



— YUM! GLOBAL —

CODE OF CONDUCT





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Important Disclosure: This Code of Conduct does not alter other terms and conditions of your employment with Yum! or any of its subsidiaries, nor does it create any contractual rights for any employee, shareholder, customer, supplier, consumer, or competitor.

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I. A MESSAGE FROM DAVID GIBBS, YUM! BRANDS CEO

More than ever before, employees and customers expect companies to do the right thing. We're fortunate that this is how we've always operated at Yum!, and we are committed to doing more and better. Our strategy is to unlock potential for growth and good.

This happens by staying focused on our priorities and living our values. The Yum! Global Code of Conduct outlines our standards for working and is aligned with our values. We must act in an honest and ethical manner in all of our business practices, and hold ourselves accountable to all of our stakeholders.

Thank you for your commitment to leading with integrity as we build the world's most loved, trusted and fastest growing restaurant brands.

Our Values – Leading Our Culture to Fuel Results



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II. OUR COMMITMENT TO INTEGRITY

Our Commitment to Integrity Together

- > Know the standards of conduct that apply to your job and activities as part of Yum!.
- > Follow these standards – always.
- > Ask if you are ever unsure what is the right thing to do.

What is the purpose of this Code?

Yum! is committed to conducting business in accordance with the letter and spirit of the law and the highest standards of ethical business conduct.

In today's global business climate, the standards and expectations for responsible conduct are more demanding than ever. Yum!'s Global Code of Conduct gives us all direction to navigate that environment.

The Code provides an introduction to important laws and policies that apply to everyone who works for Yum! or one of its brands throughout the world. The Code is also a global resource that helps each of us:

- > Know when to ask for advice, and
- > Know where we can go for guidance if we are ever unclear about the right course of action.

Who is required to follow this Code?

The Code applies to employees of Yum! Brands, Inc. and of its wholly owned subsidiaries (KFC, Pizza Hut, Taco Bell and The Habit) (collectively, "Yum!" or the "Company"), regardless of title, stature or tenure. This includes our board of directors, managers and individual contributors globally.

Unless otherwise indicated, all references in this Code to employee(s) shall be interpreted a references to both employee(s) and director(s).



What are my responsibilities as a Yum! employee?

You are responsible for becoming familiar with and following the Code and the standards within that apply to your job whether that job is with Yum! KFC, Pizza Hut, Taco Bell or The Habit. New employees will be asked to certify their commitment to adhere to the standards of conduct contained in this Code. Many of our employees are required to certify their continued compliance with the Code on an annual basis.

You are also responsible for seeking advice when needed, raising concerns, and reporting potential violations of this Code to management.

You will be doing your part when you:

- > **Stay Informed.** Understand and comply with the policies and standards that apply to your job and our Company; participate in required and voluntary ethics and compliance training sessions; and work with your colleagues to help others become familiar with the applicable requirements.
- > **Seek Guidance.** This Code does not provide all the answers, and you are not expected to know all the answers. You are expected to ask for help and consult with others when the appropriate course of action is unclear to you.
- > **Stand Firm.** Never compromise our standards (or your personal integrity) to meet other goals. If an opportunity to cut ethical corners presents itself, know that you are expected to do the right thing and you have the full support of management in doing so.
- > **Surface the Issues.** You have an **obligation to speak up** if something doesn't seem right. Don't assume that everybody else doing it makes it okay, that management already knows about it, or that someone else will take care of it. Aside from raising concerns, you are also encouraged to bring forward ideas that will help us better manage our compliance responsibilities.



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What role do managers and supervisors have?

If you manage or supervise others, you have been placed in a special position of trust. To maintain that trust, you should:

- > **Be a Positive Role Model.** Lead by example. Show what it means to act with integrity in your everyday decisions and actions. Take responsibility and be accountable for your conduct and that of your team.
- > **Raise Awareness and Understanding.** Use your knowledge of our business to help those around you identify and address ethics and compliance risks.
- > **Set Appropriate Goals.** Deliver and reinforce the message that everyone must operate in line with these standards of conduct, no matter what other objectives are set. Do not establish goals that you know will compromise our values and standards.
- > **Be Responsive.** Respond appropriately to anyone who raises a compliance or ethics-related concern, enlisting other resources as necessary. Monitor the conduct of those you supervise, and if that conduct is not in line with our standards, take action in a fair, appropriate and consistent manner.



Does the Code explain all of the standards I need to know?

The Code is the cornerstone of our commitment to integrity – it provides a basic overview of many of the issues that might arise. But the Code cannot anticipate every issue that may come up or describe every law or policy that may apply to a situation you encounter. Other policies and procedures not described in this Code also apply to Yum! employees. Keep in mind that everybody's role is different, so whether you work in restaurant operations, in another field-based position or at a restaurant support center or other office, make sure you know the rules and policies that apply to you. If you are ever unsure, you should discuss any concerns with your supervisor or someone in your Law Department.

What about different laws in different countries?

Yum! is a global company, and we respect the laws in every country where we do business. While we respect local cultures and customs, we have a responsibility to uphold the same high standards of integrity everywhere, so we must adhere to the standards within our Code of Conduct while following local laws.

If you believe that any provision of the Code may be interpreted as differing from an applicable law, regulation, or other Company policy, please consult your Law Department or a member of your management team. When in doubt, apply the more stringent standard.

Who is authorized to amend or waive any of the provisions in this Code?

This Code of Conduct may be amended or modified by the Board of Directors of Yum! Brands, Inc. Waivers of this Code as to an executive officer or a member of the Board of Directors may only be granted by the Board of Directors or a committee of the Board with specific authority. Amendments, modifications and waivers will be disclosed as required by the Securities Exchange Act of 1934 and the rules thereunder and the applicable rules of the New York Stock Exchange.



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What actions could constitute a violation of this Code?

The following are some examples of actions that may subject employees to disciplinary action under the Code:

- > Violating applicable laws, regulations or Company standards.
- > Directing or encouraging others to violate applicable laws, regulations or Company standards.
- > Failing to report known or suspected violations of applicable laws, regulations or Company standards.
- > Failing to monitor the conduct of subordinates, agents or vendors for whom you have oversight responsibility.
- > Being uncooperative or untruthful during an investigation.
- > Retaliating against others for raising or reporting a Code of Conduct compliance concern, or other ethics concern, in good faith.
- > Other conduct inconsistent with a business environment of high integrity and commitment to compliance with the law.

What are the consequences for violating the Code?

Anyone who violates our Code or its underlying policies may be subject to disciplinary action. While the specific type of disciplinary action will be based on the specific circumstances and severity of each case, it may include one or more of the following:

- > Verbal and/or written warning.
- > Suspension.
- > Demotion.
- > Reduction in compensation.
- > Disqualification from incentive compensation.
- > Termination.
- > Civil penalties.

In addition to these actions, when an illegal act has been committed, the Company may refer the matter to law enforcement. Violations of law can trigger legal actions against you, your colleagues, or the Company with serious consequences.

How will compliance with the Code be monitored and enforced?

The Code of Conduct is more than just a description of our standards of conduct. It is the centerpiece of a global ethics and compliance program which supports our Values and is supported by our Board of Directors and senior leaders. The following functions play a key role in its oversight and enforcement:

- > The Yum! Compliance Oversight Committee provides strategic direction for the compliance program of the Company and monitors results.
- > The Audit Committee of the Board assists and advises the Board on the Company's ethics and compliance program, including receiving reports from management on compliance with this Code, as appropriate.

These oversight mechanisms help ensure that the Code of Conduct is enforced consistently across the business and that individuals at all levels are held accountable for their conduct.



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III. OUR COMMITMENT TO OUR CUSTOMERS, RESTAURANTS, FRANCHISEES AND THE MARKETPLACE

Our Commitment

Yum! prioritizes serving delicious food that lives up to the trust our customers place in us and works diligently to meet the highest safety and quality standards in every aspect of our business – from sourcing and procurement to our food preparation and delivery. In all our business dealings, Yum! strives to be honest and fair. We will compete vigorously, but fairly, and in compliance with all laws protecting the integrity of the marketplace.

Food Safety And Product Quality

Food safety and product quality are at the heart of how we do business and achieve our vision of a world with more Yum!. We seek to always exceed our customers’ expectations by providing the highest quality products in surroundings that are clean, attractive, safe and comfortable.

The integrity of our products depends on employees always following food safety practices that comply with our brands’ high standards and all legal, quality and contractual requirements. We should not allow anything, including cost, to interfere with this commitment. Food safety is everyone’s responsibility.

Yum! Expectations:

- > Follow all legal, quality and contractual requirements that govern how our products are manufactured.
- > Only source materials and products that meet our specifications and come from approved suppliers.
- > Adhere to our food safety standards.
- > Learn, follow and execute food handling and preparation procedures, including proper personal hygiene.
- > Report anything that could compromise our food safety and product quality commitment.

Speak up if You See Anyone:

- > Cutting corners on food safety or product quality to meet production or performance goals.
- > Fabricating the results of food safety tests.
- > Doing anything that could compromise our food safety and product quality commitment.

Question:

I work at a company restaurant, and I’ve seen that cleaning procedures are not being followed properly. People want to get home after the restaurant closes, so they are just rinsing out some equipment, rather than cleaning pursuant to the standards that are posted in the restaurant. Should I do or say anything about this?

Answer:

Yes, you should report the situation to your supervisor, restaurant manager or to the Yum! Integrity Helpline (the Speak Up helpline). We cannot risk compromising food safety because of cutting corners in our cleaning procedures. That could endanger the integrity of our products and the safety of our customers. If you are not satisfied with the response you receive from your line management, use any of the other reporting channels described on page 31 of this document.

Our Commitment to Our Customers, Restaurants and the Marketplace



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Customers

Yum!'s culture includes recognizing, valuing and respecting the diversity of ALL customers. You must not treat a customer differently because of race, color, creed, religion, sex (including pregnancy, childbirth, and medical conditions related to pregnancy, childbirth and breastfeeding), age, mental or physical disability, protected medical condition, physical impairment, genetic information, sexual orientation, gender, gender identity, gender expression, sex stereotyping, national origin, ancestry, nationality, social or ethnic origin, military or veteran status, marital status, citizenship status, political affiliation, or other legally protected status.

