



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 10, 2019

Heidi Krings
The Wendy's Company
heidi.krings@wendys.com

Re: The Wendy's Company
Incoming letter dated January 30, 2019

Dear Ms. Krings:

This letter is in response to your correspondence dated January 30, 2019 concerning the shareholder proposal (the "Proposal") submitted to The Wendy's Company (the "Company") by the Province of St. Joseph of the Capuchin Order et al. (the "Proponents") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence from the Proponents dated March 19, 2019. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

M. Hughes Bates
Special Counsel

Enclosure

cc: Robert Wotypka
The Province of St. Joseph of the Capuchin Order
robertw@thecapuchins.org

April 10, 2019

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: The Wendy's Company
Incoming letter dated January 30, 2019

The Proposal requests that the board report on the Company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company's public disclosures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Lisa Krestynick
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.



The Province of St. Joseph of the Capuchin Order
Office of Corporate Responsibility

19 March 2019

Via e-mail at shareholderproposals@sec.gov

Securities and Exchange Commission
Office of the Chief Counsel
Division of Corporation Finance
100 F Street, NE
Washington, DC 20549

Re: Request by The Wendy's Company to omit proposal submitted by the Province of St. Joseph of the Capuchin Order and co-filers

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the Province of St. Joseph of the Capuchin Order, as lead filer, together with six co-filers (together, the "Proponents") submitted a shareholder proposal (the "Proposal") to The Wendy's Company ("Wendy's" or the "Company"). The Proposal asks Wendy's to report on its process for identifying and analyzing potential and actual human rights risks of its operations and supply chain, including the principles used to frame the assessment, frequency of assessment, methodology used to track and measure performance and how the results of assessment are incorporated into company policies and decision making.

In a letter to the Division dated January 30, 2019 (the "No-Action Request"), Wendy's stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the Company's 2019 annual meeting of shareholders. Wendy's argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(10), on the ground that the Company has substantially implemented the Proposal. As discussed more fully below, Wendy's has not met its burden of proving its entitlement to exclude the Proposal on that basis, and the Proponents respectfully request that Wendy's request for relief be denied.

The Proposal

The Proposal states:

RESOLVED, that shareholders request the Board of Directors of Wendy's report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of operation and supply chain by November 2019, addressing the following:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on human rights risks
- How the results of the assessment are incorporated into company policies and decision making

Substantial Implementation

Rule 14a-8(i)(10) permits exclusion of a proposal that has been "substantially implemented." Wendy's argues that it has substantially implemented the Proposal because it has adopted the Supplier Code of Conduct ("Supplier Code") and Code of Business Conduct and Ethics; those documents and the Company's proxy statement, Wendy's urges, disclose the requested information. The documents to which Wendy's points do not include any of the information sought by the Proposal regarding assessment of *potential* human rights impacts. For *actual* impacts, Wendy's discloses less than half of the requested information. Accordingly, Wendy's existing disclosure falls far short of substantially implementing the Proposal.

The focus of the Proposal is on the process Wendy's uses to identify and analyze both actual and potential adverse human rights impacts. The Proposal asks Wendy's to describe this process, including how performance is measured and tracked, and to explain how the results of assessment are incorporated into Wendy's policies and decisions.

The importance of these kinds of processes is emphasized in the UN Guiding Principles on Business and Human Rights ("UNGPs"), which outline three steps companies should take to satisfy their obligation to respect human rights: adopt a policy commitment, put in place a human rights due diligence process "to identify, prevent, mitigate and account for how they address their impacts on human rights," and provide "[p]rocesses to enable the remediation of any adverse human rights impacts they cause or to which they contribute."¹ The UNGPs assert that a human rights policy statement is most effective when it is "embedded from the top of the business enterprise through all its functions," including through internal communication, training, procurement practices, human rights due diligence, and policies and procedures that set financial and other incentives.²

¹ Office of the High Commissioner on Human Rights, "Guiding Principles on Business and Human Rights," at 15-16 (2011) (hereinafter, "UNGP")

² UNGP, at 17.

Wendy's makes much of the Supplier Code's statements regarding expectations for suppliers and the material in Wendy's proxy statement about risk management. What Wendy's does not acknowledge is that those disclosures relate only to identifying actual human rights impacts; in other words, human rights violations that have already occurred. But the Proposal asks Wendy's to report on its process for identifying not only actual impacts but also potential ones,³ consistent with the UNGPs' emphasis on both prevention and remediation.

The process for identifying potential impacts differs from that for identifying actual impacts. Identifying and assessing potential impacts requires a company to find sources of exposure to human rights risk in its operations and relationships and to analyze the likelihood of adverse impacts. Sources of risk can include operating in or sourcing from particular countries or regions, such as those in which women do not enjoy equal legal protections or those in which conflict is present. Adverse impacts are more likely if a company is involved in functions, such as security, that present high levels of human rights risk.⁴ Particular products may involve greater human rights risk; for example, high levels of child labor are present in the West African cocoa sector.⁵

Wendy's disclosures do not describe what, if anything, Wendy's does to identify and assess potential human rights impacts. The Supplier Code states that "[b]ased on an evaluation of various risk factors, Wendy's may require certain suppliers to provide additional assurance of their business practices related to Human Rights and Labor Practices."⁶ If "evaluation of various risk factors" should be read as referring to a process for flagging potential human rights risks, Wendy's provides none of the information about that process sought by the Proposal:

- It is unclear whether or how the "risk factors" mentioned in the Supplier Code map to human rights principles and, if they do, which ones. Without that information, it is not possible to conclude that the evaluation is relevant to the Proposal.
- The Supplier Code does not state whether supplier "assurances" are used, alone or with other information, to assess human rights risks associated with a supplier or product.
- Wendy's does not describe whether or how it tracks the results of its risk factor evaluations, or the performance of suppliers, over time.
- Wendy's disclosures are silent on the extent to which its evaluation of various risk factors affects the Company's policies or decisions.

With respect to actual human rights impacts, Wendy's disclosure does not address several important elements of the Proposal. First, Wendy's does not disclose the specific human rights standards it uses to evaluate its suppliers, the first bullet in the Proposal. The Supplier Code does mention human rights:

For our suppliers with international operations, our expectations for their behavior outside of the U.S. are informed by standards set forth by the United Nations in The

³ A potential impact is "an adverse impact that may occur but has not yet done so." (UNGP, at 7)

⁴ See <https://www.businessrespecthumanrights.org/en/page/344/assessing-impacts>

⁵ See Antonie Fountain & Friedel Huetz-Adams, "Cocoa Barometer 2018," at 3 ("[A]n estimated 2.1 million children [are] working in cocoa fields in the Ivory Coast and Ghana alone.")

⁶ "Code of Conduct for Suppliers to Wendy's," at 10 (2017) (hereinafter, "Supplier Code") (https://www.wendys.com/sites/default/files/2018-04/2017%20Wendy%27s%20Supplier%20Code%20of%20Conduct_FINAL.pdf)

Universal Declaration of Human Rights and the International Labor Organization (ILO), to the extent they are consistent with applicable law. We encourage our Supplier partners to respect these human rights and labor declarations as part of their business practices.⁷

The Supplier Code's language—"expectations . . . are informed by"--stops short of stating that the UN Declaration of Human Rights and ILO core principles are the standards Wendy's applies to suppliers. As well, the Supplier Code is aspirational; instead of stating that suppliers "must" or even "should" respect the rights contained in the UN Declaration and ILO core principles, the Supplier Code speaks obliquely of "encouraging" suppliers to do so. Nothing in the Supplier Code supports a conclusion that Wendy's uses the UN Declaration and ILO principles as the basis for identifying and assessing human rights impacts.

Second, Wendy's disclosures do not describe a process of human rights risk assessment. Wendy's suggests in the No-Action Request that Quality Assurance ("QA") audits should be considered the equivalent of human rights risk assessments. The Company points to website disclosure indicating that regular QA supplier audits are conducted, which Wendy's urges "publicly discloses the frequency of [the Company's] labor and human rights risk assessment."⁸

Wendy's QA audits, however, are not human rights risk assessments. Audits, which are often pre-announced and for which workers may be coached, tend not to uncover "hidden crimes"⁹ such as modern slavery and child labor. Human rights impact assessment requires stakeholder consultation; the UNGPs state that identifying and assessing human rights risks should "[i]nvolve meaningful consultation with potentially affected groups and other relevant stakeholders."¹⁰ Wendy's does not disclose any such consultation.¹¹

Unlike human rights risk assessments, audits do not generally identify the root cause of violations,¹² which can be crucial in determining whether a company is contributing to violations and has an obligation to remedy them. For example, the price a company pays to its suppliers may be too low to allow the supplier to pay adequate wages and provide safe working conditions¹³ or a company may change requirements suddenly without considering adverse impacts on suppliers.¹⁴

Wendy's does not disclose the human rights principles, if any, that inform its QA audits, and the references to the UN Declaration and ILO principles in the Supplier Code are too vague and precatory for this purpose. Wendy's website disclosure states only that QA audits "include

⁷ Supplier Code, at 10.

⁸ No-Action Request, at 10.

⁹ See <https://www.ethicaltrade.org/issues/audits-and-beyond>.

¹⁰ UNGP, at 36.

¹¹ EY, "Human Rights and Professional Wrongs: Rethinking Corporate Social Compliance in the Supply Chain," at 3 ([https://www.ey.com/Publication/vwLUAssets/EY_-_Human_rights_and_professional_wrongs/\\$FILE/ey-Social-compliance-and-human-rights-report.pdf](https://www.ey.com/Publication/vwLUAssets/EY_-_Human_rights_and_professional_wrongs/$FILE/ey-Social-compliance-and-human-rights-report.pdf))

¹² Ethical Trading Initiative, "Human Rights Due Diligence Framework," at 18.

¹³ Ethical Trading Initiative, "Human Rights Due Diligence Framework," at 13.

¹⁴ Shift, "From Audit to Innovation: Advancing Human Rights in Global Supply Chains," at 6, 20 (Aug. 2013)

some observational questions related to worker welfare, safety and health.”¹⁵ Thus, Wendy’s QA audits do not appear to benchmark supplier performance against clear human rights standards.

The QA audits described in the Supplier Code, as well as the supplier affirmations discussed in the No-Action Request,¹⁶ concern only first-tier suppliers, the companies in a direct contractual relationship with Wendy’s or its supply cooperative. The Supplier Code states: “Each Supplier of food, paper and packaging related products should conduct audits and inspections to ensure *its compliance* with the Code and applicable legal and contractual standards, and Suppliers are expected to document the results of those audits.”¹⁷ (emphasis added) Wendy’s website makes clear that QA auditors also focus on the first-tier supplier, stating that they “directly observe operations conditions of every Supplier.”¹⁸ Although the Supplier Code expresses that suppliers are “expected to require similar standards of doing business from their suppliers and contractors,” there is no evidence that Wendy’s takes any action to evaluate the extent to which this actually occurs.

By contrast, human rights impact assessment analyzes risks created by suppliers beyond the first tier, which are “often more likely, more severe and more difficult to address.”¹⁹ Human rights impact identification and assessment includes not only a company’s own activities, but also “their business relationships, understood as including their business partners, businesses in their value chains (*including those that are one or more tiers removed*) and any other business, government or other entity that is directly linked to their operations, products or services.”²⁰ (emphasis added)

Third, even assuming Wendy’s QA audits do function as human rights risk assessments, the Company’s disclosures do not explain whether or how Wendy’s measures and tracks supplier performance on those audits. The Supplier Code and website do not provide even general information about how suppliers perform on audits or performance trends over time. Nor does Wendy’s disclose the use of a particular framework or key performance indicators in evaluating suppliers or risks in its own operations. Thus, Wendy’s has not taken any steps toward implementing the third bullet of the Proposal.

Fourth, the Proposal’s last bullet, how the results of the assessment are incorporated into company policies and decision making, is unaddressed in Wendy’s disclosures. Although Wendy’s stresses that it focuses on continuous improvement with its suppliers,²¹ and warns that noncompliance with the Supplier Code may lead to termination of the supplier relationship,²²

¹⁵ See <https://www.wendys.com/supply-chain-practices>.

¹⁶ Supplier Code, at 17; No-Action Request, at 10-11.

¹⁷ Supplier Code, at 17.

¹⁸ <https://www.wendys.com/supply-chain-practices>

¹⁹ “UN Guiding Principles Reporting Framework, Guidance Part II: Assurance of Human Rights Performance and Reporting,” at 8 (2017) (hereinafter, “Assurance Guidance”) (https://www.ungpreporting.org/wp-content/uploads/UNGPRF_AssuranceGuidance.pdf)

²⁰ Assurance Guidance, at 29.

²¹ Supplier Code, at 4; <https://www.wendys.com/supply-chain-practices>.

²² See Supplier Code, at 19.

Wendy's provides no information about how Wendy's uses data about human rights impacts in formulating company policy. For example, a company might use data on identified risks to formulate approaches to preventing future adverse impacts, to evaluate the effectiveness of existing training or communication programs, to strengthen grievance mechanisms or to refine its policy commitment.

Finally, Wendy's points to language in the "Board Role in Risk Oversight" section of the proxy statement, urging that "[o]ur enterprise risk management processes include the identification, assessment and supervision of risks associated with noncompliance of laws, regulations and policies, including those set forth in the [Supplier] Code and Code of Ethics."²³ That long section, which is set forth on pages 14 and 15 of the No-Action Request, does not mention human rights and therefore cannot be said to substantially implement any part of the Proposal. Wendy's also urges that corporate responsibility initiatives, which are overseen by the board's Corporate Social Responsibility Committee, "could include issues directly related to human rights."²⁴ Notably, Wendy's does not affirmatively state that it does include human rights, only that it could.

Last year, the Staff rejected similar substantial implementation arguments made by AmerisourceBergen Corp.²⁵ and Eli Lilly.²⁶ The proposal submitted to AmerisourceBergen sought a report on how the company was responding to risks related to the opioid epidemic, including whether any changes had been made in board risk oversight of the issue or executive compensation arrangements. AmerisourceBergen urged that the general disclosures regarding risk oversight and executive compensation in its proxy statement should be viewed as substantially implementing those requests; the proponents objected that those disclosures, which did not mention opioids, fell far short of the proposal's request. Similarly, Eli Lilly urged that its general executive compensation disclosure substantially implemented the proposal's request that the company disclose the extent to which risks related to public concern over high drug prices are incorporated into Eli Lilly's senior executive compensation incentive arrangements. The Staff declined to grant the relief requested by both companies, stating that the companies' existing disclosures did not "compare favorably with the guidelines of the Proposal." The same result is appropriate here.

In sum, Wendy's does not satisfy key elements of the Proposal, precluding a finding that the Proposal has been substantially implemented. None of the disclosures to which Wendy's points describes a process for identifying and assessing potential human rights impacts, rather than impacts that have already occurred. Even as to actual impacts, the regime of QA audits and supplier affirmations on which Wendy's relies falls short of assessing human rights impacts, as the QA audits do not evaluate suppliers against a clear set of human rights standards and do not seek to identify impacts beyond the first tier of Wendy's suppliers. Wendy's provides no information on how it measures and tracks human rights performance or how it incorporates the results of its putative risk assessments into its policies and decisions, other than stating that violations of the Supplier Code can lead to termination of the relationship.

²³ No-Action Request, at 14e.

²⁴ No-Action Request, at 16.

²⁵ AmerisourceBergen Corp. (Jan. 11, 2018).

²⁶ Eli Lilly and Company (Mar. 2, 2018).

* * *

For the reasons set forth above, Wendy's has not satisfied its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10). The Proponents thus respectfully request that Wendy's request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at (312) 282-1613 or robertw@thecapuchins.org.

Sincerely,



Robert Wotypka, OFM Cap., Corporate Responsibility Agent
The Saint Joseph Province of the Capuchin Order

cc: Heidi Krings - Senior Legal Counsel (Heidi.Krings@wendys.com)
Liliana Esposito - Chief Communications Officer (Liliana.Esposito@wendys.com)
Michael Berner - Investor Relations (Michael.berner@wendys.com)

Congregation of Saint Joseph
Glenmary Home Missioners
Portico Benefit Services
Religious of the Sacred Heart of Mary (Western American Province)
Sisters of the Humility of Mary
Sisters of Saint Dominic Congregation of the Most Holy Name



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Heidi.Krings@wendys.com

January 30, 2019

VIA FEDEX OVERNIGHT
AND EMAIL (*shareholderproposals@sec.gov*)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 'F' Street, N.E.
Washington, DC 20549

RE: The Wendy's Company — Shareholder Proposal of the Congregation of Saint Joseph, Glenmary Home Missioners, Portico Benefit Services, Province of Saint Joseph of the Capuchin Order, Religious of the Sacred Heart of Mary (Western American Province), Sisters of the Humility of Mary and Sisters of Saint Dominic Congregation of the Most Holy Name

Dear Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), The Wendy's Company, a Delaware corporation (the “**Company**”), hereby requests confirmation that the staff of the Division of Corporation Finance (the “**Staff**”) of the U.S. Securities and Exchange Commission (the “**Commission**”) will not recommend any enforcement action if the Company omits from its proxy statement and form of proxy for its 2019 Annual Meeting of Stockholders (collectively, the “**2019 Proxy Materials**”) the shareholder proposal entitled “Wendy's Company — 2019 Recruitment and Forced Labor Proposal” (the “**Proposal**”) and statements in support thereof (the “**Supporting Statements**”) submitted by the following co-proponents: (i) Congregation of Saint Joseph; (ii) Glenmary Home Missioners; (iii) Portico Benefit Services; (iv) Province of Saint Joseph of the Capuchin Order; (v) Religious of the Sacred Heart of Mary (Western American Province); (vi) Sisters of the Humility of Mary; and (vii) Sisters of Saint Dominic Congregation of the Most Holy Name (each individually, a “**Proponent**” and collectively, the “**Proponents**”), which are further described below.

In accordance with Rule 14a-8(j) of the Exchange Act, this letter is being submitted to the Commission no later than eighty (80) calendar days before the Company intends to file the definitive 2019 Proxy Materials with the Commission. Also, in accordance with Staff Legal Bulletin No. 14D (November 7, 2008) (“**SLB No. 14D**”), we are submitting this letter to the Commission via email to *shareholderproposals@sec.gov*. Pursuant to the guidance provided in Section F of Staff Legal Bulletin No. 14F (October 18, 2011), we request that the Staff provide its response to this request for no-action relief via email to the undersigned at the email address noted in the last paragraph of this letter.

*** FISMA & OMB Memorandum M-07-16

Pursuant to Rule 14a-8(j), we are simultaneously sending a copy of this letter and the attachments hereto to each Proponent and its respective designated agent. Rule 14a-8(k) of the Exchange Act and SLB No. 14D provide that a shareholder proponent is required to send the company a copy of any correspondence that such proponent elects to submit to the Commission or the Staff. Accordingly, we hereby inform the Proponents that, if any Proponent elects to submit additional correspondence to the Commission or the Staff relating to the Proposal, the Proponent should concurrently furnish a copy of such correspondence to the undersigned on behalf of the Company.

THE PROPOSAL

The Proposal presents the following resolution:

RESOLVED, that shareholders request the Board of Directors of Wendy's report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain by November 2019, addressing the following:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on human rights risks
- How the results of the assessment are incorporated into company policies and decision making

The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.

Copies of the Proposal and the Supporting Statements, together with other relevant correspondence relating to the Proposal, are attached hereto as **Exhibit A**, pursuant to Staff Legal Bulletin No. 14C (June 28, 2005) ("**SLB No. 14C**").

BACKGROUND OF THE COMPANY SUPPLY CHAIN

The Company is the world's third-largest quick-service hamburger company. Our restaurant system includes over 6,600 Wendy's® franchise and Company-owned restaurants globally, with more than ninety percent (90%) in the United States and Canada. Wendy's core values were created by our founder, Dave Thomas, fifty (50) years ago — "Quality is our Recipe," "Do the Right Thing," "Treat People with Respect," "Profit Means Growth" and "Give Something Back." They are timeless guideposts for our employees and franchisees, as well as our suppliers.

