audits are reviewed by external animal welfare experts as an added measure of assurance. Companies that are unable to maintain our strict guidelines face termination as approved Suppliers of Wendy’s.

Compliance with Animal Welfare Policies

We expect Suppliers to Wendy’s to comply with our robust animal welfare policies and audit processes. The Code as it relates to animal welfare is intended to be a reflection of the commitment made by Suppliers, but does not supersede Suppliers’ participation in Wendy’s Animal Welfare Program.

Our priority focus for Supplier conduct includes proper animal handling, animal welfare as a component of food safety and quality, and regular improvement. As a restaurant industry leader, we take our role in shaping this important issue very seriously.

Our animal welfare focus is on our beef, chicken and pork Suppliers, which represent approximately 40 percent of our food purchases. Outside experts in animal science and veterinary care, including the renowned Dr. Temple Grandin of Colorado State University, provide counsel and guide our decision making. Since 1998, Wendy’s also has

followed the American Meat Institute (now the North American Meat Institute) animal welfare guidelines for beef and pork production.

As a partner with our food Suppliers and the farms that supply them, Wendy’s provides the following support in animal welfare:

- Supplier collaboration and education to support an effective program and regular improvement
- Expert certification and national program participation
- Commitment by senior management
- Ongoing verification of animal welfare practices
- Continuous Improvement

Our commitment is broad, but our focus is targeted. Being informed about emerging issues in animal welfare is important to us, and our animal welfare policy and Supplier expectations will be updated as needed to reflect new learnings. We encourage our Suppliers to actively engage in industry programs and education on animal care, and to bring to Wendy’s any relevant background that will strengthen our Animal Welfare Program.

More about Wendy’s Positions on Animal Welfare

Wondering what questions we get the most when it comes to animal welfare? Visit www.wendys.com/animalwelfare for more background on how Wendy’s feels about some of the pressing issues of farm animal care, including laying hen and broiler chicken housing, gestation stalls, harvest and processing, antibiotic use and more.



Human Rights and Labor Practices

At Wendy's, we believe our success begins and ends with our people and the Supplier companies that have been thoughtfully selected to do business with us. This focus on upholding quality while adhering to a core set of values – specifically, Do the Right Thing and Treat People with Respect as it relates to human rights and labor practices – encompasses everything we do.

People are our most valuable asset. Collectively, it is the respect and dignity we hold for each individual and value we place on trusted relationships that enables our mutual success. To that end, we take all human rights and labor practices issues seriously and expect the same from our Suppliers.

Nearly 90 percent of Wendy's operations are located in the U.S., and most of Wendy's food is sourced through American farms and ranches. As such, we expect compliance with the Fair Labor Standards Act (FLSA) and other applicable laws.

For Suppliers in Canada, we expect compliance with the Employment Standards Act (ESA) and other applicable laws.

For our suppliers with international operations, our expectations for their behavior outside of the U.S. are informed by standards set forth by the United Nations in The Universal Declaration of Human Rights and the International Labor Organization (ILO), to the extent they are consistent with applicable law. We encourage our Supplier partners to respect these human rights and labor declarations as part of their business practices.

Based on an evaluation of various risk factors, Wendy's may require certain suppliers to provide additional assurance of their business practices related to Human Rights and Labor Practices.

Our Expectations

Consistent with Wendy's or QSCC's agreements with Suppliers, we expect all Suppliers to comply with applicable employment and labor laws and regulations. In particular, we expect all Suppliers to adhere to the following:

Hiring Practices. Wendy's Suppliers commit to employing only those individuals who are legally authorized to work. Suppliers are responsible for verification of age, identity and legal right to work for each employee.

Minimum Age Requirements / Child Labor. Underage child labor as defined by local, state/provincial and federal agencies is not to be tolerated by Wendy's Suppliers. Wendy's expects all Suppliers to follow the rules set forth by the FLSA/ESA and other applicable laws, which set wages, hours worked and safety requirements for minors (individuals under age 18). For suppliers internationally, we encourage adherence to standards and Conventions set forth by the ILO or similar local authority.

Healthy & Safe Work Environment. Suppliers are expected to provide a safe and healthy workplace in compliance with applicable local, state /provincial and federal laws and regulations.

Housing Conditions. In the event any Supplier provides housing for its employees, facilities must be constructed and maintained in accordance with applicable laws, regulations and housing codes.

Voluntary Employment. Our Suppliers should only employ individuals whose presence in the workplace is voluntary. Consistent with ILO Conventions and Recommendations on forced labor, our Suppliers should not utilize or engage with factories or production facilities that force work to be performed by unpaid or indentured laborers, or those who must otherwise work against their will.

Working Hours and Time Off. Our Suppliers should ensure all employees work in compliance with applicable laws and regulations and with published industry standards pertaining to the number of hours and days worked.