Franchisees

Being the World's Most Loved, Trusted and Fastest Growing Restaurant brands means we must have positive, strategic relationships with our franchisees, our most important partners. We treat franchisees fairly and have open and honest communication.

It also means that our franchisees respect Yum! and its brands, upholding our standards of integrity in their restaurant operations, as well as following food safety and other brand standards. Though this Code does not apply directly to franchisees and their employees, Yum! expects franchisees to establish and enforce their own standards and practices to ensure integrity in their operations and a consistent customer experience.

Yum! Expectations:

- > Treat franchisees with respect and fairness.
- > Openly and honestly communicate with franchisees.
- > Protect the confidential information of franchisees.

Speak up if You See:

- > Franchisee information being misused or improperly disclosed.
- > A franchisee being treated unfairly.
- > Violations of the law or business standards, such as food safety or anti-corruption, in franchise operations.

Question:

My friend's daughter is working part-time at a restaurant run by a Yum! franchisee. She has told me that they are keeping and cooking raw food materials after the expiration date. Should I let someone know about this?

Answer:

Yes, as food safety is being compromised and the well-being of customers is put at risk. Also, Yum!'s reputation, as well as the brands', could be damaged. Contact someone at the brand's complaint line, the brand Quality Assurance or food safety teams or the management team, so the situation can be properly evaluated and appropriate measures taken.

Fair Competition

Our goal is to outperform our competition – fair and square. We strive to build the world's most loved, trusted and fastest growing restaurant brands. We have a great formula for success – we need not, and will not, resort to unfair, unethical or dishonest means to win.

We strictly adhere to "competition" laws (called "antitrust" laws in the United States) – laws that create the foundation for free markets around the world. Competition laws generally prohibit anti-competitive agreements, such as agreeing with competitors to set prices or divide markets, and other conduct that undermines fair and open markets.

Yum! Expectations:

- > Compete on the merits of our products and customer service and make no attempts to restrain or limit competition.
- > Differentiate Yum! from its competitors based only on factual comparisons.
- > Only present or advertise truthful information about our products and restaurants.
- > Avoid contacts with competitors that may create the appearance of improper arrangements, side deals, or informal agreements.
- > Select vendors, suppliers and other third parties only on the merits of their products, making it clear we expect full and fair competition for our business.
- > Hold confidential information about Yum!, as well as its customers and suppliers, in the strictest confidence.

Speak up if You See Anyone:

- > Having agreements or discussions with a competitor involving:
 - Prices, pricing formulas, costs or profits.
 - Marketing plans or sales territories.
 - Terms or conditions of sale.
 - Market share, sales capacity, or production volumes.
 - Allocation of customers or product lines.
 - Suppliers, sourcing or distribution methods.
- > Engaging in unfair or deceptive business practices.
- > Gathering information about competitors through inappropriate, misleading or dishonest means.
- > Making false or unsupported negative statements about our competitors' products or businesses.

Our Commitment to Our Customers, Restaurants and the Marketplace



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Red Flag Situations:

The following situations may give rise to competition law risks. Always involve the Yum! Law Department before:

- > Entering into joint ventures, mergers, acquisitions or marketing, purchasing or similar collaborative arrangements with competitors.
- > Establishing exclusive dealing arrangements (e.g., contracts that require a company not to do business with our competitors) or refusing to do business with others because of their relationship with our competitors.
- > Engaging in or coordinating activities with professional associations, such as those setting industry standards or establishing wage policies.
- > Entering into agreements or understandings with competitors that relate to prices, terms of sale, market share or technologies.

Question:

My manager recently asked our team to spread rumors about an E. coli scare at a restaurant across the street. We live in a small town and information spreads easily and quickly. Isn't that unfair to our competition?

Answer:

Absolutely. Our brands have great restaurants, quality products and tremendous customer service. Those are the things that we rely upon to compete for business. Spreading false rumors like this is the wrong thing to do and runs the risk of damaging our reputation, and opening us to potential liability.

Question:

My local Chamber of Commerce representative stopped by yesterday for a chat. In the course of the discussion, she stated that other restaurants in this part of town were worried about wage inflation and wanted to join forces to avoid increased wage costs. She asked if we would be willing to commit to maintaining our current starting wages for at least the next year for the benefit of all the restaurants in town. What should I do?

Answer:

This arrangement could be illegal. Agreements among competitors on wages are often a violation of competition laws. Even with the Chamber of Commerce presenting the suggestion, it could be seen as an agreement among the restaurants. Immediately consult with the Law Department about this conversation and get direction on how best to handle it.

Gifts And Entertainment

Business courtesies – which include gifts (whether branded or not), favors, buying meals, services, transportation, lodging and entertainment – are often exchanged as a part of building good working relationships. While business courtesies can build goodwill, they can call into question the motive behind the person providing them. In short, business courtesies can create their own "conflicts of interest."

We make business decisions based on merit for the Company. Thus, as a general rule, never offer a business courtesy if doing so could make you appear to be attempting to influence a business decision (present or in the future). Likewise, never ask for or accept a business courtesy from a third party, such as suppliers or franchisees (current or potential), if it could be perceived as compromising your objectivity in making a business decision. In all cases, the expense of business courtesies you give must be completely and accurately recorded with an appropriate amount of detail in the Company's books and records, such as expense reports and the proper accounts within the Company's general ledger.

General Requirements

A business courtesy may only be offered, given or accepted if:

- > It is reasonable in amount and not cash (or cash equivalents, such as gift certificates or store cards unless for Yum! restaurants and within the guidelines for your market); and
- > It is offered or given for generalized goodwill purposes, such as recognition, in connection with the promotion, demonstration or explanation of Company products; and
- > Public disclosure of the business courtesy is not likely to cause embarrassment or damage the reputations of those involved, including Yum!; and
- > It is legal and permissible under local law, government regulations and policies of the organizations represented by the person offering, accepting or receiving the courtesy; and
- > It is permissible under specific local or regional policies adopted for your market, authorized at an appropriate Company management level and is properly reflected in the books and records of the Company; and
- > It is not offered, given or accepted where the purpose is to wrongfully influence government officials or business decision-makers to misuse their positions or influence their acts. (See also "Anti-Corruption" on page 24); and
- > It does not involve venues and activities that include "adult entertainment" or any unlawful event, substance or item.

If you are uncertain about the application of these requirements, seek

Our Commitment to Our Customers, Restaurants and the Marketplace



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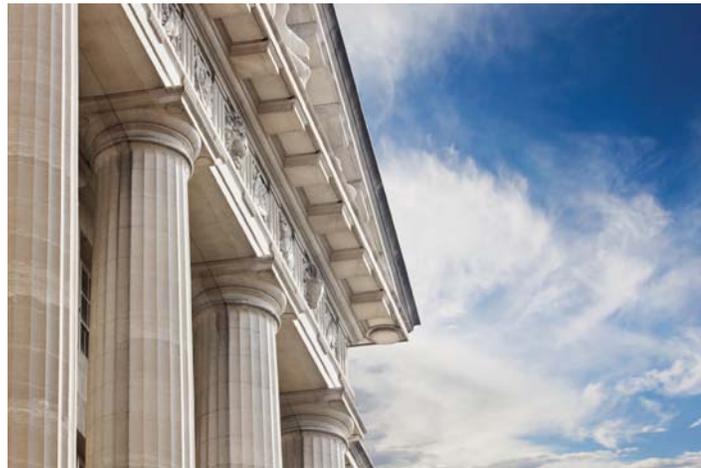
advice from your Law Department. If you receive a gift or offer that you think could violate these requirements, but for some reason you believe you should not return or reject it, you must obtain approval from your Law Department to keep it.

Government Officials

Gifts and entertainment offered to government officials present special risk. Before offering or giving a business courtesy to a government official, you must ensure:

- > Transparency and honesty in the process and accurate recording in Yum!'s records.
- > No law or local Company policy will be violated.
- > The courtesy is directly related to promotion, demonstration or explanation of the Company products (for example, gifts of logo items promoting our brands or a meal to demonstrate new product offerings)
- > The courtesy is nominal in value (inconsequential in value to both the giver and receiver) and offered only to reflect esteem and good-will, such as gifts for traditional holidays or special life events, like weddings and births.
- > There is no decision involving Yum! pending before the government official receiving the gift or the government official's direct reports.
- > You have your Law Department's approval and all reporting has taken place under the terms of your local Company policy.

See the guidance given in the section of this document titled "Anti-Corruption" and the Yum! International Anti-Corruption Policy, which is attached as a supplement to this Code, for more specific direction in this area.



Yum! Expectations:

- > Exercise good judgment, moderation and discretion when giving and receiving business courtesies.
- > Understand the rules and laws that might apply before offering or accepting business courtesies, especially if government officials are involved.
- > Choose venues that are appropriate and moderate in cost, such as restaurants, sporting events, theater or other social or cultural events.
- > Notify your supervisor and the Yum! Law Department anytime a business courtesy received, given or offered violates these standards.
- > If in doubt, ask.

Speak up if You See Anyone:

- > Requesting or accepting a business courtesy with an expectation of getting something in return.
- > Giving or receiving any gift of cash (or cash equivalents such as gift certificates, bank checks, money orders, investment securities, negotiable instruments, loans, stocks or stock options).
- > Participating in an activity that would cause the person giving or receiving the business courtesy to violate his or her own employer's standards.
- > Participating in any entertainment or activity that is unlawful, unethical, sexually oriented, or otherwise inconsistent with our values and standards.
- > Not accurately recording business courtesies in accordance with Company policy reporting requirements.

Our Commitment to Our Customers, Restaurants and the Marketplace

Question:

During my routine communications with one of Yum's vendors, the vendor offered to send one of their products to me for my personal use. It is a fairly expensive item (e.g., a personal tablet similar to an iPad), so I felt uncomfortable about accepting it and initially declined the offer. The vendor has continued to insist that I should take the gift, as it's not a big deal from their perspective and they want me to enjoy it. Can I accept the gift if I do not believe it would affect my judgment in dealing with the vendor?

