

RESTAURANT BRANDS INTERNATIONAL

CODE OF BUSINESS ETHICS AND CONDUCT

for Vendors



At RBI, we are committed, very simply, to "doing what's right." This means that everything we do to drive our key business strategies must be done with the highest standards of ethics, honesty and integrity. Our philosophy is simple: integrity, honesty and compliance with the law are not optional. When it comes to ethics, there is no compromise.

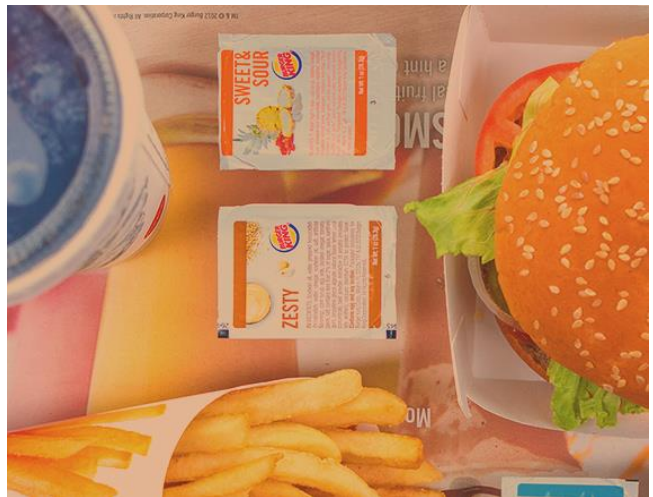
RBI is a global citizen. We live and work alongside our constituents, and value their interests as our own. Fundamental respect for all people, and our planet, guides our corporate conscience. RBI is committed to diversity and inclusion, dignity for all workers along our entire supply chain, food safety and animal welfare, sensitivity towards the environment, and a spectrum of civic and charitable priorities that promote our shared future in the communities we serve.

We also believe that our Vendors should observe the same philosophy in their actions and relationships affecting the RBI System. We appreciate that these Vendors are independent businesses that manage their operations and their employees in their sole discretion. We also recognize that our Vendors may operate in areas of the world where legal and cultural norms differ from ours. Even so, our Vendors provide the ingredients in our food, the equipment used to make it and many other critical inputs into our business. That's why our commitment to "doing what's right" simply can't be achieved without the same commitment from them. That's also why RBI has established this Code – to set forth the basic requirements that must be met by all Vendors.

UNDERSTANDING THE CODE

When we say "Code", we are referring to this Code of Business Ethics and Conduct for Vendors. References to "RBI", "us" and "we" mean Restaurant Brands International Inc. and its affiliates and subsidiaries. When we refer to the "RBI System", we mean RBI and the system of restaurants operating under the Tim Hortons® and Burger King® brands around the world. When we refer to "Vendors", we mean the vendors, suppliers and other third parties approved to do business with the RBI System, and if those Vendors use subcontractors to provide goods or services to us, then the term "Vendor" also includes those subcontractors.

Compliance with this Code is each Vendor's individual responsibility. It is also the responsibility of Vendors to ensure that their employees, officers, agents and subcontractors (including sub-assembly factories) comply with this Code. Accordingly, we recommend that Vendors regularly communicate this Code and its requirements to all parties who perform work on behalf of the Vendor for the RBI System.



The provisions of this Code are intended only to confirm the basic requirements that must be met by Vendors to the RBI System and does not create third party beneficiary rights of any kind for any third party. The requirements set out in this Code operate in addition to, not in lieu of, obligations set forth in any agreements between a Vendor and RBI or its agents.

In addition, Vendors are expected to observe the basic principles set forth in RBI's Code of Business Ethics and Conduct for Non-Restaurant Employees, which is designed to ensure compliance by RBI employees with ethical guidelines and applicable laws and regulations (a copy of which is available on www.rbi.com). Vendors that have their own code of conduct for employees can meet this requirement through compliance with their own code, provided that it embodies the same philosophy and basic principles as RBI's.

BUSINESS INTEGRITY

Compliance with Laws and Industry Standards. Vendors are required to operate in full compliance with all applicable local and national laws and regulations in the jurisdictions in which they do business, including those relating to labour and employment, health and safety, human and civil rights, food safety, animal welfare and the environment. Where industry standards are more rigorous than legal requirements, Vendors are expected to comply with the higher standard.

Anti-Bribery and Corruption. Vendors must not pay bribes, accept kickbacks, engage in extortion, fraud or embezzlement, or take any other action that would violate, or cause RBI to violate, the *Corruption of Foreign Public Officials Act* (Canada), the *Foreign Corrupt Practices Act* (U.S.) or any other applicable anti-bribery or corruption laws or regulations.

Conflict of Interest. Vendors are expected to disclose to RBI any existing or prospective situation that presents an actual conflict of interest or that could have the appearance of a conflict of interest, in relation to its role as a Vendor to RBI. This includes situations in which an RBI employee or contractor has an interest in, or economic ties with, the Vendor's business, or otherwise attempts to obtain personal benefit by virtue of his or her position.

