

**Yum!**

**worldwide**  
code of  
**conduct**



## Table of Contents

	<u>Page</u>
<i>Yum!'s Passion</i>	3
<i>How We Win Together</i>	3
<i>Introduction/Program Administration</i>	5
<i>Product Quality &amp; Food Safety</i>	7
<i>Quality</i>	7
<i>Food Safety</i>	7
<i>Relationship with Franchisees</i>	8
<i>Global Relations</i>	8
<i>International Anti-Corruption Policy</i>	9
<i>Employee Relations</i>	9
<i>Customers, Suppliers and Competitors</i>	10
<i>Gifts and Entertainment</i>	10
<i>Receipt of Business Gifts, Entertainment and Hospitality</i>	11
<i>Safety and Environmental Protection</i>	11
<i>Political and Community Activities &amp; Contributions</i>	12
<i>Media Relations</i>	12
<i>Information on the Internet and other Electronic Communications</i>	13
<i>Accounts, Record Keeping and Disclosure of Financial Information</i>	13
<i>Substance Abuse</i>	14
<i>Protecting Confidential Information and other Yum! Property</i>	14
<i>Conflicts of Interest</i>	15
<i>Corporate Opportunities</i>	16
<i>Insider Trading and Proprietary Information</i>	17
<i>Investigation Guidelines</i>	18
<i>Amendments and Waiver</i>	18
<i>Supplement to Worldwide Code of Conduct</i>	19



Yum!'s goal is to be the best in the world at building great brands and running great restaurants -- a place where people love to come to work every day excited about their jobs, committed to breakthrough results and a passion for everything they do.

Our formula for success is people capability first...satisfied customers and profitability follow. Our restaurants are run by people who know and love the restaurant business. Our Restaurant General Managers are our number one leaders; our franchisees are our most important partners.

We have created a Yum! Dynasty Growth Model and How We Win Together<sup>2</sup> principles which outline how we will achieve breakthrough results and reinforce our commitment to our employees, our franchisees and our consumers.

## YUM!'s PASSION

Yum!'s Passion is Customer Mania....to put a YUM on customers' faces around the world

Customer Mania means that we expect our restaurant teams to execute 100% CHAMPS WITH A YES with every restaurant experience. On top of this basic principle, we expect our restaurant operators to proactively talk to our customers, respond to their needs and make sure they are satisfied. Customer Mania also means every function and every person in our restaurant support centers is dedicated to serving those who serve our customers by providing best in class field ready programs and tools so that our operators are better able to be customer maniacs.

## HOW WE WIN TOGETHER<sup>2</sup>

Two of our major strengths as a company are our employees and our culture. We believe in treating each other with respect and fostering an atmosphere of caring, open communications and candor. Our "How We Win Together<sup>2</sup>" principles define our culture and how we manage our business.

### **Believe in All People**

We trust in positive intentions and believe everyone has the potential to make a difference. We actively seek diversity in others to expand our thinking and make the best decision. We coach and support every individual to grow to their full capability.

### **We are Customer Maniacs**

Customers rule. Every customer sees it, feels it and knows it in every restaurant. We make sure we have great RGMs who build great teams. 100% CHAMPS with a Yes Attitude is the expectation.

# worldwide code of conduct



## **Go for Breakthrough**

We begin by asking ourselves, "What can I do NOW to get breakthrough results in my piece of Yum!?" Our intentionality drives step change thinking. We imagine how big something can be and work future-back, going full out with positive energy and personal accountability to make it happen.

## **Build Know How**

We grow by being avid learners, pursuing knowledge and best practices inside and outside our company. We seek truth over harmony every step of the way. We consistently drive outstanding execution by scaling our learnings into process and tools around what matters most. Breakthroughs come when we get people with knowledge thinking creatively.

## **Take the Hill Teamwork**

We team together to drive action versus activity. We discuss the undiscussable, always promoting healthy debate and healthy decisions. Our relationships allow us to ask the earth of each other. We make specific verbal contracts to get big things done with urgency and excellence.