Answer:

Because you would be receiving a personal benefit of greater than nominal value from a vendor, you should disclose the situation to management or your Law Department and get guidance before accepting the gift. It is highly unlikely you would be permitted to accept the gift, as this could be perceived as compromising your ability to be objective in making business decisions regarding this vendor in the future. If the gift were approved, you would also be required to disclose it on your annual Code of Conduct Questionnaire.

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Working With Suppliers

Our suppliers are valued partners in the success of our business. Our relationships with suppliers must be characterized by honesty and fairness. Suppliers should be selected based on competitive factors such as quality, service, technology and price. In addition, suppliers should share our commitment to ethics, compliance and sustainability.

Yum! Expectations:

- > Only do business with suppliers that comply with applicable legal requirements and Company standards related to labor, employment and safe working conditions.
- > Provide a competitive opportunity for suppliers to win business from Yum!, including small businesses and businesses owned by women, minorities or the disadvantaged.
- > Safeguard proprietary information exchanged with suppliers through confidentiality agreements.
- > Honor commitments, contracts and agreements made with suppliers.

Speak up if You See:

- > Potential conflicts of interest in supplier selection, such as accepting improper gifts, kickbacks or other benefits.
- > Business being given to a company owned by a relative or close friend without prior disclosure of the conflict of interest to management.
- > Direction of Yum! business to a company owned by an individual with ties to a government official who has any dealings with Yum!.
- > Abusive or harassing work environments, unsafe conditions, or other mistreatment of workers in supplier facilities.

Question:

We need to contract with a local firm to provide cleaning supplies and would like to find someone in a hurry. My brother operates a company and I know he can provide what we need. Can't we just save a lot of time and effort by hiring his company directly?

Answer:

No. Hiring your brother because you trust him may be a good personal choice, but it is not necessarily a sound business decision because it creates a conflict of interest between your desire to help your brother and your objectivity in selecting the most competitive supplier for the Company. However, if you make a proper disclosure to Yum!, and are not involved in the selection process or managing the supplier (and no one who reports to you is involved), your brother's company may be able to compete with other qualified suppliers for the contract. You should also disclose this business relationship on your annual Code of Conduct Questionnaire.

For Additional Details and Guidance

- > Refer to the Yum! Supplier Code of Conduct.
- > Yum! is committed to conducting its business in a legal and socially responsible manner. Our Supplier Code of Conduct was developed to establish our expectation that our suppliers comply with all legal requirements and to encourage ethical business practices.



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Global Commerce

Yum! firmly believes in fostering economic growth and international commerce. As an international business, Yum! recognizes its responsibility to the countries where we do business. Our objective is to be a good corporate citizen wherever we operate.

We strive to comply with laws, rules and regulations of all governmental and regulatory agencies that apply to our business. As a company based in the U.S. and listed on a U.S. stock exchange, some U.S. laws affect our business operations around the world, including laws that prohibit transactions that could aid terrorists.

We do not condone, facilitate or support terrorist activities. If you suspect any Yum! supplier, vendor, third party, franchisee, licensee, landlord or other business with which Yum! has a relationship is involved in illegal activity, or if you think any Yum! business activity could benefit terrorists, financially or otherwise, report it to the Yum! Law Department.

Additionally, a number of countries impose restrictions on exports and trade dealings with certain other countries, entities and individuals and involving certain activities. Trade restrictions take many forms, including bans on:

- > Exports to a prohibited country.
- > Imports from, or dealings in property originating in, a specified or sanctioned country.
- > Travel to or from a sanctioned country.
- > New investments in a sanctioned country.
- > Financial transactions and dealings involving a sanctioned country or designated individuals and entities.
- > Participating in boycotts imposed by certain countries (e.g., the League of Arab States imposes a boycott against Israel, and U.S. anti-boycott law prohibits Yum! from participating in the Arab League boycott).

Trade restrictions also include licensing requirements for export of certain products or technology. The list of prohibited countries and restrictions changes with changing global politics.

For this reason, if your work involves sales or shipments across international borders, make sure you keep up to date with the rules that apply and check with your Law Department if you are unsure. You should also check export requirements regarding transfers of technology or products to another country.

An "export" is not only the transfer of a physical commodity – it can include the transfer of restricted information to a national of another country by:

- > E-mail or telephone conversations.
- > Face-to-face discussions, or
- > Visits to Yum! facilities (e.g., carrying with you files or electronic data to share, transfer or transmit).

Yum! Expectations:

- > Follow all relevant international trade control regulations as they relate to imports and exports.
- > Ensure Yum! or its agents provide accurate and complete import declarations and information to government authorities.
- > Screen business transactions against applicable rules that restrict transactions with sanctioned countries, persons and prohibited end users.
- > Screen business relationships with customers, suppliers, and other third parties involved in your international transactions against government-provided watch lists.
- > Do not cooperate with any restrictive trade practice or prohibited boycott under United States or applicable local laws (e.g., the Arab League boycott of Israel) and report any boycott requests that you receive.

Speak up if You See Anyone:

- > Making a false declaration on customs forms or to government authorities.
- > Using invoices for imported goods where the price shown does not reflect the full value, or the description of the goods is not complete, or the country of origin is not correctly identified.
- > Paying money to a middleman as a pass-through to another entity or to avoid revealing the country where the money is going.

Question:

I'm working with a Yum! brand restaurant in Asia to ship supplies from the United States. The country where the restaurant is located has recently banned the import of certain food items from the United States. My local contact has asked me to send the supplies to a neighboring country and "he will take care of it from there." Can I do that?

Answer:

No. The local contact may be using an illicit scheme to get the banned goods into the Asian country through a third country. While this might seem like a clever way around the law, it is likely illegal. The export, import and shipment documentation must accurately reflect where the goods are going, what they are and how they will be used.

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IV. OUR COMMITMENT TO OUR SHAREHOLDERS

Our Commitment

Yum! seeks to maximize long-term shareholder value through a clear business strategy to build our brands and deliver superior financial results. In pursuing business success and shareholder value, we will be forthright when it comes to making business decisions, measuring and reporting our financial performance, protecting Company assets and resources, and trading in Company securities.

Corporate Opportunities

Employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Employees are prohibited from:

- > Personally taking for themselves opportunities that are discovered through the use of corporate property, information or position.
- > Using corporate property, information, or position for personal gain.
- > Competing directly or indirectly with the Company.

In the event your business interests or transactions could appear to overlap with activities or business interests of Yum!, notify your supervisor or your Law Department immediately so the issue can be reviewed and resolved.

Note: This concept of Corporate Opportunities and the guidance above applies to non-employee members of the Company's Board of Directors only to the extent that the corporate or competitive opportunity arises as a result of, or in their capacity as, a Yum! director.

Yum! Expectations:

- > Disclose any personal business investment, transaction or other activity that could interfere, or appear to interfere, with the best interests of Yum!.

Speak up if You See a Colleague:

- > Investing in a business or asset that the Company may want to participate in or buy.

Question:

Through my job at Yum!, I've learned about a new planned commercial development in the town where I grew up. I know I can purchase some neighboring real estate pretty cheaply because most people don't expect future development in that area. Can I buy the neighboring property in anticipation that its value will increase after the new development is announced?

Answer:

Because your personal purchase of the property is driven by information and opportunity you have related to Yum!'s business, you should disclose the situation to management or your Law Department and get guidance before moving ahead with any negotiations or transaction. It is unlikely you would be permitted to purchase property before the announcement of the planned development, as this would be taking personal advantage of an opportunity you learned about through your role with Yum!. If the transaction were approved, you would also be required to disclose it on your annual Code of Conduct Questionnaire.



Our Commitment to Our Shareholders

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Conflicts Of Interest

A "conflict of interest" arises when someone's personal, social, financial or political activities or interests interfere or appear to interfere with their loyalty to the Company or their ability to make an unbiased decision involving Company matters. Conflicts of interest may also arise when an employee or director, or an immediate family member of an employee or director, benefits, or even appears to benefit, from a Yum! business arrangement.

Employees and directors of the Company must avoid, or disclose and obtain pre-approval, where they may have an actual or perceived conflict of interest.

Examples of potential conflicts of interest include:

- > Having more than an inconsequential ownership and/or financial interest in a Yum! competitor or a supplier, franchisee or other third-party that does business with Yum!.
- > Accepting any form of compensation (e.g. services, cash, cash equivalents such as gift cards), or gifts from a Yum! competitor or a supplier, franchisee or other third-party that does business with Yum! without disclosure to and prior approval by Yum!.
- > Having *immediate* family members who work for competitors or a supplier, franchisee or other third-party that does business with Yum! without prior disclosure to and approval by Yum!.
- > Being within the reporting chain of a Yum! employee who is also an *immediate* family member.
- > Having a contractor or consulting role outside of Yum! with a Yum! competitor or a supplier, franchisee or other third party that does business with or on behalf of Yum!, without disclosure to and prior approval by Yum!.
- > Engaging in personal business dealings with Yum!.

These examples relate to the employee, director or their *immediate* family members.

"Immediate family member" includes a spouse, parents, stepparents, children, stepchildren, siblings, stepsiblings, nephews, nieces, aunts, uncles, grandparents, grandchildren, in-laws and anyone who lives in your home or with whom you have a romantic relationship. On conflict of interest matters, you are not responsible for learning about the activities of family members who do not reside with you. For family members who do not live in your home, you need only be concerned with those circumstances that you know about.

Application to Directors – Because of the unique position and fiduciary duty of directors, our conflict of interest policy applies differently to the Board of Directors. Most directors are not full-time employees of Yum! and engage in significant business and professional activities unrelated to Yum! All directors should ensure adequate disclosure and evaluation of actual or potential conflicts of interest that could reasonably be expected or perceived to impact the independence and judgment of the director in performing duties for Yum!.