Wages and Benefits. Our Suppliers are expected to fairly compensate and provide wages, benefits and overtime premiums to their employees that comply with applicable laws and regulations, account for all hours worked, and match or exceed the local minimum wages and benefits in the relevant industry.

No Discrimination or Harassment. We expect every Supplier to provide equal opportunity to its employees in compliance with state/provincial and federal laws. We also expect our Suppliers to provide a work environment free of any form of discrimination or harassment.

Freedom of Association. Our Suppliers must respect any right of its employees to join legal organizations of their own choosing. Suppliers must not threaten or penalize employees as a result of any lawful efforts to organize or bargain collectively.

Labor Practices Reviews. Suppliers of certain fresh agricultural products harvested by hand or in an otherwise manually intensive way will be subject to third party human rights and labor practices reviews.



Environmentally Sustainable Business Practices

Sustainable business practices are woven into the fabric of how Wendy's operates and are the epitome of Do the Right Thing as defined in our core values. Today, perhaps more than ever, those sustainable "right things" that we do should be transparent and clearly articulated.

Being environmentally responsible serves not only as a driver for defining Wendy's sustainable business practices, but also as a positive change agent, because sustainability practices are constantly evolving and not static.

Equally important to Wendy's is that we share with our Suppliers the practices we've successfully put in place and encourage Suppliers to follow our lead when possible.

We look to our Suppliers that are leaders in sustainability and welcome their input and sharing of best practices.

By treating both our environment and our communities with respect and care, we earn the opportunity each day to contribute and make a difference.



Working Toward a Sustainable Future

Suppliers are encouraged to operate responsibly at all times with a commitment to preserving our environment for future generations. Suppliers with active sustainability initiatives are encouraged to address, document and make continuous improvement efforts with regard to the following environmental considerations:

- Water usage including wastewater management
- Soil management (specifically agricultural operations)
- Energy reduction and fossil fuel usage
- Material and food waste reduction
- Packaging and recycling
- Solid waste reduction
- Emissions from manufacturing, processing and transportation
- Responsible construction and development
- Protection of forests and high conservation value areas
- Hazardous material handling and disposal
- Responsible sourcing of raw materials



Our Specific Expectations

Suppliers are expected to comply with applicable legal environmental requirements and regulations, including securing and renewing all related permits.

In developing sustainable business practices, Wendy's encourages Suppliers to consider developing and deploying an environmental management system, based on international standards such as ISO 14001:2004, in an effort to identify, document, manage and/or mitigate any environmental issues or concerns.



Business Ethics and Integrity

The way in which we conduct business says a lot about Wendy's. Every interaction we have, decision we make and transaction we authorize has the potential to enhance or diminish our reputation.

Defining acceptable business behavior starts with adhering to applicable laws, regulations and industry standards and guidelines. However, our values, work ethic and commitment to doing the right thing have been synonymous with the Wendy's brand since its founding. It also is what we look for and expect from our supply chain partners. In order for us to succeed together, ethical behavior must be a mutual commitment.

Our Suppliers are expected to uphold the highest business ethics and demonstrate their business integrity at all times. In addition, Wendy's supports and encourages Suppliers to provide annual ethics training to all employees.

Our Specific Expectations

Gifts, Gratuities and Entertainment. Outside of customary business practices within specified limits, our Suppliers should not offer or provide any gifts, gratuities or entertainment to any individual to grant or receive a favor in return; or in an attempt to influence or gain an unfair advantage in any aspect of an existing or prospective business opportunity.

Anti-bribery and Corruption. Consistent with our stance on gifts, gratuities and entertainment, our Suppliers should not promise or imply an unfair advantage to secure or retain business. Suppliers must not pay bribes, accept any form of kickbacks, or act in any manner that would violate domestic or foreign laws or regulations.

Confidential and Proprietary Information. Throughout the course of a relationship, a Supplier may have knowledge of or access to sensitive business information that may be confidential and proprietary based on trust and/or necessity to fulfill contractual obligations and agreements. It is the responsibility of our Suppliers to protect that information by keeping it confidential at all times. Suppliers should not share confidential and proprietary information with other parties, except as specifically agreed to in writing or authorized by an officer at Wen-

dy's or when disclosure is required by law. This includes, but is not limited to, pricing, financials, products and product innovation, materials/ ingredients, and customer data.

Brand and Trademark Use. We take our brand reputation seriously. Any desired use of Wendy's trademarks, logos, domain names or other intellectual property by a Supplier must be submitted to Wendy's legal department for approval prior to use. Further, our Suppliers must respect and avoid any misuse of Wendy's intellectual property.