## **Recognize! Recognize! Recognize!**

We attract and retain the best people and inspire greatness by being world famous for recognition. We love celebrating the achievement of others and have lots of fun doing it!



## Introduction/Program Administration

The Yum! Code of Conduct (“Code”) applies to all employees of Yum! Brands, Inc. and its subsidiaries and to all directors of Yum! Brands, Inc. Unless otherwise indicated, all references in this Code to employee(s) shall be interpreted as references to both employee(s) and director(s).

This Code sets forth some of the policies and procedures regarding standards of conduct that are required of you as a Yum! employee. It is important that you understand how these standards apply to you. They are intended to help you conform to high ethical standards and to protect Yum!’s and your reputations. If you are a manager, you are expected also to ensure that all individuals you supervise are aware of these policies and procedures, and to promote compliance with them.

If you think that something is wrong, are unsure what is proper conduct in a particular situation or believe that another employee may have violated Yum! policies or applicable law, including the policies set forth in this Code, you have a duty to raise questions and report concerns immediately. If you wish, you may call anonymously on the Yum! integrity helpline, called The Network, at the number listed below. The Network is an organization independent from Yum! which helps businesses maintain high ethical standards. Yum! has a strict policy against retaliation for good faith reports. No one may threaten you or take any action against you for raising questions or reporting concerns.

Country	Phone/Contact Method		Country	Phone/Contact Method
Australia	300-659-389		Singapore	800-638-9675
Belgium	800-638-6380		South Africa	0800-004-814
Brazil	www.netclaim.net		South Korea	770-582-5262
China	866-221-6011		Spain	800-638-6380
Dubai	770-582-5262		Switzerland	800-638-6380
France	See below*		Taiwan	800-130-0545
Germany	800-638-6380		Thailand	800-638-6380
Hong Kong	800-638-9675		The Netherlands	800-638-6380
India	770-582-5262		United Kingdom	800-638-6380
Mexico	866-221-5908		United States	1-800-241-5689

\*France utilizes a local system that identifies the concerned employee in compliance with legislative requirements

Not every concern can be specifically covered in the Code. If you are faced with a situation in which the proper course of conduct is unclear to you, you should discuss it with your manager or senior legal counsel or, if you prefer to discuss the issue anonymously, use The Network number listed above. If uncertainty remains about the appropriate action, your manager, the senior legal counsel or you should discuss the situation with the Yum Internal Audit Department and/or the Yum Law Department. The following contacts may be used for this purpose:

# Yum! worldwide code of conduct



- Mary Nixon: (502) 874-6436  
VP General Auditor
- Christian Campbell: (502) 874-2467  
Senior Vice President, General Counsel and Secretary

The above procedures may be used to report complaints or concerns regarding accounting and auditing matters. In addition to the above procedures, Yum! has established additional procedures for complaints and concerns of employees regarding accounting and auditing matters, including for the confidential or anonymous submission of such complaints or concerns. These additional procedures are described in the Complaint Procedures for Accounting and Auditing Matters, which has been approved by the Audit Committee of the Board of Directors and can be found on the Company's intranet website.

Other policies and procedures not listed here also apply to employees. Employees are expected to ask about, be familiar with and comply with all policies and procedures that apply to their positions and responsibilities. All employees and members of the Board of Directors should respect and comply with all of the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions, in which Yum! conducts its business.

**Failure to adhere to this Code may subject you to disciplinary action, which could include termination. Violations of the law may also result in severe fines and penalties against Yum!, and fines and even imprisonment for individuals.**

Nothing contained in this Code creates any rights to continued employment. As always, you remain an employee-at-will. Either Yum! or you may terminate your employment at any time for any reason, without notice (subject to local law).

Please read this document carefully, as it is important that each and every one of us adheres to these policies and procedures as we conduct our Yum! business.

