

**YUM! BRANDS, INC.**  
**Nominating & Governance Committee Charter**

(as Amended and Restated effective January 27, 2004)

**A. Name**

There shall be a committee of the Board which shall be called the Nominating & Governance Committee.

**B. Purpose**

The Nominating & Governance Committee shall (1) identify individuals qualified to become Board members consistent with criteria approved by the Board, and recommend to the Board director nominees for proposal by the Board at the next annual meeting of shareholders; and (2) develop and recommend to the Board the Corporate Governance Principles applicable to the Company.

**C. Committee Membership and Procedure**

The Nominating & Governance Committee shall consist of no fewer than three members and will meet at least three times each year. Each member of the Nominating & Governance Committee shall satisfy the independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Nominating & Governance Committee, considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The members of the Nominating & Governance Committee shall serve until their successors are appointed and qualify. The Board shall designate the Chairman of the Nominating & Governance Committee. The Board shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Principles of the Company, the Nominating & Governance Committee shall fix its own rules of procedure. The Nominating & Governance Committee may form and delegate authority to subcommittees when it determines it to be appropriate.

**D. Committee Authority and Responsibilities**

In addition to the authority and responsibilities set forth under B. Purpose above, the Nominating & Governance Committee shall have the following authority and responsibilities:

- Develop qualification criteria for Board members and, consistent with such criteria approved by the Board, actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Principles.
- Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms; and have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Review and reassess from time to time the adequacy of the Corporate Governance Principles of the Company and recommend any proposed changes to the Board for approval.
- Make regular reports to the Board.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; and annually review its own performance.
- Serve in an advisory capacity to the Board and Chairman of the Board on matters of organizational and governance structure of the Company and the conduct of the Board, including (1) recommending members of the various committees of the Board and the chairpersons for each committee, and (2) overseeing the review of the functions, effectiveness and performance of the Board as a whole and the Board committees.
- Oversee the evaluation of management of the Company.
- Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board.