Conflict of Interest. Our Suppliers are expected to report any existing or prospective business situation and/or relationship that may appear as a conflict of interest in relation to its role as a Supplier to Wendy's. Suppliers also should disclose if any officers or employees have material or economic interests with others that may suggest a conflict of interest in relation to its role as a Supplier to Wendy's. Any questions regarding prospective conflicts of interest should be directed to Supplier's primary Wendy's representative for clarification.

Data Security. Wendy's is focused on protecting the information of our employees, customers, and partners. We expect our

partners to be equally focused on securing data that is sensitive, regulated or could impact the System. At a minimum, Suppliers are expected to comply with applicable laws and regulations in the jurisdictions in which they operate and apply information security and business continuity practices that adequately protect their businesses and conform to the industry standard. Wendy's reserves the right to audit or examine a Supplier's data security practices where relevant to the System and the Products provided to Wendy's. In the event a supplier's data regarding Wendy's Products becomes compromised, Wendy's will engage with appropriate representatives of the supplier to determine if further action should be taken.

Grievance. Our Suppliers should have in place means for any employee to submit anonymous concerns and grievances to Supplier's management. Suppliers should also designate a process in which to record, file and appropriately address concerns by taking appropriate action in a confidential manner, as necessary.

No Retaliation. Employees of our Suppliers must have the opportunity to speak with their leadership without fear or concern of retaliation when asking questions or raising concerns. It is expected that our Suppliers have a no retaliation policy.

Reporting Business Ethics Violations. With both a grievance and no retaliation policy in place, Suppliers should be well equipped to address and remedy many business ethics concerns and violations described in this section of the Code that could arise in their organizations. Suppliers and their employees also can report business ethics concerns to Wendy's toll-free, 24-hour compliance hotline at 1-800-256-8595 or the ethics website at www.wendys.ethicspoint.com.

More about Wendy's Code of Business Conduct and Ethics

For more information about our Code of Business Conduct and Ethics, visit:

<http://ir.wendys.com/phoenix.zhtml?c=67548&p=irol-govconduct>





Compliance with the Code of Conduct

As a condition of doing business with the System, each of our Suppliers is expected to comply with the provisions outlined in the Code and to re-affirm annually to Wendy's Quality Assurance their receipt and understanding of the applicable provisions of the Code. Suppliers are also expected to require similar standards of doing business from their suppliers and contractors, as applicable. Non-compliance by a supplier or contractor of a Supplier may have direct consequences to the Supplier's relationship with Wendy's. Where necessary, Suppliers should interpret the Code broadly. Our intent is that Suppliers commit not only to the "letter" but also the "spirit" of the Code.



Accountability and Verification

Each Supplier of food, paper and packaging related products should conduct audits and inspections to ensure its compliance with the Code and applicable legal and contractual standards, and Suppliers are expected to document the results of those audits.

Wendy's may monitor a Supplier's compliance with the Code, and has the right to conduct, or have its designee conduct, unannounced inspections of a Supplier's facilities and records.

Verification of a Supplier's compliance with the Code may be demonstrated through a number of methods, including, but not limited to, the following:

- Certification by third-party organizations
- Submission of materials, such as existing sustainability or annual reports, audits or supplier contracts
- Compliance with local, state/provincial or national regulatory programs
- Wendy's Quality Assurance or Wendy's Animal Welfare Program audits
- Participation in national or international programs focused on continuous improvement of business conduct, as applicable





Compliance with the Code of Conduct

Continuous Improvement

Wendy's recognizes the important role that continuous improvement plays in advancing conduct within its Supplier organizations. As such, the relationship between Wendy's and its Suppliers is a journey based on mutual trust and transparency, and Wendy's strongly advocates that Suppliers work toward improvement of policies, practices, processes and best talent.

Wendy's expects Suppliers to work toward continuous improvement in:

- Implementation - basic compliance with the applicable provisions of the Code
- Enhanced practices - doing more than what is required within the Code
- Best practices - exceeding industry expectations consistently in one or more areas of the Code

Wendy's plans on recognizing Suppliers who go above and beyond, as it relates to continuous improvement, and looks forward to celebrating the successes of its Suppliers.





Non-Compliance

In addition to any contractual rights of Wendy's or QSCC, should a Supplier be found to be in non-compliance with the applicable provisions of the Code, Wendy's expectations for response and successful resolution may include any of the following:

- Immediate implementation of corrective measures by the Supplier under a plan approved by Wendy's;
- Initiation of a probationary period before a return to in-compliance status;
- Development of a continuous improvement program; or
- Performance of and completion of a satisfactory re-audit.

On occasion when unintended violations do occur, despite Suppliers' demonstrated good-faith attempts to adhere to the Code, Wendy's will work collaboratively with Suppliers to correct issues of non-compliance.

Actions and/or issues of repeat non-compliance are inconsistent with our way of doing business and may be cause for immediate termination.