Upon identification of such an actual or potential conflict of interest, the director should promptly notify the General Counsel of Yum! Brands, Inc. of the situation. The notice and disclosure should be made at a time and in sufficient detail to enable full consideration of the relevant facts and circumstances to allow for timely decision-making and resolution.

No employee or director may accept compensation (in any form) for services performed for the Company from any source other than the Company without the prior approval by the Company's Board of Directors.

Yum! Expectations:

- > Avoid situations that could create or give the appearance of a conflict of interest.
- > Disclose and seek pre-approval of any situation that could result in an actual or potential conflict of interest.
- > Work with your supervisor and your Law Department to resolve any actual or potential conflict of interest.

Speak up if You See a Colleague:

- > Influencing a Yum! decision (for example, choosing a supplier) when they may have stake in the outcome.
- > Using Yum! time, equipment or materials to perform job duties for another employer.
- > Hiring, promoting or directly supervising an immediate family member.
- > Providing or accepting gifts or entertainment if doing so might appear to create bias or to influence a business decision (see also "Gifts and Entertainment" on page 10).
- > Directing business to suppliers that are owned or managed by you or their *immediate* family members (see also "Working with Suppliers" on page 12).

Our Commitment to Our Shareholders



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Question:

I'm a restaurant manager at one of our brand's restaurants. My brother owns a small bakery that focuses on local sourcing and specialty baked goods. He wants to hire me for a short-term project to do a detailed analysis of his financials and operations to see if I can help him make improvements and be more profitable. Is it okay if I do this on my off hours?

Answer:

This would probably be permitted, as it seems your brother's business is not a direct competitor with Yum!. However, there could be questions about this, given it is a restaurant business, so before agreeing you should definitely disclose the proposal to your supervisor and receive approval prior to engaging in the work.

Question:

I have developed a relationship with a real estate investor who owns a lot of commercial property in my area. She leases several of her properties to Yum! and Yum! franchisees. She has asked me to consider investing in a new venture she is starting that will build and lease small storefront spaces to retailers. Can I invest?

Answer:

Because this investor and developer does business with Yum! and its franchisees, any business relationship you have with her raises a potential conflict of interest. Depending on several factors, including your job responsibilities and the connection between this new venture and the other business investments of this investor/developer, you may or may not be able to move ahead with the investment. In any event, you should not make the investment without disclosing the situation to your supervisor and Law Department and receiving an approval, as well as disclosing it on your annual Code of Conduct Questionnaire.

Insider Trading

Yum! respects the rights and legal protections of the investing public. Beyond the obligation to keep investors properly informed about Yum!'s business, it is also important to avoid selective disclosure that can create an imbalance in information among investors. In addition, employees and directors are prohibited from buying or selling securities (stocks, bonds, etc.) of Yum! if they have knowledge of "material non-public information" about Yum!. Similarly, employees and directors may not buy or sell securities of another company when they have material non-public information about that company as a result of work for or with Yum!. These other companies may include current or potential suppliers or other vendors and the non-public information you learn may be material even if it is not material to Yum!.

"Material non-public information" means information that

- > is not available to the public, and
- > a reasonable investor would likely consider important in deciding whether to purchase or sell a security.

Many of our employees may have material non-public information simply by virtue of their positions. Material non-public information might include, for example:

- > introduction of an innovative restaurant design.
- > significant new contracts.
- > changes in dividends.
- > key personnel changes or departures.
- > mergers, acquisitions, joint ventures, and divestitures.
- > major developments in litigation.
- > unreleased earnings statements and forecasts.
- > expected governmental actions relating to Yum! or its industry.
- > licensing agreements.
- > marketing plans.
- > franchisee relationship changes.
- > significant cyber security breaches.

If you have knowledge of any of these – and the information is non-public – you may be in possession of material non-public information, and you must not buy or sell securities with that knowledge. If you are in doubt and do not know if the information is material and non-public, you should reach out to the Yum! Law Department and ask for clarification and obtain pre-clearance prior to trading, if applicable.

The rule also applies to people outside of Yum! who obtain the information from one of our employees (for example, an employee's spouse, friend or

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broker; or lawyers, accountants, or other advisors). This means you must never give someone outside Yum! a "tip" regarding material inside information; this includes discussions on Internet "chat rooms" or social media. Only disclose material inside information about Yum! or other companies where and when necessary to carry out Yum!'s legitimate business and where you are confident the information will be properly handled upon disclosure because of a confidentiality agreement, professional obligations or other protections.

Yum! employees and directors should approach trading in Yum! shares as a long-term investment strategy. You may not engage in trading options, short selling, buying or selling of derivative securities, or other speculative positions relative to Yum! securities. Such transactions may create an appearance of improper trading on inside information or a lack of confidence in the Company.

Yum! Expectations:

- > Protect material inside information and use and disclose it only as necessary to perform your job.
- > "Insiders" (employees who in the ordinary course of the performance of their duties have access to material non-public information regarding the Company) should only trade in Yum! securities:
 - o In accordance with the Company's "Insider" or "Restricted Person" Trading Procedures.
 - o During applicable "trading windows."
 - o If the trade has been pre-approved by the Yum! Law Department (if required by Company policy).
- > Consult with the Yum! Law Department any time you plan to make a trade in Yum! securities and are unsure if you have access to material non-public information.

Speak up if You See a Colleague:

- > Trading in securities of Yum! while in the possession of material non-public information about the Company.
- > Disclosing material non-public information about the Company to others who may trade on the basis of that information.
- > Making trading options, short sales, purchases or sales of derivative securities, or purchases on margin of Yum! securities.

Question:

I am participating in a pilot rollout of a new software system that our Company is considering purchasing from a small tech company with a limited amount of publicly traded shares. I have heard the trial is going well and we almost certainly are going to buy this company's system. I expect other restaurant companies will follow our lead because of the efficiency this software brings. My sister-in-law invests in tech stocks and knows a lot about them. Can I tell her about this and let her decide whether she thinks this company is a good investment?

Answer:

Absolutely not. The information you have about Yum!'s plans to use this company's product could be material non-public information as it relates to the tech company. If you convey it to your sister-in-law, you would be violating your obligation not to divulge confidential proprietary information. Further, if you or your sister-in-law use the information to invest, you may also be violating securities laws.



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Accurate Financial Reporting

Financial and other disclosures that Yum! makes to the public must be complete, accurate, timely, free from misleading statements and understandable. Every piece of data or information that is submitted in connection with the creation of our financial records – including things like time and expenses, vendor purchase orders, invoices, payroll records, inventory data or safety reports – becomes part of the Company's records and therefore must be accurate and complete. You should follow internal controls and applicable accounting requirements when recording this data. You should also ensure back-up documentation (such as receipts, bank statements and executed contracts) clearly substantiates the data recorded into the Company's books.

Yum! Expectations:

- > Follow all Yum! accounting policies, U.S. generally accepted accounting principles and U.S. Securities and Exchange regulations for accounting and financial reporting.
- > Follow the Yum! Authorization Policy to ensure only authorized persons execute contracts and approve disbursements.
- > Ensure that financial and non-financial information and operating metrics are reported accurately and in a timely fashion.
- > Accurately describe transactions in documentation and communications.
- > Maintain segregation of duties and observe proper controls.
- > Provide candid forecasts and assessments of operating results.

Speak up if You See:

- > Transaction records or other disclosures that are false or misleading.
- > Artificial inflation of sales, revenue or other performance data.
- > Stores being counted as new units that aren't fully open yet, and closed stores not yet reported as closures.
- > Use of accounting tricks to "smooth earnings," overstate assets or revenues or understate liabilities or expenses.
- > Activities that are biased towards inappropriately finding debits to depress current results so that next year's results/growth will be higher, or finding credits to artificially inflate current year results.
- > Creating undisclosed or unrecorded monetary accounts.
- > Circumventing or improperly overriding internal controls.

Question:

Your largest franchisee just reported a record 13 new unit openings for the month of December, one more than their target of 12. However, when you review the sales with the franchisee for these new stores in January, you notice two restaurants that have reported unusual sales. When you inquire of the franchisee about these two stores you learn the following:

- > One store opened on December 23rd and subsequently closed the last two days of December due to concerns from the local government about water and electrical permits. The store reopened January 3rd and has been operating since.
- > A second store had a few disruptions in its supply chain when it initially opened on December 29th, resulting in only ~\$50 of sales per day. The supply chain issues were resolved on January 2nd and since then the store's average daily sales have exceeded \$1,000.

While both of these stores recorded sales during the year, it's not clear whether they should be counted as units as of year-end. What do you do?

Answer:

You should always consult the most current version of the unit reporting policy if you are responsible for unit counts in your market, as that policy provides criteria around when a unit is considered open.

As a reminder every potential unit opening or closure matters, as our reported unit counts, both internally and externally, are not rounded. If there are questions or uncertainties on whether a unit should be counted, particularly during our year-end reporting cycles, you should contact the relevant Division Controller for guidance. If there are concerns regarding the potential manipulation or fraudulent reporting of units or sales related to new units, you should contact Yum! Legal and/or Yum! Internal Audit.

For Additional Details and Guidance

For additional details and guidance, or for copies of the Yum! Accounting Policies or Yum! Authorization Policy, contact the Yum! Control team or Yum! Law Department.

To report a complaint regarding financial reporting, consult the [Yum! Complaint Procedures for Accounting and Auditing Matters](#).

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Safeguarding Assets and Confidential Information

Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its profitability. Like our competitors, Yum!'s success depends on certain secret and confidential information, which we all have a duty to protect. You are expected to protect and efficiently use the Company's assets that are entrusted to you, and avoid infringing on assets belonging to others (such as competitors, franchisees or suppliers).

The term "assets" includes things like:

- > Physical assets, property, inventory and records.
- > Financial assets, cash and cash equivalents.
- > Electronic assets, data networks and computer systems and files, including the e-mail system and computers or notebooks assigned to individuals.
- > Intellectual property, trade secrets and patents.
- > Confidential and proprietary information, such as financial analyses, formulas and models, as well as product recipes and ingredients.