## WORLDWIDE CODE OF CONDUCT

### **PRODUCT QUALITY & FOOD SAFETY**

At Yum!, product quality and food safety are a cornerstone of our founding truths and a promise we make everyday to our customers.

### **QUALITY**

Quality embodies our basic philosophy of doing business and that is why it is in our founding truths. Our goal is to put a YUM on people's faces around the world, therefore, we must exceed our customers' expectations every day in every one of our restaurants by providing the highest quality products and service, in surroundings that are clean, attractive and comfortable.

We continually monitor our products and services, and work hard to improve them. We expect all our employees to assist in this process by reporting anything which might compromise our quality.

### **FOOD SAFETY**

Food safety is a primary responsibility of Yum!, and nothing, including cost, is allowed to interfere with this responsibility.

To ensure that our customers receive safe, wholesome food, and "food you crave," Yum!:

- Maintains strict specifications for raw products including specifications which meet or exceed government requirements.
- Adheres to a strict food safety testing program.
- Follows rigid food handling and preparation procedures in the restaurants.
- Trains management and crews in proper food-handling procedures and personal hygiene practices.
- Continually monitors and improves its procedures and practices to ensure food safety.

The responsibility for food safety is shared by everyone in our system:

# Yum! <sup>worldwide</sup> code of conduct



- As an employee you are expected to immediately report any problem with food safety to your supervisor or the next level of management.
- Any product suspected to be unsafe must immediately be pulled from distribution until safety can be assured.
- If, at any time, your own health or that of anyone serving the restaurant might negatively impact food safety, you should immediately notify your supervisor and determine the proper course of action.

## **RELATIONSHIP WITH FRANCHISEES**

Our positive strategic relationship with our franchisees is an important and highly valued element of Yum! success.

Franchisees are our most important partners. With this mindset, our goal is to operate as one system, drive sales and operate the best restaurant system in the world.

Our relationship is characterized by:

- Fairness and honesty in our dealings with franchisees and potential franchisees.
- Open communication between Yum! and its franchisees.
- An objective assessment of their performance.

Additionally, Yum! respects its franchisees and protects their confidential information. Franchisees and prospective franchisees provide confidential personal and business financial information to Yum! in the course of obtaining or expanding their Yum! business. This information should be kept strictly confidential and used only for legitimate business purposes.

## **GLOBAL RELATIONS**

Yum! firmly believes in fostering economic growth and international commerce. As an international corporation, Yum! recognizes its responsibility to the interests of the

countries in which we do business. Our objective is to be a good corporate citizen wherever we operate.

We obey all applicable laws and regulations and respect the lawful customs of host countries. We recognize and pay particular attention to each country's priorities regarding economic and social development, including industrial and regional growth, environmental quality, employment



and training opportunities, and the transfer and advancement of technology and innovation. (If there is ever a potential conflict between different legal standards always consult the Legal Department.)

### **INTERNATIONAL ANTI-CORRUPTION POLICY**

The Yum! International Anti-Corruption Policy is attached in its entirety as a supplement to this Worldwide Code of Conduct.

### **EMPLOYEE RELATIONS**

Yum! recognizes that one of its greatest strengths lies in the talent and ability of its employees. Employees are expected to hold themselves accountable to the highest professional standards, with mutual respect being the basis of all professional relationships. Human resource goals have been established to guide the Company activities in employee relations. It is the Company's policy:

- to deal fairly with employees;
- to provide equal opportunity for all in recruiting, hiring, developing, promoting and compensating without regard to race, religion, color, age, gender, disability, veteran status, sexual orientation, citizenship or national origin;
- to maintain a professional, safe and discrimination-free work environment;
- to recognize and compensate employees based on their performance; and
- to provide a competitive array of benefits.