Wendy's restaurants offer an extensive menu, specializing in hamburger sandwiches and featuring fillet of chicken breast sandwiches, chicken nuggets, chili, french fries, baked potatoes, freshly prepared salads, soft drinks, Frosty® desserts and kids' meals. In addition, the restaurants sell a variety of promotional products on a limited basis. In providing these products and serving the needs of our customers and franchisees, the Company approves authorized suppliers, vendors and distributors (collectively, "**Suppliers**") that provide goods, products, equipment and services (collectively, "**Products**") to our restaurant system and other outlets operated under the Wendy's

concepts (the “**Wendy’s System**”). Several hundred Suppliers are approved to supply Products to the Wendy’s System, and the vast majority of Suppliers are located in the United States and Canada, which reflects the footprint of our restaurants. Our core values, strong ethical principles and quality are of paramount importance to us, and we expect Suppliers to use best practices, demonstrate business integrity and uphold the highest ethics in all aspects of their operations, including human rights and labor practices.

As is common in our franchise restaurant concepts, purchasing for the Wendy’s System is governed by a cooperative structure. The Company works closely with Quality Supply Chain Co-op, Inc. (“**QSCC**”) to provide the Wendy’s System with Products that best combine quality, consistency and value. QSCC is the cooperative that oversees the supply chain, and is the sole authorized purchasing organization for, all Wendy’s restaurants in the United States and Canada.

QSCC is an autonomous non-profit business entity. The Company and most of our franchisees are members of QSCC, and QSCC is governed by a board of directors democratically elected by QSCC members. The Company collaborates with QSCC, QSCC represents its members in supply chain initiatives and operates in ways that ensure QSCC’s cooperative autonomy and continued ownership and control by its members. QSCC requires Suppliers to execute and adhere to a mandatory *Supplier Operation Agreement* that explicitly requires Suppliers to comply with all applicable laws, rules and regulations regarding, among other things, human rights-related matters, including but not limited to workplace health and safety, child labor and voluntary employment.

Furthermore, we have established a comprehensive mandatory *Code of Conduct for Suppliers to Wendy’s* (the “**Code**”) that applies to Suppliers of Products to the Wendy’s System (including Suppliers contractually managed by QSCC) and other major Suppliers (such as professional services firms, marketing agencies and other service providers) that are managed directly by the Company. Our commitment to operating under our core values extends to the long-standing, collaborative relationships that we have with Suppliers, and the Code provides public transparency to the requirements that are contractually imposed on Suppliers. The Code is further described in the *Analysis* section below. Also, the Code is publicly available on our website¹ and attached hereto as **Exhibit B**.

BASIS FOR EXCLUSION OF THE PROPOSAL

As discussed more fully below, we hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from the 2019 Proxy Materials pursuant to Rule 14a-8(i)(10) of the Exchange Act (“**Rule 14a-8(i)(10)**”) because the Company has already substantially implemented the Proposal.

¹ The Code is also publicly available at https://www.wendys.com/sites/default/files/2018-04/2017%20Wendy%27s%20Supplier%20Code%20of%20Conduct_FINAL.pdf?_ga=2.163322748.1197883490.1548147751-885685339.1510691799.

ANALYSIS

I. Rule 14a-8(i)(10) Background

Rule 14a-8-(i)(10) permits a company to exclude a shareholder proposal from its proxy materials “[i]f the company has already substantially implemented the proposal.” The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” *See* Proposed Amendments to Rule 14a-8 Under the Securities Act of 1934 Relating to Proposals by Security Holders, Exchange Act Release No. 34-12598 (July 7, 1976) (the “**1976 Release**”). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when a proposal was “‘fully’ effected” by the company. *See* Proposed Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders, Exchange Act Release No. 34-19135 (Oct. 14, 1982). By 1983, the Commission recognized that the “previous formalistic application of [the Rule] defeated its purpose” because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. *See* Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Related to Proposals by Security Holders, Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “**1983 Release**”). The Commission subsequently adopted this revised interpretation to the rule to permit the omission of proposals that have been “substantially implemented.” *Id.* The 1998 amendments to Rule 14a-8 of the Exchange Act codified this position. *See* Amendments to Rules on Shareholder Proposals, Exchange Act Release No. 34-40018 (May 21, 1998) (the “**1998 Release**”).

When a company has demonstrated that it has already taken actions to address the underlying concerns and essential objectives of a shareholder proposal, the Staff has concurred that the proposal has been “substantially implemented” and may be excluded as moot. The actions requested by a proposal need not be “fully effected” by the company to be excluded; rather, to be excluded, such actions need only to have been “substantially implemented” by the company. *See* the 1983 Release. In 1998, the Commission reiterated that “substantial” implementation under the rule does not require the company to implement a shareholder proposal fully or exactly as presented or preferred by the proponent. *See* the 1998 Release. The Staff has noted that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *See Texaco, Inc.* (March 28, 1991).

Accordingly, the Staff has permitted differences between a company’s actions and a shareholder proposal when the company’s actions satisfactorily address the proposal’s essential objectives, even when the company did not take the exact action requested by the proponent, did not implement the proposal in every detail or exercised discretion in determining how to implement the proposal. *See Apple, Inc.* (Dec. 11, 2014) (concurring with exclusion of a proposal requesting the establishment of a public policy committee to oversee various governance and policy issues because the company had existing systems and controls, including multiple board committees, to oversee the proposal matters); *Walgreen Co.* (Sept. 26, 2013) (concurring with exclusion of a proposal requesting elimination of supermajority voting requirements in the

company's governing documents where the company had eliminated all but one supermajority voting requirement); *Duke Energy Corporation* (Feb. 21, 2012) (concurring with exclusion of a proposal requesting the company to assess potential actions to reduce certain greenhouse gas and other emissions because the requested information was available in the company's Annual Report on Form 10-K and annual sustainability report); and *Exelon Corp.* (Feb. 26, 2010) (concurring with exclusion of a proposal requesting a report on certain aspects of the company's political contributions because the company already adopted corporate political contribution guidelines and issued a related report that, together, provided "an up-to-date view of the [c]ompany's policies and procedures with regard to political contributions" addressing the proposal's essential objective). *See also International Business Machines* (Jan. 4, 2010) (concurring with exclusion of a proposal requesting periodic reports of the Company's "Smarter Planet" initiative because the company already reported on certain of those matters through the company's related web portal, investor website, employment websites, social media and other outlets); *The Dow Chemical Co.* (Mar. 5, 2008) (concurring with exclusion of a proposal requesting a report discussing how the company's efforts to ameliorate climate change have affected the global climate because the company already made statements about its efforts related to climate change in various corporate documents and disclosures); *Johnson & Johnson* (Feb. 17, 2006) (concurring with exclusion of a proposal requesting verification of employment legitimacy because the company was already acting to address the proposal's concerns); and *Talbots Inc.* (April 5, 2002) (concurring with exclusion of a proposal requesting implementation of a code of corporate conduct based on United Nations International Labor Organization standards because the company already established its own business practice standards).

Furthermore, the Staff has taken the position that a shareholder proposal requesting that a company's board of directors prepare a report on a particular corporate initiative may be excluded when the company has published information about that initiative on its website. *See, e.g., Mondalēz International, Inc.* (March 7, 2014) (concurring that a proposal urging the board of directors to prepare a report on the company's process for identifying and analyzing potential and actual human rights risks in its operations and supply chain was substantially implemented through relevant information on the company's website); and *The Gap, Inc.* (March 16, 2001) (concurring that a proposal requesting that the board of directors prepare a report on child labor practices of company suppliers was substantially implemented when the company published information on its website with respect to the company's vendor code and monitoring programs). *See also, e.g., Aetna Inc.* (March 27, 2009) (concurring that a proposal requesting a report describing the company's policy responses to concerns regarding gender and insurance was substantially implemented when the company published a paper addressing such issues).

II. Application of Commission and Staff Precedent to the Proposal

As illustrated below, the Company has substantially implemented the Proposal through:

- (i) Our Code, which was developed and published after partnering with an independent third-party to conduct a risk assessment specific to supply chain human rights and labor practices, considers and incorporates human rights principles, as called for in the first prong of the Proposal;

- (ii) Our Code and other public disclosures describe the frequency and methodology of human rights risk assessments, as called for in the second and third prongs of the Proposal;
- (iii) The Company's Code, *Code of Business Conduct and Ethics* and other policies and public disclosures concerning human rights demonstrate the incorporation of risk assessment results into Company policies and decision-making, as called for in the fourth prong of the Proposal; and
- (iv) The Company's robust enterprise risk management processes and policies, which assess, monitor and mitigate all enterprise-wide risks, achieve the Proposal's essential objective of risk assessment oversight and disclosure.

A. *The Company's Code of Conduct for Suppliers clearly sets forth the human rights principles "used to frame the assessment," as requested in the Proposal.*

The Supporting Statements claim that the Company "does not describe a risk assessment process, or a grievance mechanism . . . that would bring issues to the [C]ompany's attention to be addressed." Such allegations are categorically inaccurate. The Company adopted its *Code of Conduct for Suppliers to Wendy's*, which espouses the best practices of our supply chain and outlines the specific expectations and requirements we have for Suppliers. The Code applies to all Suppliers of Products and services to the Wendy's System.² The Code provisions address the environmental and social issues that are most relevant to our business and brand and articulate how we manage and govern environmental and social risks across our operations and supply chain.

Furthermore, Suppliers are expected to use best practices in all aspects of their operations and conduct business in a manner consistent with the core principles and strong ethical values of the Company and our franchisees.³ This focus on upholding quality while adhering to such principles and values – specifically, "Do the Right Thing" and "Treat People with Respect," as these values relate to human rights and labor practices⁴ – applies to all components of our business. Accordingly, the Code represents a codification of our "way of doing business" and a pledge with Suppliers to work toward continuous improvement in all aspects of Company operations, including human rights.⁵

In 2017, we revised the Code to include additional assurances and requirements related to human rights and labor practices from our Suppliers. Our decision to expand the Code in this regard reflected our ongoing risk assessment process, which considered the nature of agricultural work, the agricultural workforce and an evaluation of various risk factors for the Wendy's supply chain. The Code is also more extensive than the requirements set forth in *The Wendy's Company*

² Code at 4.

³ Code at 2.

⁴ Code at 10.

⁵ Code at 4.

Code of Business Conduct and Ethics (the “**Code of Ethics**”),⁶ which is further described below and attached hereto as **Exhibit C**.⁷

We note that the Proponents themselves have affirmed that the Company has established and documented in the Code the human rights principles used to frame the assessment. The Proposal requests that the Company’s board of directors (the “**Board**”) report on, amongst other things, “[h]uman rights principles used to frame [an] assessment” of the Company’s process for identifying and analyzing human rights risks with respect to the Company’s operations and supply chain. In the Supporting Statements, the Proponents both declare that the Company “[respects] human rights in its [Code]” and recognize that the Company’s Code implementation is akin to the “adoption of principles” and the “first step in effectively managing human rights risks.”

As acknowledged by the Proponents, the Code accurately demonstrates the Company’s priority focus on Supplier responsibility across critical areas of our supply chain.⁸ People are our most valuable asset, and our mutual success is enabled by the respect and dignity we hold for each individual and the value placed on trusted relationships. To that end, the Company takes all human rights and labor practices issues seriously and expect the same from our Suppliers.⁹

It is important to note that, as indicated above, the substantial majority of Product Suppliers operate and supply the Wendy’s System from the United States and Canada and therefore are subject to rigorous, comprehensive and stringently enforced labor laws and regulations. Additionally, the Code specifically addresses various human rights principles taken into account with respect to global supply chain compliance. The Code delineates our expectations and requirements for Suppliers on various human rights- and labor-related matters, including but not limited to the following:¹⁰

- *Hiring Practices.* Suppliers must commit to employing only individuals who are legally authorized to work. Suppliers are also responsible for verification of each employee’s age, identity and legal right to work.
- *Minimum Age Requirements and Child Labor.* Underage child labor (as defined by applicable law or regulations) is not to be tolerated by Suppliers. We expect all Suppliers to adhere to the U.S. Fair Labor Standards Act (the “**FLSA**”) or Canadian Employment Standards Act (the “**CESA**”), whichever is applicable, and other applicable laws governing wages, hours worked and safety requirements for minors (*i.e.*, individuals under age 18). International Suppliers are encouraged to adhere to the standards and conventions of the International Labor Organization (the “**ILO**”) or similar authority.
- *Healthy and Safe Work Environment.* We expect Suppliers to provide a safe and healthy workplace in compliance with applicable laws and regulations.

⁶ See The Wendy’s Company, *Supply Chain Management and Responsible Sourcing*, available at <https://www.wendys.com/supply-chain-practices> (last visited Jan. 28, 2019).

⁷ The Code of Ethics is also publicly available at <https://www.wendys.com/code-conduct>.

⁸ Code at 4.

⁹ Code at 10.

¹⁰ Code at 10-11.

- *Housing Conditions.* In the event any Supplier provides housing for its employees, any such facilities must be constructed and maintained in accordance with applicable laws and regulations, including but not limited to housing codes.
- *Voluntary Employment.* Suppliers should only employ individuals whose presence in the workplace is voluntary. Consistent with the ILO's position on forced labor, Suppliers should not utilize or engage factories or production facilities that force work to be performed by unpaid or indentured laborers or those who must otherwise work against their will.
- *Working Hours and Time Off.* Suppliers should ensure all employees comply with applicable laws and regulations, as well as published industry standards pertaining to the number of hours and days worked.
- *Wages and Benefits.* The Company expects Suppliers to fairly compensate employees and provide wages, benefits and overtime premiums that comply with applicable laws and regulations, account for all hours worked, and match or exceed the local minimum wages and benefits in the relevant industry.
- *No Discrimination or Harassment.* We expect every Supplier to provide equal opportunity to its employees in compliance with applicable laws. Suppliers are also expected to provide a work environment free of any form of discrimination or harassment.
- *Freedom of Association.* Suppliers must respect any right of their employees to join legal organizations of their own choosing. Suppliers must not threaten or penalize employees as a result of any lawful efforts to organize or bargain collectively.
- *Labor Practices Reviews.* Suppliers of certain fresh agricultural products harvested by hand or in an otherwise manually intensive way will be subject to third-party human rights and labor practices reviews.

Consistent with our core values and the tenets and requirements of the Code, we believe we are responsible for focusing on the Company's business success, while serving the interests of our customers, employees and communities. As indicated on our website, to elevate our corporate responsibility efforts, the Company works with BSR[™], a global leader in corporate responsibility, to develop sustainable business strategies and solutions.¹¹ BSR is a global nonprofit business network and consultancy dedicated to sustainability, with more than 250 member companies and other partners.¹² We are continuously focused on improving our corporate responsibility performance and work with BSR to make a difference.¹³ In fact, BSR was the Company's partner in conducting a risk assessment specific to supply chain human rights and labor practices, after which the Code was developed and published. BSR's teams focus on six core areas that include the following related to human rights generally:¹⁴

¹¹ The Wendy's Company, *Corporate Responsibility at Wendy's*, available at <https://www.wendys.com/corporate-responsibility> (last visited Jan. 28, 2019).

¹² BSR, *The Business of a Better World*, available at <https://www.bsr.org/en/about> (last visited Jan. 28, 2019).

¹³ The Wendy's Company, *Corporate Responsibility at Wendy's*, *supra*.

¹⁴ BSR, *Areas of Expertise*, available at <https://www.bsr.org/en/expertise> (last visited Jan. 28, 2019).

- *Human Rights.* BSR draws on a global network of partners from business and civil society to tackle human rights challenges and help companies in all sectors meet and exceed global human rights standards.
- *Supply Chain Sustainability.* BSR works with companies' supply chain, sourcing and procurement functions to develop supply chains that deliver business value and are inclusive, resilient and transparent, which creates long-term benefits for all involved stakeholders.
- *Sustainability Management.* BSR helps companies structure a sustainability management approach that mitigates risk and captures emerging opportunities, which creates mutual benefits for both business and society.
- *Women's Empowerment.* BSR catalyzes business action for women's empowerment and delivers value for business by developing high-impact women's empowerment strategies, driving progress for women in global supply chains and tackling systemic challenges collaboratively.

Also, with respect to the report requested in the Proposal, although the Code and Code of Ethics are not "reports" *per se*, the Proposal's essential objectives are fundamentally encompassed and patently addressed in the Code, other Company policies and public disclosures on our corporate website,¹⁵ as well as within the comprehensive scope of our enterprise risk management processes. The Staff has permitted differences between a company's actions and a shareholder proposal if the company's actions satisfactorily address the proposal's essential objectives, even when the company did not take the exact action requested by the proponent, did not implement the proposal in every detail or exercised discretion in determining how to implement the proposal. *See Walgreens Boots Alliance, Inc.* (Nov. 13, 2018) (concurring with exclusion of a proposal requesting a report describing the company's implementation plans ensuring its policies and practices advance and do not undermine sustainable development goals because the company's corporate social responsibility report addressed its efforts to contribute to such goals). Numerous other letters also take this approach. *See Entergy Corp.* (Feb. 14, 2014) (concurring with exclusion of a proposal requesting a report "on policies the company could adopt to take additional near-term actions to reduce its greenhouse gas emissions," despite that the company's existing related disclosures and report did not address the ability to make such reductions, because the company already provided environmental sustainability disclosures on its website and in a separate report); *Merck & Company, Inc.* (March 14, 2012) (concurring with exclusion of a proposal requesting a report on the safe and humane treatment of animals because the company already provided information on its website and additional information was publicly available through disclosures to the U.S. Department of Agriculture); *ExxonMobil Corporation* (March 17, 2011) (concurring with exclusion of a proposal requesting a report on the company's steps taken to address ongoing safety concerns because the company's "public disclosures compare[d] favorably" with the proposal guidelines); and *The Boeing Co.* (Feb. 17, 2011) (concurring with exclusion of a proposal requesting that the company "review its policies related to human rights" and report its findings because the company already adopted its own policies,

¹⁵ See The Wendy's Company, *Supply Chain Management and Responsible Sourcing*, *supra*. See also The Wendy's Company, *Conduct Third-Party Human Rights Reviews*, available at <https://www.wendys.com/what-we-value> (last visited Jan. 28, 2019) and The Wendy's Company, *Corporate Responsibility at Wendy's*, *supra*.

practices and procedures regarding human rights). *See also The Procter & Gamble Co.* (Aug. 4, 2010) (concurring with exclusion of a proposal requesting a water policy based on United Nations principles because the company already adopted its own water policy); *Wal-Mart Stores, Inc.* (March 30, 2010) (concurring with exclusion of a proposal requesting adoption of global warming principles because the company had policies reflecting at least to some degree the proposed principles); *ConAgra Foods, Inc.* (July 3, 2006) (concurring with exclusion of a proposal requesting a sustainability report because the company was already providing information generally of the type proposed to be included in the report); and *The Gap, supra* (concurring with exclusion of a proposal requesting a report on child labor practices of company suppliers because the company already established a code of vendor conduct, monitored compliance, published information relating thereto and discussed labor issues with shareholders).

Thus, we have already substantially implemented the Proposal's request that the Company address the "human rights principles used to frame the assessment." The Code and other Company policies and public disclosures, as well as our partnership with BSR clearly communicate and identify the Company's core values, human rights principles and commitment to ongoing sustainability improvements, all of which collectively frame, influence and encompass our policies, expectations and requirements for all Suppliers to the Wendy's System.