Generally speaking, the Company's assets should not be taken or used for personal reasons, except as specifically authorized (for example, in the case of Company vehicles assigned to individuals or other assigned assets). However, situations may arise where infrequent and limited personal use is acceptable. When such situations arise, use sound judgment, common sense and discuss the issue with your manager if there are doubts about the appropriateness of the use. All Company assets in the hands of employees must be returned to the Company upon request and in all cases when employment ends.

Particular care and thought should be given to electronic posting or transmission of Company data or information. Do not post confidential or sensitive information on web sites, blogs, social media, unapproved online collaborations, unapproved online file storage or similar locations that could put the confidentiality of the information at risk or create risk of theft or misuse. Even e-mail or other seemingly "secure" channels of electronic communication may not be appropriate for particularly sensitive or valuable information. If you have concerns about safely transmitting sensitive information, please contact your local IT department or a member of the Global Technology Risk Management team.

Yum! Expectations:

- > Protect access to Company facilities and comply with entry, exit and name badge requirements.
- > Use assets under our control, including raw materials and consumable products, responsibly and secure them from theft, waste or abuse.
- > Accurately report work time.
- > Use only Company authorized web sites and approved collaboration methods for working with others online or on electronic platforms.
- > Consult with our technology experts on how to protect particularly valuable or sensitive information we need to transmit or share electronically.
- > Follow security guidelines designed to protect employees, facilities, information and technology assets.
- > Change our computer and network passwords as required by our policies and standards, including our Global Technology Risk Management policies.
- > Monitor expense reports, vendor payments, account balances, journal entries, payroll figures, and budget variances for unusual activities.
- > Identify and protect intellectual property from unauthorized disclosure or use.
- > Respect valid patents, copyrighted materials, proprietary data, and other protected intellectual property of others.
- > Honor confidentiality and non-disclosure agreements made with others.

Speak up if You See:

- > Unauthorized entry to facilities or secure locations.
- > Theft, waste or abuse of Company assets.
- > Unauthorized use or disclosure of information protected under patent, copyright or trademark.
- > Making unlicensed copies of software for personal or business use.
- > Using Company computers or networks to send e-mails or to access websites that are inappropriate for the workplace.
- > Using confidential or proprietary information that belongs to a former employer.
- > Sharing intellectual property that belongs to one supplier with another supplier.
- > Employees taking proprietary information when exiting employment by the Company.

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Question:

When my friends come in to the restaurant, I usually give them some fries without charge – just a small one. This is such a minor thing, is that okay?

Answer:

No, giving away product in any amount when unauthorized is a violation of Company policy. Small property losses when multiplied throughout our business can add up to a significant extra cost for us and our franchisees.

Question:

A new employee in our product development group has some suggestions for new products based upon formulas and products he created while working in his last job. He says that he is the one who formulated these products. Is it okay to use these ideas and formulas since he works for us now?

Answer:

Probably not. If the formulas are proprietary and confidential they most likely belong to his former employer who paid him to develop them. You should consult with your Law Department on what to do, which will likely mean avoiding use or disclosure of the formulas within Yum!.

Question:

I'm going through some personal challenges and need to occasionally communicate at work with my own lawyer and doctor about those issues. Am I allowed to use the Company's computer and e-mail for this kind of thing?

Answer:

Reasonable personal use of the Company's computer and e-mail systems is permitted. However, these systems are owned and controlled by Yum!. Therefore, keep in mind that electronic communications that you send or receive using Company resources are not necessarily private, and subject to applicable law, may be retained, accessed or monitored by the Company. Thus, you should consider using your own personal systems and devices to transmit or receive confidential or sensitive communications, such as those described above. (See also Privacy and Confidentiality on page 23.)

Records Management

Company records should be maintained in accordance with policies that govern the creation, storage, maintenance, retrieval and destruction of those records. Keep in mind that records can take many forms, such as:

- > Paper records.
- > Electronic records.
- > Pictures.
- > Drawings.
- > Videos.
- > Photographs.

You should fully comply with document hold orders and document preservation and retention policies.

Yum! Expectations:

- > Retain or discard documents in accordance with document retention policies.
- > Store documents in a safe and secure environment.
- > When discarding documents in accordance with our policies, make sure documents that contain confidential or personally identifiable information are fully shredded or destroyed.
- > When a hold order has been issued in connection with litigation or an investigation, ensure that it is fully complied with until the hold order has been released.

Speak up if You See Anyone:

- > Destroying or making alterations to a document that is the subject of a notice to preserve documents in connection with actual or potential litigation.
- > Keeping old files or documents past their retention period.
- > Storing records where they do not belong or may not be secure.

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V. OUR COMMITMENT TO OUR EMPLOYEES

Our Commitment

Yum!, and its subsidiaries, are committed to ensuring our employees are treated with respect and dignity which includes a workplace that is free from discrimination, harassment, bullying, illegal substances and unsafe conditions.

Equal Opportunity

Attracting and retaining the best people and maintaining a diverse group of talented individuals go hand in hand. Yum! recruits, hires, compensates, develops, promotes, disciplines and terminates individuals based upon merit and without regard to a person's race, color, creed, religion, sex (including pregnancy, childbirth, and medical conditions related to pregnancy, childbirth and breastfeeding), age, mental or physical disability, protected medical condition, physical impairment, genetic information, sexual orientation, gender, gender identity, gender expression, sex stereotyping, national origin, ancestry, nationality, social or ethnic origin, military or veteran status, marital status, citizenship status, political affiliation, or other legally protected status.

Yum! Expectations:

- > Make employment-related decisions based on an individual's abilities and merits, not personal characteristics that are unrelated to the job.
- > Provide reasonable religious accommodations as well as accommodations for individuals with disabilities.
- > Value diversity, inclusiveness and teamwork.
- > Recognize and compensate employees based upon performance.
- > Inspire greatness and celebrate our achievements together.

Speak up if You See Anyone:

- > Judging individuals based on their appearance, ethnic background, nationality or other factors unrelated to their abilities or the task at hand.
- > Discriminating against individuals for improper or illegal reasons when making decisions related to employment or work at Yum!.

Mutual Respect and Dignity

Mutual respect and dignity should always be shown in your interactions with colleagues. You should guard against any form of behavior that compromises trust, the quality of the work environment, or the integrity of decision making. Yum! prohibits behavior that harasses, disrupts or in any way creates or contributes to an intimidating, hostile, or offensive work environment.

Yum! Expectations:

- > Treat others as you wish to be treated.
- > Acknowledge and respect individuals with viewpoints that may be different from your own.
- > Work through disagreements or conflicts in an honest, civil and constructive manner.
- > Maintain a professional working atmosphere.

Speak up if You See:

- > Unwanted or inappropriate sexual advances or harassment.
- > Inappropriate jokes, offensive comments, derogatory e-mails, or indecent artwork or photographs.
- > Bullying, threats, intimidation, favoritism, belittling others, verbal or physical rages.

Question:

We have someone on our team who is hearing impaired. He is a great worker. He can speak but he sounds very different from everyone else. Some people make fun of him behind his back. I find it embarrassing and bad for teamwork. What should I do?

Answer:

The conduct you describe is creating an unhealthy work environment, and is unacceptable. You have several options. You could try talking to the people involved – often peer pressure can successfully solve these issues. You could also raise your concerns with management or human resources – who are trained to deal with such problems. In addition, the Speak Up helpline, our integrity helpline, is available for raising concerns.



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Fair Labor Practices

Fair employment practices do more than keep Yum! in compliance with applicable labor and employment laws. They help us attract and retain the best talent for our workforce. Yum! is committed to complying with all laws pertaining to freedom of association, collective bargaining, immigration, wages, hours, and benefits as well as laws prohibiting forced, compulsory and child labor.

Yum! Expectations:

- > Verify the employment eligibility of employees.
- > Accurately compensate employees for regular and overtime hours in accordance with applicable law and in a timely way.
- > Maintain work weeks, rest periods, days off and benefits in accordance with applicable law.

Speak up if You See Anyone:

- > Hiring individuals with false or undocumented employment eligibility records.
- > Coercing employees to bargain collectively or interfering with their ability to do so.
- > Establishing work weeks that exceed applicable legal limitations.
- > Failing to pay employees for all hours worked or making unlawful or unauthorized wage or benefit deductions.
- > Operating with a broken time clock or not accurately recording all hours worked.
- > Denying legally-required holidays, rest periods or days off.
- > Using illegal child labor or forced labor (bonded, indentured or forced prison laborers).
- > Holding an employee's original government-issued identification, passport or work permit without written consent.
- > Including excessive recruitment fees or penalties for terminating employment in labor agreements.
- > Restricting access to sanitary restrooms, drinking water or building exits.

Employee Health and Safety

Yum! is committed to providing safe and healthy work environments for all employees. Workplace injuries and illnesses are often preventable. No activity is so important that it cannot be done safely, and we will not compromise an individual's safety in anything we do. This means we are dedicated to designing, constructing, maintaining and operating facilities that protect our people. Threats, bullying, physical intimidation and violence have no place within Yum! and will not be tolerated.

Yum! Expectations:

- > Follow all applicable safety laws, regulations and policies and encourage those around you to do the same.
- > Ensure proper routine maintenance is performed on buildings, machinery and equipment.
- > Maintain first-aid supplies that are adequate to respond to common workplace injuries.
- > Promptly notify management of any accident, injury, illness, unsafe condition, or threat of violence.

Speak up if You See:

Unsafe activities or conditions, such as:

- > Disabling or removing safety controls or guarding on equipment and machinery.
- > Blocked fire or emergency exits.
- > Exposed or unsafe wiring.
- > Staff operating equipment (e.g. cooking equipment) contrary to Company standards.
- > Work being performed on electrical or powered equipment without following safety procedures.
- > Exposure to infectious diseases.
- > Inadequate ventilation, lighting or temperature controls.
- > Physical threats, bullying, intimidation or violence.

Question:

A fellow worker accidentally cut the protective coating on an electrical wire to a refrigerator in our restaurant. He fixed it by putting on some black electrical tape. I know this person is not an electrician, and I'm concerned that this situation could be a problem, particularly if there were a spill of liquid on the floor. What should I do?