Gifts and Entertainment. Working together means that there may be instances in which our Vendors engage in business-related entertainment with RBI employees or other representatives of the RBI System. There may also be instances in which small gifts or promotional items may be exchanged in the normal course of business. Such activities may be acceptable as long as they are reasonable, both in cost and scope, are conducted in the best interest of RBI in connection with RBI business and are not intended or expected to, and do not, influence RBI's business-related decisions.

Confidential Information. In the course of their business relationship with RBI, Vendors may gain knowledge of, or receive access to, confidential information belonging to RBI. This includes information of a sensitive or proprietary nature, trade secrets and other non-public information. Vendors are required to safeguard and maintain in strict confidence all confidential information of RBI and must not disclose RBI's confidential information to other parties, except as authorized in writing by an officer of RBI or when disclosure is required by law. In meeting this requirement, Vendors are expected to use at least the same degree of care to prevent unauthorized disclosure as the Vendor would use in respect of its own confidential information. In no event may a Vendor or any of its employees or agents take for themselves opportunities that are discovered through the use of RBI's confidential information or use RBI's confidential information for personal gain. Vendors are reminded that their obligations to RBI in respect of confidential information extend even after their business relationship with RBI has ended.

Data Security. Vendors who receive access to sensitive information belonging to RBI or its employees, franchisees, guests or business partners are required to take all steps necessary to maintain the security of that data. Vendors are required, at a minimum, to comply with all applicable data security laws and regulations, and prevailing industry standards. Upon request, Vendors should be prepared to share with RBI their data security policies and procedures and any applicable business continuity plans or practices.

Intellectual Property. Any use of RBI's trademarks, logos, domain names or other intellectual property by Vendors must be submitted to RBI's Legal Department for approval prior to use. Vendors are also expected to respect RBI's intellectual property and take steps to prevent its misuse.

SUSTAINABILITY

Food Values. We are committed to providing our guests with high quality and great-tasting food. Our unwavering commitment to food safety and food quality requires that our Vendors share in that commitment. At a minimum, Vendors must meet product quality and food safety standards mandated by applicable laws and regulations, must comply with RBI's product quality and food safety requirements, and must meet or exceed industry standards for product quality and food safety.

The Environment. At RBI, we embrace our responsibility to the environment, we are committed to doing our part with respect to energy, water and waste, and we expect our Vendors to do the same. All Vendors are required to comply with applicable local and national laws and regulations in relation to the protection of the environment. Vendors are also encouraged to establish procedures to manage, measure and, where possible, reduce factors related to their environmental impact, including energy usage, fossil fuel usage, water usage, wastewater and solid waste (including by-products and hazardous waste), air emissions (including greenhouse gases) and handling of hazardous substances, and to provide reports on such procedures to RBI as RBI may request.

Responsible Sourcing. We believe in responsible sourcing at all levels of our supply chain. Our commitment to responsible sourcing is demonstrated, in part, through our participation in beef sustainability initiatives and our establishment of the Tim Hortons Coffee Partnership. Our commitment also extends to improving animal welfare and working toward the elimination of deforestation. Further information about these initiatives and our commitment to responsible sourcing is available in our Sustainability Framework and in a number of other policy documents available on www.rbi.com. We expect Vendors to assist us in meeting our commitment to responsible sourcing. Upon request, Vendors are required to provide clear, timely and accurate reporting to RBI regarding the origins and facilities within their supply chain. Vendors are also encouraged and, in some instances, expected to demonstrate their own commitment to responsible sourcing by participating in initiatives and roundtables, and by putting into effect transition plans aimed at aligning their operations with RBI's responsible sourcing commitments.¹

¹ In addition, Vendors approved to do business within the Burger King® System in the United States are subject to the terms of the Supplemental Policy Statement for Florida Tomato Growers attached as Appendix A to this Code.

WORKING CONDITIONS

Wages and Benefits. Vendors must compensate their employees by providing wages, benefits and overtime premiums that meet or exceed the minimum legal requirements in the jurisdiction in which the Vendor is doing business, or the local industry standard, whichever is greater. If local laws do not provide for overtime pay, hourly wage rates for overtime must be at least equal to the rates for the regular work shift. Vendors must pay their employees in a timely manner, accounting for all hours worked, and must communicate to their employees the basis upon which their compensation was calculated.

Working Hours. Vendors are expected to carry out their operations in ways that limit overtime to a level that ensures humane and productive working conditions. Vendors are required to follow all applicable national and local laws and industry standards pertaining to the number of hours and days worked by all employees who perform work for the RBI System. Where there are no applicable laws, a workweek should be restricted to 60 hours, including overtime, except in emergency or unusual situations, and employees should be allowed at least one day off every seven days.

Forced Labour. RBI believes that employment should be freely chosen. Accordingly, RBI has zero tolerance for involuntary labour of any kind, and will terminate its business relationship with any Vendor who uses involuntary labour or purchases from any subcontractor who uses involuntary labour of any kind. In addition, Vendors must not subject their employees to any restrictions on their freedom of movement unrelated to the conditions of their employment, including requiring their employees to surrender any government-issued identification, passports or work permits as a condition of employment.

