



MEETING PROCEDURES FOR THE 2020 ANNUAL MEETING OF STOCKHOLDERS

We would like to welcome you to the 2020 Annual Meeting of Stockholders of The Wendy's Company (the "Company"), which is being held via live webcast at www.virtualshareholdermeeting.com/WEN2020. In fairness to all stockholders in attendance and in the interest of an orderly meeting, we request that you honor the following Meeting Procedures.

1. **Agenda.** The business of the Annual Meeting will be as set forth in the Agenda, and the only business matters to be conducted at the Annual Meeting are the matters set forth in the Company's 2020 Notice of Annual Meeting of Stockholders and Proxy Statement.

In order for a stockholder proposal, director nomination or other business to be properly brought before the Annual Meeting, it must satisfy the procedural and substantive requirements set forth in the Company's Certificate of Incorporation and By-Laws, including having been submitted on a timely basis. Any proposal, nomination or other business that does not satisfy such requirements will be declared out of order and disregarded.

2. **Joining the Meeting:** Only stockholders as of the close of business on March 30, 2020, the record date for the Annual Meeting, or their duly authorized proxies, are entitled to vote their shares and submit questions at the Annual Meeting. To be admitted as a stockholder, vote your shares or submit a question, you must log in to the live webcast using your 16-digit control number, which can be found on your proxy card, voting instruction form or Notice of Internet Availability of Proxy Materials.

Individuals who are not stockholders as of the record date and do not have a 16-digit control number can log in to the live webcast and listen as a guest, but will not be able to vote any shares or submit any questions.

3. **Submitting Questions:** Stockholders who have logged in to the live webcast using their 16-digit control number can submit questions by entering their question in the text box on the bottom left portion of their screen and clicking the "Submit" button. We will first answer any questions that are relevant to the formal items of business for the Annual Meeting after all four proposals have been presented. Then, after the Annual Meeting adjourns and following a business update, we will answer questions of a more general nature that are relevant to the Company's business.

As with our previous in-person annual meetings, we value input from our stockholders, and time permitting, we will make every effort to address as many stockholder questions as possible in accordance with these Meeting Procedures. In fairness to all stockholders, we request that you limit yourself to one question or comment. Up to two minutes will be allocated to read and respond to each question or comment.

Please note that we may combine questions or comments on similar topics, and we reserve the right to summarize or paraphrase questions or comments in the interest of time. In addition, we may not address questions or comments that are irrelevant to our business or operations, are related to confidential matters, are personal in nature, are derogatory or disparaging or are related to pending or threatened litigation.

4. **Voting Your Shares:** Stockholders who have logged in to the live webcast using their 16-digit control number can vote their shares at any time until the closing of the polls by clicking the "Vote Here" button on the bottom right of their screen. If you previously voted by proxy, telephone, or the Internet, you do not need to take any further action, unless you wish to change or revoke your vote. If a stockholder votes multiple times, the Inspector of Elections will count only your final vote.

5. **Disruptions and Procedural Issues:** In the event of a technical malfunction or other significant problem that disrupts the Annual Meeting, the Chairman may adjourn, recess or expedite the Annual Meeting or take such other action that the Chairman or Secretary determines is appropriate in light of the circumstances. Accordingly, if you planning to cast your vote at the Annual Meeting, please be prepared to vote as soon as the polls open. If a technical malfunction or other significant problem that disrupts the Annual Meeting cannot be resolved, the Company will make an announcement on its Investor Relations website at <https://www.irwendys.com/financials/annual-report-and-proxy/default.aspx> or by other public means regarding any plans for reconvening the Annual Meeting.

The Chairman will have the authority to conduct the Annual Meeting, preserve order and establish and determine all procedural matters. All matters not covered by these Meeting Procedures will be determined at the discretion of the Chairman.

6. **Prohibitions:** We ask that you refrain from recording the Annual Meeting or copying the materials presented during the live webcast (including screenshots or the use of any audio, video or other recording devices).
7. **Technical Support:** If you encounter any difficulties accessing or participating in the Annual Meeting, please call the number that will be available on the live webcast at www.virtualshareholdermeeting.com/WEN2020.