

THE WENDY'S COMPANY
STOCK OWNERSHIP AND RETENTION GUIDELINES
FOR EXECUTIVE OFFICERS AND DIRECTORS
(Updated as of June 5, 2018)

The Board of Directors of The Wendy's Company (the "Company") has adopted Stock Ownership and Retention Guidelines to align the interests of executive officers and non-management directors with the interests of stockholders and further promote the Company's commitment to sound corporate governance.

Stock Ownership and Retention Guidelines for Executive Officers

Stock ownership and retention guidelines for executive officers are determined as a multiple of the executive officer's base salary and then converted to a fixed number of shares. The guideline for the chief executive officer is set at five (5) times annual base salary. The guideline for other executive officers is set at three (3) times the executive officer's annual base salary.

The individual guidelines are determined by dividing the applicable multiple of base salary as of the beginning of the fiscal year by the average end-of-quarter stock price over the trailing four quarters, resulting in a fixed number of shares for each executive officer. If an executive officer meets his or her guideline in the year the guidelines are implemented, the "Determination Year," no further recalculation of his or her guideline is required unless the executive officer is promoted to a new position. If an executive officer does not meet his or her guideline in the Determination Year, the guideline is recalculated annually as described above until the guideline is attained. Once the guideline is attained, no further recalculation of the guideline is required unless the executive officer is promoted to a new position.

Until the applicable guideline is achieved, executive officers are required to retain an amount equal to at least 75% of the net shares received as a result of the exercise of stock options, payout of performance shares, or vesting of time-based restricted stock. "Net shares" are those shares that remain after shares are sold or netted to pay any applicable exercise price and/or to pay taxes on vesting/exercise.

Because executive officers must retain at least 75% of the net shares received from any exercise of stock options, payout of performance shares or vesting of time-based restricted stock until they achieve the specified guidelines, there is no minimum time period required to achieve the guidelines.

Stock Ownership and Retention Guidelines for Non-Management Directors

The guideline for non-management directors is set at five (5) times the amount of the annual cash retainer payable for Board service and then converted to a fixed number of shares. The guideline is determined by dividing the multiple of the annual retainer as of the beginning of the fiscal year by the average end-of-quarter stock price over the trailing four quarters, resulting in a fixed number of shares. If a director meets the guideline in the Determination Year, no further recalculation of the guideline is required. If a director does not meet the guideline in the Determination Year, the guideline is recalculated annually as described above until the guideline is attained. Once the guideline is attained, no further recalculation of the guideline is required.

Until the applicable guideline is achieved, directors are required to retain an amount equal to at least 100% of the net shares received as a result of the exercise of stock options, payout of performance shares, or vesting of time-based restricted stock. “Net shares” are those shares that remain after shares are sold or netted to pay any applicable exercise price and/or to pay taxes on vesting/exercise.

Because directors must retain at least 100% of the net shares received from any exercise of stock options, payout of performance shares or vesting of time-based restricted stock until they achieve the specified guideline, there is no minimum time period required to achieve the guideline.

Counting Shares Owned

Shares that count towards satisfaction of the guidelines include:

- Shares owned outright by the executive officer or director or his or her immediate family members residing in the same household;
- Shares held in trust for the benefit of the executive officer or director or his or her immediate family members residing in the same household;
- Shares held in qualified plans (*e.g.*, 401(k) plans);
- Vested shares (or share units) held in non-qualified plans (including the Company’s 2009 Directors’ Deferred Compensation Plan); and
- Unvested time-based restricted shares (or share units).

From and after April 5, 2013, shares held in a margin account or otherwise pledged as collateral for a loan will not be counted toward satisfaction of the guidelines.

Exceptions

The guidelines may be waived for executive officers upon the approval of both the CEO and Compensation Committee and may be waived for directors upon the approval of the Compensation Committee. For example, without limitation, exceptions may be granted in cases such as financial hardship or compliance with a court order (*e.g.*, a divorce settlement).