



GOVERNANCE

Wendy's is committed to maintaining strong corporate governance practices as a critical component of driving sustained stakeholder value.

Highlights of our current governance practices include the following: (1) annual election of directors, (2) majority voting for directors in uncontested elections with a director resignation policy, (3) separation of our Board Chairman and Chief Executive Officer, (4) majority independent board, (5) regularly scheduled executive sessions of non-employee and independent directors, (6) active board and committee oversight of risk management and (7) comprehensive Corporate Governance Guidelines and Code of Business Conduct and Ethics.

The board has had a dedicated, standing Corporate Social Responsibility (CSR) Committee for the past several years. The CSR Committee assists the board in reviewing and overseeing the Company's CSR strategic initiatives, including environmental, social and governance (ESG) matters, community involvement and outreach initiatives and philanthropic endeavors. In fulfilling these responsibilities, the CSR Committee:

- Reviews, discusses and provides recommendations for the Company's overall approach to CSR, including current and potential strategic initiatives

- Reviews and approves certain charitable contributions made by or on behalf of the Company
- Reviews and discusses risks and opportunities, emerging trends and evolving best practices relative to the Company's CSR strategic initiatives
- Considers the impact that the Company's CSR strategic initiatives may have on Company performance, public perception, competitive position and key stakeholders

The CSR Committee is composed of five board members, including the Chairman of the Board, who also serves as Chair of the Committee. The charter for the CSR Committee is publicly available on our Governance page listed below.

We understand and recognize the important role that risk management plays in shoring up a sustainable and resilient supply chain, managing climate risk and ensuring safe and responsible work environments. We also recognize the role it plays in ensuring robust ESG management practices. As such, our risk management processes are designed to enable the responsible and transparent management of all our products and processes. For more information on our governance structure and approach, please visit our [Governance page](#) on our Investor Relations website.