B. *The Company's Code of Conduct for Suppliers and other corporate disclosures achieve the Proposal's essential objective of assessment frequency and human rights risk tracking and performance measure methodology.*

The Company publicly discloses the frequency of its labor and human rights risk assessments and the methodology we use to track and measure Supplier performance related to such risks, particularly in the Code and on our website. For example, we conduct regular Quality Assurance audits at the farms, plants, facilities and other operations locations of all of our Suppliers, during which Quality Assurance auditor directly observe operations conditions of every Supplier in the Wendy's System at least annually.¹⁶ We support an open, honest and transparent dialogue with our Suppliers, and we developed the Code with the input of our Supplier community, including the assessment frequency and risk tracking and performance measure methodology elements summarized below:

- Suppliers understand that the Code will evolve and be updated periodically as necessary to reflect and incorporate changes to our business environment, industry, best practices, Products and processes. This review and updating process encourages new learning and research applicable to both Company and Supplier operations. Through this process, the Company consults with third-party and non-governmental organizations when establishing and refining our practices with the intent of furthering our responsibility commitments and sustainability stewardship.¹⁷
- As a condition of doing business with the Wendy's System, each Supplier must comply with all applicable Code provisions and annually reaffirm to our Quality Assurance team the Supplier's receipt and understanding of the mandatory Code and specific outlined

¹⁶ The Wendy's Company, *Supply Chain Management and Responsible Sourcing, supra*.

¹⁷ Code at 4-5.

expectations therein.¹⁸ These annual affirmations compel Suppliers to thoughtfully consider the Code requirements and bolster their compliance endeavors. In addition, Suppliers that maintain their own codes of conduct may share them with the Company as part of the affirmation process.¹⁹

- The Company supports and encourages Suppliers to provide annual ethics training to all of its employees.²⁰
- We expect Suppliers to require from their suppliers and contractors standards of conducting business similar to those prescribed by the Code. Noncompliance by any supplier or contractor of a Supplier could directly impact the Supplier's relationship with the Company and QSCC.²¹
- Suppliers undergo regular audits conducted by both trained Company Quality Assurance representatives and third-party experts.²² We have the right to conduct (or have our designee conduct) unannounced inspections of Supplier facilities and records.²³ During these visits, our Quality Assurance auditors directly observe operations conditions of every Supplier at least annually. These audits typically include observational questions regarding worker welfare, safety and health.²⁴ More specifically, the Code requires third-party reviews related to human rights and labor practices for Suppliers of hand-harvested, whole, fresh produce, such as tomatoes, lettuce and berries. We may expand these practices in the future as necessary based on evolving standards and risks.²⁵
- Suppliers are urged to conduct their own audits and inspections to ensure compliance with the Code and applicable legal and contractual standards. Suppliers are expected to document all audit results.²⁶
- The Company monitors the Code compliance of Suppliers. Verification of a Supplier's Code compliance may be demonstrated through various methods, including but not limited to: (i) third-party certification; (ii) submission of materials, such as existing sustainability or annual reports, audits or supplier contracts; (iii) compliance with local, state/provincial or national regulatory programs; (iv) Company Quality Assurance audits; and (v) participation in national or international programs focused on continuous improvement of business conduct, as applicable.²⁷
- We continue to engage third-party groups and experts on corporate social responsibility matters. This input helps the Company to make informed decisions on Code expansions

¹⁸ Code at 3, 5 and 16.

¹⁹ Code at 3.

²⁰ Code at 14.

²¹ Code at 16.

²² The Wendy's Company, *Supply Chain Management and Responsible Sourcing*, *supra*.

²³ Code at 17.

²⁴ The Wendy's Company, *Supply Chain Management and Responsible Sourcing*, *supra*.

²⁵ The Wendy's Company, *Supply Chain Management and Responsible Sourcing*, *supra*. See The Wendy's Company, *Conduct Third-Party Human Rights Reviews*, *supra*.

²⁶ Code at 17.

²⁷ *Id.*

while upholding our “Do the Right Thing” core value and our commitment to continuous improvement.²⁸

- All Suppliers (including their suppliers and contractors), must comply with all applicable federal, state/provincial and local laws and regulations as part of responsible business operations, including but not limited to: (i) applicable employment, immigration, civil rights and anti-discrimination laws; (ii) any required industry standards; and (iii) the Company’s ethical principles and core values. Such compliance emphasizes the respect and dignity the Company and Supplier has for each individual.²⁹
- The Company and all Suppliers must also adhere to applicable law wherever business is conducted. For Suppliers with domestic operations, such compliance includes, but is not limited to, observance of the FLSA and other applicable laws. Suppliers in Canada are expected to comply with applicable laws, including the CESA. We also expect Suppliers with international operations to act in accordance with applicable standards of the UN set forth in *The Universal Declaration of Human Rights* and the ILO. We encourage Suppliers to respect these human rights and labor declarations as part of their business practices.³⁰
- Above all, the Company expects its Suppliers to consider at all times what is right and reasonable.³¹

The Company is transparent in our explanation of the frequency of and methodology used to conduct audits and assessments of our Suppliers. In light of the foregoing public information specifically disclosing the frequency and methodology of the assessments requested in the Proposal, we believe that the Company has already substantially implemented and achieved the essential objectives of the second and third prongs of the human rights risk assessment requested by the Proposal.

C. The Company’s Code of Conduct for Suppliers and other public disclosures regarding human rights matters achieve the Proposal’s essential objective of incorporating risk assessment results into Company policies and decision-making.

The Proposal requests that in the recommended human rights assessment, the Board should address “[h]ow the results of the assessment are incorporated into [C]ompany policies and decision[-]making.” As noted above and discussed in more detail below, our Code and the public disclosures on our corporate website concerning human rights risks clearly identify the various methods through which we incorporate risk assessment results into Company policies and decision-making. Such action is taken by different stakeholders, including our Board, management team, Suppliers, non-governmental organizations, third-party partners and audit firms.³²

²⁸ The Wendy’s Company, *Supply Chain Management and Responsible Sourcing*, *supra*.

²⁹ Code at 3.

³⁰ Code at 10.

³¹ Code at 20.

³² See Code at 4.

With respect to our Suppliers, we believe that a “continuous improvement” model is the best strategy to advance and improve conduct within Supplier organizations. As such, the Company’s relationship with our Suppliers is based on mutual trust and transparency, and we strongly advocate that Suppliers work toward improvement of policies, practices, processes and talent.³³ As explained in the Code, we expect Suppliers to work toward continuous improvement in: (i) implementation (compliance with applicable Code provisions); (ii) enhanced practices (doing more than is required under the Code); and (iii) best practices (exceeding industry expectations consistently in one or more Code areas).³⁴ We recognize and celebrate the successes of Suppliers who “go above and beyond” for continuous improvement.³⁵

The Code drives the Company’s expectations for all Suppliers, and Code compliance informs our decision-making and ongoing assessment process. The Code also outlines numerous ways in which the results of assessment actions are incorporated into our policies and decision-making. For example, the Code prohibits Suppliers from engaging in the conduct and business practices that are of concern to the Proponents. Based on an evaluation of various risk factors, we may require Suppliers to provide additional assurance of their business practices related to human rights and labor practices.³⁶ If a Supplier is noncompliant with applicable Code provisions, the Company’s response and expectations for successful resolution might include the following: (i) the Supplier’s immediate implementation of corrective measures under a Company-approved plan; (ii) initiation of a probationary period before being deemed as compliant; (iii) development of a continuous improvement program; or (iv) performance and completion of a satisfactory reaudit.³⁷ On occasion, when unintended violations occur despite a Supplier’s demonstrated good faith to adhere to the Code, the Company will work collaboratively with the Supplier to correct the noncompliance.³⁸ If a Supplier does not comply with applicable Code provisions to our satisfaction or does not uphold our core values and ethical principles, then termination of the Supplier relationship will likely proceed.³⁹ Repeat noncompliance is also inconsistent with our way of doing business and may be cause for immediate termination.⁴⁰

The way in which we conduct business speaks to the Company’s operations and supply chain. Each of our Supplier relationships, transactions, decisions and interactions could potentially enhance or diminish our reputation, which is why defining acceptable business behavior begins with consistently observing applicable laws, regulations and industry standards and guidelines.⁴¹ Our Code is not punitive but instead is engaging and promotes collective aspirational thinking and partnership between the Company and our Suppliers.⁴²

³³ Code at 18.

³⁴ *Id.*

³⁵ *Id.*

³⁶ Code at 10.

³⁷ Code at 19.

³⁸ *Id.*

³⁹ *Id.*

⁴⁰ *Id.*

⁴¹ Code at 14.

⁴² Code at 5.

As discussed above, the Company already publicly discloses how assessments are derived from the Company's policies and procedures, and how results of these assessments inform its decision making through its existing enterprise risk management and governance structure. Given the Code's various provisions that address how the Company incorporates risk assessment results into Company policies and decision-making, we believe the Company has already achieved the essential objective of the fourth prong of the human rights risk assessment requested by the Proposal.

D. *The Company's robust enterprise risk management processes and policies achieve the Proposal's essential objective of risk assessment oversight and disclosure.*

The Supporting Statements contend that the Company "does not describe a risk assessment process" and "lack[s] risk mitigation and disclosure," and the Proposal recommends a human rights risk assessment for "identifying and analyzing potential and actual human rights risks of operations and supply chain by November 2019." However, the Company already has in place a robust enterprise risk management process to assess, monitor and mitigate a broad range of enterprise risks, including those pertaining to human rights. Our enterprise risk management processes include the identification, assessment and supervision of risks associated with noncompliance of laws, regulations and policies, including those set forth in the Code and Code of Ethics. Such processes, as well as the Code and Code of Ethics, are also paramount means through which the Company oversees, expects and requires the highest ethical and lawful conduct in our operations and supply chain.

Our enterprise risk management activities are described in the Company's definitive proxy statement for the 2018 annual meeting of stockholders (the "**2018 Proxy Statement**"), as filed with the Commission on April 20, 2018.⁴³ The 2018 Proxy Statement highlights the Board's oversight role for risk management, including the Board's delegation of oversight for specific risks to certain Board committees:

The Board of Directors provides oversight with respect to the Company's risk assessment and risk management activities, which are designed to identify, prioritize, assess, monitor and mitigate material risks to the Company, including financial, operational, compliance and strategic risks. While the Board has primary responsibility for risk oversight, the Board's standing committees support the Board by regularly addressing various risks in their respective areas of responsibility. The Audit Committee focuses on financial risks, including reviewing with management, the Company's internal auditors and the Company's independent registered public accounting firm the Company's major risk exposures (with particular emphasis on financial risk exposures), the adequacy and effectiveness of the Company's accounting and financial controls and the steps management has taken to monitor and control such exposures, including the

⁴³ The 2018 Proxy Statement is publicly available at https://www.sec.gov/Archives/edgar/data/30697/000119312518125056/d514187ddef14a.htm#toc514187_29 and https://prod.wendys.com/sites/default/files/2018-06/Wendys_Bookmarked%20Proxy_Statement.pdf?_ga=2.124372362.1267050225.1548626148-885685339.1510691799.

Company's risk assessment and risk management policies. The Compensation Committee considers risks presented by the Company's compensation policies and practices for its executive officers and other employees, as discussed below under the caption "Compensation Risk Assessment." The Nominating and Corporate Governance Committee reviews risks related to the Company's corporate governance structure and processes, including director qualifications and independence, stockholder proposals related to governance, succession planning and the effectiveness of our *Corporate Governance Guidelines*. The Board's risk oversight function is also supported by a Risk Oversight Committee composed of members of senior management. The Risk Oversight Committee is exclusively devoted to prioritizing and assessing all categories of enterprise risk, including risks delegated by the Board of Directors to the Board committees, as well as other operational, compliance and strategic risks facing the Company. Each of these committees reports directly to the Board.

The Board believes that its current leadership structure supports the risk oversight function of the Board. Having the roles of Chief Executive Officer and Chairman filled by separate individuals allows the Chief Executive Officer to lead senior management in its supervision of the Company's day-to-day business operations, including the identification, assessment and mitigation of material risks, and allows the Chairman to lead the Board in its oversight of the Company's risk assessment and risk management activities.⁴⁴

As part of the Board's risk oversight function, the Board delegates to certain Board committees the authority to oversee specific risks as such risks relate to the scope of the respective committee's responsibilities and expertise. Specifically, as discussed in the 2018 Proxy Statement:

- *Audit Committee.* The Board has delegated to the Company's Audit Committee the authority to oversee the enumerated human rights assessment activities requested by the Proposal. As more fully described in its charter⁴⁵ and as disclosed in the 2018 Proxy Statement, the Audit Committee, consisting of independent directors, "assists the Board in fulfilling the Board's oversight responsibility relating to . . . [t]he Company's compliance with legal and regulatory requirements, including the Company's disclosure controls and procedures and . . . [d]iscussing risk assessment and risk management policies."⁴⁶ This responsibility provides an enterprise-wide perspective on the Company's risks. The Audit Committee reports identified risks to the Board, with a focus on the most significant risks confronting the Company, including strategic, operational, financial and legal and compliance risks. In particular, the Audit Committee is responsible for the oversight and periodic review of the Company's enterprise risk management activities and policies that are designed to ensure compliance with the Code

⁴⁴ 2018 Proxy Statement at 28-29.

⁴⁵ The *Charter of the Audit Committee of the Board of Directors* is publicly available at <https://www.wendys.com/sites/default/files/2018-06/CHARTER%20--%20Audit%20Committee%20--%20As%20of%202013%20August%206%20%28Legal%20266197.v7%29%20%281%29.pdf>.

⁴⁶ 2018 Proxy Statement at 24.

of Ethics and other Company ethical standards and applicable laws and regulations, and the Audit Committee then reports its findings to the Board.

- *Compensation Committee.* On behalf of the Board, the Compensation Committee conducts an annual review of compensation-related risk to ensure that the Company's compensation policies and practices for its employees do not create risks that are reasonably likely to have a material adverse effect on the Company.⁴⁷
- *Corporate Social Responsibility Committee.* Arising out of the Company's robust enterprise risk management processes, the Board established the Corporate Social Responsibility Committee, which is chaired by our Chairman of the Board. This committee meets at least once annually and oversees and reviews the Company's various social responsibility initiatives, as well as related risks and opportunities,⁴⁸ any of which could include issues directly related to human rights.

Additionally, the Board has also adopted several governance policies to support its risk oversight function, including our *Corporate Governance Guidelines*, Code of Ethics and *Public Disclosure Policy*:

- *Corporate Governance Guidelines.* The Company's *Corporate Governance Guidelines* (the "**Governance Guidelines**") set forth the fundamental requirements and framework for our Board and management with respect to corporate governance matters, including risk oversight and the Code of Ethics.⁴⁹ The Governance Guidelines also confer upon the Board its risk oversight responsibilities and authorize the Board to delegate aspects of this function:

The Board provides oversight with respect to the Company's risk assessment and risk management activities, which are designed to identify, prioritize, assess, monitor and mitigate material risks to the Company, including financial, operational, compliance and strategic risks. The Board may from time to time delegate certain aspects of its risk oversight function to one or more of its committees or to members of management as it deems appropriate, each of which shall report directly to the Board.⁵⁰

- *Code of Business Conduct and Ethics.* As stated in our Governance Guidelines, the Code was approved by the Board and addresses, among other matters (including those stated in the 2018 Proxy Statement), director and employee responsibility, reporting complaints, lawful compliance, and confidential and proprietary information.⁵¹ The Governance Guidelines also direct management to "periodically review and reassess the adequacy of the Code of Ethics and recommend to the Board or the appropriate Board committee for its approval of any changes deemed appropriate by management."⁵² Our 2018 Proxy Statement further states:

⁴⁷ 2018 Proxy Statement at 29.

⁴⁸ 2018 Proxy Statement at 28.

⁴⁹ The *Governance Guidelines* are publicly available at <https://www.wendys.com/corporate-governance-guidelines>.

⁵⁰ Governance Guidelines at 7.

⁵¹ *Id.*

⁵² *Id.*

The Code of Ethics is designed to ensure that the Company's business is conducted with integrity. The Code of Ethics sets forth the Company's standards and expectations regarding business relationships, franchisee relations, compliance with law, business conduct, conflicts of interest, use of Company assets, confidential information and recording and reporting information. Our Code of Ethics applies to all of the Company's directors, officers and employees, including the principal executive officer, principal financial officer and principal accounting officer. A copy of the Code of Ethics is available on our website at [<https://www.wendys.com/code-conduct>]. Any amendments to or waivers from the Code of Ethics that are required to be disclosed by applicable SEC rules will also be posted on the Company's website.⁵³

- *Public Disclosure Policy.* The Company's *Public Disclosure Policy* reinforces our commitment to transparency and integrity in providing information to our stakeholders. This policy supports the Company's commitment to providing timely, transparent, consistent and credible information to the investing public, which includes the Proponents as Company shareholders. The *Public Disclosure Policy* sets forth certain procedures and requirements applicable to disclosures and statements made on our corporate website and in documents and reports filed with the Commission, press releases, speeches, presentations and other communications.⁵⁴

Furthermore, the Company maintains a complaint reporting process that is an integral component of our overall enterprise risk management. This process enables any workforce member, whether employed by the Company or any Supplier, to raise or inquire about any issue concerning our business, operations or supply chain. In their Supporting Statements, the Proponents erroneously contend that "the [C]ompany does not describe a . . . grievance mechanism in place at the farm level that would bring issues to the [C]ompany's attention to be addressed." In fact, the Company's complaint reporting process and resources are effectively communicated in both the Code, applicable to Company employees, and the Code of Ethics, applicable to Suppliers and their contractors. Both the Code and Code of Ethics are provided on our website and apply to Company employees and Supplier employees, respectively, at *all* levels of our operations and supply chain, regardless of whether the individual is employed at the "farm level" or as management.

The Code requires each Supplier to have in place means for any employees to submit anonymous concerns and grievances to the Supplier's management. As part of this grievance process, Suppliers must also designate a process in which to record, file and appropriately address concerns by taking appropriate action in a confidential manner, as necessary.⁵⁵ We also prohibit workplace retaliation and expect Suppliers to have a no-retaliation policy that provides Supplier employees with the opportunity to speak with their leadership without fear or concern of

⁵³ 2018 Proxy Statement at 30.

⁵⁴ *Id.*

⁵⁵ Code at 15.

retaliation when asking questions or raising concerns.⁵⁶ Our Code further reinforces its grievance and no-retaliation policy requirements by stipulating that Suppliers be well equipped to address and remedy *many* business ethics concerns and violations described in the Code that could arise in their respective organization.⁵⁷ The Code also cites the Company's toll-free compliance hotline phone number and ethics website internet address.⁵⁸

The Code and Code of Ethics plainly provide the same methods through which Company and Supplier employees may report complaints. The following methods, as stated in the Code of Ethics, are also set forth in the Code⁵⁹:

If an employee becomes aware of a breach or violation of, or otherwise seeks to register a complaint or concern related to this Code, any other Company policy or applicable law, he or she should report the breach, violation, complaint or concern as specifically provided for in this Code in any of the following ways:

- File a report by going to <http://www.ethicspoint.com> or <http://www.wendys.ethicspoint.com>.
- Call our 24-hour compliance hotline (800-256-8595) 24 hours a day, 7 days a week, 365 days a year.
- Contact the Compliance Officer directly.

The Code of Ethics describes in further detail the complaint reporting process established for Company employees, officers and directors. This process applies to all complaints, including those concerning our operations, supply chain and Suppliers:

In addition to the foregoing, employees that wish to contact the Board of Directors of Wendy's, the non-management directors of Wendy's as a group or any individual director of Wendy's with any concerns may do so by sending an e-mail to corporate-secretary@wendys.com or by sending their communication to the [Company's corporate headquarters address.]

All communications intended for directors of Wendy's will be forwarded by the Corporate Secretary of Wendy's to the appropriate directors on a timely basis without redacting or otherwise filtering such communications.

It is the policy of the Company to prohibit the occurrence of unethical or unlawful behavior and to halt such behavior as soon as reasonably possible after its discovery. The Company will investigate promptly all allegations based on a reasonable belief that this Code, related Company policies or applicable laws have been violated. The Company will preserve the anonymity of any reporting employee who so requests, as well as the confidentiality of matters associated

⁵⁶ *Id.*

⁵⁷ *Id.*

⁵⁸ *Id.*

⁵⁹ *Id.*

with a report or investigation, to the extent reasonably possible in light of the Company's need to investigate reported matters, the requirements of applicable laws and other Company policies. If you are concerned about confidentiality, you may consider placing an anonymous call to our compliance hotline. Employees are also expected to preserve the confidentiality of investigative matters. Only authorized personnel, including the Chief Legal Officer, the Chief Financial Officer and the Compliance Officer, will have access to reports or complaints filed pursuant to the methods described above.