Sexual, racial, ethnic, religious or any other type of harassment has no place in the Yum! work environment. Racial, ethnic and religious harassment includes such conduct as slurs, jokes, intimidation or any other verbal or physical attack upon a person because of race, religion or national origin. Sexual harassment includes unwelcome sexual advances or other verbal or physical conduct of a sexual nature. As noted above, if you think that something is wrong you have a duty to raise questions and report concerns immediately. If you wish, you may call anonymously on Yum! integrity helpline, called The Network, at the number listed on page 5. Yum! has a strict policy against retaliation for good faith reports. No one may threaten you or take any action against you for raising questions or reporting concerns in good faith.

# worldwide code of conduct



## **CUSTOMERS, SUPPLIERS AND COMPETITORS**

We are committed to the continuation of free enterprise. Therefore, we recognize the importance of laws which prohibit restraints of trade, predatory economic activities and unfair or unethical business practices. Yum! will, and expects its employees to, continue to comply with such laws wherever they exist.

In all of its business dealings with suppliers, customers and competitors, Yum! will and expects its employees to:

- Compete vigorously and with integrity.
- Treat all customers and suppliers honestly, fairly and objectively.
- Never discuss or agree with competitors on pricing or any other matter affecting pricing, terms and conditions of sale, limits on production, division of territories or customers and boycotting of third parties.
- Avoid any unfair or deceptive practice or advertisement and always present our services and products in an honest and forthright manner.
- Not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.
- Never criticize a competitor's product without a good basis for such statements, or act in a manner designed to unlawfully exclude competitors from the marketplace.
- Make clear to all suppliers that we expect them to compete fairly and vigorously for our business, and we will select our suppliers strictly on merit.

## **GIFTS AND ENTERTAINMENT**

Our business decisions are made on merit. A business favor, such as a gift or entertainment, will never be offered under circumstances that might create the appearance of impropriety.

In appropriate circumstances, employees may provide existing or potential customers with reasonable entertainment or gifts. However, the gift must be permitted by law, the customer's own policies and your business unit's policies.

Giving gifts to Members or staff of the United States Congress or any Executive Branch official is prohibited. In many instances, gifts to state or local officials are also prohibited or are strictly limited. Accordingly, prior approval is required from the Law Department before any gift may be provided to a state or local official.

## **RECEIPT OF BUSINESS GIFTS AND ENTERTAINMENT**

Gifts (including entertainment, transportation and lodging) offered by suppliers, potential suppliers, franchisees or others in connection with a business transaction create a potential for improper influence – either in reality or in appearance. This could endanger the trust and confidence that are essential to doing business in the marketplace. As a result, employees are prohibited from receiving (for themselves or for any other person) any gift, favor, loan, payment or other special benefit or treatment of any kind (collectively, a “gift”) from any individual or organization that conducts or seeks to conduct business with the Company, or which competes with the Company, if

- (i) the acceptance of the gift could reasonably be expected to interfere with the independence or judgment of the employee in performing his or her duties to the Company (including if such gift could cause you to exercise undue or improper personal influence over other employees) or could reasonably be construed as a business inducement,
- (ii) the public disclosure of the acceptance of the gift could reasonably be expected to cause embarrassment to or otherwise damage the reputation of Yum!, or
- (iii) the acceptance of the gift may create the appearance of being improper or otherwise interfering with independence or judgment in the relationship.

If you receive a gift or an offer from an existing or potential customer, supplier or franchisee *beyond* what is described as permissible in this Code, or if you believe that the circumstances otherwise create doubt about the appropriateness of acceptance, you must decline the gift or offer, unless you receive approval from an Executive Officer (the officer of the company reporting directly to the Chief Executive Officer of Yum! Brands, Inc. that has responsibility for your function) or the Law Department to accept it. Otherwise, if the gift was received, you must return it with a dated note stating that you are unable to accept it and are returning it. For your own protection, alert your manager about the gift or offer and keep a copy of the note.

