



## **BLOOMIN' BRANDS, INC. SUPPLIER CODE OF ETHICS**

### **I. Purpose**

Bloomin' Brands, Inc. and its direct and indirect subsidiaries and affiliates (the "Company") view suppliers as critical to their success. Therefore, we strive to select suppliers who maintain a commitment to strong ethical standards.

### **II. Scope**

This Supplier Code of Ethics (the "Supplier Code") applies to any person, firm, corporation, or other entity who provides goods and/or services to the Company or performs a contract for or with the Company in exchange for payment from the Company and/or its designated third party agent(s) ("Supplier") and the owners, officers, directors, agents, and representatives of any Supplier (each a "Supplier Affiliate").

### **III. Policy**

#### **A. General Requirements.**

Suppliers must, to the best of their ability, adhere to and advocate the principles and responsibilities governing their professional and ethical conduct set forth in this Supplier Code. Suppliers must proactively promote ethical behavior and compliance with this Supplier Code by their Supplier Affiliates. The Company reserves the right to decline to deal with Suppliers who do not comply with this Supplier Code.

## **B. Full Disclosure.**

Suppliers shall make immediate and full disclosure to the Company's Chief Legal Officer of any relationships of the Supplier or any Supplier Affiliate with any Company officer, director, or employee, or a family member or significant other of any Company officer, director, or employee, or any entity in which any of the foregoing has a financial interest (each a "Company Affiliate") whether or not such Company Affiliate deals directly with the Supplier. Relationships include, but are not limited to family relationships, personal relationships, financial relationships, relationships as co-investors, partners or shareholders in other businesses or entities, and any other relationship that could result in a Company Affiliate having a conflict of interest or an appearance of a conflict of interest in dealing with the Supplier whether or not the Company Affiliate deals directly with the Supplier on behalf of the Company. Full and fair disclosure requires disclosure of any of the above described relationships. The Supplier shall also disclose any employment or managerial position the Supplier or any Supplier Affiliate has with a competitor of the Company. Suppliers and Supplier Affiliates shall not invest, subsequent to the date of adoption of this Supplier Code, in any franchisee of the Company. Suppliers are required to update this disclosure on an on-going basis and immediately notify the Chief Legal Officer of the Company of the existence of any of the above described relationships. All required disclosures must be made as directed in Section II.K. (Reporting) below.

## **C. Compliance.**

Suppliers must comply with all laws, rules and regulations of federal, state, and local governments, and all applicable private or public regulatory agencies. This compliance requirement includes all applicable laws related to employment, human rights, the environment, and health and safety, including:

1. child labor laws;
2. abuse of labor/workforce laws;
3. freedom of association and collective bargaining laws;
4. prohibitions against unlawful discrimination;

5. wage, hour and benefits laws; and
6. in the case of applicable food suppliers, USDA/FDA, the Food Modernization Safety Act, NOAA Non-Depletion/Overfishing, and, where applicable, Sustainable Agriculture.

Local laws may in some instances be less restrictive than the principles set forth in this Supplier Code. In those situations, Suppliers are expected to comply with this Supplier Code, even if the conduct would otherwise be legal under applicable laws. If local laws are more restrictive than this Supplier Code, Suppliers are expected to comply with applicable law.

**D. Confidentiality.**

Suppliers must respect the confidentiality of information acquired in the course of their professional relationship with Company and not disclose such information to any third party except when authorized by the Company in writing or the Supplier is otherwise compelled to disclose such information by valid legal or governmental action. Suppliers must not use for personal advantage confidential information acquired in the course of their business relationship with Company.

**E. Honesty.**

Suppliers must not have any false or inaccurate entries in their accounting books or records related to the Company for any reason. Supplier's business records must be retained in accordance with Supplier record retention policies and all applicable laws and regulations.

**F. Improper Payments.**

Suppliers must not directly or indirectly offer or make bribes, kickbacks or improper payments of any kind to the Company, a Company Affiliate or government official. Suppliers are required to comply with U.S. Foreign Corrupt Practices Act as well as all other applicable anti-bribery or corruption laws.

## **G. Gifts.**

Supplier must not seek, accept, offer, or give any payments, fees, loans, services or gifts from or to any Company Affiliate as a condition or result of doing business with the Company, or if the intended purpose is to influence a business decision or if acceptance would have the appearance of having influenced a business decision. All such gifts are prohibited. A Supplier may provide nominal gifts to a Company Affiliate that meet all of the following criteria:

1. total market value of all gifts to a Company Affiliate may not exceed \$150 USD per year;
2. It does not violate the Supplier's internal policy;
3. It does not consist of cash or cash equivalents (i.e., stocks, other forms of marketable securities, or gift cards); and
4. It does not violate any law, regulation, or this Supplier Code.

It is improper for any Company Affiliate to request or demand gifts of any kind from any Supplier and any such requests or demands must be reported as directed in Section II.K. (Reporting) below. For purposes of this Supplier Code, gifts include providing goods or services at prices less than the prices normally charged to the public.

## **H. Airfare and Travel Accommodations.**

Unless otherwise approved by the Company's Chief Legal Officer, Supplier must not pay for a Company Affiliate's airfare, travel or accommodations in any amount unless it is billed back to the Company with details of travel costs, dates and names of all traveling Company Affiliates.

## **I. References.**

Supplier must not use or reference Company trade names, trademarks, service marks, or logos, in any announcement, advertising, external communication, publicity, sales or marketing materials, without the prior written approval of the Company Chief Legal Officer.

## **J. Product Recalls.**

Supplier must promptly disclose to Company any manufacturer safety or quality product recall or withdrawal for goods purchased by or distributed for the Company. Further, Supplier must promptly disclose any incident(s) related to Company facilities, suppliers, co-packers, and shippers associated with Company products and services that could adversely impact the reputation of the Company and its brands and includes, but is not limited to: business disruptions, negative public press reports/stories, unlawful activities, animal well-being, intentional/un-intentional adulteration of products, and other material food safety violations whether the result of third party or governmental investigations or audits or otherwise. All required disclosures must be made as directed in Section II.K (Reporting) below.

## **K. Reporting.**

Suppliers must work through their own company to resolve internal ethics issues. Suppliers must promptly and fully make all disclosures required in this Supplier Code, report violations of this Supplier Code and report any unethical or illegal behavior by a Company Affiliate to the Company Chief Legal Officer, as follows:

**BLOOMIN' BRANDS, INC.**  
**2202 N. West Shore Blvd., Suite 500**  
**Tampa, FL 33607**  
[\*\*legalsupplier@bloominbrands.com\*\*](mailto:legalsupplier@bloominbrands.com)

If you do not believe it appropriate or are not comfortable approaching the Company Chief Legal Officer about your concerns or complaints, then you may report through the Company's Ethics and Compliance Hotline or web portal as follows:

**Ethics and Compliance Hotline: (800) 806-1133**

**Ethics and Compliance Portal: [bloominbrands.ethicspoint.com](http://bloominbrands.ethicspoint.com)**