

## **Audit Committee of the YUM! Brands, Inc. Board of Directors**

### **Complaint Procedures for Accounting and Auditing Matters**

Any employee of YUM! Brands, Inc. or one of its restaurant operating companies (collectively, the "Company") may submit a good faith complaint regarding accounting or auditing matters to the management of the Company without fear of dismissal or retaliation of any kind. The Company is committed to complying with all applicable securities laws and regulations, listing standards, accounting standards, accounting controls and audit practices. The Audit Committee of the YUM! Brands, Inc. Board of Directors (the "Audit Committee") will oversee treatment of employee concerns in this area.

In order to facilitate the reporting of employee complaints, the Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters ("Accounting Matters") and (2) the confidential, anonymous submission by employees of concerns regarding questionable Accounting Matters.

#### **Receipt of Employee Complaints**

- Employees with concerns regarding Accounting Matters may report their complaints or concerns to the General Counsel of YUM! Brands, Inc.
- Employees may forward complaints or concerns on a confidential or anonymous basis to the General Counsel through the Company's Employee Hotline, e-mail or regular mail as follows:

Marc Kesselman  
Chief Legal Officer, General Counsel, and  
Corporate Secretary  
YUM! Brands, Inc.  
1441 Gardiner Lane  
Louisville, Kentucky 40213  
(502) 874-2467  
marc.kesselman@yum.com

Employee Hotline (in United States)  
(800) 241-5689

- If an employee is uncomfortable for any reason contacting the General Counsel, the employee may contact the Chair of the Audit Committee as follows:

Chairman of the Audit Committee  
Thomas C. Nelson  
Attention: Corporate Secretary  
Yum! Brands, Inc.  
1441 Gardiner Lane  
Louisville, KY 40213

### **Scope of Matters Covered by These Procedures**

These procedures relate to employee complaints or concerns regarding any questionable Accounting Matters, including, without limitation, the following:

- Fraud or error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company's internal accounting controls;
- Misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company's financial condition or performance.

### **Treatment of Complaints**

- Upon receipt of a complaint or concern, the General Counsel will (i) determine whether the complaint or concern actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the complaint or concern to the sender.
- The General Counsel will promptly report and forward any complaint to the Chairperson of the Audit Committee that relates, or could reasonably relate, to a material Accounting Matter. All other complaints relating to Accounting Matters shall be reported by the General Counsel to the Audit Committee on a periodic basis as directed by the Chairperson of the Audit Committee.
- Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, Internal Audit or such other persons as the Audit Committee determines to be appropriate. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review and subject to requirements of law.
- Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.
- The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints or concerns regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

### **Reporting and Retention of Complaints and Investigations**

The General Counsel will maintain a log of all complaints or concerns, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints or concerns and such log will be maintained in accordance with the Company's document retention policy.

### **Application to Individuals Other than Employees**

These procedures also apply to the receipt, retention and treatment of complaints or concerns relating to Accounting Matters received from persons other than employees of the Company.