



# SUPPLIER CODE OF CONDUCT



Our Five Guiding Principles are essential to how we do business and we expect our Suppliers to respect and embrace these principles.

## Denny's Five Guiding Principles



Our Denny's family is our most important asset. We trust, support, and respect each other and work together for the greater good. We recognize the contributions of all and empower each and every one of us to achieve great things. Together, we will celebrate our successes and have fun doing it.



We are the classic American diner and proud of everything that means. Since 1953, we have served quality food and healthy portions at a fair price. No matter where we are, our light is always on inviting guests around the world to a place where everyone is welcome.



Open means so much more than just being open for business 24/7. It means being open to all people, appetites, and budgets. It says we are open-minded and open to new ideas. Honest, warm, and inviting. Open is the way we think and act every hour of every day.



They're not customers or consumers. They are our guests, and we invite them into our homes with open arms. They are the very reason we are in business and the center of everything we do.



At Denny's, we are never satisfied standing still. We are always moving forward, striving for more, hungry for greatness. We are open to fresh innovative thinking. We believe we will succeed through teamwork, accountability, and pushing the boundaries of ourselves and our Brand.

# Introduction

## Our Franchisees

We operate our restaurants in the United States primarily through franchisees, and Denny's outside the United States are operated exclusively by franchisees. We expect our franchise colleagues likewise to do business in an ethical and socially responsible manner, and to comply with laws and regulations.

## Our Suppliers

Denny's Restaurants (collectively, "Denny's") is committed to conducting its business in an ethical and socially responsible manner, complying with laws and regulations. We hold to these same standards the broader Denny's family including people and entities who perform work for, deliver services to, or provide goods to Denny's (collectively, "Suppliers"). We expect Suppliers to observe this Supplier Code of Business Conduct (the "Code"). Denny's understands that Suppliers are independent businesses, and that Denny's isn't responsible for their conduct, but their actions may cross over to and reflect upon Denny's.

This Code complements the separate Code of Conduct applicable to all employees of Denny's, Inc., including our professionals who engage and interact with Suppliers. We expect both sides to uphold the standards of their respective codes.

The Power of We is what makes us successful. All of our hard work and dedication will help us remain one the world's most admired and beloved family restaurant brands.



# Business Integrity



Opened since 1953, Denny's is Proud of our Heritage. We show such pride by treating others ethically and not breaking the law. This means our Suppliers must comply with all laws and regulations applicable to their business. We expect our Suppliers to maintain the highest business ethics and observe the following in performing services related to Denny's.

## Anti-bribery and anti-corruption

Suppliers must never, directly or indirectly, or through a third party: offer or pay bribes to anyone, accept kickbacks, or offer anything of value—even to Denny's employees—for the purpose of influencing a business decision or gaining an improper business advantage. Items of value are things such as gifts, favors, meals, entertainment, job offers, and travel. Additionally, Suppliers must not engage in any form of extortion, fraud, or embezzlement, or take any action that would violate any anti-corruption law.

## Gifts and Business Courtesies

Suppliers may offer Denny's employees and other representatives small gifts or promotional items as long as such gifts are "nominal". A "nominal" gift is one that is insignificant and is reasonable both in scope and cost. Supplier gifts must not be inappropriate or intended to influence Denny's decisions. Additionally, Suppliers must not offer gifts, other than ceremonial gifts, to any government official in connection with Denny's-related business without prior written approval from the Legal Department. Denny's Legal Department may be reached by e-mail at [vendors@dennys.com](mailto:vendors@dennys.com) or by calling 864-597-7641.

## Conflicts of Interest

Suppliers must report any possible conflict of interest and avoid any conduct that may result in a conflict of interest when viewed from Denny's point of view. A conflict of interest means a circumstance that could cast doubt on whether a transaction was negotiated fairly and equally. Conflicts of interest are usually resolved by disclosing full details of the potential conflict to Denny's decision makers. If you identify a conflict of interest or you have a question about whether a conflict of interest may exist, contact Denny's Legal Department promptly.



## Confidentiality

Suppliers may gain access to Denny's confidential information due to the nature of their relationship with Denny's. Suppliers must not disclose any Denny's confidential or proprietary information or trade secrets to anyone, unless disclosure is required by law, or unless to third parties whom Supplier regularly interacts with in the conduct of the Supplier's lawful business and who agree to safeguard confidential information. Confidential information includes all non-public information that might be of use to competitors, or harmful to Denny's, its franchisees or customers, if disclosed. Examples of confidential information include, but are not limited to, marketing plans and strategies, pricing information, customer identification and information, quantities used, recipes, formulas and specifications. Suppliers must ensure their employees and representatives follow appropriate procedures to keep confidential information private. Supplier protection of Denny's confidential information extends even after their business relationship with Denny's has ended.

