

## Disclosure Regarding Forward-Looking Statements

This website (including any materials and other information made available on this website) and other statements by The Wendy's Company (together with its subsidiaries, the "Company") might contain or incorporate by reference certain statements that are not historical facts, including, most importantly, information concerning possible or assumed future results of operations or stated financial, business or operational goals of the Company. Those statements, as well as statements preceded by, followed by, or that include the words "may," "believes," "plans," "expects," "anticipates," "intends," "estimate," "goal," "upcoming," "outlook," "guidance" or the negation thereof, or similar expressions, constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended ("Section 27A"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Section 21E"), and the Private Securities Litigation Reform Act of 1995 (the "Reform Act").

The forward-looking statements of the Company are intended to be covered by the safe harbors created under Section 27A and Section 21E. Furthermore, the Reform Act provides a "safe harbor" for forward-looking statements to encourage companies to provide prospective information, as long as those statements are identified as forward-looking and are accompanied by cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the forward-looking statements. The forward-looking statements of the Company are also intended to be covered by the safe harbor provisions of the Reform Act. In addition, all statements that address future operating, financial or business performance, strategies or initiatives, future efficiencies or savings, anticipated costs or charges, future capitalization, anticipated impacts of recent or pending investments or transactions and statements expressing general views about future results or brand health are forward-looking statements within the meaning of Section 27A, Section 21E and the Reform Act.

The forward-looking statements are based on the Company's expectations at the time such statements are made, speak only as of the dates they are made and are susceptible to a number of risks, uncertainties and other factors. The Company's actual results, performance and achievements may differ materially from any future results, performance or achievements expressed in or implied by the Company's forward-looking statements. For all of the Company's forward-looking statements, the Company claims the protection of the safe harbor for forward-looking statements contained in Section 27A, Section 21E and the Reform Act.

Many important factors could affect the Company's future results and cause those results to differ materially from those expressed in or implied by the Company's forward-looking statements. Such factors include, but are not limited to, the following: (1) the impact of competition, including from outside the quick-service restaurant industry; (2) changes in consumer tastes and preferences and discretionary consumer spending; (3) prevailing conditions and disruptions in the national and global economies, including areas with a high concentration of Wendy's restaurants; (4) food safety events, including instances of food-borne illness, involving Wendy's, its supply chain or other food service companies; (5) the success of

the Company's operating, promotional, marketing or new product development initiatives, including risks associated with its plans to enter the breakfast daypart across the U.S. system; (6) the Company's ability to achieve its growth strategy through net new restaurant development, including the availability of suitable locations and terms, and the success of its Image Activation program, including the ability of reimaged restaurants to positively affect sales; (7) changes in commodity and other operating costs, including supply, distribution and labor costs; (8) the Company's ability to attract and retain qualified restaurant personnel; (9) shortages or interruptions in the supply or distribution of food or other products and other risks associated with the Company's independent supply chain purchasing co-op; (10) consumer concerns regarding the nutritional aspects of the Company's products; (11) the effects of disease outbreaks, epidemics or pandemics; (12) the effects of negative publicity that can occur from increased use of social media; (13) risks associated with the Company's international operations, including its ability to achieve its international growth strategy; (14) risks associated with the Company's digital commerce strategy, platforms and technologies, including its ability to adapt to changes in industry trends and consumer preferences; (15) the Company's dependence on computer systems and information technology, including risks associated with the failure, interruption or breach of its systems or technology or other cyber incidents or deficiencies; (16) risks associated with the Company's plan to realign and reinvest resources in its IT organization to accelerate growth; (17) the Company's ability to effectively manage the acquisition and disposition of restaurants or successfully implement other strategic initiatives; (18) conditions beyond the Company's control, such as adverse weather conditions, natural disasters, hostilities, social unrest or other catastrophic events; (19) the availability and cost of insurance; (20) the Company's ability to protect its intellectual property; (21) the continued succession and retention of key personnel and the effectiveness of the Company's leadership structure; (22) compliance with legal or regulatory requirements, the impact of legal or regulatory proceedings and risks associated with an increased focus on environmental, social and governance issues; (23) risks associated with leasing and owning significant amounts of real estate, including a decline in the value of the Company's real estate assets or liability for environmental matters; (24) the effects of charges for impairment of goodwill or other long-lived assets; (25) risks associated with the Company's securitized financing facility and other debt agreements, including its overall debt levels; (26) the availability, terms and deployment of capital, including the amount and timing of equity and debt repurchases; and (27) other risks and uncertainties cited in the Company's releases, public statements and/or filings with the Securities and Exchange Commission, including those identified in the "Risk Factors" sections of the Company's Forms 10-K and 10-Q.

In addition to the factors described above, there are risks associated with the Company's predominantly franchised business model that could impact its results, performance and achievements. Such risks include the Company's ability to identify, attract and retain experienced and qualified franchisees, the business and financial health of franchisees, the ability of franchisees to meet their royalty, advertising, development, reimaging and other commitments, participation by franchisees in brand strategies and the fact that franchisees are independent third parties that own, operate and are responsible for overseeing the operations

of their restaurants. The Company's predominantly franchised business model may also impact the ability of the Wendy's system to effectively respond and adapt to market changes.

All future written and oral forward-looking statements attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to above. New risks and uncertainties arise from time to time, and it is impossible for the Company to predict these events or how they may affect the Company.