## **SAFETY AND ENVIRONMENTAL PROTECTION**

Yum! is committed to providing safe and healthy work environments and to being an environmentally responsible corporate citizen. It is our policy to comply with all applicable environmental, safety and health laws and regulations.

We are dedicated to designing, constructing, maintaining and operating facilities that protect our people and physical resources. This includes providing and requiring the use of adequate protective equipment and measures and insisting that all work be done safely.

We believe that protecting the environment is an important part of good corporate citizenship. We are committed to minimizing the impact of our businesses on the environment with methods that are socially responsible, scientifically based and economically sound. We encourage conservation, recycling and energy use programs.



## **POLITICAL AND COMMUNITY ACTIVITIES & CONTRIBUTIONS**

Yum! believes in contributing to society and encourages employees to participate in community activities.

Employees may not use corporate funds, assets or resources (money, food, transportation, labor, etc.) to make any political contributions in the United States or in any other country, even if permitted by applicable laws, except in accordance with the prior authorization of the Government Affairs Department (502-874-8813). No such contributions are allowed for candidates for federal elections or for federal political committees or parties.

This policy is not intended to discourage you from participating in political activities on a voluntary personal basis on your own time or from supporting a candidate or party with your own funds. However, you must make it clear that you do not act as a representative of Yum! in any of your personal voluntary political activities. Further, under no circumstance will you be compensated or reimbursed in any way by Yum! for any personal political contribution, including out-of-pocket expenditures incurred in the course of providing volunteer services. You will not be favored or prejudiced in any condition of employment or promotion as a result of making or failing to make any such political contribution.

The laws and rules relating to political contributions and engaging in political activities are complex. Prior to engaging in any such activity, you must seek prior approval from the Government Affairs Department.

## **MEDIA RELATIONS**

Employees may be asked by representatives of the news media for information concerning Yum!'s position on public issues. Employees should refer any inquiries from the news media directly to the appropriate Yum! Headquarters and Concept Public Affairs staff without offering any personal commentary.

In addition, employees may not release information to the news media about Yum! activities or the activities of other employees without first discussing the matter with the Yum! Headquarters and Concept Public Affairs teams and obtaining management approval. Yum! Headquarters and Concept Public Affairs teams have established systems for responding to news media requests and for obtaining management approval for public statements. Accordingly, any such requests for information must be referred to these teams.

The Concept Public Affairs staff can be reached at:

- Yum! (502) 874-8200
- KFC (502) 874-8100
- Pizza Hut (972) 338-7844
- Taco Bell (949) 863-3915
- Long John Silvers/A&W (502) 874-8200

## **INFORMATION ON THE INTERNET AND OTHER ELECTRONIC COMMUNICATIONS**

Employees should not post confidential or sensitive Company information on the Internet including web sites, news groups, chat rooms and other similar type of locations.

Consideration should also be given to the risks of transmission of such information via modems or e-mail unless encrypted. With increased usage of electronic communications, it is important that employees remain aware of the possibility of unauthorized parties gaining access to transmitted information.

Yum! and its Concepts all have an authorized Web Site. Employees should not develop or establish web sites using the name of Yum! or its Concepts without proper authorization.

## **ACCOUNTS, RECORD KEEPING AND DISCLOSURE OF FINANCIAL INFORMATION**

We will continue to observe the most stringent standards in our financial records and accounts. Our books must reflect all components of transactions and reflect an honest and forthright presentation of the facts.

It is the responsibility of each employee to uphold these standards. Appropriate records must be kept of all transactions. Employees are expected to cooperate fully with our internal and external auditors. Our employees will not:

- Make false or misleading entries in our books.
- Maintain secret or unrecorded funds or assets.
- Make a payment knowing it will be used for a purpose other than that described in our books and records.
- Sign, or ask another employee to sign, documents they know to be inaccurate, untruthful or misleading.

An employee whose activities cause false financial reporting will be subject to disciplinary action, including termination.

