

**YUM CHINA HOLDINGS, INC.**  
**CHARTER OF THE FOOD SAFETY COMMITTEE OF**  
**THE BOARD OF DIRECTORS**

**Purpose**

The Food Safety Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Yum China Holdings, Inc. (the “Company”) to assist the Board in its oversight of the Company’s practices, procedures, strategies and initiatives relating to food safety.

**Committee Membership**

The size of the Committee shall be determined by the Board in its sole discretion, provided that, in no event, shall it consist of fewer than three members. The members of the Committee shall be appointed by the Board. The Board shall designate one member of the Committee to serve as Committee Chairman. Each member of the Committee shall serve until the earliest to occur of the date he or she is replaced by the Board, resigns from the Committee or resigns from the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on it.

**Meetings**

The Committee shall meet once every 6 months, or as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Written minutes of Committee meetings shall be maintained.

**Committee Authority and Responsibilities**

1. The Committee shall review, evaluate and advise the Board regarding the practices, procedures, strategies and initiatives to protect food safety.
2. The Committee shall review, evaluate and advise the Board regarding trends, issues and concerns which affect or could affect the Company’s food safety practices, and the risks arising therefrom, in light of the Company’s overall efforts related to food safety.
3. The Committee shall obtain reports from members of management as the Committee deems necessary or desirable in connection with the Company’s practices, procedures, strategies and initiatives relating to food safety, and risks arising therefrom.
4. The Committee shall review and evaluate any corrective action taken by management to address any food safety related risks or incident, if any, and advise the Board regarding any proposed action in relation thereto.
5. The Committee shall oversee the Company’s response to stockholder proposals relating to food safety.
6. The Committee shall make regular reports to the Board.
7. The Committee shall annually review its own performance.

8. The Committee shall have the authority to retain and terminate (or obtain the advice of) any advisor to assist it in connection with the exercise of its responsibilities and authority. The Committee shall be responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Committee shall also have authority to obtain advice and assistance from members of management.
9. The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.
10. The Committee shall exercise such other powers and authority as shall from time to time be assigned thereto by the Board.
11. The Committee shall review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board for approval.

**Limitation of Food Safety Committee's Role**

The Committee's duties and responsibilities set forth in this Charter shall remain consistent with the usual and customary duties and responsibilities of members of the Board, and the primary responsibility for the day-to-day management of matters relating to food safety shall remain with management.