The Company assumes no obligation to update any forward-looking statements as a result of new information, future events or developments, except as required by federal securities laws, although the Company may do so from time to time. The Company does not endorse any projections regarding future performance that may be made by third parties.

### **Disclosure Regarding Non-GAAP Financial Measures**

The Company prepares its financial results in accordance with accounting principles generally accepted in the United States of America ("GAAP"). In addition to the GAAP financial measures presented on this website (including any materials and other information made available on this website), the Company may also present certain non-GAAP financial measures on this website (including any materials and other information made available on this website), including adjusted revenue, adjusted EBITDA, adjusted earnings per share, free cash flow and systemwide sales. Adjusted revenue, adjusted EBITDA and adjusted earnings per share exclude certain expenses and benefits as detailed on this website (including any materials and other information made available on this website).

The Company uses adjusted revenue, adjusted EBITDA, adjusted earnings per share and systemwide sales as internal measures of business operating performance and as performance measures for benchmarking against the Company's peers and competitors. Adjusted EBITDA, adjusted earnings per share and systemwide sales are also used by the Company in establishing performance goals for purposes of executive compensation. The Company believes its presentation of adjusted revenue, adjusted EBITDA, adjusted earnings per share and systemwide sales provides a meaningful perspective of the underlying operating performance of our current business and enables investors to better understand and evaluate our historical and prospective operating performance. The Company believes these non-GAAP financial measures are important supplemental measures of operating performance because they eliminate items that vary from period to period without correlation to our core operating performance and highlight trends in our business that may not otherwise be apparent when relying solely on GAAP financial measures. Due to the nature and/or size of the items being excluded, such items do not reflect future gains, losses, expenses or benefits and are not indicative of our future operating performance. The Company believes investors, analysts and other interested parties use adjusted revenue, adjusted EBITDA, adjusted earnings per share and systemwide sales in evaluating issuers, and the presentation of these measures facilitates a comparative assessment of the Company's operating performance in addition to the Company's performance based on GAAP results.

This website (including any materials and other information made available on this website) also includes disclosure and guidance regarding the Company's free cash flow. Free cash flow is a non-GAAP financial measure that is used by the Company as an internal measure of liquidity. Free cash flow is also used by the Company in establishing performance goals for purposes of executive compensation. The Company defines free cash flow as cash flows from operations minus (i) capital expenditures and (ii) the net change in the restricted operating assets and liabilities of the advertising funds and any excess/deficit of advertising funds revenue over advertising funds expense included in net income, as reported under GAAP. The impact of our advertising funds is excluded because the funds are used solely for advertising and are not available for the Company's working capital needs. The Company may also make additional adjustments for certain non-recurring or unusual items as detailed in the reconciliation tables located elsewhere on this website. The Company believes free cash flow is an important liquidity measure for investors and other interested persons because it communicates how much cash flow is available for working capital needs or to be used for repurchasing shares, paying dividends, repaying or refinancing debt, financing possible acquisitions or investments or other uses of cash.

Adjusted revenue, adjusted EBITDA, adjusted earnings per share, free cash flow and systemwide sales are not recognized terms under GAAP, and the Company's presentation of these non-GAAP financial measures does not replace the presentation of the Company's financial results in accordance with GAAP. Because all companies do not calculate adjusted revenue, adjusted EBITDA, adjusted earnings per share, free cash flow and systemwide sales (and similarly titled financial measures) in the same way, those measures as used by other companies may not be consistent with the way the Company calculates such measures. The non-GAAP financial measures presented on this website (including any materials and other information made available on this website) should not be construed as substitutes for or better indicators of the Company's performance than the most directly comparable GAAP financial measures. See the reconciliation tables located elsewhere on this website for additional information regarding certain of these non-GAAP financial measures.

### **Disclosure Regarding Key Business Measures**

The Company tracks its results of operations and manages its business using certain key business measures, including same-restaurant sales, systemwide sales and Company-operated restaurant margin, which are measures commonly used in the quick-service restaurant industry that are important to understanding Company performance.

Same-restaurant sales and systemwide sales each include sales by both Company-operated and franchise restaurants. The Company reports same-restaurant sales for new restaurants after they have been open for 15 continuous months and for reimaged restaurants as soon as they reopen.

Franchise restaurant sales are reported by our franchisees and represent their revenues from sales at franchised Wendy's restaurants. Sales by franchise restaurants are not recorded as Company revenues and are not included in the Company's consolidated financial statements. However, the Company's royalty revenues are computed as percentages of sales made by Wendy's franchisees and, as a result, sales by franchisees have a direct effect on the Company's royalty revenues and profitability.

Same-restaurant sales and systemwide sales exclude sales from Venezuela and, beginning in the third quarter of 2018, Argentina due to the highly inflationary economies of those countries.

The Company calculates same-restaurant sales and systemwide sales growth on a constant currency basis. Constant currency results exclude the impact of foreign currency translation and are derived by translating current year results at prior year average exchange rates. The Company believes excluding the impact of foreign currency translation provides better year over year comparability.

Company-operated restaurant margin is defined as sales from Company-operated restaurants less cost of sales divided by sales from Company-operated restaurants. Cost of sales includes food and paper, restaurant labor and occupancy, advertising and other operating costs.