We adhere to all laws, rules and regulations which require us to disclose our financial and other relevant information. We make it a high priority to make all disclosures full, fair, accurate, timely and understandable.

## **SUBSTANCE ABUSE**

# Yum! <sup>worldwide</sup> code of conduct



Yum! does not condone nor will it tolerate illegal use or abuse of alcohol, drugs or other substances by its employees or anyone acting for Yum!. To avoid the potential dangers of drug abuse in the workplace and to protect the health and welfare of its employees, customers, and neighbors, Yum! has adopted the following practices and procedures:

- The unlawful manufacture, distribution, dispensing, possession, use, sale or purchase of unauthorized or illegal drugs, contraband (i.e., drug paraphernalia such as pipes) or substances, or the abuse or misuse of legal drugs, alcohol or other substance while on Company business or during working hours is prohibited. Any violation is grounds for disciplinary action, including termination.
- Any employee under the influence of drugs, alcohol or other substance while on Company premises, Company business or during working hours is subject to disciplinary action, including termination.
- Unlawful actions by employees that discredit the Company involving illegal drugs or contraband, alcohol or other substance during non-working hours are grounds for disciplinary action, including termination.

Employees who suffer from a substance abuse problem are urged to acknowledge the problem and seek assistance. They may do so by contacting Yum! Employee Assistance Program at 1-800-646-5612.

## ***PROTECTING CONFIDENTIAL INFORMATION AND OTHER YUM! PROPERTY***

Yum! depends on certain secret and confidential information, knowledge and data which it needs to protect. Employees must not disclose to others or use, except pursuant to their employment duties, any of these secrets or confidential information, knowledge or data whether during or after employment. Failure to adequately protect this corporate information could lead to the loss of highly confidential data that may place Yum! at a disadvantage in the marketplace.

Employees must return all property of Yum! (including all hard copy and computer files; customers lists; personal computer hardware and software; statistical analysis, product pricing and other formulas and models; identification cards; keys and access cards) immediately before or upon termination of employment. Employees must not retain copies of any of that property. To the extent permitted by law, Yum! reserves the right to withhold any funds due an employee until all such property has been returned.

All employees must protect the company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Yum!'s profitability. All Yum! assets should be used for legitimate business purposes. For example, employees may not use, distribute, modify, destroy or provide access to facilities, records, systems, data or other property of Yum! or its franchisees, customers or suppliers except as the employees are authorized to do so in connection with their job responsibilities. Employees are expected to use Yum! voicemail,

electronic mail and other electronic communication services for business-related purposes. Yum! considers such communications (whether electronic, telephonic or written), computer files

and printed forms to be Yum! business records and property. To the extent permitted by law, Yum! reserves the right to monitor these communications as appropriate.

## CONFLICTS OF INTEREST

A conflict of interest occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of Yum!. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. Loans to, or guarantees of obligations of, employees and their respective family members may create conflicts of interest. Federal law prohibits loans to directors and executive officers.

It is important for the Company to be promptly and adequately informed of potential conflict of interest situations so that the potential conflicts may be appropriately analyzed and resolved in the best interests of the Company. In order to facilitate the Company's consideration of these potential conflicts, the Company has adopted separate conflicts of interest policies for employees and directors. The conflicts of interest policy applicable to employees of the Company are set forth in subsection (a) below and the conflicts of interest policy applicable to directors are set forth in subsection (b) below.

### (a) Conflict of Interest Policy Applicable to Employees

Yum!'s conflicts of interest policy with respect to employees is straightforward: Don't compete with Yum! businesses, and never let your business dealings on behalf of any of our businesses be influenced, or appear to be influenced, by personal or family interests. Employees should avoid a conflict of interest with regard to the Company's interests. All potential conflict of interest situations must be disclosed by employees and resolved by the Company, including, without limitation, situations in which an employee:

- has an individual or family interest in a transaction with Yum! or one of its divisions, concepts or subsidiaries (the "Company");
- has a substantial interest in a competitor, franchisee, supplier or customer of the Company;
- has a substantial interest in an organization that does, or seeks to do, business with the Company; or
- receives a gift that is prohibited under the section entitled "Receipt of Business Gifts" from any individual or organization which conducts or seeks to conduct business with the Company or which competes with the Company.