The Company will take necessary steps to stop unlawful or unethical behavior and will take appropriate disciplinary action (up to and including discharge) against those who violate this Code or other Company policies (even if such violations do not constitute a violation of law) or for such other reasons as the Company deems appropriate, including taking action against individuals responsible for the failure to reasonably detect a violation or to supervise employees in the fulfillment of their responsibilities in a manner consistent with this Code and other Company policies. All employees are expected to cooperate fully in any investigation of a complaint under this Code or related Company policies.

The Compliance Officer will report the results of the investigation and resolution to the individual(s) who made the report, if he or she left his or her name, to the extent required by and in accordance with applicable laws. Where not required by applicable law to report back to the individual(s) who made the report, the Compliance Officer, nonetheless, may report back to that individual(s) at the Compliance Officer's discretion. In all cases, the Compliance Officer will take appropriate action to ensure (1) the prompt and consistent enforcement of this Code, (2) a fair process by which to determine violations and (3) that illegal action is dealt with swiftly and violators are reported to the appropriate authorities.

- *Self-Reporting.* If you ever believe that you may have violated, inadvertently or otherwise, the law or this Code in the course of your duties for Wendy's, you are strongly encouraged to report such belief to the Compliance Officer immediately. Under many laws, voluntary corrective action by you and Wendy's may reduce the adverse legal ramifications of the potential violation to both you and Wendy's.
- *Non-Retaliation.* If you report what you suspect to be unethical or illegal activities, you should not be concerned about retaliation from others. Wendy's will not tolerate any reprisal or retaliation against a person who, in good faith, reports a known or suspected violation of the law or of Company policy, including the Code. Wendy's will take disciplinary action, up to and including termination of employment, against any employee or officer involved in retaliation.

As described above, we believe the Company's comprehensive enterprise risk management processes and Company policies and public disclosures achieve, and in fact go well beyond, the essential objectives of the Proponent's risk assessment recommendation.

CONCLUSION

For the reasons discussed above, the Company believes that the Proposal may be omitted from the 2019 Proxy Materials in reliance on Rule 14a-8(i)(10).

Based on the foregoing analysis, we respectfully request that the Staff concur with the Company's view and confirm that the Staff will not recommend enforcement action to the Commission if the Company omits the Proposal from its 2019 Proxy Materials.

If you have any questions, or if the Staff is unable to concur with our view without additional information or discussions, we respectfully request the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. Please do not hesitate to contact me by telephone at (614) 764-3049 or by email at *Heidi.Krings@wendys.com*.

Regards,



Heidi Krings
Senior Legal Counsel – Corporate and Securities

Attachments

cc: Congregation of Saint Joseph
Glenmary Home Missioners
Portico Benefit Services
Province of Saint Joseph of the Capuchin Order
Religious of the Sacred Heart of Mary (Western American Province)
Sisters of the Humility of Mary
Sisters of Saint Dominic Congregation of the Most Holy Name
Robert Wotypka, O.F.M. Cap. (as agent for the Province of Saint Joseph of the Capuchin Order)

EXHIBIT A

PROPOSAL AND PROPONENT DOCUMENTATION

EXHIBIT A
Proposal and Proponent Documentation



The Province of St. Joseph of the Capuchin Order
Office of Corporate Responsibility

13 November 2018

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
PO Box 253
Dublin OH 43017-0256

Dear Mr. Wunsch:

The Province of Saint Joseph of the Capuchin Order is a long-term shareholder of The Wendy's Company ('Company'), and we have been in dialogue, along with other members of the Interfaith Center for Corporate Responsibility who are also shareholders, with Company management for several years on various topics concerning sustainability. One of those concerns is the human rights risks of the Company's operations and its supply chain.

While Wendy's commits to respecting human rights in its 2017 Code of Conduct for Suppliers, adoption of principles is only the first step in effectively managing human rights risks. Wendy's does not comprehensively report on implementation or monitoring efforts, does not describe a risk assessment process or grievance mechanism at the farm level, and provides only general information about audits of its suppliers. Given the Company's lack of risk mitigation and disclosure, investors have insufficient information to gauge how well the company is addressing this serious risk to the Company and to workers. It is for these reasons that we respectfully submit the attached proposal for inclusion in the proxy statement for consideration and action by the shareholders the next annual meeting of the Company.

The Province of St. Joseph of the Capuchin Order has owned at least \$2,000 worth of The Wendy's Company common stock for over one year and will be holding this through next year's annual meeting, which I plan to attend in person or by proxy. You will be receiving verification of our ownership of this stock from our Custodian under separate cover. I am authorized, as Corporate Responsibility Agent of the Province, to file the enclosed.

We continue to be open to dialogue with the Company's representatives in the hope we might come to a mutual agreement concerning this issue that would convince us to withdraw the attached resolution.

Sincerely,

Robert Wotypka, OFM Cap.
Corporate Responsibility agent – The Province of Saint Joseph of the Capuchin Order

cc: Liliana M. Esposito, Chief Communications Officer – The Wendy's Company
Frank Sherman, Executive Director – Seventh Generation Interfaith Coalition for Responsible Investing

*The House of Peace * 1702 West Walnut Street Milwaukee WI 53205 * 414 933 1300 x 1111*

Wendy's Company 2019 Recruitment and Forced Labor Proposal

WHEREAS, recent Global Estimates found that 16 million people are trapped in conditions of forced labor in extended private sector supply chains. In the United States it is estimated that over half of workers in the food and agriculture industries are migrant workers. Migrant workers globally are prime targets for exploitation, including discrimination, retaliation, debt bondage, illegal deductions from wages and confiscated or restricted access to personal documents, limiting workers' freedom of movement thereby leading to forced labor and human trafficking.

Corporations have a responsibility to respect human rights within company-owned operations and through business relationships. This expectation is delineated in the United Nations Guiding Principles on Business and Human Rights and the OECD-FAO Guidance for Responsible Agricultural Supply Chains. To meet this responsibility, companies are expected to conduct human rights due diligence, informed by the core international human rights instruments, to assess, identify, prevent, and mitigate adverse human rights impacts. The [State of California](#), the [United Kingdom](#), France, Australia and elsewhere require companies to report on their actions to eradicate human trafficking and slavery.

While Wendy's commits to respect human rights in its 2017 Code of Conduct for Suppliers (the "Code"), adoption of principles is only the first step in effectively managing human rights risks. The Code states that *"suppliers of certain fresh agricultural products harvested by hand or in an otherwise manually intensive way will be subject to third party human rights and labor practices reviews."* However, Wendy's does not comprehensively report on implementation or monitoring efforts, or improvements in workers' ability to exercise their rights. The company does not describe a risk assessment process, or grievance mechanism in place at the farm level that would bring issues to the company's attention to be addressed.

Wendy's general information about audits of its suppliers provides limited visibility into supply chain risk. As a result, it may not have an accurate picture of the realities of working conditions within its supply chains. Without full visibility it cannot fully understand where supply chain risks may lie or what issues to prioritize for remediation.

Given the company's lack of risk mitigation and disclosure, investors have insufficient information to gauge how well the company is addressing this serious risk to the company and to workers.

RESOLVED, that shareholders request the Board of Directors of Wendy's report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain by November 2019, addressing the following:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on human rights risks
- How the results of the assessment are incorporated into company policies and decision making

The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.

From: Robert Wotypka [mailto:robertw@thecapuchins.org]

Sent: Tuesday, November 13, 2018 2:00 PM

To: Klein, Dana <Dana.Klein@wendys.com>; Esposito, Liliana <Liliana.Esposito@wendys.com>; nnarine@iccr.org; francisxsherman@gmail.com

Subject: [EXT] Resolution Filing for Upcoming AGM - Wendy's

Good afternoon everyone

Attached please find relevant documents re a shareholder resolution, sent by express mail today.

I am at your service should questions or needs arise ---

Your brother Robert Wotypka, OFM Cap.
Corporate Responsibility Agent
The Province of Saint Joseph of the Capuchin Order
414 933 1300 x 1111



Wealth
Management

18500 West Corporate Drive
Suite 100
Brookfield, WI 53045-6309

Direct: 262.395.9111
Toll Free: 800.388.3246
Fax: 262.395.1119
www.rbcwm-usa.com

November 13, 2018

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
PO Box 253
Dublin, OH 43017-0256

Dear Mr. Wunsch:

The Province of Capuchin Order Corporate Responsibility Account with address 1015 N. Ninth St., Milwaukee, WI 53233 has held at least \$2,000.00 of the common stock of The Wendy's Company uninterruptedly for over one year from the date of this letter. The Capuchin Order has informed us of their intention to hold the shares through next year's annual meeting.

RBC Capital Markets, LLC holds shares with our custodian, the Depository Trust Company and our participant number is 0235.

Thank you.

Paul Wartman
Senior Vice President-
Financial Advisor
RBC Wealth Capital Markets, LLC
(262) 395-1114

Although it our understanding that the Province fully intends to own the referenced stock position for the stated time period, this is not guaranteed by RBC Wealth Management.

Cc: Attn: Robert Wotypka

COPY



**Wealth
Management**

18500 West Corporate Drive
Suite 100
Brookfield, WI 53045-6309

Direct: 262.395.9111
Toll Free: 800.388.3246
Fax: 262.395.1119
www.rbcwm-usa.com

November 19, 2018

Dana Klein
Senior Vice President – Corporate and Securities
Counsel, and Assistant Secretary
The Wendy's Company
One Dave Thomas Blvd.
Dublin, OH 43017

Dear Dana:

Enclosed is a copy of a letter regarding the Province of St. Joseph of the Capuchin Order and their ownership of The Wendy's Company common stock which was sent to Mr. E.J. Wunsch at P.O. Box 253, Dublin, OH, 43017.

A handwritten signature in black ink that reads "Steve Jensen".

Steve Jensen
Branch Service Manager
Registered Client Associate
(262) 395-1118

Cc: Robert Woytypka



**Wealth
Management**

18500 West Corporate Drive
Suite 100
Brookfield, WI 53045-6309

PRESORTED
FIRST CLASS



U.S. POSTAGE >>> PITNEY BOWES



ZIP 53005 \$ 000.45⁸
02 4W
0000351420 NOV 19 2018

Dana Klein
Senior Vice President – Corporate and Securities
Counsel, and Assistant Secretary
The Wendy's Company
One Dave Thomas Blvd.
Dublin, OH 43017

IZE-SMP 43017





December 20, 2018

Mr. E. J. Wunsch
Corporate Secretary
The Wendy's Company
One Dave Thomas Blvd.
Dublin, OH 43017-5452

Dear Mr. Wunsch:

The Congregation of St. Joseph (CSJ) has long been concerned not only with the financial returns of its investments, but also with their social and ethical implications. We believe that a demonstrated corporate responsibility in matters of the environment, and social and governance concerns fosters long-term business success. CSJ, a long-term investor, is currently the beneficial owner of shares of The Wendy's Company.

CSJ is filing the enclosed resolution which requests the Board of Directors of Wendy's report on the Company's process for identifying and analyzing potential and actual human rights risks of operations and its supply chain.

CSJ is co-filing the enclosed shareholder proposal with lead filer, the Province of St. Joseph of the Capuchin Order (Midwest Capuchins), for inclusion in the 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. CSJ has been a shareholder continuously for more than one year holding at least \$2,000 in market value, and will continue to invest in at least the requisite number of shares for proxy resolutions through the annual shareholders' meeting. A representative of the filers will attend the Annual Meeting to move the resolution as required by SEC rules. The verification of ownership by our custodian, a DTC participant, is enclosed with this letter. The Midwest Capuchins may withdraw the proposal on our behalf. We respectfully request direct communications from Wendy's and to have our supporting statement and organization name included in the proxy statement.

We look forward to having productive conversations with the company. Please direct all future correspondence, including an email acknowledgement of receipt of this letter and resolution, to Caroline Boden, representative of the Congregation of St. Joseph: email: cboden@mercyinvestments.org, phone: 317-*909-4650, address - 2039 No. Geyer Rd., St. Louis, MO 63131.

Best regards,

Karen Watson, CFA
Chief Investment Officer
Congregation of St. Joseph

Wendy's Company
2019 Recruitment and Forced Labor Proposal

WHEREAS, recent Global Estimates found that 16 million people are trapped in conditions of forced labor in extended private sector supply chains. In the United States it is estimated that over half of workers in the food and agriculture industries are migrant workers. Migrant workers globally are prime targets for exploitation, including discrimination, retaliation, debt bondage, illegal deductions from wages and confiscated or restricted access to personal documents, limiting workers' freedom of movement thereby leading to forced labor and human trafficking.

Corporations have a responsibility to respect human rights within company-owned operations and through business relationships. This expectation is delineated in the United Nations Guiding Principles on Business and Human Rights and the OECD-FAO Guidance for Responsible Agricultural Supply Chains. To meet this responsibility, companies are expected to conduct human rights due diligence, informed by the core international human rights instruments, to assess, identify, prevent, and mitigate adverse human rights impacts. The [State of California](#), the [United Kingdom](#), France, Australia and elsewhere require companies to report on their actions to eradicate human trafficking and slavery.

While Wendy's commits to respect human rights in its 2017 Code of Conduct for Suppliers (the "Code"), adoption of principles is only the first step in effectively managing human rights risks. The Code states that *"suppliers of certain fresh agricultural products harvested by hand or in an otherwise manually intensive way will be subject to third party human rights and labor practices reviews."* However, Wendy's does not comprehensively report on implementation or monitoring efforts, or improvements in workers' ability to exercise their rights. The company does not describe a risk assessment process, or grievance mechanism in place at the farm level that would bring issues to the company's attention to be addressed.

Wendy's general information about audits of its suppliers provides limited visibility into supply chain risk. As a result, it may not have an accurate picture of the realities of working conditions within its supply chains. Without full visibility it cannot fully understand where supply chain risks may lie or what issues to prioritize for remediation.

Given the company's lack of risk mitigation and disclosure, investors have insufficient information to gauge how well the company is addressing this serious risk to the company and to workers.

RESOLVED, that shareholders request the Board of Directors of Wendy's report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain by November 2019, addressing the following:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on human rights risks
- How the results of the assessment are incorporated into company policies and decision making

The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.

50 South La Salle Street
Chicago, Illinois 60603
(312) 557-2000



December 20, 2018

Mr. E. J. Wunsch
Corporate Secretary
The Wendy's Company
One Dave Thomas Blvd.
Dublin, OH 43017-5452

Re: Certification of Ownership: Congregation of St. Joseph Account Number NTG ***

To whom it may concern:

This letter will certify that as of December 20, 2018, The Northern Trust Company held for the beneficial interest of The Congregation of St. Joseph 235 Shares of The Wendy's Company (CUSIP: 95058W100).

We confirm that the Congregation of St. Joseph has beneficial ownership of at least \$2,000 in market value of the voting securities of The Wendy's Company and that such beneficial ownership has existed continuously since January 28th, 2015 in accordance with rule 14a-8(a)(i) of the Securities Exchange Act of 1934.

Further, it is the intent to hold at least \$2000 in market value through the next annual meeting.

Please be advised, Northern Trust Securities Inc., employs National Financial Services for clearing purposes. National Financial Services DTC number is 0226.

If you have any questions, please feel free to give me a call.

Sincerely,

Juli Omahen
Jao9@ntrs.com
312-444-4256

| | | |
|------------------|----------------|-------------------|
| Not FDIC Insured | May Lose Value | No Bank Guarantee |
|------------------|----------------|-------------------|

Securities products and services are offered by Northern Trust Securities, Inc., member FINRA, SIPC, and a wholly owned subsidiary of Northern Trust Corporation, Chicago
NTAC:3NS-20





Delivered
Friday 12/21/2018 at 10:50 am



DELIVERED

Signed for by: T.NOVAK

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[OBTAIN PROOF OF DELIVERY](#)

FROM
ST. LOUIS, MO US

TO
DUBLIN, OH US

Shipment Facts

TRACKING NUMBER

SERVICE
FedEx Standard Overnight

WEIGHT
0.5 lbs / 0.23 kgs

SIGNATURE SERVICES
Adult signature required

DELIVERED TO
Receptionist/Front Desk

TOTAL PIECES
1

TOTAL SHIPMENT WEIGHT
0.5 lbs / 0.23 kgs

TERMS
Shipper

SHIPPER REFERENCE
CSJ WEN 12.20.18

PACKAGING
FedEx Envelope

SPECIAL HANDLING SECTION
Deliver Weekday, Adult Signature Required

STANDARD TRANSIT
 12/21/2018 by 3:00 pm

SHIP DATE
 Thu 12/20/2018

ACTUAL DELIVERY
Fri 12/21/2018 10:50 am

Travel History

Local Scan Time



Friday, 12/21/2018

| | | |
|----------|--------------|-------------------------------|
| 10:50 am | DUBLIN, OH | Delivered |
| 9:48 am | COLUMBUS, OH | On FedEx vehicle for delivery |



GLENMARY

HOME MISSIONERS

P.O. Box 465618 513.874.8900 phone
Cincinnati, OH 513.874.1690 fax
45246-5618 info@glenmary.org

a.k.a. The Home Missioners of America

November 29, 2018

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
PO Box 253
Dublin, OH, 43017-0256

Dear Mr. Wunsch

We, The Home Missioners of America (aka, Glenmary Home Missioners) are a co-filer of the enclosed proposal regarding Wendy's 2019 recruitment and forced labor policies. I submit it for inclusion in the proxy statement for consideration and action by the stockholders at the 2019 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules. Robert Wotypka, OFM Cap, of the St. Joseph Province of the Capuchin Order (robertw@thecapuchins.org; 414 – 933-1300 x 1111) is the lead filer and is authorized to modify and/or withdraw the attached resolution on our behalf.

The Home Missioners has owned 350 shares (current value over \$6,000) of The Wendy's Company common stock for over one year and will be holding this through next year's annual meeting, which I plan to attend or by proxy. Enclosed is verification of our ownership of this stock from our Custodian. I am authorized, as Vice President of the Society, to file the attached resolution.

Sincerely,

Reverend Neil Pezzulo, GHM

Vice President, The Home Missioners of America.

Cc: Robert Wotypka, OFM Cap.

Julie Wokaty, ICCR (Interfaith Center on Corporate Responsibility)

Encl: Verification letter
Resolution

Wendy's Company
2019 Recruitment and Forced Labor Proposal

WHEREAS, recent Global Estimates found that 16 million people are trapped in conditions of forced labor in extended private sector supply chains. In the United States it is estimated that over half of workers in the food and agriculture industries are migrant workers. Migrant workers globally are prime targets for exploitation, including discrimination, retaliation, debt bondage, illegal deductions from wages and confiscated or restricted access to personal documents, limiting workers' freedom of movement thereby leading to forced labor and human trafficking.

Corporations have a responsibility to respect human rights within company-owned operations and through business relationships. This expectation is delineated in the United Nations Guiding Principles on Business and Human Rights and the OECD-FAO Guidance for Responsible Agricultural Supply Chains. To meet this responsibility, companies are expected to conduct human rights due diligence, informed by the core international human rights instruments, to assess, identify, prevent, and mitigate adverse human rights impacts. The [State of California](#), the [United Kingdom](#), France, Australia and elsewhere require companies to report on their actions to eradicate human trafficking and slavery.

While Wendy's commits to respect human rights in its 2017 Code of Conduct for Suppliers (the "Code"), adoption of principles is only the first step in effectively managing human rights risks. The Code states that *"suppliers of certain fresh agricultural products harvested by hand or in an otherwise manually intensive way will be subject to third party human rights and labor practices reviews."* However, Wendy's does not comprehensively report on implementation or monitoring efforts, or improvements in workers' ability to exercise their rights. The company does not describe a risk assessment process, or grievance mechanism in place at the farm level that would bring issues to the company's attention to be addressed.

Wendy's general information about audits of its suppliers provides limited visibility into supply chain risk. As a result, it may not have an accurate picture of the realities of working conditions within its supply chains. Without full visibility it cannot fully understand where supply chain risks may lie or what issues to prioritize for remediation.