Answer:

Yum! is committed to providing a safe place of work for everyone – that includes proper repair of any damaged equipment. Remember, it's always better to be safe than sorry, so don't be afraid to raise an issue even if you are not sure if it's a real problem. Make management aware of this situation with the taped electrical cord. If you are unable to discuss safety concerns with your local managers, please use the anonymous reporting hotline (known as the Speak Up helpline).



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Substance Abuse

A safe and healthy work environment means employees do not work if impaired or distracted by drugs, alcohol or other substances. Specifically:

- > You may not possess or use illegal drugs or drug contraband (such as drug pipes) at Yum! facilities or while doing Yum! work.
- > You may not work under the influence of alcohol, drugs or any other substance that could prevent you from performing your job safely and effectively.

In addition, unlawful actions by employees involving the use of illegal drugs, alcohol or other substances outside of work can affect Yum!'s reputation and may result in disciplinary action.

Employees who suffer from a substance abuse problem are urged to acknowledge the problem and seek assistance. They may do so by contacting the Yum! Employee Assistance Program at 1-888-779-2224.

Yum! Expectations:

- > Work without impairment from drugs or alcohol.
- > Do not bring drugs or drug paraphernalia to our workplaces.
- > Seek help if you recognize you have a drug or alcohol problem.

Speak up if You See:

- > Employees working under the impairment of alcohol or drugs.
- > The possession, use or distribution of illegal drugs or other substances on Company premises.

Privacy and Confidentiality

Yum! believes in respecting the confidentiality of our employees' and customers' personal information. Personal information is information that can be used (alone or in conjunction with other information) to uniquely identify an individual. Different jurisdictions vary on the exact definition, but personal information often includes government-issued identification numbers, full date of birth, and bank account numbers. Access to personal information should be limited to Company personnel who have appropriate authorization and a clear business need for that information. Employees who have access to personal information must use it appropriately and treat it confidentially and comply with all applicable laws and policies.

Keep in mind that there may be legal restrictions on moving or transmitting personal information outside of a country – you must always seek advice from your Law Department before doing so. Never provide personal employee information requested by anyone outside of Yum! without proper authorization.

Personal data, information or electronic communications created or stored by individual employees on Yum!'s computers or other electronic devices, such as

hand-held devices, including your personal device (if you use it to access Yum! e-mail or data), should not be considered private. Records of your electronic communications may be made and used for a variety of reasons, and may be subject to monitoring or auditing at any time and without notice. Keep this in mind and exercise care when you use Company electronic devices.

Yum! Expectations:

- > Collect, process and use sensitive personal information for legitimate purposes only.
- > Use anonymous, partial or replacement data wherever practical (e.g., company-issued identification numbers in place of social security numbers).
- > Use encrypted files and devices to store and transmit personal information to prevent its unauthorized access.

Speak up if You See Anyone:

- > Leaving data storage devices or sensitive documents in non-secure locations.
- > Sharing personal data with third parties, such as vendors or suppliers, who are not specifically authorized to have such data or who lack appropriate safeguards or restrictions on its use.
- > Transferring personal information between countries without compliance with the applicable legal requirements.

Our Commitment
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Anti-Corruption

Corruption and bribery are very serious matters and are often a violation of law, such as the U.S. Foreign Corrupt Practices and the U.K. Bribery Act. Corruption is bad for business because it impedes investment, undermines economic growth, and reduces market opportunities. When government is for sale, it destroys public trust and denies people and businesses the benefit of open markets and fair competition.

Yum! is committed to preventing bribes within its business and avoiding the perception that it might offer bribes to obtain a business advantage. Employees are therefore, strictly prohibited from giving anything of value to government officials for the purpose of improperly obtaining or retaining business, influencing the performance of official duties, or for any other improper purpose or business advantage. Employees are also prohibited from asking someone else – an agent or other third party – to make any payment, or perform any act, that would be inappropriate for Yum! to do directly.

Be aware that “government officials” covered by many anti-bribery laws can include members of a political party, relatives of government officials, a royal family and employees of state-owned businesses.

Moreover, Yum! also prohibits private corruption, so these rules not only apply to our interaction with government officials, but to our interactions with commercial customers and suppliers.

Yum! has issued a supplement to this Code – the [Yum! International Anti-Corruption Policy](#), with more detailed direction for avoiding activities that could be considered bribery or corruption. That supplement is attached to this Code as Appendix A for ease of reference. All Yum! employees and agents are expected to follow that Policy.

Yum! Expectations:

- > Do not pay bribes. Before giving a gift or providing entertainment to a representative of a company with which Yum! does or may do business or reimbursing the representative's travel expenses, make sure you understand and follow applicable legal requirements and our rules and policies. (See also Gifts and Entertainment on page 10 and the gifts and entertainment policy for your market).
- > Maintain complete and accurate documentation of the purpose and cost of interactions with government officials – improperly recording otherwise lawful expenses in the Company's books, for example, can also violate anti-bribery laws.
- > Do not give a gratuity or other payment to government officials to expedite a routine administrative action (also known as “facilitation” or “grease” payments), unless first obtaining explicit approval through the process described in the Yum! International Anti-Corruption Policy.
- > Ensure due diligence is performed on agents and third parties who interact with government officials on behalf of Yum!.

Speak up if You See:

- > An offer of an improper payment (cash or anything else of value) to a government official, a representative of another company, or any related person or entity.
- > Establishment of an off-the-books “slush” fund for any purpose.
- > Permitting of an agent or representative of Yum! to violate our standards to win or facilitate business on Yum!'s behalf.
- > Someone ignoring evidence that an agent or representative of Yum! has violated our standards to win or facilitate business on Yum!'s behalf.
- > Inaccurate descriptions of any transaction involving a government official, including permitted transactions.



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Red Flag Situations:

The following situations may give rise to corruption risks. Always involve the Law Department if:

- > Background information about existing or potential third-party representatives, agents, franchisees or suppliers indicates:
 - o allegations of improper business practices.
 - o reputation for paying or demanding bribes.
 - o a family or other relationship that could improperly influence the decision of a customer or government official.
- > Any demand to receive a commission payment or personal fee before granting a permit or zoning change.
- > Any suggestion to direct business to a specific representative, partner, or supplier due a "special relationship."
- > Any request to make a payment in a country or to a party not related to the transaction.
- > Donations to charitable organizations headed or supported by government officials or their families.
- > Acquiring or leasing property owned by government officials or their families is proposed.

Question:

I was told I could hire a consultant to take care of getting all the permits we need from a foreign government to open new restaurants. He requested a US\$25,000 retainer and said that he would use the money to "help move the process along." Since we don't really know exactly what that means, do we have to worry about it?

Answer:

Absolutely. You must know where that money is going and for what purpose it is being used. Moreover, Yum! is required to take steps to ensure this money is not used as a bribe. Seek advice from the Law Department.

Question:

I read somewhere that facilitation payments are legal under the U.S. Foreign Corrupt Practices Act. A small payment to a local official to expedite customs clearance of our raw materials seems pretty harmless, and necessary. Why do I have to get so many approvals from management at Yum! to get that done?

Answer:

You are correct that the Foreign Corrupt Practices Act permits facilitation payments, but there are several specific requirements for a payment like that to be legal. Also, facilitation payments are still illegal under the local laws of most countries and are not permitted under the U.K. Bribery Act or Yum!'s policies except in very limited circumstances. Such payments can open the door for additional requests that may be more serious. Once a payment is made, it is virtually impossible to avoid making follow-on payments for the same service. Thus, before Yum! will make a facilitating payment, multiple levels of review are necessary.

For Additional Details and Guidance

- > See the [Yum! International Anti-Corruption Policy](#) - Attached hereto as Appendix A.



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Community and Political Involvement

Yum! believes in contributing to society and encourages employees to share their talents and free time with their communities. However, you should not use Company resources (money, food, transportation, labor, etc.) or the Yum! name when involving yourself with political activities without first obtaining permission from the Government Affairs Department (1-502-874-7087).

The law in some countries allows businesses to make political contributions or to lobby for public policy decisions. However, even in those countries legal and reputational issues can be complicated. Thus, only the Government Affairs Department of Yum! can authorize those contributions from or lobbying activities by the Company.

In rare cases, charitable or political contributions may create an impression that the contributor is attempting to gain undue favor or influence. To ensure this does not occur, provide all relevant information with any request for approval of contributions. This includes information about whether a company or person with which Yum! does or may do business, or a government official, requested or suggested the contribution. (Also see the section on Anti-Corruption on page 24.)

Yum! Expectations:

- > Get involved in civic or charitable organizations that are appropriate for your brand.
- > Consider donating to periodic giving campaigns in our communities.
- > Obtain authorization before interacting with any government official on behalf of the Company.
- > Ensure any charitable contribution made by Yum! is approved by the proper internal authority and is accurately recorded on Yum!'s books.

Speak up if You See:

- > That colleagues are pressured to make political or charitable contributions.
- > Political contributions that are made on behalf of Yum!.
- > The use of Company time, property or resources for political activities.
- > Anyone giving an impression that personal political activities are sanctioned or approved by Yum!.
- > An attempt to influence or lobby for legislative, administrative or political action on behalf of the Company without involvement from the Government Affairs Department.

Question:

I am running for the local school board. Can I use the office photocopier to make copies of my campaign flyers?

Answer:

While your interest in your local school board is commendable, you may not use Company resources for a political purpose. Running for a public office, even the school board, is considered a political purpose.



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Accurate Communication and Disclosure

Investors, customers, suppliers, government agencies and communities depend on the honesty and accuracy of our communications. We are each responsible to communicate externally in a forthright and honest way. Being accurate and transparent in our disclosures about our performance (whether good or bad) builds credibility and trust with external constituents. Likewise, we are committed to cooperating with governments and agencies in their investigations, and complying with valid requests for documents and information in legal proceedings.