## Interaction with government officials or regulators

Aside from obtaining permits requested by Denny's, Suppliers must not interact with government entities or officials on behalf of Denny's without prior written approval from Denny's. All interactions with government officials or representatives of regulatory entities related to Denny's business must be transparent, honest, and legal.

## Truth & Accuracy

Suppliers must maintain accurate books, records, and accounts of all Denny's-related transactions. Suppliers must not make false or misleading accounting entries or documents; maintain secret or unrecorded funds or assets; enter side agreements with the intent of documenting business terms in multiple places; make a payment knowing it will be used for a purpose other than the stated purpose; or sign, create or request documents that are inaccurate, untruthful or misleading.



## Trade Laws

Suppliers must comply with U.S. and local trade control and export and import laws, in connection with Denny's related business.

## Fair Competition Laws

Suppliers must comply with fair competition laws. These laws generally prohibit anti-competitive behavior and unfair business practices. Examples are agreements (written or oral) to fix or control prices or bidding, to allocate markets, or to make false or misleading statements about your or a competitor's products, services, or business.

## Animal Welfare:

Our guests care about how their food is sourced and so do we. We expect Suppliers to support Denny's animal welfare initiatives. We additionally require our protein Suppliers to create and implement their own animal welfare programs that are in line with Denny's initiatives. To learn more, visit: [www.dennys.com/company/animal-welfare/](http://www.dennys.com/company/animal-welfare/)



## Human Rights and Labor Practices:

Suppliers must comply with human rights and labor laws and regulations with regard to Suppliers' treatment of their employees. These laws and regulations include, without limitation, anti-discrimination, anti-harassment, fair treatment, prevention of forced or child labor or slavery, prevention of human trafficking, working hours, workplace health and safety, minimum wages and benefits, freedom of association, and prevention of any form of physical abuse or intimidation. Denny's expects Suppliers to **Embrace Openness** and employ a workforce with diverse experience, backgrounds, and viewpoints. Suppliers must provide equal opportunity to all employees and not engage in any form of discrimination or harassment based on age, race, color, religion, disability, national origin, gender, sexual orientation, gender identity or expression, ancestry, citizenship, military status, or any other characteristic protected by law.

## Food Safety

At Denny's we put our **Guests First**. In doing so, providing safe food to our guests is critical. Suppliers of edible items, or goods which will be used with or in contact with edible items, must ensure that their products or ingredients meet the highest quality standards, are safe for human consumption, are pure, wholesome, and unadulterated. At a minimum, Suppliers must operate in compliance with all relevant food safety requirements and laws, meet specifications in their agreements with Denny's, and meet or surpass industry standards for product quality and food safety requirements.

## Environment

Denny's embraces our responsibility to the environment and we expect Suppliers to do the same. At a minimum, Suppliers must comply with all laws and regulations relating to the environment and keep up-to-date on all mandatory environmental permits. Suppliers must also demonstrate sound environmental practices.



# Compliance

## Verification of Compliance

By its acceptance of a Denny's purchase order, or by entry into a contract with Denny's, a Supplier acknowledges its receipt of the Code and its commitment to comply with its requirements.