Given the company's lack of risk mitigation and disclosure, investors have insufficient information to gauge how well the company is addressing this serious risk to the company and to workers.

RESOLVED, that shareholders request the Board of Directors of Wendy's report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain by November 2019, addressing the following:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on human rights risks
- How the results of the assessment are incorporated into company policies and decision making

The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.



Dalon Wynn
Vice President
Client Relationship Manager

Merrill Lynch Wealth Management
Ohio Valley Complex
5905 E Galbraith Rd., Ste. 7000
Cincinnati, OH 45236
513-985-5906

Fr. Daniel Dorsey
Home Missioners of America
4119 Glenmary Trace
Fairfield, OH 45014

November 29, 2018

RE: Verification of Deposit – Standard

Important Notice

This is in response to the Verification of Deposit (VOD) request for the Merrill Lynch account of Glenmary Home Missioners of America. Details appear below.

| | |
|--|------------|
| Account Type | Endowment |
| Account Number | *** |
| Value as of Date (Close of Business (COB)) | 11/28/2018 |

If checked, the portfolio value provided represents an average balance.

*This total is as of COB on the listed date. However, the balance provided is monthly/quarterly as Merrill Lynch does not maintain daily balance records. It includes Money Fund shares/balances, marginable/non-marginable securities, and outstanding loans. If an average balance is requested, it is calculated based upon the monthly/quarterly balance.

Comments

This is to verify that this account holds 350 shares of Wendys Co (WEN).

Signature of Merrill Lynch Branch Office Management Team (OMT)

Printed Name

Phone Number

Date

11/29/18



Please be advised our cash management account program permits account holders to access the assets in the account by Visa card and checks, which are drawn and processed against a Merrill Lynch account maintained for the customer at Bank of America, N.A. However, the account holder does not maintain a depository balance at that bank. The information provided above may change daily due to activity in the account and/or changes in market value of assets held in the account. This information is provided as a courtesy and Merrill Lynch is not liable or responsible for any decisions made, in whole or in part, on reliance upon this information.

This information is furnished to you in strict confidence in response to your request and is solely for your use for the purposes described in the Verification of Deposit request. If you have any questions, please contact the person whose signature appears above at the phone number provided. This information is provided as a courtesy and Merrill Lynch is not liable or responsible for any decisions made, in whole or part, on reliance upon this information.

L-06-17

Merrill Lynch makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S") and other subsidiaries of Bank of America Corporation ("BoFA Corp."). Merrill Edge is available through MLPF&S, and consists of the Merrill Edge Advisory Center (investment guidance) and self-directed online investing. MLPF&S is a registered broker-dealer, Member SIPC and a wholly owned subsidiary of BoFA Corp.

Banking products are provided by Bank of America, N.A., and affiliated banks, Members FDIC and wholly owned subsidiaries of BoFA Corp.

Investment products:

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|-----------------------------|--------------------------------|-----------------------|
| Are Not FDIC Insured | Are Not Bank Guaranteed | May Lose Value |
|-----------------------------|--------------------------------|-----------------------|

MLPF&S is a registered broker-dealer, registered investment adviser and Member SIPC.

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GLENMARY
HOME MISSIONERS

4119 Glenmary Trace
P.O. Box 465618
Cincinnati, OH
45246-5618





1000

43017-0253

43017-0253
R2

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
PO Box 253
Dublin, OH, 43017-0256

4301730253 8003





VIA OVERNIGHT DELIVERY

December 19, 2018

E.J. Wunsch
Chief Legal Officer and Secretary
The Wendy's Company
One Dave Thomas Boulevard
Dublin, OH 43017-5452

Dear Mr. Wunsch,

As a faith-based retirement plan and institutional investor, Portico Benefit Services, a ministry of the Evangelical Lutheran Church in America (ELCA) believes it is possible to positively impact shareholder value while at the same time aligning with the mission of the ELCA. We believe that corporations need to promote positive corporate policies including reporting on the process for identifying and analyzing potential and actual human rights risks.

Portico Benefit Services is beneficial owner of over 14,200 shares of Wendy's common stock. A letter of ownership verification from the custodian of our portfolio will follow under separate cover. We have been a shareholder of more than \$2,000 of common stock for over one year, and we intend to maintain a requisite ownership position through the 2019 annual meeting of shareholders.

Enclosed is a shareholder proposal requesting that Wendy's report on the process for identifying and analyzing potential and actual human rights risks of its operations and supply chain. According to SEC Rule 14a-8, we ask that this resolution be included in the proxy materials for the 2019 annual meeting of shareholders. Should the Board of Directors choose to oppose the resolution, we ask that our supporting statement be included as well in the proxy materials. Province of Saint Joseph of the Capuchin Order is the primary filer on this resolution Recruitment and Forced Labor.

Province of Saint Joseph of the Capuchin Order will continue as the lead shareholder, and is prepared to assemble the dialogue team as quickly as convenient. If you have any questions, please contact Anita Green, Director, Sustainable Investment Strategies for Wespath Investment Management, at agreen@wespath.org. As Portico's shareholder engagement partner, Wespath represents Portico specifically in engagement related to shareholder resolutions filed by Portico, as well as engagement activities with companies in which both Wespath and Portico have an investment. Also, please copy Anita on all related correspondence with the primary filer.

Sincerely,

Kurt Kreienbrink, CFA
Manager, Socially Responsible Investing & Investor Advocacy
Portico Benefit Services
kkreienbrink@PorticoBenefits.org

CC: Anita Green
Director, Sustainable Investment Strategies
Wespath Investment Management
1901 Chestnut Avenue
Glenview, IL 60025

Tatyana Karamov
VP, Service Director
BNY Mellon Asset Servicing
135 Santilli Highway
Everett, MA 02149

Wendy's Company
2019 Recruitment and Forced Labor Proposal

WHEREAS, recent Global Estimates found that 16 million people are trapped in conditions of forced labor in extended private sector supply chains. In the United States it is estimated that over half of workers in the food and agriculture industries are migrant workers. Migrant workers globally are prime targets for exploitation, including discrimination, retaliation, debt bondage, illegal deductions from wages and confiscated or restricted access to personal documents, limiting workers' freedom of movement thereby leading to forced labor and human trafficking.

Corporations have a responsibility to respect human rights within company-owned operations and through business relationships. This expectation is delineated in the United Nations Guiding Principles on Business and Human Rights and the OECD-FAO Guidance for Responsible Agricultural Supply Chains. To meet this responsibility, companies are expected to conduct human rights due diligence, informed by the core international human rights instruments, to assess, identify, prevent, and mitigate adverse human rights impacts. The [State of California](#), the [United Kingdom](#), France, Australia and elsewhere require companies to report on their actions to eradicate human trafficking and slavery.

While Wendy's commits to respect human rights in its 2017 Code of Conduct for Suppliers (the "Code"), adoption of principles is only the first step in effectively managing human rights risks. The Code states that *"suppliers of certain fresh agricultural products harvested by hand or in an otherwise manually intensive way will be subject to third party human rights and labor practices reviews."* However, Wendy's does not comprehensively report on implementation or monitoring efforts, or improvements in workers' ability to exercise their rights. The company does not describe a risk assessment process, or grievance mechanism in place at the farm level that would bring issues to the company's attention to be addressed.

Wendy's general information about audits of its suppliers provides limited visibility into supply chain risk. As a result, it may not have an accurate picture of the realities of working conditions within its supply chains. Without full visibility it cannot fully understand where supply chain risks may lie or what issues to prioritize for remediation.

Given the company's lack of risk mitigation and disclosure, investors have insufficient information to gauge how well the company is addressing this serious risk to the company and to workers.

RESOLVED, that shareholders request the Board of Directors of Wendy's report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of operations and supply chain by November 2019, addressing the following:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on human rights risks
- How the results of the assessment are incorporated into company policies and decision making

The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.

Proof of Delivery

Dear Customer,

This notice serves as proof of delivery for the shipment listed below.

Tracking Number

Weight

0.00 LBS

Service

UPS Next Day Air®

Shipped / Billed On

12/19/2018

Delivered On

12/20/2018 10:29 A.M.

Delivered To

DUBLIN, OH, US

Received By

NOVAK

Left At

Dock

Thank you for giving us this opportunity to serve you. Details are only available for shipments delivered within the last 120 days. Please print for your records if you require this information after 120 days.

Sincerely,

UPS

Tracking results provided by UPS: 12/27/2018 3:01 P.M. EST

01/22/18 15:55 /6

Extremely Urgent

This envelope is for use with the following services:

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UPS Worldwide Express™
UPS 2nd Day Air®**

Visit **ups.com®** or call **1-800-PICK-UPS® (1-800-742-5877)** to schedule a pickup or find a drop off location near you.

Apply shipping documents on this envelope

Domestic Shipments

- To qualify for the Letter rate, UPS Express Envelopes may only contain correspondence, urgent documents, and/or electronic media, and must weigh 8 oz. or less. UPS Express Envelopes containing items other than those listed or weighing more than 8 oz. will be billed by weight.

International Shipments

- The UPS Express Envelope may be used only for documents of no commercial value. Certain countries consider electronic media as documents. Visit ups.com/importexport to verify if your shipment is classified as a document.
- To qualify for the Letter rate, the UPS Express Envelope must weigh 8 oz. or less. UPS Express Envelopes weighing more than 8 oz. will be billed by weight.

Note: Express Envelopes are not recommended for shipments of electronic media containing sensitive personal information or breakable items. Do not send cash or cash equivalent.

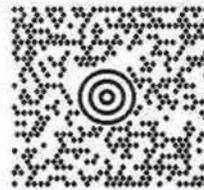
DAVE WILLIS
(612) 752-4156
PORTICO BENEFIT SERVICES
800 MARQUETTE AVE
MINNEAPOLIS MN 55402

0.0 LBS LTR 1 OF 1

SHIP TO:
E. J. WUNSCH
THE WENDY'S COMPANY
ONE DAVE THOMAS BOULEVARD
DUBLIN OH 43017-5452

Do not use this envelope for:

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PS Standard
PS 3 Day Select®
PS Worldwide Expedited®**



UPS NEXT DAY AIR

1

TRACKING #: ***

BILLING: P/P

Outreach: 150



RELIGIOUS OF THE SACRED HEART OF MARY

PROVINCIAL CENTER ■ WESTERN AMERICAN PROVINCE

441 NORTH GARFIELD AVENUE ■ MONTEBELLO ■ CALIFORNIA 90640-2901

December 11, 2018

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
PO Box 253
Dublin, OH 43017-0256

Dear Mr. Wunsch:

We, the Religious of the Sacred Heart of Mary, Western American Province, write to co-file the attached stockholder resolution titled **2019 Recruitment and Forced Labor Proposal** submitted by The Province of Saint Joseph of the Capuchin Order.

Our Congregation is joining The Province of Saint Joseph of the Capuchin Order because we expect The Wendy's Company to demonstrate that it takes "all human rights and labor practice issues seriously and expect the same from our Suppliers," as stated in its human rights and labor practices expectation's.

We are members of ICCR and our representative has participated in recent dialogues with the company.

The resolution will be presented at the next annual meeting for consideration by stockholders in accordance with rule 14-a-8 of the general rules and regulations of The Securities and Exchange Act of 1934.

The Religious of the Sacred Heart of Mary, Western American Province, has been the beneficial owner of two thousand dollars' worth of stock of The Wendy's Company, have owned it for more than one year and intend to hold at least until after the next annual meeting. Verification of ownership is attached.

Robert Wotycka, OFM Cap, The Province of Saint Joseph of the Capuchin Order, is the lead filer and authorized to modify and/or withdraw this resolution on our behalf. All co-filers, however, respectfully request direct communication from the company.

Sincerely,

Catherine A. Minhoto, RSHM
Director of Finance

cc: Liliana M. Esposito, Chief Communications Officer – The Wendy's Company
Robert Wotycka, OFM Cap, The Province of Saint Joseph of the Capuchin Order
Frank Sherman, Executive Director – Seventh Generation Interfaith Coalition

Wendy's Company
2019 Recruitment and Forced Labor Proposal

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The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.

December 11, 2018

Re: Religious of the Sacred Heart of Mary

To Whom It May Concern:

On December 11, 2018, Comerica Bank is the custodian of 148 shares of Wendy's Company stock on behalf of the Religious of the Sacred Heart of Mary, Western American Province. We certify that they have been beneficial owners of these shares and the total purchase value was \$1,996.00. To The best of our knowledge, the lowest per share price of this stock over the past year through the date of this letter has been \$13.15, giving a total market value on the 148 shares of \$1,946.20.

Sincerely,



Anna Dove
Assistant Vice President



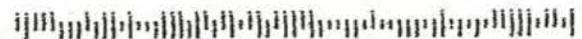
RSHM Provincial Center
441 North Garfield Avenue
Montebello, California 90640-2901

SANTA ANA
CA 926
13 DEC '18
PM 6 L



Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
PO Box 253
Dublin, OH 43017-0256

43017-025353



HM
Sisters of the Humility of Mary

Mr. E. J. Wunsch
General Counsel and Secretary
The Wendy's Company
P O Box 253
Dublin, OH 43017-0256

December 6, 2018

Dear Mr. Wunsch:

The Sisters of the Humility of Mary have been committed to concern for human rights and care for the individual since our founding in 1854. We have been and, continue to be, active in our work in support of labor rights, ethical recruitment and the eradication of human trafficking in all its forms.

As investors, we are certainly concerned with the financial returns of our investments but we are also concerned with the social and ethical implications of those investments. As such, we are most aware of the policies and procedures of the corporations in which we invest.

We are aware of Wendy's Supplier Code of Conduct that prohibits the use of forced labor in the company's supply chains. However, we are also aware that Wendy's does not report on implementation or monitoring the effects of its policy. We are further aware that Wendy's does not describe a risk assessment process or grievance mechanism at the farm level.

The Sisters of the Humility of Mary is the beneficial owner of shares of Wendy's Corporation Stock. As verification that we are beneficial owners of common stock in Wendy's, I enclose a letter from Comerica Bank, our portfolio custodian/record holder attesting to that fact. It is our intention to continuously keep these shares in our portfolio beyond the date of the annual meeting.

I am authorized to notify you of our intention to co-file this enclosed shareholder proposal:

2019 Recruitment and Forced Labor Proposal

with The Province of St. Joseph of the Capuchin Order. I submit it for inclusion in the proxy statement for consideration and action by the shareholders at the next annual meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange act of 1934. Please note that the contact persons for this proposal will Robert Wotypka, OFM Cap (robertw@thecapuchins.org; 414-933-1300 x 1111). He is the lead filer and is authorized to modify and/or withdraw the attached resolution on our behalf. However, as a co-filer, we respectfully request direct communication from the company and to be listed in the proxy.

Respectfully yours,



Sr. Jo Marie Chrosniak, HM
Sisters of the Humility of Mary Shareholder Advocacy Committee
jchrosniak@hmministry.org

Enclosures

Cc: Julie Wokaty, ICCR
Robert Wotypka, OFM Cap

Wendy's Company
2019 Recruitment and Forced Labor Proposal

WHEREAS, recent Global Estimates found that 16 million people are trapped in conditions of forced labor in extended private sector supply chains. In the United States it is estimated that over half of workers in the food and agriculture industries are migrant workers. Migrant workers globally are prime targets for exploitation, including discrimination, retaliation, debt bondage, illegal deductions from wages and confiscated or restricted access to personal documents, limiting workers' freedom of movement thereby leading to forced labor and human trafficking.

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The report should cover all aspects of Wendy's business including its own operations, franchisees, cooperatives, and supply chains.



INSTITUTIONAL SERVICES GROUP
411 WEST LAFAYETTE BOULEVARD
MC 3462
DETROIT, MI 48226

December 6, 2018

Ms. Cathy Bender
Director of Finance
Sisters of the Humility of Mary
288 Villa Drive
Villa Maria, PA 16155

Dear Ms. Bender,

This Letter serves as confirmation that the Sisters of Humility of Mary holds 140 shares of Wendy's Corporation Stock. These shares have been held for more than one year prior to the submission of the letter of proposal and at least the minimum number of shares will be held continuously through the time of the next annual meeting.

This security is currently held by Comerica Bank as Custodian for Sisters of the Humility of Mary in our nominee name at The Depository Trust Company Corporation, and this letter is a statement of Comerica Bank as record holder of the above referenced common stock.

Should you have any questions or require additional information, please contact me at the below number.

Sincerely,

A handwritten signature in blue ink, appearing to read "Matthew H. Wasmund".

Matthew H. Wasmund
Vice President, Institutional Services Group
Comerica Bank
Custodian for Sisters of the Humility of Mary
(313) 222-7092
mhwasmund@comerica.com

rie Chrosnik, HM
of the Humility of Mary
haron Drive, Unit B
stlake, OH 44145

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS. FOLD AT DOTTED LINE

CERTIFIED MAIL



1000

43017-0253

U.S. POSTAGE PAID
FCM LG ENV
ROCKY RIVER, OH
44116
DEC 06, 18
AMOUNT

\$4.66

R2304M110372-04

first class

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
P.O. Box 253
Dublin, OH 43017-0256



SISTERS of ST. DOMINIC
CONGREGATION of the MOST HOLY NAME

1520 Grand Avenue
San Rafael CA 94901-2236

www.sanrafaelop.org

December 17, 2018

Mr. E.J. Wunsch
General Counsel and Secretary
The Wendy's Company
One Dave Thomas Blvd.
Dublin OH 43017

Dear Mr. Wunsch

We, the Sisters of St. Dominic Congregation of the Most Holy Name, write to co-file the attached stockholder resolution titled **2019 Recruitment and Forced Labor Proposal** submitted by The Province of Saint Joseph of the Capuchin Order

Our Congregation is joining The Province of Saint Joseph of the Capuchin Order because we expect The Wendy's Company to demonstrate that it takes "all human rights and labor practice issues seriously and expect the same from our Suppliers," as stated in its human rights and labor practices expectation's.

We are members of ICCR and our representative has participated in recent dialogues with the company. The resolution will be presented at the next annual meeting for consideration by stockholders in accordance with rule 14-a-8 of the general rules and regulations of The Securities and Exchange Act of 1934.

The Sisters of St. Dominic Congregation of the Most Holy Name has been the beneficial owner of at least two thousand dollars' worth of stock of The Wendy's Company, have owned it for more than one year and intend to hold at least until after the next annual meeting. Verification of ownership is attached.

Robert Wotypka, OFM Cap, The Province of Saint Joseph of the Capuchin Order, is the lead filer and authorized to modify and/or withdraw this resolution on our behalf. All co-filers, however, respectfully request direct communication from the company.

If you have any questions, please contact me at 415-453-8303 ext. 105.

Sincerely,

Sister Patricia Boss, OP
Chief Financial Officer
Sisters of St. Dominic
patricia.boss@sanrafaelop.org

cc: Liliana M. Esposito, Chief Communications Officer – The Wendy's Company
Robert Wotypka, OFM Cap, The Province of Saint Joseph of the Capuchin Order
Frank Sherman, Executive Director – Seventh Generation Interfaith Coalition

PREACHERS OF TRUTH • LOVE • JUSTICE

Wendy's Company
2019 Recruitment and Forced Labor Proposal

WHEREAS, recent Global Estimates found that 16 million people are trapped in conditions of forced labor in extended private sector supply chains. In the United States it is estimated that over half of workers in the food and agriculture industries are migrant workers. Migrant workers globally are prime targets for exploitation, including discrimination, retaliation, debt bondage, illegal deductions from wages and confiscated or restricted access to personal documents, limiting workers' freedom of movement thereby leading to forced labor and human trafficking.

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December 17, 2018

Sister of St. Dominic
1520 Grand Ave
San Rafael, CA 94901

Account #: ***

Questions: Please call Schwab
Alliance at 1-800-515-2157.