Because of our business and the prominence of our brands, Yum! employees may be asked by news media, bloggers or other third party groups/organizations or on social media channels to comment on a variety of public policy or social issues as a representative of the Company. In addition, Yum! employees may be asked to comment on Company business strategies or performance. **Never comment or provide information on company strategy or performance at any time to media, bloggers or third party groups/organizations or on social media channels and immediately refer all inquiries directly to your manager and the Yum! Corporate and Brand Communications teams.**

You must also avoid creating an impression that you are speaking as a representative of Yum! or its brands beyond the scope of your job responsibilities. Sometimes this means making it clear that your comments are personal and should not be attributed to the Company.

Yum! Expectations:

- > As a publicly traded company, Yum! aims to effectively manage its reputation and relationships in social media and the media community with clear rules of engagement that help us build long-term brand love and trust. Please refer to and follow the Yum! Brands Media Relations Policy and Social Media Code which outlines the rules and requirements for media relations and social media engagement by Yum! employees and business units worldwide.
- > The Yum! Corporate and Brand Communications teams at our headquarters and in each market/restaurant support center have established systems for responding to requests from media, bloggers, and third party groups/organizations, and on social media channels and for obtaining management approval for public statements.
- > For any media or similar inquiries related to Yum! or global issues, refer callers to the Yum! Media Line as follows:

☎ Yum! (502) 874-8200

For media and similar inquiries relating to KFC, Pizza Hut, Taco Bell or The Habit in the United States, refer callers as follows:

☎ KFC (502) 874-8100

☎ Pizza Hut (972) 338-7844

☎ Taco Bell (949) 863-3915

☎ The Habit media@habitburger.com

- > For media and similar inquiries about KFC, Pizza Hut, Taco Bell or The Habit outside the United States, refer callers to the local PR or media relations team or the General Manager who will direct the inquiry to the local Crisis Core Team or the Global Brand Communications leaders.
- > Never make public comments or share information on behalf of the Company without authorization. This includes answering questions from media, bloggers or third party groups/organizations. This also includes statements made online and on social media channels, such as tweets, captions, comments and replies on behalf of the Company. For more information, please see the Yum! Brands Media Relations Policy and Social Media Code.
- > Provide truthful and complete information when interacting with government regulators, investigators or providing testimony. Consult with your local or Yum! Law Department before doing so. You may also consult Yum! Government Relations on any questions or concerns at Government.Relations@yum.com.
- > If you choose to identify yourself as a Yum! employee on social media websites, make sure to inform the audience that personal statements



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are just that and are not statements from or on behalf of the Company. In addition, use good judgment and ensure your activities and statements are consistent with the standards contained in this Code and the Yum! Brands Social Media Code. The Yum! Brands Social Media Code describes our required rules of engagement in social media – Authenticity, Responsibility and Respect – which are meant to protect and safeguard employees, our brand reputation and the trust of our customers and stakeholders.

Speak up if You See:

- > Anyone misleading any investigator or other government or regulatory official.
- > Attempts to obstruct the lawful collection of information by authorized government officials. Consult with your local Law Department or Yum! Government Affairs at Government.Relations@yum.com.
- > Information being given to the media, bloggers or other third party organizations or on social media channels without following internal procedures.
- > Websites or postings in the name of Yum! or its brands without proper authorization.



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VI. RESOURCES FOR MAKING THE RIGHT CHOICES

How To Spot Ethical Dilemmas

Before making a decision or carrying out a directive, consider its ethical dimensions by asking yourself:

- > Is this the right thing to do?
- > Who could be impacted by this decision?
- > Would I want someone else to make the same decision if our roles were reversed?
- > Does this meet the letter and the spirit of the law?
- > Would I make a different choice if I were focused on long-term versus short-term gains?
- > Is my judgment free from a conflict of interest, or do I have a personal stake in the outcome that makes me less objective?



- > Would additional advice or expertise help?
- > Would I feel comfortable explaining my decision to my family or a skeptical reporter if it were made public?

When To Get Help

Always seek advice when the appropriate course of action is unclear. For example, when:

- > You are not sure how to apply Yum! policies to a specific situation.
- > The relevant laws or requirements are complex and difficult to interpret.
- > You have limited experience dealing with the subject matter.
- > Different opinions are making the right answer unclear.
- > The proposed action or decision simply makes you uncomfortable.
- > You have a conflict of interest.

You are also expected to report any potential or suspected violations of law, regulation or policy, including the policies set forth in this Code of Conduct. This includes situations when you know or suspect that any of the following parties have been – or are about to be – engaged in illegal or unethical activity:

- > Yum! employees or managers.
- > Agents or third-parties acting on behalf of Yum!.
- > Suppliers or franchisees.
- > Joint venture partners.

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Where To Get Help

There are many options available to help ensure that your questions or concerns are addressed appropriately. While you should choose the channel that you are most comfortable with, your immediate supervisor or manager is usually the best place to start.

You may also raise questions or concerns up the chain of command (i.e., to your supervisor’s supervisor, and so on), or to a specialized resource as outlined below:

Sample Topics	Resources to Consider
Employment, discrimination, harassment, favoritism, wages, hours, interpersonal disputes	Human Resources
Workplace safety, hazardous materials, protective equipment, machinery handling	Human Resources
Environmental releases, permits, disposal	Law Department
Product quality, consumer protection	QA
Import, export, international sanctions, boycott	Law Department
Financial reporting, accounting, tax reporting, books and records	Finance/Internal Audit
Local legal requirements, contract interpretations, litigation, document retention	Law Department
Code of conduct requirements and interpretations, including conflicts of interest, fraud, corruption, collusion, gifts and entertainment	Law Department

In addition, the Company has adopted certain policies which can be found by accessing the Policies page on Yum!Now. If you are unsure who to contact or cannot resolve your issue through management or the other resources listed above, you can discuss the situation with the Yum! Internal Audit Department or the Yum! Law Department.

Resources for Making the Right Choices



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The Yum! Integrity Helpline - The Speak Up Helpline

If you would like to report a concern confidentially or anonymously, you may contact the Yum! integrity helpline, called the Speak Up helpline. This channel of communication is always available, but is especially useful if you feel uncomfortable using another channel of communication or other channels have proven ineffective in resolving an issue.

To use the Speak Up helpline, follow these calling instructions:

Country	AT&T Access Code (if required)	The Speak Up helpline
Phone/Contact Method		
Australia		1-800-08-0731
Canada		844-418-4423
France		0800-90-6210
Germany		0800-180-2445
India	000-117	877-717-2683
Italy		800-902-910
Luxembourg		800 850 88
Russia (all)		8-800-500-1986
Singapore		800-110-1895
South Africa		0800-994-836
Spain		900-9-81211
Thailand		001-800-11-006-7340
The Netherlands		0800-022-6172
United Kingdom		0808-234-0128
United Arab Emirates	8000-021	877-717-2683
United States		844-418-4423
Vietnam	(VNPT) 1-201-0288 (Viettel) 1-228-0288	877-717-2683

Please note that under certain European privacy laws, there are specific categories of allegations that may not be raised through the Speak Up helpline if the issue relates to those countries, but rather, must be raised to a local resource. In these instances, the Speak Up helpline personnel will direct you to an appropriate resource that can assist you.

Resources for Making the Right Choices



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How the Yum! Integrity Helpline (the “Speak Up” helpline) Works

The Speak Up helpline is available 24 hours a day, seven days a week to Yum! employees. The Helpline provides the following features:

- > **Dedicated Assistance.** The Speak Up helpline is administered by a reputable, external service provider that specializes in this area. Your call will be answered by a trained specialist who will document your concern so that it can receive a proper resolution.
- > **Anonymity.** If you contact the Speak Up helpline, you have the option to remain anonymous. If you choose to remain anonymous, it is important to provide as much detail as you can about the situation and to check regularly for status updates or information requests from the team assigned to investigate your concern. You will be assigned a unique case number so that you can remain anonymous but also stay in touch in the future, as needed.
- > **Confidentiality.** If you choose to identify yourself when using the Speak Up helpline the Company will endeavor to keep your identity strictly confidential, sharing it only on a need-to-know basis among those directly handling or overseeing your case. We take confidentiality very seriously and we will maintain confidentiality as best we can consistent with the best interests of the employees involved and our obligations under the law. However, keep in mind that providing your name allows us to contact you if we need additional information, which facilitates a thorough investigation.
- > **Responsiveness.** When a concern comes in through the Speak Up helpline we take it seriously and we act on it. Investigations are conducted in line with Yum!’s policies and in consultation with the Law Department.

Investigations

If you contact the Speak Up helpline you have the option to remain anonymous. If you choose to remain anonymous, it is important to provide as much detail as you can about the situation and to check regularly for status updates or information requests from the team assigned to investigate your concern. You will be assigned a unique case number so that you can remain anonymous but also stay in touch in the future, as needed.

- > Details of an investigation sometimes need to be kept confidential to protect individuals, preserve evidence, prevent a cover-up or otherwise ensure the investigation can be performed effectively. If you are asked to keep information you have about an investigation confidential, you are expected to follow this instruction.
- > Yum! employees are expected to cooperate fully in an investigation and to disclose any relevant information completely and truthfully.
- > Employees who interfere with or provide false information in the course of an investigation may be subject to discipline, including termination

of employment.

Yum! and its brands maintain policies and procedures to be followed in the conduct of investigations, including appointing appropriate internal investigation teams and notifications to management.

In the case of certain complaints or allegations, the General Counsel for Yum! Brands, Inc., Scott Catlett, must be notified immediately (Scott.Catlett@yum.com). These complaints or allegations of potential violations of our Code of Conduct include complaints or allegations involving the following:

- > Any Code of Conduct violation involving an employee that is Level 12 or above
- > Any risk of a governmental investigation or civil or criminal penalties
- > Fraud
- > Theft (excluding in store fraud less than \$25,000 USD which can be led by the local team)
- > Conflicts of Interest
- > Financial irregularities (including key performance indicators – e.g. bonus manipulation)
- > Insider Trading
- > Potential Brand / Company reputational risk

The General Counsel will determine the investigative team depending on the alleged violation.