## Supplier responsibility

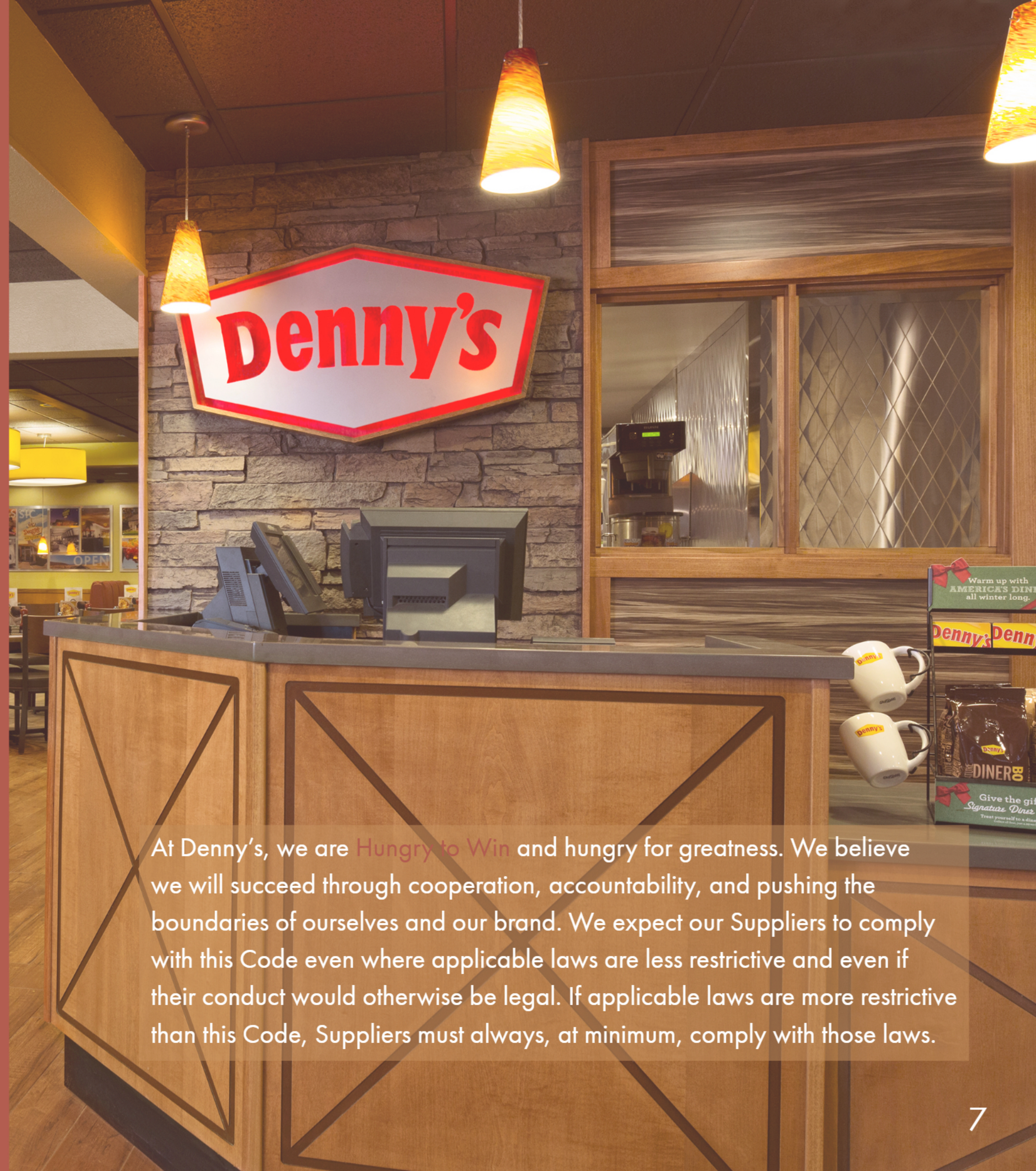
All Suppliers must educate employees, consultants, agents, representatives, and subcontractors about the Code to ensure compliance in connection with work performed for Denny's.

## Denny's requests

Denny's may request information from Supplier to verify compliance with this Code, and Suppliers must cooperate timely with any such request. Denny's may request recertification to this Code and documentation of audits performed in accordance with industry best practices to demonstrate compliance.

## Non-compliance

Denny's reserves the right to terminate any agreement with any Supplier for a material breach of this Code if not cured within 30 days after notice.



At Denny's, we are *Hungry to Win* and hungry for greatness. We believe we will succeed through cooperation, accountability, and pushing the boundaries of ourselves and our brand. We expect our Suppliers to comply with this Code even where applicable laws are less restrictive and even if their conduct would otherwise be legal. If applicable laws are more restrictive than this Code, Suppliers must always, at minimum, comply with those laws.



# Reporting

We expect Suppliers to have an adequate monitoring and record keeping system to ensure compliance with the Code. Suppliers have a responsibility to report any actual or potential ethical or legal compliance issues to Denny's, including any possible non-compliance with this Code, Supplier agreements, or laws. Suppliers must promptly report any unethical behavior by any Denny's employee.

To raise a concern, Suppliers may:

1. Call Denny's Legal Department at 864-597-7641; or
2. Submit a report online by emailing [vendors@dennys.com](mailto:vendors@dennys.com).

Reports will go to the Office of the General Counsel and the Ethics and Compliance Officer.

Denny's prohibits retaliation against anyone who, in good faith, reports questionable behavior or noncompliance with this Code.