# Yum! <sup>worldwide</sup> code of conduct



Ownership of securities of PepsiCo, Inc. acquired by employees in connection with their prior employment with PepsiCo, Inc. or any of its subsidiaries shall not be considered in any determination of whether the employee has a substantial interest in PepsiCo, Inc.

## (b) Conflicts of Interest Policies Applicable to Directors

Most directors of Yum! have and engage in business and professional relationships and activities outside of their directorship with Yum!. As a result, Yum!'s conflicts of interest policy with respect to directors is designed to ensure adequate disclosure and consideration of the types of conflict of interest situations that are reasonably likely to be of concern to Yum!. Accordingly, directors are required to disclose to Yum! all potential conflict of interest situations that could reasonably be expected to impact the independence and judgment of the director in performing his or her duties as a director of Yum!. Such disclosures are required to be made by the director at such time and in such manner as to provide adequate notice and sufficient information to Yum! to enable Yum! to fully and adequately consider the relevant facts and circumstances related to the potential conflict of interest and to determine the actions, if any, that should be taken to resolve such potential conflict of interest.

## **CORPORATE OPPORTUNITIES**

Employees are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the company. Employees owe a duty to Yum! to advance Yum!'s legitimate interests when the opportunity to do so arises.

Examples of potential corporate opportunities that employees must disclose and that must be resolved include:

- Participating in a venture where the Company has expressed or can be expected to express an interest ;
- Acquiring an interest in property (such as real estate, patent rights, securities or other properties) where the Company has, or can be expected to have, an interest.

These rules regarding corporate and competitive opportunities apply to directors only in so far as the corporate or competitive opportunity arises as a result of, or in their capacity as, a director of Yum.

If you have any questions or concerns with respect to a potential conflict or corporate opportunity, please contact one of the persons listed on pages 5-6 or if you prefer to speak anonymously, contact The Network at the number listed on page 5.

## ***INSIDER TRADING AND PROPRIETARY INFORMATION***

Yum! obeys all laws designed to protect the investing public with respect to disclosure of material information.

Information is considered material if it would be expected to affect a reasonable investor's decision to buy, sell or hold Yum! stock. Examples would be a significant upward or downward revision of earnings forecasts, a significant restructuring change, a major management change, or a significant acquisition or divestiture.

Employees should not effect any transaction in the securities of Yum! (including exercising Yum! stock options) or another company involved with Yum! while they have material nonpublic information about Yum! or the other company.

Employees should not disclose material nonpublic information to anyone (including family members and other employees of Yum!), except where disclosure is needed to enable Yum! to carry on its business, and there is no reason to believe - because of an agreement or otherwise - that the information will be misused or improperly disclosed by the recipient.

Within Yum!, employees should only discuss or disclose material nonpublic information in the ordinary course of business and when they have no reason to believe that the information will be misused or improperly disclosed by the recipient.

Employees may not enter into options trading or short selling of Yum! securities because these transactions may give the appearance of improper trades, look disloyal and are inconsistent with employees' duties to Yum!. Misuse of material nonpublic information can result in criminal or civil liability, or both. No employee should purchase or sell securities, or advise or in any way encourage anyone else to purchase or sell securities, on the basis of material nonpublic information. If an employee transmits material nonpublic information to any other person who acts upon it, both the employee and the Corporation, or either of them, could be liable for the action of such other person.

## ***INVESTIGATION GUIDELINES***

From time to time, it may be necessary for the Company or any of its subsidiaries to conduct investigations with respect to complaints or allegations raised by employees, vendors, franchisees or other parties. These investigations will be conducted pursuant to policies and practices established by the Company and its brands with respect to the nature and allegations of any complaints.