Resources for Making the Right Choices

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Non-Retaliation Policy

As an employee of Yum!, you have a duty to report potential violations of this Code. An employee who seeks advice, raises a concern or reports misconduct in good faith is doing the right thing. Yum! has policies and procedures in place to prevent retaliation against anyone who, in good faith, reports a concern or participates in an investigation, even if the allegation ultimately is not substantiated.

Anyone, regardless of position or tenure, found to have engaged in retaliatory conduct against someone who has raised a compliance or ethics-related concern in good faith will be subject to disciplinary action, which may include termination. If you feel you have been subjected to retaliation, contact the Speak Up helpline or any member of management for assistance.

Note that our policy against retaliation does not exempt you from discipline if you have engaged in improper conduct. However, Yum! encourages managers and employees to self-report violations, and, depending on the specific circumstances, may treat self-reporting as a mitigating factor when assessing the nature of disciplinary measures to be taken.



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APPENDIX A

Yum! International Anti-Corruption Policy

Yum! Brands, Inc. and its subsidiaries ("Yum!") are committed to doing business with the highest levels of integrity. This means avoiding corruption of all kinds, including bribery of government officials or individuals in the private sector. Yum! will abide by all applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act (the "FCPA"), as well as the applicable laws in every country in which it does business (collectively, "anti-corruption laws"). The requirements of the Yum! Global Code of Conduct ("Code") and this International Anti-Corruption Policy ("Policy") are designed not only to comply with the FCPA and other anti-corruption laws, but also to avoid even the appearance of improper conduct in connection with Yum!'s operations.

This Policy applies to all directors, officers and employees of Yum! globally ("associates"), as well as to Yum!'s international agents, consultants, joint venture partners, and any other third-party representatives when acting on behalf of Yum! (collectively, "representatives"). Strict adherence to this Policy is required.

Although this Policy is intended to provide guidance, anti-corruption matters are not always clear and may sometimes need to be addressed on a case-by-case basis. In all situations where you have a question, please consult the Yum! Law Department. You are also encouraged to review the Department of Justice's Resource Guide to the U.S. Foreign Corrupt Practices Act at <https://www.justice.gov/criminal-fraud/file/1292051/download> for more information about the FCPA.

1. Potential Consequences of Violating this Policy.

Associates who violate this Policy may be subject to disciplinary action, which could include termination. Representatives who violate this Policy are subject to termination of all commercial relationships with Yum! and its affiliates. Violations of this Policy and/or anti-corruption laws could also result in serious criminal or civil fines and penalties against Yum!, and fines and even imprisonment for individuals, both in the US and the country in which the conduct occurred.

2. Prohibited Payments.

Associates and representatives of Yum! are prohibited from making, offering, promising, or authorizing any payment of money or any other thing of value to any government official to obtain, retain, or direct business or to influence any act or decision of a government official in his or her official capacity. "Government Official" includes an employee of any foreign government or any government agency, any foreign government instrumentality, any public international organization, or any political party or any party official, any person acting in an official capacity for or on behalf of any such government or any candidate for public office. Employees or officials of state-owned or state-controlled enterprises may also qualify as a "Government Official", and in many jurisdictions, Yum! interacts

with numerous state-owned or state-controlled enterprises.

You should note that the anti-bribery provisions apply to the giving of anything of value, not only cash or other monetary instruments. This can include, among other things, providing business opportunities, favorable contracts, gifts, entertainment, and gift cards or vouchers. You should also note that the FCPA does not require that a corrupt act succeed in its purpose or even that a payment be made. The offer or promise of an unlawful payment can constitute a violation and is therefore prohibited.

This Policy also prohibits payments of money or anything of value to non-government officials - including both current and potential vendors - in order to obtain improper or undue influence in the commercial relationship.

- 3. Third-Party Payments.** This Policy, the FCPA and other anti-corruption laws prohibit any type of payment to a third party or intermediary ("representative"), while knowing that all or a portion of the payment will be used for the purpose of obtaining improper or undue influence. The term "knowing" includes awareness of a high probability that an improper payment will occur, so conscious disregard or deliberate ignorance (i.e. deliberately keeping yourself from learning of an improper payment when the circumstances indicate a high probability of such improper payment) do not prevent liability. Thus, the conduct of a third party representative may present serious risks to Yum!.

The most important step you can take to guard against improper payments made by representatives is to carefully choose the representative, including agents and consultants, and to control the relationship and use appropriate contract language. You should consult with your business unit's legal representative to determine the steps required by Yum! for conducting appropriate diligence of potential third parties and business partners prior to engaging any third party. Your business unit's legal representative will also provide the contract language that Yum! requires for use with third parties that have the potential to present corruption risk. All potential and current representatives that have the potential to present corruption risk must receive a copy of this Policy.

To avoid even the appearance of impropriety, cash payments to any third party, other than properly documented cash disbursements that are pre-approved by your business unit's legal representative are prohibited. Company checks may not be written to "cash", "bearer" or anyone other than the party entitled to payment.



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4. Facilitating or Expediting Payments. Yum!'s Policy bars "facilitating or expediting payments" except in very narrow circumstances.

The US FCPA allows "facilitating or expediting payments" when they are small payments to a government official necessary to expedite or secure performance of a routine governmental action, such as obtaining official documents, processing governmental papers, or providing postal or utility services. "Facilitating or expediting payments" never include payments made to assist in obtaining or retaining business, and relate only to non-discretionary actions ordinarily and commonly performed by the official.

Except as provided below, this Policy bars facilitating or expediting payments by Yum! associates and representatives unless each of the following criteria are met: (1) the proposed facilitating or expediting payment would occur in a country other than the United States and does not involve a Yum! business unit to which the UK Bribery Act applies; and (2) the proposed payment is:

- (a) customary and legally permissible in the country and under the laws applicable to the Yum! business concerned;
- (b) nominal in amount or value;
- (c) made other than to a senior-level government official;
- (d) documented accurately in the Company's books and records; and
- (e) not in consideration of any improper action by the recipient or to influence any discretionary governmental action

If a facilitating payment meets each of the foregoing criteria, such payment and the type or method of payment must be proposed to the associate's division president, CFO and chief legal counsel, as well as the General Counsel for Yum! Brands, Inc., each of whom must provide prior written approval. Any approved facilitating payment must be accurately recorded in the business unit's accounts.

If you have any questions about "facilitating or expediting payments", you should consult with the Law Department.

5. Books and Records. Associates must help to ensure that Yum!'s corporate books and records accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. No associate may participate in falsifying any accounting or other business record, and all associates must respond fully and truthfully to any questions from Yum!'s internal or independent auditors. Without limiting the foregoing,

all transactions involving government officials must be recorded completely and accurately so that the purpose and amount of such payment is clear. In addition, associates should never agree to requests for false invoices or for payment of expenses that raise questions under this Policy; if such requests are made, you should notify the Law Department.

6. Reporting Violations and Compliance Certifications.

If you believe that a bribe has been or may be made, a payment has been or will be recorded improperly or in any manner that conceals or misrepresents the nature of the transaction, or any other violation of this Policy or the anti-corruption laws has been committed, you have a duty to report the concern to the Company immediately. There are numerous ways for you to report your concerns, including an anonymous report, so please refer to [31](#) of the Code for further information about ways to report your concerns. No one may threaten you or take any action against you for raising questions or reporting concerns under this Policy at Yum!. Yum! will periodically ask representatives and all manager level and above and other designated associates to certify their compliance with this Policy.

7. Training.

It is your responsibility to become familiar with this Policy and to comply with all preapproval and reporting requirements. To increase awareness and understanding of this Policy and anti-bribery laws in general, Yum! requires all above restaurant employees globally to complete a web-based anti-bribery training course. Yum! will also offer in-person anti-bribery training where appropriate and require certain representatives to participate in Yum!-sponsored training where appropriate. Yum! will maintain appropriate records of those who have completed the required training.

8. Oversight and Investigations.

The Law Department is responsible for overseeing this Policy. Any investigation of alleged, reported or suspected violations of this Policy will be conducted jointly by Yum!'s Internal Audit Department and the Law Department. If warranted, details of such investigation and its results will be reported to the Audit Committee of the Board of Directors, and may be reported to governmental authorities. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of management or the Audit Committee. A log of all complaints, allegations, reports and investigations will be maintained by the Law Department in accordance with the Company's document retention policy.



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9. **Auditing and Compliance Reviews.** Yum!'s Internal Audit Department and/or the Law Department will conduct periodic audits and compliance reviews of relevant business units to help ensure continued compliance with the FCPA, other anti-corruption laws and this Policy.
10. **Franchisees.** The Company is not responsible for the actions of its franchisees. However, Yum!'s International Franchise Agreement requires franchisees to comply with the law. If a franchisee gives or receives an improper payment, it would be in breach of our International Franchise Agreement. This Policy must therefore be provided to all franchisees and their compliance must be required as part of their obligation to comply with the law.
11. **Acquisitions.** From time to time, Yum! acquires businesses. In order to ensure that Yum! understands the potential risks associated with those acquisitions and in order to ensure that Yum! quickly and effectively imposes its compliance controls on newly-acquired businesses, Yum! has developed a Corruption Risk Assessment and Compliance Integration Protocol to be integrated into the pre-acquisition diligence process. You should consult with your business unit's legal representative to obtain guidance on implementing the pre-acquisition diligence process.

Red Flag Situations:

The following situations may give rise to corruption risks. Always involve the Law Department if:

- > Background information about existing or potential third-party representatives, agents, franchisees or suppliers indicates:
 - o allegations of improper business practices.
 - o reputation for paying or demanding bribes.
 - o a family or other relationship that could improperly influence the decision of a customer or government official.
- > Any demand is received to receive a commission payment or personal fee before granting a permit or zoning change.
- > Any suggestion is made to direct business to a specific representative, partner, or supplier due a "special relationship."
- > Any request is made to make a payment in a country or to a party not related to the transaction.
- > Donations are requested for charitable organizations headed or supported by government officials or their families.
- > Acquiring or leasing property owned by government officials or their families is proposed.



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