Verification of Shares Held

Dear Sister of St. Dominic,

The purpose of this document is to provide verification that Sister of St. Dominic on December 17th, 2018 holds 158 shares of Wendy's Co (WEN) and has been the beneficial owners of at least two thousand dollars worth of stock continuously for more than on year or since date of purchase

Sincerely,
Gary Gallant
2423 E Lincoln Dr
Phoenix, AZ 85016-1215

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").

Schwab Advisor Services™ serves independent investment advisors, and includes the custody, trading, and support services of Schwab.





Delivered
Thursday 12/20/2018 at 11:32 am



DELIVERED

Signed for by: J.WOOD

[GET STATUS UPDATES](#)

[OBTAIN PROOF OF DELIVERY](#)

FROM
SAN RAFAEL, CA US

TO
OH US

Shipment Facts

TRACKING NUMBER

SERVICE
FedEx Standard Overnight

DELIVERED TO
Shipping/Receiving

TOTAL PIECES
1

TERMS
Shipper

PACKAGING
FedEx Envelope

SPECIAL HANDLING SECTION
Deliver Weekday

STANDARD TRANSIT
 12/20/2018 by 3:00 pm

SHIP DATE
 Wed 12/19/2018

ACTUAL DELIVERY
Thu 12/20/2018 11:32 am

Travel History

Local Scan Time

Thursday, 12/20/2018

| | | |
|----------|--------------|-------------------------------|
| 11:32 am | OH | Delivered |
| 10:01 am | COLUMBUS, OH | On FedEx vehicle for delivery |
| 8:39 am | COLUMBUS, OH | At local FedEx facility |
| 6:48 am | COLUMBUS, OH | At destination sort facility |
| 4:46 am | MEMPHIS, TN | Departed FedEx location |
| 1:03 am | MEMPHIS, TN | Arrived at FedEx location |

EXHIBIT B

CODE OF CONDUCT FOR SUPPLIERS TO WENDY'S

EXHIBIT B

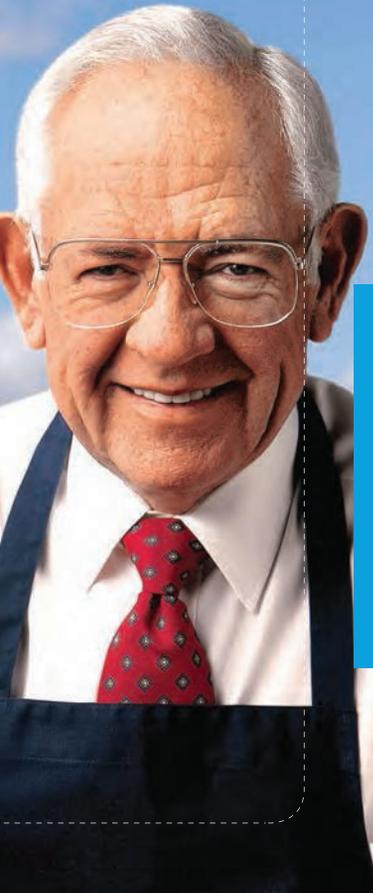
Code of Conduct for Suppliers to Wendy's



Wendy's

CODE OF CONDUCT FOR
SUPPLIERS TO WENDY'S

Published 2017



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

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

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

Quality is Our Recipe

Do the Right Thing

Treat People with Respect

Profit Means Growth

Give Something Back





Table of Contents

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

- Scope and Applicationpg4
- Food Safety and Food Ingredientspg6
- Farm Animal Health and Well-Beingpg8
- Human Rights and Labor Practicespg10
- Environmentally Sustainable Business Practicespg12
- Business Ethics and Integrity pg14
- Compliance pg16
- A Mutual Commitment pg20

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



Scope and Application of the Code of Conduct

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

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

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

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





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

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

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

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



Food Safety and Food Ingredients

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

Our Specific Expectations

Food Safety

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



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



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

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

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

Food Ingredients

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

Suppliers are expected to:

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

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

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

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



Farm Animal Health and Well-Being

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

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

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

Our Specific Expectations

Audits

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

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



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

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

Compliance with Animal Welfare Policies

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

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

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

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

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

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

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

More about Wendy’s Positions on Animal Welfare

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



Human Rights and Labor Practices

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

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

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

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

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

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

Our Expectations

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

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

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

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

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

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

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

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

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

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

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



Environmentally Sustainable Business Practices

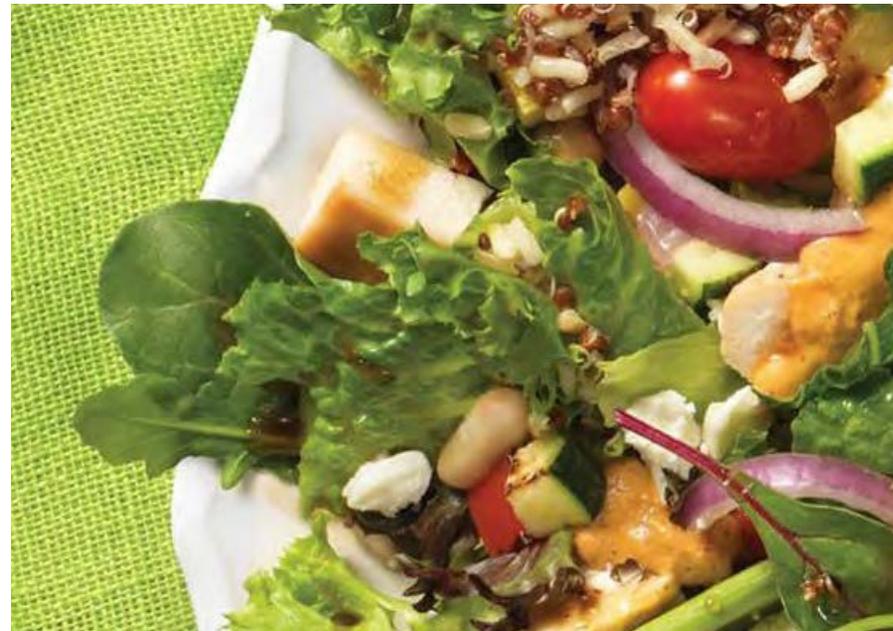
Sustainable business practices are woven into the fabric of how Wendy's operates and are the epitome of Do the Right Thing as defined in our core values. Today, perhaps more than ever, those sustainable "right things" that we do should be transparent and clearly articulated.

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

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

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

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



Working Toward a Sustainable Future

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

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



Our Specific Expectations

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

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



Business Ethics and Integrity

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

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

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

Our Specific Expectations

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

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

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

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

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

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

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

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

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

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

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

More about Wendy's Code of Business Conduct and Ethics

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

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





Compliance with the Code of Conduct

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



Accountability and Verification

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

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

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

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





Compliance with the Code of Conduct

Continuous Improvement

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

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

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

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





Non-Compliance

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

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

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

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

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



A Mutual Commitment

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

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

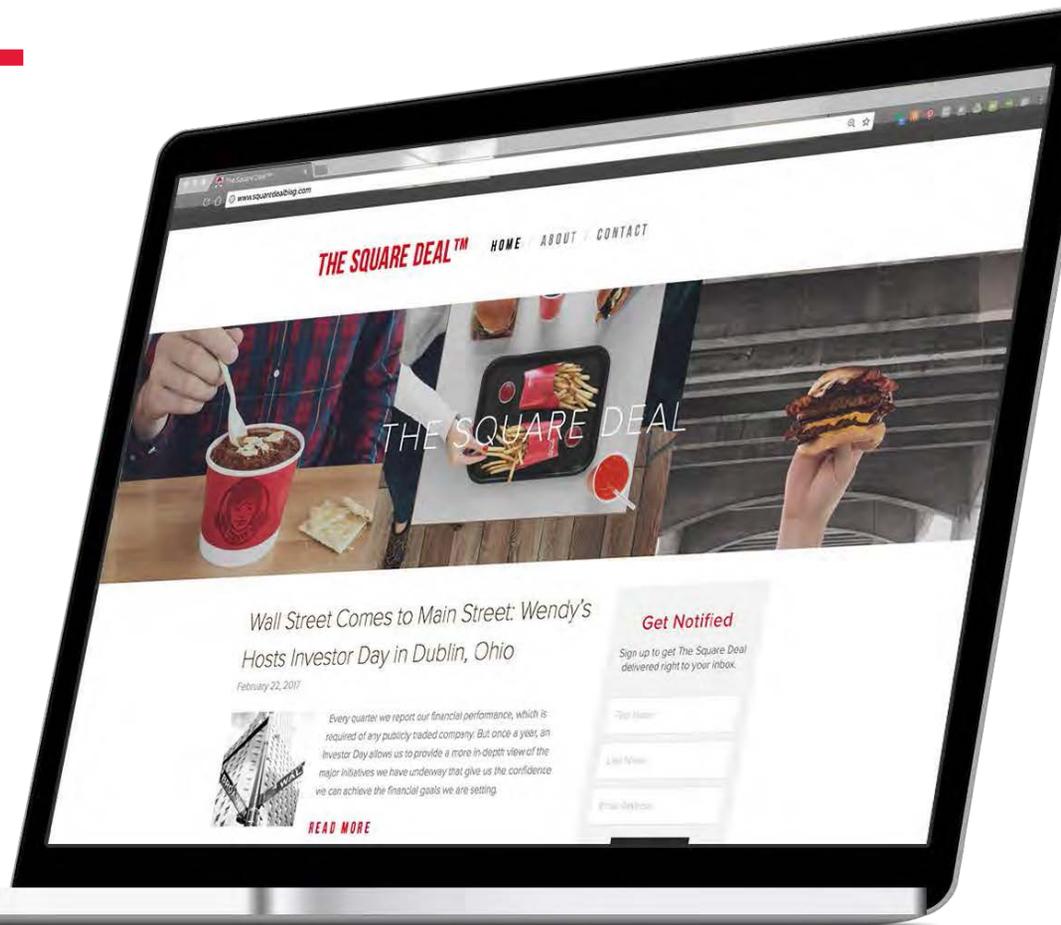
- Quality is Our Recipe
- Do the Right Thing
- Treat People With Respect
- Profit Means Growth
- Give Something Back

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



THE SQUARE DEAL™ BLOG

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







Wendy's
THE WENDY'S COMPANY



EXHIBIT C

**THE WENDY'S COMPANY
CODE OF BUSINESS CONDUCT AND ETHICS**

EXHIBIT C

The Wendy's Company Code of Business Conduct and Ethics



**The Wendy's Company
Code of Business Conduct and Ethics**

**Updated and Approved by the Board of Directors
February 28, 2017**

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INTRODUCTION

The Wendy's Company, and each of our subsidiary companies, (referred to collectively herein as "Wendy's," the "Company," "our," "us," "we" or similar terms) is committed to the highest standards of integrity and fair dealing in all of its activities and compliance with both the letter and spirit of the law. We expect that all of our directors and employees will reflect these standards in their day-to-day dealings on behalf of the Company. This Code of Business Conduct and Ethics (this "Code") applies to Wendy's and to our subsidiary companies, including Wendy's International, LLC. It is for all directors and employees of Wendy's, and is a guide to legal and ethical behavior. This Code does not describe all applicable laws or Company policies, or give full details on any individual law or policy.

Wendy's has an "open door" policy that encourages employees to raise any concern relating to compliance with this Code, other Company policies and applicable law. Management and other supervisory personnel are responsible for supporting this policy by maintaining an "open door" for their direct reports and other employees who may reach out to them. No person will be subject to disciplinary or other retaliatory action by raising any concern based on a reasonable belief that this Code, other Company policy or applicable law has been violated. Any such retaliatory action will be grounds for discipline, up to and including discharge. The Board of Directors of the Company has appointed a Compliance Officer (the "Compliance Officer") who has ultimate responsibility for overseeing compliance with the Code, other Company policies and applicable laws.

Any waiver of this Code must be sought in advance and may be granted only by the Company's Chief Legal Officer; provided, that, in the case of the directors and executive officers of the Company, any such waivers may be granted only by the Board of Directors and will be promptly disclosed, along with the reasons for the waiver, to stockholders in accordance with applicable legal and regulatory requirements.

Ethics and integrity questions can be complex. We expect and welcome questions about the Code and its application to your Company responsibilities. The Code cannot address every workplace situation. Sometimes, a law or policy clearly dictates the outcome. More often, a situation will require interpretation to decide a fair and reasonable course of action.

When faced with a decision, ask yourself these basic questions about the situation:

- What feels right or wrong about the situation or action?
- Is your action consistent with Company policy and guidelines, applicable law and the Code?
- How might your decision or course of action affect others – customers, suppliers, franchisees, contractors, partners, competitors, the community, other employees, shareholders, the Company?
- How might your decision or course of action appear to others? An innocent action can result in the appearance of wrongdoing.
- Have you fully explored the consequences of your decision?
- Would additional advice be helpful? Your supervisor knows you and your job and is usually in the best position to help. If you believe your supervisor is not able to resolve your question or problem, contact HR or the Compliance Officer.

DIRECTOR RESPONSIBILITY

Wendy's expects the members of its Board of Directors at all times to set the right tone by being mindful of their obligations as fiduciaries and by adhering to high standards of conduct, including the policies set out in this Code. Directors should seek to promote those standards in fulfilling their responsibilities to the Company and its stockholders. Directors must adhere to and promote our "open door" policy described above.

Like our employees, directors are expected to act honestly, in compliance with law and in the best interests of the Company and its stockholders. They must conduct themselves in a professional manner and act in good faith and with due care. In their oversight of management, directors should be vigorous in their inquiries and exercise independent judgment to promote the interests of the Company. Directors are also expected to maintain the

confidentiality of Company information and to disclose any possible conflicts of interest that they may have with respect to matters being considered by the Board of Directors or any other aspect of the Company's business. To that end, directors should be cognizant of potential conflicts of interest that could arise in connection with businesses in which the directors participate, and customers, clients or other parties involved in such businesses who also may be involved directly or indirectly in trade or business matters involving the Company. In those situations, directors are expected to exercise independent judgment and act in a manner consistent with their fiduciary obligations to the Company and its stockholders, and not be influenced by business relationships arising in connection with their other business activities. Directors remain responsible for their supervisory and oversight role at the Board level, with management responsible for the day-to-day operations and management of the Company.

Any director who has concerns about compliance with this Code should direct his or her inquiry to the Chairman of the Audit Committee of the Board of Directors or to the Chief Legal Officer of Wendy's.

EMPLOYEE RESPONSIBILITY

Wendy's believes that its employees are valuable contributors to a dynamic business whose continued success depends on the legal and ethical behavior of its employees and agents. As such, each employee has a responsibility to act with honesty and integrity, and each employee must accept personal accountability for his or her behavior and compliance with applicable Wendy's policies, such as this Code. The principles reflected in this Code set the minimum standards by which employees must conduct their professional lives. At their core is an unwavering commitment to compliance with all applicable laws and respect for your colleagues and others with whom we deal in our business. While we compete vigorously, we must do so within the scope of these guidelines.

No code of conduct or statement of policy can cover all circumstances or anticipate every situation. Consequently, employees encountering situations not addressed specifically by this Code or other Company policies should apply their overall philosophy and concepts to the situation, along with their own personal integrity and the highest ethical standards observed by honorable people. If a question still exists, employees should review the particular circumstances with their supervisor, the Compliance Officer or the Chief Legal Officer. Contact details for the Compliance Officer are included in Annex A of this Code.

Management and other supervisory personnel, including our officers, have a special responsibility to lead according to the standards set out in this Code. They must adhere to and promote our "open door" policy and assist employees in their understanding of the Company's policies, as well as its mission and strategy.

REPORTING COMPLAINTS

If an employee becomes aware of a breach or violation of, or otherwise seeks to register a complaint or concern related to this Code, any other Company policy or applicable law, he or she should report the breach, violation, complaint or concern as specifically provided for in this Code in any of the following ways:

- File a report by going to www.ethicspoint.com or www.wendys.ethicspoint.com.
- Call our 24-hour compliance hotline (800-256-8595) 24 hours a day, 7 days a week, 365 days a year.
- Contact the Compliance Officer directly.

In addition to the foregoing, employees that wish to contact the Board of Directors of Wendy's, the non-management directors of Wendy's as a group or any individual director of Wendy's with any concerns may do so by sending an e-mail to corporate-secretary@wendys.com or by sending their communication to the following address:

The Wendy's Company
One Dave Thomas Boulevard
Dublin, Ohio 43017
Attention: Corporate Secretary

All communications intended for directors of Wendy's will be forwarded by the Corporate Secretary of Wendy's to the appropriate directors on a timely basis without redacting or otherwise filtering such communications.

It is the policy of the Company to prohibit the occurrence of unethical or unlawful behavior and to halt such behavior as soon as reasonably possible after its discovery. The Company will investigate promptly all allegations based on a reasonable belief that this Code, related Company policies or applicable laws have been violated. The Company will preserve the anonymity of any reporting employee who so requests, as well as the confidentiality of matters associated with a report or investigation, to the extent reasonably possible in light of the Company's need to investigate reported matters, the requirements of applicable laws and other Company policies. If you are concerned about confidentiality, you may consider placing an anonymous call to our compliance hotline. Employees are also expected to preserve the confidentiality of investigative matters. Only authorized personnel, including the Chief Legal Officer, the Chief Financial Officer and the Compliance Officer, will have access to reports or complaints filed pursuant to the methods described above.

The Company will take necessary steps to stop unlawful or unethical behavior and will take appropriate disciplinary action (up to and including discharge) against those who violate this Code or other Company policies (even if such violations do not constitute a violation of law) or for such other reasons as the Company deems appropriate, including taking action against individuals responsible for the failure to reasonably detect a violation or to supervise employees in the fulfillment of their responsibilities in a manner consistent with this Code and other Company policies. All employees are expected to cooperate fully in any investigation of a complaint under this Code or related Company policies.

The Compliance Officer will report the results of the investigation and resolution to the individual(s) who made the report, if he or she left his or her name, to the extent required by and in accordance with applicable laws. Where not required by applicable law to report back to the individual(s) who made the report, the Compliance Officer, nonetheless, may report back to that individual(s) at the Compliance Officer's discretion. In all cases, the Compliance Officer will take appropriate action to ensure (1) the prompt and consistent enforcement of this Code, (2) a fair process by which to determine violations and (3) that illegal action is dealt with swiftly and violators are reported to the appropriate authorities.

Self-Reporting. If you ever believe that you may have violated, inadvertently or otherwise, the law or this Code in the course of your duties for Wendy's, you are strongly encouraged to report such belief to the Compliance Officer immediately. Under many laws, voluntary corrective action by you and Wendy's may reduce the adverse legal ramifications of the potential violation to both you and Wendy's.

Non-Retaliation. If you report what you suspect to be unethical or illegal activities, you should not be concerned about retaliation from others. Wendy's will not tolerate any reprisal or retaliation against a person who, in good faith, reports a known or suspected violation of the law or of Company policy, including the Code. Wendy's will take disciplinary action, up to and including termination of employment, against any employee or officer involved in retaliation.

BUSINESS RELATIONSHIPS

Equal Employment Opportunity is Both Policy and Practice at Wendy's. It is in the Company's best interest to use the skills and abilities of its employees to the fullest extent without regard to factors unrelated to job performance.

Specific objectives of Wendy's policy are to:

- Comply with all applicable laws regarding equal employment;
- Ensure that the concepts of equal employment opportunity are understood by managers, supervisors and officers;
- Recruit, hire, train and promote the best qualified individuals based upon relevant factors such as qualifications for the position and work quality and experience, without regard to factors that are unrelated

to our legitimate business, such as race, color, religion, gender, sexual orientation, gender identity, national origin, age, disability or other group status protected by law; and

- Ensure that all employment decisions, such as compensation, benefits, transfers, layoffs and re-hires are made in accordance with these objectives.

Any employee having a concern about these matters should register his or her concern in accordance with the procedures set forth under the Section of this Code entitled "Reporting Complaints." If you feel that this policy has been violated by anyone with whom you come into contact on the job, regardless of whether it is by a fellow worker, a supervisor, vendor, supplier, customer, or a member of the general public, you **MUST IMMEDIATELY** report this incident to Human Resources, a member of the management team, your supervisor, or whoever is in charge in the event these individuals are unavailable. You may also report to the Compliance Officer or the Compliance Hotline.