In the case of certain complaints or allegations, the General Counsel, Chris Campbell, must be notified immediately. These complaints or allegations of potential violations of our Code of Conduct include the following:

- Any Code of Conduct violation involving an employee that is L12 or above

# Yum! <sup>worldwide</sup> code of conduct



- Any allegation where there is risk of governmental investigation or civil or criminal penalties
- Fraud
- Theft (excluding in store fraud < \$25,000 which can be led by the local team)
- Conflicts of Interest
- Financial irregularities (including key performance indicators – i.e. bonus manipulation)
- Insider Trading
- Potential Brand / Company reputational risk

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

## **AMENDMENTS AND WAIVER**

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.

## SUPPLEMENT TO WORLDWIDE CODE OF CONDUCT

### YUM! INTERNATIONAL ANTI-CORRUPTION POLICY

Yum! Brands, Inc. and its subsidiaries (“Yum!”) are committed to doing business with high integrity. This means avoiding corruption of all kinds, including bribery of foreign officials. Yum! will abide by all applicable anti-bribery laws, including the U.S. Foreign Corrupt Practices Act (the “FCPA”), as well as local laws in every country in which we do business. The requirements of the Yum! Worldwide Code of Conduct and this 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! worldwide (“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! (“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, associates should consult the Law Department. You are also encouraged to review the Department of Justice’s website at <http://www.usdoj.gov/criminal/fraud/fcpa/> 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 the Policy could also result in serious fines and penalties against Yum!, and fines and even imprisonment for individuals.

2. **Payments to Government Officials.** 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 the employee of any foreign government or any government agency or any public international organization, any political party or party official, or any person acting in an official capacity for or on behalf of any such government or any candidate for public office. You should note that the anti-bribery provisions apply to the giving of anything of value, not only money. This can include, among other things, providing business opportunities, favorable contracts, gifts and entertainment. 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 are therefore prohibited.

3. **Third-Party Payments.** 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 BMU’s legal counsel, are prohibited. Company checks may not be written to “cash”, “bearer” or anyone other than the party entitled to payment. It is also unlawful to make any type

of payment to a third party or intermediary, while knowing that all or a portion of the payment will go to a government official for the purpose of influencing their acts or decisions. The term “knowing” includes conscious disregard and deliberate ignorance. The most important step you can take to guard against improper payments made by third parties is to carefully choose business partners, including agents and consultants. You should consult your BMU legal counsel before entering into any arrangement with a third party if you have any reason to believe that the third party may make a payment to a government official on Yum!’s behalf in violation of the FCPA or this Policy. The Department of Justice FCPA website referenced above describes specific “red flags” that you should be aware of when negotiating business relationships with a third party.

4. **Facilitating Payments.** “Facilitating Payments” 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 Payments *never* include payments made to assist in obtaining or retaining business. As a general matter, facilitating payments by Yum! associates and representatives are prohibited. However, facilitating payments may be made in countries other than the United States where such payments are:

- (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; and
- d) 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, may be made only with prior written approval of the associate’s BMU’s president, CFO and chief legal counsel, as well as the General Counsel for Yum! Restaurants International. Any facilitating payment must be accurately recorded in the BMU’s accounts.

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 shall 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.

6. **Reporting Violations.** 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 FCPA has been committed, you have a duty to report the concern immediately. Please refer to the Yum! Code of Conduct 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!.

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 U.S.-based exempt employees of Yum! Restaurants International, all non-U.S.-based employees Level 10 and above, and certain

other designated associates to complete a web-based anti-bribery training course. Yum! will also offer in-person anti-bribery 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. 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 in accordance with the Company's document retention policy.

9. **Auditing.** Yum!'s Internal Audit Department will conduct periodic audits of relevant BMU's to help ensure continued compliance with the FCPA, local anti-bribery laws and this Policy.