



May 2008

The Code of Business Ethics and Conduct For Vendors

Burger King Corporation and its affiliated companies ("BKC") are committed, very simply to "doing what's right." "Doing what's right" means that everything we do to GROW PROFITABLY, FUND THE FUTURE, FIRE-UP THE GUEST AND WORK TOGETHER 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.

BKC 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. BKC 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 vendors and suppliers ("Vendors") approved to do business with the BURGER KING® System¹ should observe the same philosophy in their actions and relationships affecting the BURGER KING® System. While BKC recognizes that there are different legal and cultural environments in which Vendors operate throughout the world, BKC has established this Code of Business Ethics and Conduct for Vendors (this "Code") to set forth the basic requirements you MUST meet with respect to your performance as a Vendor to the BURGER KING® System. All Vendors must comply with this Code and must ensure that their subcontractors, including sub-assembly factories that produce products or materials for the BURGER KING® System, comply with this Code. Compliance with this Code is in addition to, not in lieu of, any Vendor obligations set forth in any agreements between a Vendor and BKC or its designated purchasing agent. Additionally, compliance with this Code is each Vendor's individual responsibility and we recommend that you regularly communicate this Code and its requirements to your officers and employees. Vendors that manufacture promotional products and other items outside of the United States may also be required to comply with stricter requirements as specified by BKC.

In addition, Vendors must observe the basic principles set forth in BKC's Code of Business Ethics and Conduct (the "BKC Code"), which is designed to ensure compliance by BKC employees with ethical guidelines and applicable laws and regulations (a copy of which is available on www.burgerking.com). Vendors can meet this requirement either through compliance with their own code of conduct which must embody the philosophy and basic principles contained in the BKC Code or by adhering to the principles in the BKC Code.

Compliance with Laws and Regulations

Vendors approved to do business with the BURGER KING® System, including all subcontractors, must operate in full compliance with the laws of their respective countries and with all applicable rules, regulations, customs and published industry standards applicable to them, including those relating to labor, worker health and safety, freedom of association and the environment.

¹ In this Code, the "BURGER KING® System" is defined as BKC, its subsidiaries and affiliates, its franchisees and/or their representatives, BURGER KING® restaurants, and BURGER KING® purchasing agents and/or their representatives.

Confidential & Proprietary Information

Vendors must not disclose BKC's confidential or proprietary information or trade secrets to other parties, except as specifically authorized by a BKC officer or when disclosure is required by law. Confidential or proprietary information includes all non-public information of BKC. Vendors are also prohibited from (a) taking for themselves opportunities that are discovered through the use of BKC confidential or proprietary information and (b) using BKC's confidential or proprietary information for personal gain.

Use of Trademarks and Domain Names

Any use of BKC's trademarks (e.g. BURGER KING® or WHOPPER®) or domain names (e.g., burgerking.com or bkc.com) by Vendors must be submitted to the BKC Law Department for approval prior to use. Please refer to the Burger King Corporation Trademark Clearance, Registration & Maintenance Policy, and the Burger King Corporation Domain Name Clearance and Registration Policy for more information.

Entertainment

Working together means that sometimes you may engage in business-related entertainment with BKC employees or other representatives of the BURGER KING® System. Such activities may be acceptable as long as they are reasonable, both in cost and scope, are conducted in the best interest of BKC in connection with BKC business, and are not intended or expected to, and do not, influence BKC's business-related decisions. It is important that Vendors refer to any agreements between them and BKC, which may contain greater detail and restrictions regarding entertainment and gifts.

Diversity, Discrimination and Harassment

BKC values, honors and respects differences and diversity in its employees, franchisees, customers and vendors. BKC expects its Vendors to provide a work environment that offers equal opportunity to its employees and that is free from unlawful discrimination or harassment; one in which each employee is treated with dignity and respect.

Forced Labor and Coercement

Vendors must not use involuntary labor of any kind, including prison labor, debt bondage, indentured servitude or forced labor by governments. BKC has zero tolerance for involuntary labor of any kind, and will terminate its business relationship with any Vendor who uses involuntary labor or purchases from any subcontractor who uses involuntary labor of any kind. If a Vendor recruits foreign contract workers, the Vendor must pay agency recruitment commissions and must not require any worker to remain in employment for any period of time against his or her will. Likewise, the use of physical acts to punish or coerce workers, or psychological coercion, or any other form of non-physical abuse, including threats of violence, sexual harassment or verbal abuse is prohibited.

Child Labor

Every worker employed by a Vendor must meet the applicable minimum legal age. Each Vendor must comply with all applicable child labor laws, including those related to hiring, wages, hours worked, overtime and working conditions.

Wages & Hours

Vendors must ensure that workers are paid at least the minimum legal wages or the local industry standard, whichever is greater. While it is understood that overtime is often required in mass production, Vendors shall carry out operations in ways that limit overtime to a level that ensures humane and productive working conditions. Therefore, Vendors may not require, on a regular basis, a work week in excess of 60 hours. Workers may not be required to work more than six days per week but may do so voluntarily. Additionally, Vendors must pay overtime and any incentive (or piece) rates that meet all legal requirements 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.

Working Conditions

Vendors must treat all workers with respect and dignity and provide them with a safe and healthy working environment and, where provided, living environment. Vendors must comply with all applicable laws regarding working conditions, including worker 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.

Environment

Vendors must comply with all applicable environmental laws and regulations. Additionally, Vendors' factories must have an environmental management system or plan. The factories must also have procedures for notifying local community authorities in case of accidental discharge or release of hazardous materials or any other environmental emergency.

Monitoring and Enforcement

As a condition of doing business with the BURGER KING® System, each and every approved Vendor must comply with this Code. BKC shall have the right (but not the obligation) to monitor compliance with this Code, including the right to conduct, or have its designee conduct, unannounced inspections of Vendors' facilities and records. If BKC determines that any Vendor has violated this Code, BKC may terminate its business relationship with the Vendor or require the Vendor to implement a corrective action plan.

No Third Party Beneficiary Rights

The provisions of this Code are intended only to confirm the basic requirements that must be met by Vendors to the BURGER KING® System. This Code shall in no way be construed as conferring, or in any way granting rights of any kind to any third party.

Acknowledgment

The Vendor agrees that providing goods and/or services to the BURGER KING® System constitutes an acknowledgment by 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 BURGER KING® System. In addition, Vendor authorizes the procurement of an investigative background search in accordance with anti-terrorism legislation, such as the USA Patriot Act and Section 1 of U.S. Executive Order 13224, issued September 23, 2001. Vendor also certifies that neither it nor any of its

funding sources, is or has ever been a terrorist or suspected terrorist, or a person or entity described in the aforementioned legislation. Vendor understands that its application will not be approved if Vendor has ever been a suspected terrorist or associated in any way with terrorist activities.

APPENDIX A
TO
THE CODE OF BUSINESS ETHICS AND CONDUCT
FOR VENDORS

BKC SUPPLEMENTAL POLICY STATEMENT
FOR FLORIDA TOMATO GROWERS

BKC Vendors are required to abide by all applicable laws, codes (including the VCC) 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 VCC) 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 VCC) 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.