This policy applies to all employment-related decisions including, but not limited to, an employee's compensation, benefits, terms and conditions of employment, opportunities for promotion, training and development, transfer and other privileges of employment.

Our Work Environment Must be Free from Harassment. Our people are our most important asset. We expect all employees to treat their colleagues with respect and to observe the highest standards of collegiality. In keeping with those values, Wendy's has long been committed to maintaining a work environment that is free of discrimination, including harassment, on the basis of any legally protected status. Wendy's will not tolerate any form of harassment against any Wendy's employee based upon his or her protected status by anyone, including other Wendy's employees, franchise employees, vendors or customers. All employees must avoid any behavior or conduct that could reasonably be interpreted as harassment; this is particularly true of our management and other supervisory personnel.

The conduct prohibited by this policy includes all unwelcome conduct, whether verbal, physical or visual, that is based upon a person's protected status under law, such as race, color, religion, gender, sexual orientation, gender identity, national origin, age, disability or other group status protected by law. It includes epithets, slurs, negative stereotyping or intimidating acts that are based on a person's protected status, as well as written or graphic material circulated or posted within the Company (including via electronic mail) that shows hostility toward a person because of his or her protected status.

Sexual harassment is a problem that deserves special mention. Guidelines issued by the Equal Employment Opportunity Commission define sexual harassment as including unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature not only when the conduct is made as a condition of employment, but also when the conduct creates an intimidating, hostile or offensive working environment. Prohibited conduct includes (1) explicit demands for sexual favors; (2) sex-oriented verbal kidding, teasing or jokes; (3) continued or repeated verbal abuse of a sexual nature; (4) graphic or degrading comments about an individual or his or her appearance; (5) the display of sexually suggestive objects or pictures; (6) subtle pressure for sexual activity; (7) unwelcome physical contact such as patting, hugging, pinching or brushing against another's body; and (8) discussions about sexual behavior or interests. The fact that co-workers once had some sort of consensual relationship does not and will not excuse harassing conduct that occurs after the relationship ends. Impermissible sexual harassment can be directed at either men or women and may include allegations of same-sex harassment.

If you experience or witness any conduct that may be inconsistent with this harassment policy, Wendy's encourages and expects you to register your complaint or concern with your department head, the Compliance Officer and/or in accordance with the other procedures set forth under the Section of this Code entitled "Reporting Complaints." Please take every step you can to make sure that your concerns are known to management. Under no circumstances, however, are you required to report the harassment to a supervisor who you believe is responsible for harassing activity.

If a complaint pursuant to this harassment policy is found to have merit, Wendy's will take appropriate disciplinary action against the offender, up to and including dismissal from employment. After investigating complaints of

harassment under this policy, Wendy's may impose discipline for inappropriate conduct that comes to its attention, without regard to whether the conduct constitutes a violation of law or even a violation of this policy. All employees are expected to cooperate fully in any investigation of a complaint under this policy.

You should understand that allegations of harassment raise serious workplace issues and are to be made in a responsible manner. Employees who allege harassment in a false or reckless manner may themselves face disciplinary action.

Any employee who registers a complaint based on his or her reasonable belief that Wendy's policy against harassment and discrimination has been violated or cooperates in the investigation of a complaint will be protected from retaliation of any kind. Any such retaliation will be grounds for discipline, up to and including discharge.

Scenario: Joy and Lawrence are coworkers at Wendy's. A few months ago, Joy ended a romantic relationship with Lawrence. During their relationship, Lawrence would often leave flirtatious notes on Joy's desk and would stop by her desk to give her a little kiss now and then. However, now that the relationship is over, Lawrence is continuing to leave flirtatious and even sexually suggestive notes on Joy's desk. Joy is uncomfortable with Lawrence's notes to her, but she has not mentioned it to Lawrence. Instead, Joy ignores the situation and hopes it will just go away. Instead of the situation going away, Lawrence has continued leaving notes for a couple months, and Joy feels extremely uncomfortable. Does Lawrence's behavior constitute sexual harassment?

Resolution: Lawrence's behavior may be considered sexual harassment because his advances are unwelcome. If Joy is comfortable, she can directly approach Lawrence, or she should speak to her supervisor, a Human Resources Department staff member, or the Compliance Officer immediately. Once a complaint is made, Wendy's can investigate the situation promptly and fairly. Wendy's will take the necessary steps to remedy the situation and will make every effort to keep the situation as confidential as possible.

Conduct Yourself Professionally. Keep illegal drugs, alcohol and weapons away from the workplace. Wendy's prohibits the use, possession, distribution, selling or manufacturing of any illegal drugs or any alcohol (other than specified below) or any illicit or improper use of prescribed drugs on Company property or on the job (including in Company vehicles) or, except as otherwise authorized by law, the possession of any dangerous weapon or firearm on Company property or on the job (including in Company vehicles). Employees may not be under the influence of either drugs or alcohol while on Company property or while conducting Company business. Moderate use of alcohol served at official Company functions or while on Company business conducted on or off Company property is acceptable if reasonable under the circumstances, and provided that the employee complies with legal driving and other guidelines and laws.

An employee who reports to work under the influence of, or is unfit to work because of, the effects of alcohol or drugs is subject to disciplinary action, up to and including termination from employment consistent with the requirements of local law.

Wendy's reserves the right to search items on Company property, including but not limited to offices, desks, computers, cars, and lockers at any time, to the full extent permitted by local law.

Use Appropriate Language When Communicating with Others. The Company expects its employees to refrain from using inappropriate language when communicating with others. Inappropriate language includes unwanted, deliberate, repeated, unsolicited profanity, cussing, swearing, and vulgar, insulting, abusive or crude language.

Refrain From Violence in the Workplace. Threats, threatening and abusive behavior, or acts of violence (verbal or physical) against employees, customers or other individuals or against Company property by anyone on Company premises or while on Company business will not be tolerated.

FRANCHISEE RELATIONS

Each of us must maintain standards of uncompromising professional integrity in our business dealings with our franchisees. The Company expects its employees to understand the need to maintain and foster positive franchisee relations.

To demonstrate our commitment, Wendy's expects its employees to:

- Treat all franchisees fairly by responding to their issues and problems in a timely and professional manner. Franchisees are our customers and business colleagues; therefore, communication and customer service is critical to our future success.
- Improve franchisee relations by instilling a culture of leadership and professionalism by developing an environment that encourages idea sharing and teamwork between Wendy's and the franchisee community.

The Company further expects all employees who deal with franchisees to comply with the Federal Trade Commission's Rule on Franchise Disclosure Requirements and Prohibitions as well as other applicable laws and regulations. The Company will not condone any form of harassment, intimidation or discrimination with our franchisees based on race, color, religion, gender, sexual orientation, gender identity, national origin, age, disability or other group status protected by law.

Remember that our franchisees are independent business persons. They are not our "partners" in the legal sense nor are they employees. We do not make business decisions for our franchisees.

Refer to Item 19 in the Franchise Disclosure Document ("FDD") when asked about potential earnings and encourage prospective franchisees to ask other franchisees. DO NOT ever make an estimate of potential profits or sales for a new restaurant to any franchisee that is not set forth in Item 19 of the FDD.

If you have any questions or concerns, immediately contact the Legal Department.

COMPLIANCE WITH LAW

Wendy's strives to be an honorable company and employer. Employees must always operate within the law in all business dealings. It is the Company's express policy that it and its employees obey all applicable U.S. federal, state and local and international laws and regulations. Employees have a personal responsibility to become familiar and comply with the laws and regulations related to their job responsibilities. There are also other laws – not directly related to an employee's job but of general relevance to work situations – of which employees should be aware. If employees have any questions about what is within the law and what is not, they should seek advice from the Legal Department. Noted below are some of the most important laws that apply to Wendy's and its employees and business dealings.

Securities Laws. These laws forbid individuals and companies from profiting from material non-public information, or "inside" information, that could influence decisions to buy, sell or hold onto particular securities. Such information may relate to the financial condition of a company, its products, the market for its securities, its investment intentions or plans for a merger, acquisition or divestiture. You may not make trades of securities based on material inside information or give such information to others. For additional information, you should refer to the Company's Securities Trading Policy, which is also applicable to you. This document can be accessed on the Company's intranet.

Antitrust and Trade Regulation Laws. These laws (both in the U.S. and internationally) prohibit actions that restrain competition. They are designed to protect the free enterprise system from corruption or abuse. It is our duty as corporate citizens to comply with these laws. Wendy's will compete vigorously on the merits of our products and services and will not engage in unlawful methods of competition.

You may not, for example, cooperate with competitors to fix or stabilize prices, “divide up” customers or markets with competitors, boycott competitors or customers or otherwise interfere with free competition. You should not even discuss the possibility of such activities with competitors.

You may not reveal the nature or contents of sealed bids to any supplier or potential supplier. Wendy’s may require any supplier selected on the basis of a sealed bidding process to certify that it has not seen or been informed of the nature or contents of any other submitted sealed bid.

The antitrust and trade regulation laws also prohibit certain kinds of tie-in sales, discriminatory pricing, exclusive dealing and other practices that would be unfair to customers.

Bribery, Kickbacks and Rebates. Bribery in any form, commercial or political, is forbidden in all Company business dealings. No Company funds may be used, either directly or indirectly, for any bribe, kickback or other unlawful payment anywhere in the world or under any circumstances.

The purchase or sale of goods and services on behalf of the Company must not lead to employees or their families receiving personal kickbacks or rebates. Kickbacks and rebates can take many forms and are not limited to direct cash payments or credits in connection with a particular transaction. In general, if you or your family stands to gain personally through the transaction, it is prohibited. Such practices are not only unethical, but in many cases are also illegal. NOTE: See “Conflicts of Interests” below for rules regarding gifts and entertainment.

Payments to Government Employees; Foreign Corrupt Practices Act. No payments of Company money, gifts, services, entertainment, loans or anything else of value may be offered or made available in any amount, directly or indirectly, to any government official or employee. Such payments or offers are not legal in the United States. The same also applies to payments to any other person or corporation where there is “reason to know” such payment(s) will be used as a bribe, payoff, kickback, or other improper payment. Reason to know is very broadly interpreted. An example of reason to know is any excessive or out-of-the-ordinary agent commission, which should be given careful scrutiny to ensure that none of it will be used improperly. Such payments should also not be made in other countries, even if legal there, if they are in violation of U.S. law, notably the Foreign Corrupt Practices Act, regardless of the nationality of the recipient.

International Laws. Laws outside the United States may differ from customary U.S. business practices. All Wendy’s practices and actions should be in compliance with local laws as long as they do not conflict with U.S. laws. If in doubt, or in the case of a conflict, you should contact the Legal Department.

Immigration Laws. You shall follow all immigration laws and regulations affecting Wendy’s. Among the various laws and regulations, you will most frequently encounter the provisions of the Immigration Reform and Control Act of 1986 (the “IRCA”). The IRCA requires, among other things, that an employer must obtain proper, specified documentation for all employees hired or rehired after November 6, 1986. Violations of the IRCA can result in criminal and/or civil penalties.

You may violate federal law if you:

- Fail to obtain proper documentation for all employees and maintain a proper record of it; or
- Even if documentation is presented, you know or have reason to know that the employee is an unauthorized alien.

You may violate federal law if you do any of the following:

- You question an individual who presents documentation that appears authentic;
- You question an individual because of his/her nationality;
- You pay an alien who does not have an approved work visa; or
- An alien works for you who is being paid from abroad without an approved work visa.

BUSINESS CONDUCT AND CONTACTS

As employees of Wendy's, you represent the Company. Your interactions with stockholders, franchisees, customers, suppliers, vendors and all other persons or entities must reflect the values and ethics of Wendy's. In all such contacts, it is important to observe certain standards of conduct. You should treat each person you encounter with respect and professionalism.

Earn Franchisee, Supplier and Customer Trust. The Company's reputation for integrity is tested every day by the way you treat the people with whom you do business. Honesty, fairness and keeping commitments must be hallmarks of the way you do business.

Present the Company Truthfully. Communications should reinforce a sense of trust in the Company. Whether statements are channeled through franchisees, customers, stockholders, the analyst community, suppliers, trade groups, the mass media or made in private conversation, "honesty is the best policy." Public statements should be sufficiently candid, clear and complete so that they neither mislead nor lend themselves to misinterpretation. However, material non-public information may not be disclosed without approval from the Legal Department.

Wendy's is also committed to full compliance with all requirements applicable to its public disclosures and those of Wendy's, including reports filed or furnished to securities regulators by Wendy's. All of our business communications should be timely, clear and accurate. It is a violation of our policy to misrepresent our financial performance or otherwise compromise the integrity of our financial statements or other disclosures.

All press releases intended for the investor or franchisee communities must first be reviewed and approved by the Legal Department.

Treat Business Colleagues Professionally. Act professionally and conscientiously in making business decisions. Personal relationships must never interfere, or give the appearance of interfering, with business actions, judgments or decisions.

- When making decisions, weigh all factors impartially and without prejudice and make all decisions based solely on merit.
- Honor your agreements and do not encourage or interfere with other parties' contracts or agreements.
- Communicate clearly and effectively. Think before you speak and write and be proud of what you say and write. Be clear and objective, and write as if your communication will appear on the front page of The Wall Street Journal or The New York Times.
- Do not discuss areas beyond your knowledge or expertise.

Maintaining Product Quality and Food Safety. Customers deserve the highest quality products and service, in surroundings that are clean, attractive and comfortable. Our goal is to constantly exceed our customers' expectations – every day, and in every restaurant. Wendy's continually monitors our products and services and works hard to improve them. We all must assist in this process by reporting anything that could damage our reputation for quality.

To make sure our customers receive safe, wholesome food, we must:

- Maintain strict standards for raw products that meet or exceed government requirements;
- Adhere to a strict food safety testing program;
- Follow rigid food handling and preparation procedures in every restaurant, every day;
- Understand and maintain proper food-handling procedures and personal hygiene practices;
- Immediately pull any product suspected to be unsafe until a food safety review can be completed; and
- Remain vigilant: keep monitoring and improving our processes to maintain product safety.

Remember: We all share the responsibility for product quality and food safety. We must immediately report any potential problem to our supervisor or manager.

CONFLICTS OF INTEREST

An employee's business decisions must always be in the best interests of Wendy's. Employees have an obligation to avoid any business, financial or other relationships that might conflict with the interests of Wendy's or create the appearance of such a conflict. Make every effort to avoid situations that could compromise independent judgment, but if a problem arises, handle it forthrightly and honorably.

As an employee of Wendy's, it is your responsibility to report promptly to the Legal Department and your supervisor any activity in which you are engaged that might be deemed a conflict of interest. They will determine if a conflict exists and establish controls to prevent abuse or, if such control is not feasible, they can require that you terminate the activity in question or divest your interest in any relevant transaction as a condition of continued employment. Managers who require guidance in this evaluation should contact the Legal Department for assistance.

Each year, employees in management positions should be prepared, if requested, to submit a statement covering any entertainment, gifts or services that they or their staffs have accepted. Any items that have been accepted must be reported at that time, whether or not they were previously discussed with any superior.

There are some common relationships or circumstances that can create, or give the appearance of, a conflict of interest. The situations generally involve gifts and business or financial dealings or investments. The following areas are intended to clarify the obligations of employees in these circumstances.

Gifts, Entertainment, and Other Inducements. Gifts, favors, tickets, entertainment and other such inducements may be attempts to "purchase" favorable treatment. Accepting such inducements could raise doubts about your ability to make independent business judgments and the Company's commitment to treating people fairly. Keep in mind that certain inducements may be defined as bribes, payoffs or kickbacks, which are illegal as described above.

You may accept entertainment, such as an occasional golf outing in your home city or at the location of a business meeting and business meals, if they are in line with accepted business practice, could not be construed as potentially influencing your business judgment or creating an obligation on your part, and if public knowledge thereof would not embarrass you or the Company. When such business activities occur frequently, such costs should be shared or paid for on a reciprocal basis. From time to time, employees may be invited to a meeting or special event (primarily social in nature), which may involve similar offers to large numbers of people from the same type of business. If prior approval has been given by either the Chief Executive Officer or your Senior Team member, such events may be attended. However, in requesting such permission, the employee involved must document the advantage to Wendy's in attending such a special event. If the event is held at a very expensive resort location, it is unlikely that permission will be granted because the appearance of impropriety may outweigh the advantage of attendance.

You may accept infrequent, nominal gifts valued at less than \$100. Gifts of greater value may be accepted if protocol, courtesy or other special circumstances exist, as sometimes happens with international transactions; however, all such gifts must be reported to the Compliance Officer who will determine if you may keep the gift or must return it or whether it should more appropriately become Company property. Frequently, gifts of food are given by vendors at holiday time. If possible, these gifts should be shared with your team.

You may never accept cash or cash equivalents such as gift cards. You may not benefit personally from any purchase of goods or services for Wendy's or derive any personal gain from transactions made on behalf of Wendy's.

Employees should never solicit gifts from vendors or suppliers to support Company events or employee incentive programs except for large meetings such as the Convention or National Franchise Conference where the Company believes there is a benefit to participating vendors and suppliers. Examples of prohibited solicitations include items such as door prizes, soft drinks and water, food donations, and merchandise donations. Solicitation of support for charitable purposes may only be made through the Dave Thomas Foundation for Adoption.

These policies apply equally to giving. Apart from formally-approved Wendy's incentive marketing programs conducted in the ordinary course of business, gifts and entertainment for current or prospective franchisees, customers or suppliers should be in line with customary business practice. They should be avoided where disclosure would cause negative publicity. You should limit the gift to items having a nominal value and you must obtain prior approval from your supervisor. If the cost is reasonable and done infrequently, employees may pay for minor hospitality in connection with business activities, such as an occasional meal or entertainment. When such business activities occur frequently, such costs should be shared or paid for on a reciprocal basis.

Tax laws limit the deductibility of gifts to employees of non-governmental clients, prospects, or suppliers. Gifts must be separately reported and listed so that the necessary information will be available for inclusion in Wendy's tax returns.

Tickets to Events. Employees should never solicit tickets from any vendor, franchisee or business associate. If free tickets are offered to an employee on the basis of a business relationship, these tickets may be accepted but become the property of the Company. An example of this type of offer would be if a television station in a certain market offered World Series tickets to the Company because the Company purchased certain levels of advertising. The distribution and use of tickets will be decided by the Company. Company tickets may be used in conjunction with an employee incentive program, be offered in a general drawing or among a certain level of employees, or for such other business purpose as the Senior Team member may decide. Tickets that are offered for only a specific employee's use will be subject to special scrutiny and may only be accepted if the Senior Team member approves the business purpose of the event. Otherwise, these tickets must be declined.

Dos and Don'ts for Gifts and Entertainment. The rules for gifts and entertainment apply year round, even during the holidays, and they apply not only to employees, but also to our spouses, partners or family members. If you are offered a gift or entertainment that is inappropriate, you should decline. If you find yourself in a situation where refusing a gift would embarrass or hurt the person offering it, you may accept the gift on behalf of Wendy's and then report it to your supervisor.

Q: One of our suppliers offered to take my wife and me to my favorite team's playoff game. The tickets are valued at \$200 each. Can I accept the gift?

A: No. You may not accept the gift for your personal use. A gift with a total value of \$400 exceeds our gift guidelines. You can accept the tickets on behalf of the Company and then distribute them in a drawing or award them as an incentive. If that is not acceptable to the supplier, you should politely decline the offer.

Q: A contractor invited me to play a round of golf with her. Can I accept the invitation?

A: Yes. You can attend entertainment functions such as this as long as it is an appropriate setting for business discussion, the cost is reasonable, and the invitation is unsolicited.

Q: I am involved in contract negotiations with a particular contractor. The contractor offered to take me out to dinner to discuss business. Can I accept the invitation?

A: No. While business dinners are normally acceptable, accepting an invitation for entertainment during business negotiations may give the perception that the event creates a reciprocal obligation and may impede your ability to make unbiased business decisions.