Child Labour. Vendors must comply with all applicable child labour laws, including those related to minimum age, hiring, wages, hours worked, overtime and working conditions. The minimum age for full time workers must not be less than 15 years of age, except as permitted in accordance with International Labour Organization practices.

Diversity, Discrimination and Harassment. RBI values, honours and respects differences and diversity in its employees, franchisees, guests and Vendors. RBI expects Vendors to provide a work environment that offers equal opportunity to their employees and that is free from unlawful discrimination or harassment – one in which each employee is treated with dignity and respect. No form of discipline involving corporal punishment, abuse or harassment (whether psychological, sexual or verbal) is permitted, and disciplinary measures must comply with local laws and internationally recognized human rights.

Freedom of Association. Vendors must respect the rights of their employees to associate, or not associate, with any group, and must comply with local laws regarding employees' rights to freely join and form workers' organizations. Vendors must not threaten, penalize, or discriminate against employees based on union membership, or make employment conditional on relinquishing union membership or an agreement not to join a union.

Health and Safety. Vendors are expected to provide all of their employees with a safe and healthy working environment and, where provided, living environment. Vendors must comply with all applicable laws regarding working conditions, including workplace health and safety, sanitation, fire safety, risk protection, and electrical, mechanical and structural safety. At a minimum, Vendors must provide potable drinking water, clean and accessible restrooms, adequate lighting and ventilation, fire and emergency exits, essential life safety equipment, emergency aid kits and access to emergency medical care. In addition, Vendors should establish their own health and safety policies and should take all reasonable steps to implement adequate health and safety measures to protect workers from workplace accidents and injuries.

Employment Status. Vendors are required to comply, and to ensure their employees' compliance, with all applicable immigration laws and regulations, and must only employ workers who are legally authorized to work in the jurisdiction in which the Vendor operates. Vendors are expected to verify their employees' work authorization status, and to maintain records to support their verification.

COMPLIANCE

Acknowledgment. As a condition of doing business with the RBI System, each and every Vendor must comply with this Code. Vendors agree that providing goods or services to the RBI System constitutes an acknowledgment by a Vendor that it understands the requirements set forth in this Code, is in compliance with all requirements of this Code, and will continue to comply with such requirements during the time it is an active Vendor to the RBI System.

Audits and Records. Vendors are expected to maintain appropriate records to demonstrate their compliance with this Code. RBI shall have the right to monitor compliance with this Code, including the right to conduct, or have its designee conduct, unannounced inspections of Vendors' facilities and records, and the right, in connection with such inspections, to conduct interviews of the Vendors' employees. If RBI determines that any Vendor has violated this Code, RBI may terminate its business relationship with the Vendor or require the Vendor to implement a corrective action plan.

Reporting Violations. Vendors are responsible for promptly reporting to RBI any known or suspected violations of this Code or the RBI Code of Business Ethics and Conduct for Non-Restaurant Employees, including any violations by an employee, officer, agent or subcontractor of RBI or a Vendor. To report a violation, please call RBI's ethics hotline at 1-866-897-9770, or write to RBI's chief compliance officer at 226 Wycroft Road, Oakville, Ontario, Canada L6K 3X7.

APPENDIX A

BURGER KING CORPORATION (BKC) SUPPLEMENTAL POLICY STATEMENT FOR FLORIDA TOMATO GROWERS

BKC Vendors are required to abide by all applicable laws, codes (including the Code) and regulations, including, but not limited to, any local, state or federal laws regarding wages and benefits, working hours, equal opportunity, and worker and product safety. BKC reserves the right, as a condition of continuation of approval, to conduct (or have its designee conduct) periodic, unannounced inspections of Vendors, their subcontractors and the facilities and business practices of each to verify compliance with these standards. In addition, BKC strongly encourages Florida Growers in the tomato industry to provide working terms and conditions similar to those provided by employers outside of the agricultural industry, and will conduct business with those Florida Growers that demonstrate consistent adherence to these higher standards.

In the event BKC and/or the Coalition of Immokalee Workers ("CIW") receives a credible complaint¹ from a tomato Harvester alleging conduct by a Florida Grower that violates any applicable laws, codes (including the Code) or regulations, BKC and CIW will work together to investigate the complaint with no undue delay, and if it is determined that there are reasonable grounds to believe that a violation has occurred, BKC may revoke a Vendor's approved status unless the Vendor ceases to do business with that Florida Grower. BKC and CIW will also jointly refer the complaint to the applicable state or federal enforcement agency. If the applicable enforcement agency determines that a violation has occurred, and BKC and CIW determine that the violation was serious or systemic², BKC will revoke a Vendor's approved status until such time that the Vendor remedies the situation to the satisfaction of BKC and CIW; provided that BKC shall have a reasonable time to transition purchases from that Vendor to provide for a sufficient supply of tomatoes for its business.

¹ A credible complaint – The complaint, which cannot be anonymous but can protect the identity of the Harvester(s), should, through a description of the facts, indicate how relevant laws, codes (including the Code) or regulations have been violated.

² A serious or systemic violation – Violations listed in section 4 (Zero Tolerance) of the Agreement between BKC and the CIW dated May 23, 2008, shall constitute a non-exclusive list of serious or systemic violations.