If successful resolution of non-compliance cannot be achieved to the satisfaction of Wendy's, or if it is determined that the Supplier is no longer in a position to uphold the core values and ethical principles of Wendy's, then termination of the relationship with Wendy's will likely proceed.



A Mutual Commitment

ABOVE ALL, WENDY'S EXPECTS ITS SUPPLIERS TO CONSIDER AT ALL TIMES WHAT IS RIGHT AND RESPONSIBLE.

Our core values were created by our founder Dave Thomas more than 40 years ago:

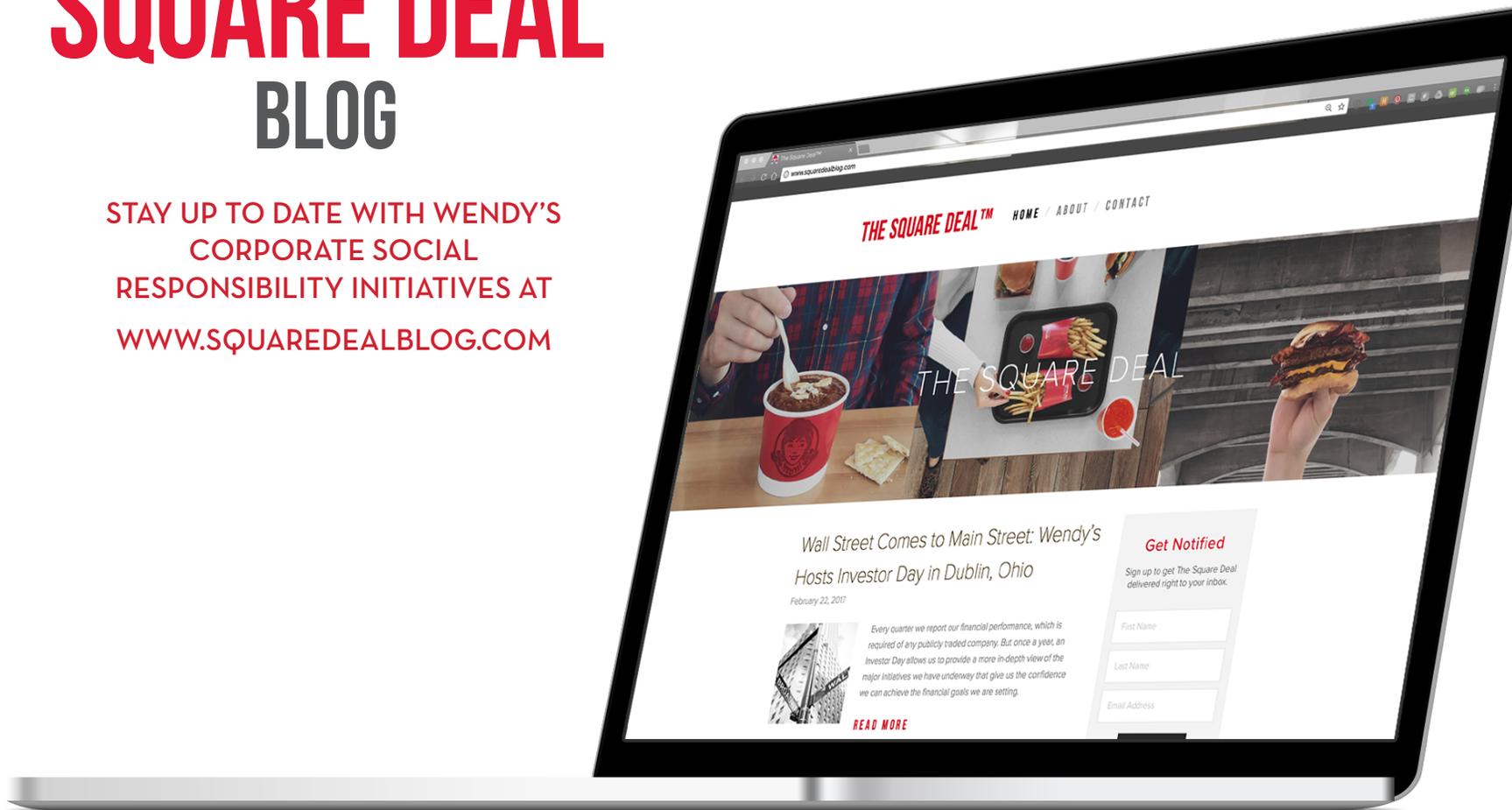
- Quality is Our Recipe
- Do the Right Thing
- Treat People With Respect
- Profit Means Growth
- Give Something Back

They are timeless guideposts for the Wendy's family - including our Supplier community.



THE SQUARE DEAL™ BLOG

STAY UP TO DATE WITH WENDY'S
CORPORATE SOCIAL
RESPONSIBILITY INITIATIVES AT
WWW.SQUAREDEALBLOG.COM







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