The important thing to remember is that you cannot offer, give or receive anything that would compromise – or even appear to compromise – the recipient's ability to make fair, impartial and balanced business decisions.

Offers of Employment. Offers of employment (including a post-retirement job) may, in some circumstances, be an attempt to divide your loyalties. If you receive a job offer from a franchisee, customer, supplier, competitor, or even from one of the companies with whom you do business, the ethical course of action is to exempt yourself from making decisions that may affect the source of the job offer until you have made your decision. If you accept the job offer, you should immediately stop representing the Company with your prospective employer. The only exception to this policy is for hourly employees in our stores who may work at a different company or with a franchisee.

Scenario: Carlos started his employment with Wendy's two months ago. Before working at Wendy's he worked at SlowMo's Hamburgers, a quick-service restaurant chain. However, SlowMo's Hamburgers has not yet found someone who is a good fit for Carlos's former position. SlowMo's Hamburgers asks Carlos to do some contract work during his free time until a suitable replacement is hired. Carlos considers the offer. Carlos thinks he could do work for SlowMo's Hamburgers during his free time at home and believes it won't affect his work for Wendy's. Can he accept the job offer?

Resolution: Carlos cannot accept SlowMo's Hamburgers' offer. While he may have the best intentions, working for both Wendy's and a competitor creates a conflict of interest. Working for a competitor hurts Carlos's ability to make unbiased decisions on behalf of Wendy's. Furthermore, taking employment outside Wendy's for a competitor, supplier or vendor puts Wendy's information at risk. Before taking any outside job, you should notify your supervisor to make sure you are making the correct decision.

Investments and Other Business Interests. A conflict of interest exists when employees have a personal interest in a business or financial venture that may be at variance with the interests of Wendy's. Employees are expected to devote their time, efforts and loyalty to Wendy's business. Any involvement by employees in any other business must be strictly limited, regardless of whether such business relates in any way to the business of Wendy's. These conflict of interest guidelines apply not only to employees, but also their immediate family members living in their homes. Employees should obtain prior approval from the Legal Department before entering into a business transaction that could create a conflict of interest.

Business transactions that benefit family members give an appearance of impropriety. Your family members may not have a personal financial interest in, accept any payments whatsoever from, enter into contracts with, or otherwise establish a business relationship with the Company or its franchisees or suppliers except as has been approved in advance by the Legal Department. Notify your supervisor, the Compliance Officer or the Chief Legal Officer immediately if any of your family members are employed by, give advice to, or otherwise have an interest in the Company, or a Company supplier, or franchisee.

Although we cannot anticipate every situation that might create or be a conflict of interest in financial/investment dealings, the following are examples of conflicts:

- Working for, serving as a partner, officer or director of, or having a significant stockholding in a business enterprise that does business with or competes with the Company;
- Buying, leasing or selling property from, or to, Wendy's, or near locations known to be of interest to the Company or its franchisees;
- Accepting payments, services or loans not available to the general public from, or rendering consulting services to, persons or entities dealing or contemplating dealing with Wendy's, or in competition with the Company;
- Acting on behalf of, or advising, a franchisee, competitor, supplier, lessor or lessee in dealings with Wendy's, or similar activities by members of an employee's immediate family;
- The active commitment of time devoted to the management of any other business enterprise, which would take time away from your normal work schedule or responsibility; and
- Taking for yourself business opportunities that rightfully belong to the Company.

Financial interest does not include ownership of securities in a corporation if all of the following conditions are met:

- The securities are traded on a national exchange, or over the counter and regularly reported in the financial press;
- You do not own more than 1/10th of 1% of the corporation's outstanding securities; and
- The market value of the securities you own is no more than 25% of your gross income for the most recent calendar year.

Reciprocity. In many instances, Wendy's purchases goods or services from a supplier who also buys goods or services from us. This practice is normal and acceptable, but any form of pressure for reciprocity with that supplier is not. Suppliers must not be asked to buy our products or services in order to become or continue to be a supplier of ours.

USE OF COMPANY ASSETS

The way the Company protects its assets sends a signal to the public not only about standards of care but also about integrity. Use of Company assets for any unlawful purpose is strictly prohibited. Our assets are much more than our equipment, inventory, corporate funds and supplies. They include concepts, business strategies and plans, financial data, intellectual property rights and other information about our business. Each employee is personally accountable for the safekeeping, maintenance and proper and efficient utilization of Wendy's assets over which he or she has control and must protect those assets against both intentional and unintentional loss or damage. Theft, carelessness and waste have a direct impact on the Company's profitability.

The Company provides a wide variety of assets as resources for its employees in conducting Company business, such as computers, communications systems and other equipment and materials. We expect all employees to use reasonable judgment and discretion so that Company assets are used for legitimate business purposes. Items such as food, funds, season tickets, equipment and supplies should be used only for legitimate business purposes or for charitable purposes authorized by designated management. In addition, Wendy's food, equipment or supplies should not be sold, loaned, given away or otherwise disposed of, regardless of condition or value, without the prior approval of designated management. On occasion, some assets of the Company that are no longer needed in the business may be sold to employees. These sales must be supported by properly approved documentation signed by an appropriate authority other than the employee making the purchase.

Using Company Computers and Other Technology. Computers and electronic information are essential tools to support our business. We all must ensure that we are using technology appropriately. As noted in the Company's Information Security Policy and other HR policies and procedures, using the Company's computers or other technologies to gather or distribute offensive, sexually suggestive, discriminatory, harassing, pornographic or other inappropriate data or information is not allowed, whether during or after work. Electronic messages should be composed with the same care you take in composing any other Company document. Electronic messages are a lasting and recoverable written record and can easily be copied and forwarded worldwide without your knowledge or consent. You should not use the Company's e-mail system to advance personal or political views, communicate jokes or inappropriate sexually explicit or offensive statements, send unauthorized solicitations or chain letters or conduct business for another organization. The use of profanity, derogatory remarks, discriminating or harassing comments, innuendo and threatening or abusive language is strictly prohibited.

To keep our computer systems and information secure, we need to take necessary actions to safeguard all passwords and identification codes to prevent unauthorized access. Wendy's reserves the right to block offensive, illegal and non-business related sites and to monitor and intercept the entire content of any messages transmitted or stored in its system, including information that has been deleted by users. You should not expect privacy when using e-mail and the Internet. The Company monitors e-mail and Internet access to ensure they are used responsibly and professionally. Monitoring activities, when undertaken, will comply with any statutory requirements.

If you receive any inappropriate communications, you should notify your supervisor, the Compliance Officer, Human Resources or the Information Technology Department immediately.

CONFIDENTIAL AND PROPRIETARY INFORMATION

Company Information. Confidential information includes information regarding the Company's employees, customers, trade secrets, assets, finances, manufacturing processes, equipment, inventions, designs, vendors, intellectual property, business plans and strategies, pricing strategies, marketing data and strategies, sales, terms, costs, distribution, technical expertise and other non-public information. Confidential information also includes the

programs, processes, data, plans and strategies you develop while an employee of Wendy's. Confidential information does not need to be marked "confidential" in order to be treated as such. It is information not generally known to the public at large or in the industry we are in and that provides us with a competitive advantage.

If you have doubts about whether information is confidential, consider whether a competitor would be at an advantage in having it or whether you or another person or company (including stockholders of a company) would benefit from its disclosure. If the answer is yes, then the information should be treated as confidential, and you must seek Legal Department approval before disclosing it.

It is critical to remember that confidential information learned or developed during the course of your employment is the exclusive property of the Company and may not be disclosed to any other party without the Company's prior consent. It may not be used to advance any person's or company's interest except that of Wendy's, either during your employment or after you have left the Company. Only Wendy's determines who is entitled to possess or use such data, except when the law requires otherwise. You must return all confidential information or documents containing such information to the Company upon your departure.

Personnel and benefits records are considered highly confidential information that may not be duplicated or removed from Wendy's premises without the prior consent of the head of the Human Resources Department, the Compliance Officer or an executive officer of the Company and in some cases, the individual employee's prior consent. Such information is private and sensitive and must be handled in accordance with all applicable laws.

Examples of personal data include personal, employment, medical, financial and education and training information. Most countries have laws regulating the collection and use of personal data, although the types of data covered, the nature of the protection, and local enforcement mechanisms vary. Wendy's policy is to comply with all such applicable laws. All employees are responsible for ensuring compliance with the data privacy requirements under such laws and regulations and under the Company guidelines and policies. Employees may be required to attend training.

Do not discuss confidential information with people outside Wendy's, including family members. Do not leave confidential records or documents in places where others may read them. Do not discuss or work with Wendy's data in public areas where the conversation may be overheard or the data compromised.

Treat all confidential information with care. Mark written materials "confidential" and never discuss confidential information in public places, including elevators and restrooms. The intentional or inadvertent disclosure of confidential information can seriously damage Wendy's and cause disadvantage in its business dealings. Discussions and disclosure of such information must be strictly limited to those authorized persons who have a need to know. Questions regarding disclosure should be directed to the Legal Department.

We respect the trade secrets, copyrights, trademarks, and patent rights of others. Unless authorized by the owner, or if the use is an otherwise permitted use under the law, copying of such material may violate the law and the Code.

Do not disclose any previous employer's confidential information without written consent of that employer. If you leave Wendy's, you have a continuing obligation to protect Wendy's confidential information. Improper receipt of others' confidential information may expose Wendy's to potential legal liabilities. Improper disclosure of Company confidential information may result in the loss of valuable intellectual property rights. Do not ask for or disclose information that should remain private.

Scenario: Cheryl, a former employee of SlowMo's Hamburgers has just started working for Wendy's. Cheryl's first project is to strategize ways to make delivery and stocking methods more efficient. Cheryl remembers some research she had done on the subject while working at SlowMo's Hamburgers. Cheryl remembers the process SlowMo's Hamburgers incorporated into their system and considers using the same solution at Wendy's. Can Cheryl utilize the research and strategy of her former employer to benefit Wendy's?

Resolution: Cheryl must not use her previous employer's proprietary research or solution to benefit Wendy's. The research Cheryl's former employer produced and their resulting process is the intellectual property of SlowMo's Hamburgers. Using information owned by a former employer may break the law and violate the Code. In the same sense, you must not use the proprietary information or know-how you gained from Wendy's at another employer, even after you leave employment with Wendy's.

Franchisee, Supplier or Customer Information. The nature of Wendy's business gives many employees access to critical business information about franchisees, suppliers and, in some cases, personal information about customers. Maintaining their trust requires that you protect the confidentiality of this information. Information about a franchisee's or supplier's business is confidential as is personal information about customers. Disclosure within the Company should only be on a business "need to know" basis. Disclosure to outsiders, except to comply with legal requirements, is not only inconsistent with this Code but in some cases may also be illegal.

Computer Security. All software and data resident on all computers, whether in production or being tested by the Company, are the sole and exclusive property of Wendy's. Your password must be protected and must not be disclosed to any other individual. You should protect any Company owned or provided personal computer to ensure that its data, software and hardware are not misused.

You should not introduce to any computer of the Company any software that is not properly licensed or lawfully acquired. If you download data from bulletin boards, network services or the Internet, you must first scan the data by virus detection software before it is introduced to any Company network environment. You must obtain prior written approval from the Information Technology Department before introducing any new software to the network. Under no circumstances should you duplicate Company-owned or licensed software for use on personal or Company-owned equipment without prior authorization from the Information Technology Department. Copying such software could be illegal and result in fines and penalties to the Company and to you.

Voice and electronic mail and messages generated or received at the office or on office systems are not confidential. The Company reserves the right, at any time and without prior notification, to enter the voice mail and electronic mail systems to monitor, review, copy, print or delete any messages, to disclose messages to others or to use them for any purpose. For additional information, you should refer to the Company's Information Security Policy, which can be accessed on the Company's intranet.

In addition, the Company reserves the right, at any time and without prior notification, to monitor internet usage at the office or on office systems.

Recording Conversations. Without the prior written consent of the Chief Legal Officer or the Compliance Officer, no employee may eavesdrop, or secretly tape, or electronically record, or videotape any conversation, communication, activity or event. This policy applies to any conversation, communication, activity or event that in any way involves the Company or any of our employees, franchisees, vendors or customers. From time to time, the Company may tape, record, videotape or otherwise monitor conversations or other communications between employees and/or between employees and non-employees for legitimate business purposes, such as customer service training or to protect the integrity of certain business transactions. Generally, employees will be notified when such recording occurs, in accordance with applicable law. Under certain circumstances, however, notice may not be given, such as when the Company is conducting an investigation into potential violations of this Code or related policies or in conjunction with regulatory authorities. If you have any questions about this policy, you should contact the Legal Department.

Communications with the Press and Other Outside Organizations. In addition to the confidentiality restrictions described above, no employee may disclose or in any way communicate confidential or proprietary information of Wendy's to financial or trade organizations or public or private media. Only the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer or Chief Communications Officer may authorize release of such data. Any questions regarding such information may be directed to the Chief Communications Officer. Any questions regarding this policy should be directed to the Legal Department.

RECORDING AND REPORTING INFORMATION

The Company relies on accounting records to produce reports for the Board of Directors, management, shareholders, creditors, governmental agencies and others. All Company accounting records, and reports produced from those records, must be kept and presented according to the laws of each applicable jurisdiction. Moreover, the records must accurately and fairly reflect the Company's assets, liabilities, revenues and expenses. All actions and commitments must be taken according to the Company's Authorization Policy and written delegations of authority.

Proper Recording and Reporting. Wendy's maintains a system of internal controls that it believes provides reasonable assurance that transactions are executed in accordance with management's authorization and are properly recorded. The system is characterized by a control-oriented environment. All employees are expected to adhere strictly to these policies.

Our records are critical in meeting our financial, legal and business obligations. All records, including employment, payroll and financial data, checks and payments, as well as other essential data, must therefore be prepared with accuracy and care. Dishonesty or carelessness in recording or reporting information, either within or outside the Company, is not only strictly prohibited, but could lead to civil and criminal liability for you or Wendy's.

- All books and financial records must be kept in such a way as to fully and accurately reflect, in reasonable detail, all receipts, expenditures, transactions, assets and liabilities in conformity with Wendy's policies and Generally Accepted Accounting Principles ("GAAP").
- No false or artificial information may be recorded for any reason.
- Employees are prohibited from making false or misleading statements in connection with any audit or examination of the Company's financial statements and records, business operations, or for compliance with laws or regulations.
- Each employee is personally accountable for Wendy's funds over which he or she has control. No payment may be made, or invoice issued, on behalf of Wendy's with the intention or understanding that any part of such payment or receipt is to be used for a purpose other than that described in the supporting documents.
- No secret funds or unrecorded accounts may be maintained or established for any purpose.
- No employee may unduly or fraudulently influence, coerce, manipulate or mislead independent or internal auditors regarding the Company's financial statements, accounting practices, disclosures or internal controls or procedures.
- Company records are to be treated as confidential information in conformity with this Code.
- Notify your manager, the Compliance Officer or the Compliance Hotline immediately if you suspect that any fund, asset, entry, transaction, or payment violates this policy. Depending upon your duties, you may be required periodically to certify compliance with this specific policy section.
- If you are a manager – establish and maintain such internal controls as may be necessary to enforce this policy section. Publicize those controls to ensure that the appropriate employees understand and comply with them.

When in doubt about any of the above, consult your manager, the Legal Department or the Compliance Officer.

Loans. Never promise or make loans or investments of any kind without first fully complying with the Company's Authorization Policy and applicable record keeping requirements.

GAAP. All employees are expected to demonstrate financial integrity in processing Travel and Expense Reports and other financial transactions. Cash or other assets must not be maintained in any unrecorded or “off-the-books” fund for any purpose. Compliance with GAAP and the Company’s system of internal controls is required at all times. Proper justification is required when alternative accounting treatment is possible under GAAP.

Retention of Records. Disposal or destruction of Wendy’s records and files is not discretionary. Legal and regulatory practice requires the retention of certain records for various periods of time, particularly in the tax, employee, health and safety, environmental, contract and accounting areas. In addition, when litigation or a government investigation or audit is pending, relevant records must not be destroyed until the matter is closed. Destruction of records to avoid disclosure in a legal proceeding may constitute a criminal offense. We have a Company Records Retention Policy and it should be followed at all times. Any questions regarding the disposal or destruction of Wendy’s records or files should be directed to the Legal Department.

COMMUNITY INVOLVEMENT

As concerned and responsible citizens, employees of Wendy’s are encouraged to participate in community activities. Wendy’s will strive to:

- Function as an integral part of the local communities in which it conducts its business operations; and
- Remain keenly aware of the benefits it and its employees receive from participating in any activities that improve the health, well-being, education and culture of the community.

Being partners with our communities, we have a responsibility to support and share in the development of social and civic activities to enhance our quality of life.

When the Company elects to participate in a community project and utilize limited employee time and Company resources, management will communicate to affected employees in advance that the effort is a Company sponsored project. Be sure to separate your personal community activities from your work. Pursue community activities on your own time, with your own resources and as an individual private citizen, not as a representative of Wendy’s. Do not claim to represent, or imply representation of, the Company to the public or in any public process or forum unless specifically requested to do so by management.

POLITICAL ACTIVITIES AND CONTRIBUTIONS

Employees are encouraged to participate in the political process and vote for the candidates or issues of their choice. Active political participation is the personal choice of each employee and should be conducted on your own time in your role as a private citizen and not on behalf of the Company.

It is strictly prohibited for individual employees to use the funds of Wendy’s or its name, assets or property for political purposes or endorsement, whether directly or indirectly. It is also against Company policy to include, directly or indirectly, any political contribution on your expense account or in any other way that causes the Company to reimburse you for that expense. In general, the cost of fund-raising tickets for political functions is considered a political contribution. Therefore, including the cost of any such fund-raising dinner on an expense account, even if business is in fact discussed, is against Company policy and in some cases illegal.

From time to time, Wendy’s may, within the limits of the law and through the Wendy’s Political Action Committee, support a particular candidate, or support or criticize proposed legislation, regulations or rulings that might impact the business environment in which the Company operates. Our employees are welcome, though not obligated or expected, to participate in such activities.

The political process has become highly regulated, and anyone who has any question about what is or is not proper should consult with the Legal Department before agreeing to do anything that could be construed as involving Wendy’s in any political activity at either the federal, state or local level in the United States or in any foreign country.

SAFETY, HEALTH AND ENVIRONMENT

Wendy's is committed to providing a safe and healthy work place for our employees and for visitors to our premises. We are equally committed to preventing deterioration of the environment and minimizing the impact of our operations on the land, air and water. These commitments can only be met through the awareness and cooperation of all employees. We each have a responsibility to abide by safe operating procedures and Company policies (including the Company's No-Smoking Policy), to guard our own and our fellow employees' health and to maintain and utilize pollution control systems.

In the United States, regulatory agencies exist under federal, state or local jurisdiction to ensure compliance with laws and regulations affecting safety, health and environmental protection. It is the Company's policy to comply with both the letter and the spirit of the laws and regulations administered by these agencies and to attempt to develop a cooperative attitude with inspection and enforcement employees from these agencies. In keeping with this spirit, employees are encouraged to report to their supervisors conditions that they perceive to be unsafe, unhealthy or hazardous to the environment.

Managers are expected to regularly review their organization's injury/illness incidence rates and the effectiveness of their health and safety programs. These programs must include provisions for employee training in general and in job specific topics as mandated by OSHA. Installation of new equipment or modification of existing facilities should include an examination, during the planning stage, of impact on employee health and safety and provisions for minimizing injuries and illnesses.

Delegation of responsibility for health and safety activities will be made at each location, consistent with that location's management structure. Managers are encouraged to employ participative approaches wherever possible to further maximize employee involvement in these activities. Goals, results and activities should be communicated to employees to foster an awareness of this important aspect of our operations.

ANNEX A

If a question still exists, employees should review the particular circumstances with their supervisor or the Compliance Officer.

Compliance Officer

E.J. Wunsch

The Wendy's Company

One Dave Thomas Boulevard

Dublin, Ohio 43017

E-Mail: *Compliance@wendys.com*